

AGC/SD/SE/2021/152

October 05, 2021

Corporate Relationship Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Fort, Mumbai – 400001.	Corporate Relationship Department National Stock Exchange Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.
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Subject: Submission of Notice of the 35th Annual General Meeting

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

Dear Sir/Madam,

This is with reference to our letter no. AGC/SD/SE/2021/136 dated September 20, 2021, intimating the Stock Exchanges that the 35th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Wednesday, October 27, 2021 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 35th AGM of the Company as circulated to the Members of the Company through email communication today i.e. October 05, 2021, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs dated January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 read with Circular issued by SEBI dated May 12, 2020.

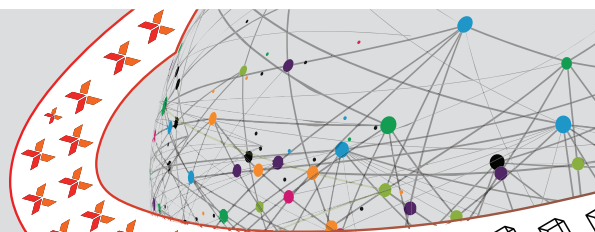
The copy of the aforesaid Notice is attached herewith for your perusal and is also available on the website of the Company at www.agcnetworks.com.

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 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting (“AGM”) of the Members of **AGC NETWORKS LIMITED** (“the Company”) will be held on **Wednesday, October 27, 2021 at 10:00 A.M. Indian Standard Time (IST)** through Video Conferencing (“VC”) 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, 2021 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naresh Kothari (DIN: 00012523), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(S):

3. **Approval for change of name of the Company and consequential alteration to the Memorandum of Association and Articles of Association of the Company**

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

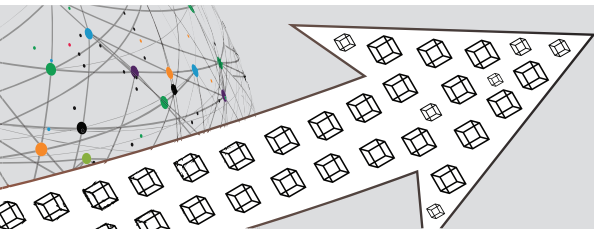
“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 (“Act”) and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, subject to Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as applicable, the Memorandum of Association and Articles of Association of the Company and approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs, Stock Exchanges or any other appropriate regulatory and/or statutory authorities, as may be necessary, consent of the members of the Company be and is hereby accorded for change of name of the Company from **“AGC Networks Limited” to “Black Box Limited”**;

RESOLVED FURTHER THAT Clause I (Name clause) of the Memorandum of Association of the Company be substituted with following:

- I. “The Name of the Company is **“Black Box Limited”**.”

RESOLVED FURTHER THAT the name of the company wherever appearing in the Articles of Association of the Company, Share Certificates and other relevant documents, papers and places, as applicable, be substituted with the new name **“Black Box Limited”**.

RESOLVED FURTHER THAT Mr. Sanjeev Verma (DIN: 06871685), Mrs. Mahua Mukherjee (DIN: 08107320), Directors of the Company, Mr. Deepak Kumar Bansal (DIN: 07495199) Director and CFO of the Company and Mr. Aditya Goswami, Company Secretary & Compliance Officer of the Company, be and are hereby severally



authorized to make, sign, execute and file necessary applications, forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Central Government, Ministry of Corporate Affairs, Stock Exchanges where shares of the Company are listed, and such other regulatory or statutory authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

4. **Approval for shifting of Registered Office of the Company within the state of Maharashtra**

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

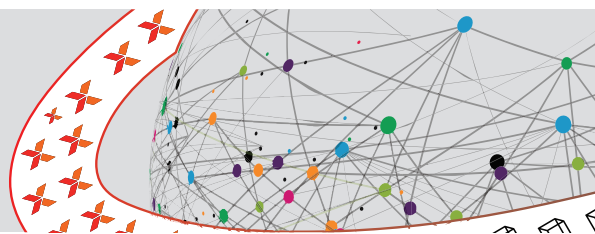
“**RESOLVED THAT** pursuant to the provisions of section 12 read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Registered office of the company be and is hereby shifted from its present location i.e. “Essar House, 11 Keshavrao, Khadye Marg, Opp. Race Course, Mahalaxmi, Mumbai - 400034” to “**501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400 708**”.

“**RESOLVED FURTHER THAT** Mr. Sanjeev Verma (DIN: 06871685), Mrs. Mahua Mukherjee (DIN: 08107320), Directors of the Company, Mr. Deepak Kumar Bansal (DIN: 07495199) Director and CFO of the Company and Mr. Aditya Goswami, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to sign or execute any application, documents, forms or papers as may be required to be filed with any statutory or regulatory authorities including Registrar of Companies, Stock Exchanges where the securities of the Company are listed and to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

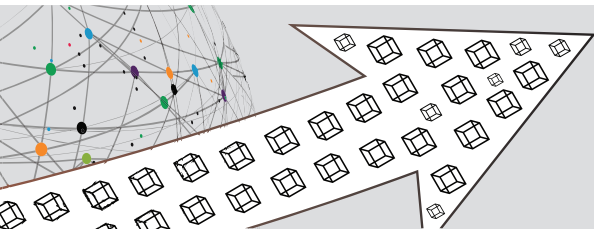
5. **Approval of raising of funds by issuance of securities upto ₹ 500 Crores**

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

“**RESOLVED THAT** pursuant to and in accordance with the applicable provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force (collectively the “**Companies Act**”), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively “**FEMA**”), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the listing agreements entered into by the Company with the BSE Limited (“**BSE**”), National Stock Exchange of



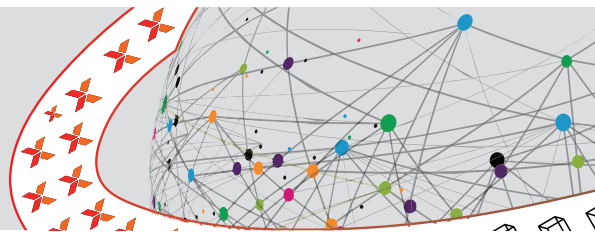
India Limited (“**NSE**”, and together with BSE, the “**Stock Exchanges**”) where the equity shares of the Company of face value of ₹ 10/- each (“**Equity Shares**”) are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (“**GOI**”), the Ministry of Corporate Affairs (“**MCA**”), the Reserve Bank of India (“**RBI**”), BSE, NSE, Registrar of Companies (“**RoC**”), the Securities and Exchange Board of India (“**SEBI**”) and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the GOI, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter singly or collectively referred to as “**Appropriate Authorities**”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, with or without green shoe option, by way of an issue of Equity Shares or by way of an issue of any instrument or security including by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares, issue of Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities, with or without premium, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and / or private and/or right offer, and/or on preferential allotment basis including Qualified Institutions Placement (“**QIP**”) or any combination thereof, and/or any other permitted modes through issue of prospectus and /or placement document and/or an offer document or other permissible/requisite documents/writings/ circulars/memoranda in such a manner, to any eligible person, including Qualified Institutional Buyers (“**QIBs**”) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether they be holders of equity shares of the Company or not (collectively called the “**Investors**”), for an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a permissible discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, security,



rate of interest etc. as may be deemed appropriate by the Board and where necessary in consultation with the book running lead manager(s) to be appointed for the Issue (“**Lead Manager(s)**”) and/or underwriters and/or stabilising agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like, without limitation, the total number of Securities to be issued, face value, fixing book closure terms if any, determining the categories of Investors to whom the offer, number of Equity Shares to be allotted on conversion/ redemption/ extinguishment of debt(s), rights attached to the warrants, terms of issue, period of conversion, fixing of record date or book closure terms if any, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the “Issue”), as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company’ so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions.

RESOLVED FURTHER THAT in the event that Securities are offered to QIBs through a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations), the following shall apply:

1. the allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations (“QIBs”);
2. the Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the memorandum of association and articles of association of the Company;
3. the Eligible Securities, or any combination thereof, in one or more tranches as may be decided by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at a price which is not less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations (the “**QIP Floor Price**”), with the authority to the Board, in consultation with the book running lead managers may offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;
4. the Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank *pari passu* in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
5. the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;



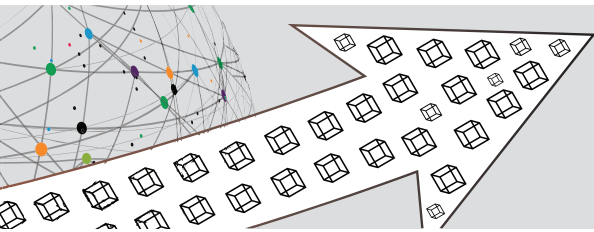
6. the Eligible Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid up securities;
7. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment
8. the “**relevant date**” for the purpose of pricing of Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP;
9. in case of allotment of eligible convertible securities, the “**relevant date**” for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares, as decided by the Board;
10. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
11. no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
12. the Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) allotted in a QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
13. Any subsequent QIP shall not be undertaken until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution.

RESOLVED FURTHER THAT, in pursuance of the resolutions above:

1. the Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company; and
2. the Equity Shares created, offered, issue or allotted by the Company shall rank *pari passu* in all respects with the existing Equity Shares of the Company, in all respects.

RESOLVED FURTHER THAT in the event of issue of GDRs/ADRs, the pricing shall be determined in compliance with principles and provisions set out in Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with

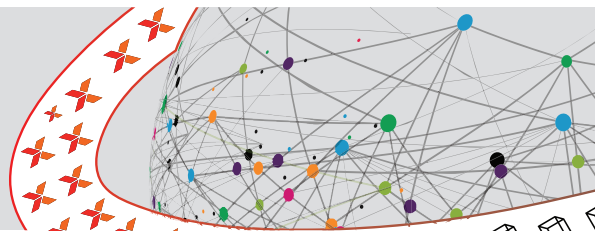


market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a committee thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of preliminary placement documents and placement documents, determining the form and manner of the Issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the Issue, or execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, or a duly authorized committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the Issue, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the Issue, utilization of Issue proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein), all such arrangements/ agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars, Statutory Auditors and all such agencies and intermediaries as may be involved or concerned in the Issue, including any amendments or supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the Issue and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the Issue and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or a duly authorised committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or a duly authorised committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the Issue.

RESOLVED FURTHER THAT in respect of the Issue, the Board or any duly authorised committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.



RESOLVED FURTHER THAT, Ms. Walker Chandio & Co., being the Statutory Auditors of the Company are duly appointed and authorised to provide financial statements and certifications as may be required by the Company and/or the Lead Managers from time to time in relation to the Issue.

RESOLVED FURTHER THAT the Board or a duly authorised committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory / regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution.”

6. **Appointment of Mr. Anshuman Ruia (DIN: 00008501) as Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with provisions of Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), subject to approval of the Central Government and such other approvals, permissions and sanctions, as may be required and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members, be and is hereby given for re-designation of Mr. Anshuman Ruia (DIN: 00008501) from Non-Executive Director to Executive Director of the Company for a period of 3 years effective from 20th September, 2021 on such terms and conditions of appointment as may be approved by the Board of Directors.”

RESOLVED FURTHER THAT Mr. Anshuman Ruia shall have the right to exercise such powers of management of the Company as may be delegated to him by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Mr. Anshuman Ruia, subject to the same not being in contravention of the conditions specified under the provisions of Schedule V to the Act or any statutory modification(s) or re-enactment thereof and subject to such approval(s) as may be required.”

**By Order of the Board of Directors
For AGC Networks Limited
Sd/-**

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

Place: Mumbai

Dated: September 20, 2021

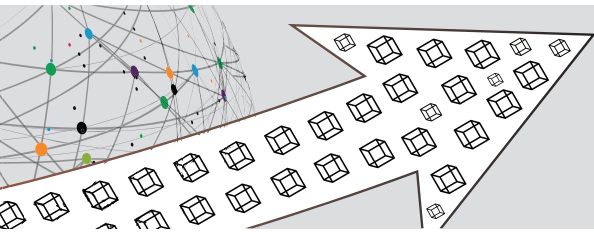
Registered Office:-

Essar House, 11 Keshavrao Khadye Marg,

Opposite Race Course, Mahalaxmi,

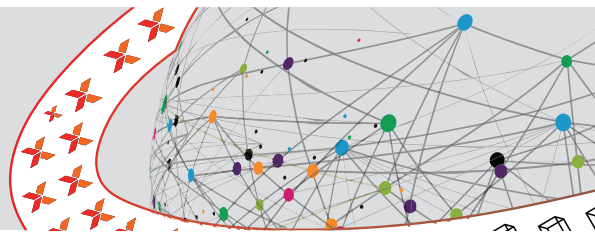
Mumbai - 400034.

www.agcnetworks.com



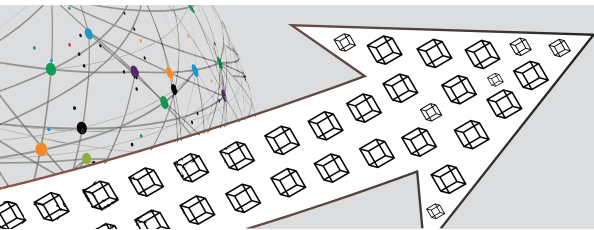
NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No.17/2020 dated April 13, 2020 followed by MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members in the General Meeting is not required and companies are allowed to hold the General Meetings through video conferencing (VC) or other audio visual means (OAVM). Hence, in compliance with the aforesaid Circulars, this AGM is being held through VC.
2. Pursuant to the provisions of the Companies Act, 2013 (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 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.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. 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, 5 & 6 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 other applicable provisions of the Act, have been provided in **Annexure I** to this Notice.
6. Institutional and corporate members (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. The corporate members are requested to send copy of the said Resolution/Authorization by email to skjaincs1944@gmail.com (Scrutinizer) with a copy marked to evoting@nsdl.co.in.
7. 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 at the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com> during the AGM.



8. M/s. Datamatics Business Solutions Limited is the Registrar and Share Transfer Agent (“RTA”) of the Company. All members and investors are hereby advised to contact the RTA 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
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, October 21, 2021** till **Wednesday, October 27, 2021** (both days inclusive) for the purpose of this AGM.
10. As per Regulation 40 of SEBI Listing 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 RTA for assistance in this regard.
11. 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 RTA in case the shares are held by them in physical form.
12. 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 RTA.
13. 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 RTA in case the shares are held in physical form.
14. 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 RTA, for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. 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.
16. Members who wish to seek any information with regard to the Company’s Annual Report 2020-2021 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.

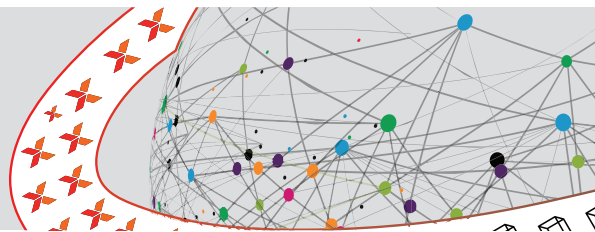


17. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends 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.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-2021 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>
19. At the 33rd AGM held on September 26, 2019 the Members approved re-appointment of M/s. Walker Chandio & 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 Chandio & Co. LLP as Statutory Auditors of the Company at this AGM.
20. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company’s Website at www.agcnetworks.com.
21. Since the AGM will be held through VC, the Route Map, Proxy Form and Attendance Slip, are 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 the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on **Sunday, October 24, 2021 at 9:00 A.M. and ends on Tuesday, October 26, 2021 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, October 20, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, October 20, 2021.



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 herein under. 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 shares 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 of the cut-off date, may obtain the 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. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. October 20, 2021, may follow steps mentioned in the Notice under “Instructions for e-voting”.

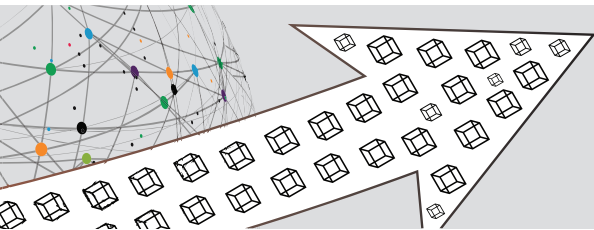
THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

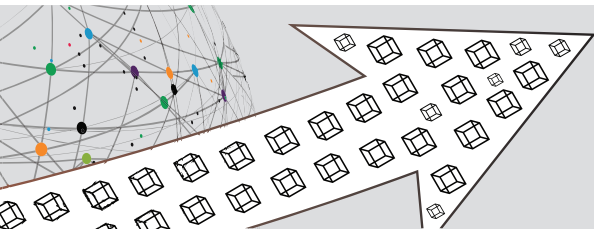


Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.

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 e-Voting and joining virtual meeting 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?

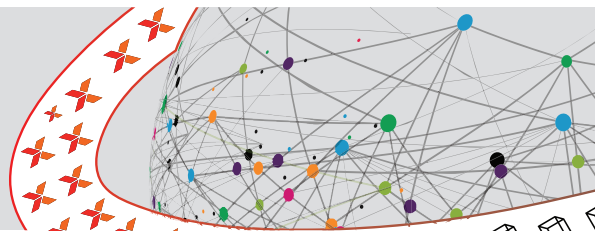
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 (NSDL or 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 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***

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 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 mentioned at the next page under the heading: **process for those shareholders whose 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.

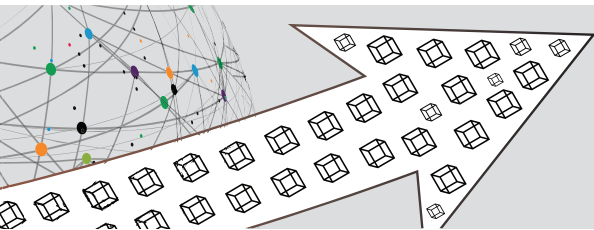
Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- a. 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 and General Meeting is in active status.
- b. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- c. Now you are ready for e-Voting as the Voting page opens.
- d. 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.
- e. Upon confirmation, the message “Vote cast successfully” will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. 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 “**Physical User 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 email ids for e-voting for the resolutions set out in this notice:

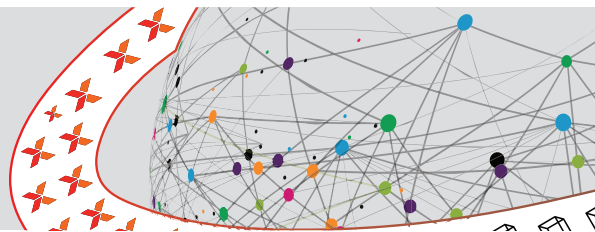
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@agcnetworks.com.
2. In case shares 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 **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting 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.

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

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, 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 otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. 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.
- d. 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 person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
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, Demat account number or folio number, email id and mobile number in the said email. The Company will reply to the same suitably.
6. Those Members attending the AGM through VC/OAVM will only be allowed to express their views/ask questions during the AGM by means of Live Chat option provided by NSDL. The Company reserves the right to restrict the number of questions/queries which shall be addressed during the AGM, depending on the availability of time for the AGM.

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, within 2 working days of 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.

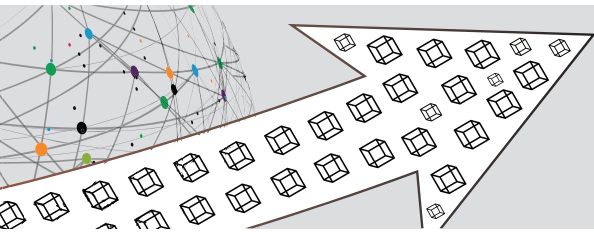
The result declared alongwith the Scrutinizer Report shall be placed on the Company's website www.agcnetworks.com and on the website of NSDL at <https://www.evoting.nsdl.com>, immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be simultaneously forwarded to The National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE), where the equity shares of the Company are listed.

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

Item No. 3:

In order to align the entire business activity under single brand of "Black Box", the Board of Directors of the Company at their meeting held on September 20, 2021 had approved the proposal for change of name of the Company from "**AGC Networks Limited**" to "**Black Box Limited**", subject to the approval of Central Government, the members of the Company and other relevant Statutory and Regulatory authorities.

The Black Box name has global presence with wider reach, present in 30 countries with around 90% of the Company's revenues under Black Box name, it is prudent to align all the business activities under single name of Black Box across the world. All the major subsidiaries generating revenues are named starting from "Black Box". Changing the



name from AGC Networks Limited to Black Box Limited would be better representation in the market and aligns with Company's strategy to remain simple, sharp and focused with all its stakeholders. This will also avoid duplication while doing business with vendors, customers and all the stakeholders.

The Registrar of Companies has approved the availability of the desired name i.e. '**Black Box Limited**' vide its approval letter dated August 25, 2021. Pursuant to the provisions of Section 13 of the Companies Act, 2013 and rules made thereunder, the Company is required to obtain approval of the Central Government and the shareholders by way of a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

The Company is in compliance with conditions stipulated under Regulation 45(1) of the SEBI LODR Regulations, 2015, as amended and a certificate pursuant to Regulation 45(3) of the said Regulations, issued by M/s. J R Thaker & Associates, Chartered Accountants (FRN:153087W) is enclosed as **Annexure II** to this Notice. The certificate is also available on the Company's website at <https://www.agcnetworks.com/in/AGM-2021/>.

Copies of the draft amended Memorandum of Association and Articles of Association reflecting the aforesaid changes is available for inspection by the members, at the Registered Office of the Company, between 10:00 A.M. and 12:00 PM till the date of AGM. The members are requested to follow COVID-19 norms and security protocols while visiting for inspection of the said documents. The said documents are also available on the Company's website at <https://www.agcnetworks.com/in/AGM-2021/> till the date of AGM.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs. The proposed name change does not reflect any change in the existing business activity of the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Notice, for the approval of the members as a **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 3 of this Notice.

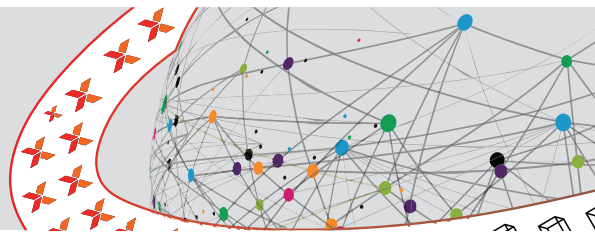
Item No. 4

It is proposed to shift the registered office of the Company from its current location i.e. Essar House, 11 Keshavrao Khadye Marg, Opposite Race Course, Mahalaxmi, Mumbai – 400034 to its new modern and vibrant office at **501, 5th Floor, Building No. 9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708**. The Board of Directors at their meeting held on September 20, 2021 have approved the shifting of registered office.

Pursuant to the provisions of Section 12 of the Companies Act, 2013 any change/shifting of registered office outside the local limits of any city, town or village where such office is situated mandates approval of shareholders by way of Special Resolution.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice, for the approval of the Members as a **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4 of this Notice.

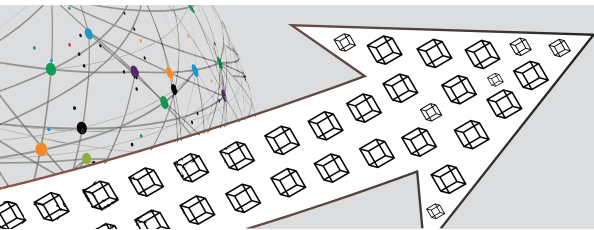
**Item No. 5**

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized for augmenting long term cash resources, funding the organic or inorganic growth opportunities in the area of the Company's operations and adjacencies, making investments in companies including in subsidiaries or otherwise (either through debt or equity or any convertible securities), growing existing businesses or entering into new businesses in line with the strategy of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

In line with the above, the Company proposes to raise funds by way of one or more public and / or private offerings, through equity/ equity linked instruments including on Preferential allotment basis, Qualified Institutions Placement ("QIP"), Rights Offer, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/ special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares etc. or any combination thereof to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors up to an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) as deemed appropriate by the Board, subject to applicable laws, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); and (c) other applicable law (the "**Issue**").

Accordingly, the Board, at its meeting held on August 14, 2021, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or a duly authorised committee of the Board, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in relation to the Issue, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Securities allotted will be listed and traded on stock exchange(s) where Equity Shares are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities shall be subject to obtaining of regulatory approvals, if any by the Company.

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Securities is required to obtain prior approval of the shareholders by way of a special resolution.



In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its members. Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

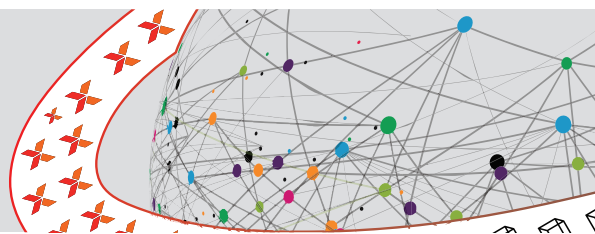
The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. In the event that Securities are issued through a QIP, the resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

In the event that Equity Shares are issued through a QIP, the 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be either the date of the meeting in which the Board / its duly constituted committee decides to open the QIP, as decided by the Board, which shall be subsequent to receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. Further, in the event that eligible convertible securities are issued through a QIP, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the fund raising, including issuance of Securities through the Issue will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead managers and/ or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post – Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department



for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the Issue, to the extent and in the manner stated in the special resolution, as set out in Item no. 5 of this notice, without the need for any fresh approval from the members of the Company in this regard.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares and/ or other eligible Securities on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

In the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the special resolution by the members of the Company. Further, the Equity Shares offered, issued, and allotted by the Company pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company. Further, the Promoters will not participate in the Issue.

Equity Shares, proposed to be issued, shall in all respects, rank pari passu with the existing Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of the notice for the approval of the members as a **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 5 of this Notice.

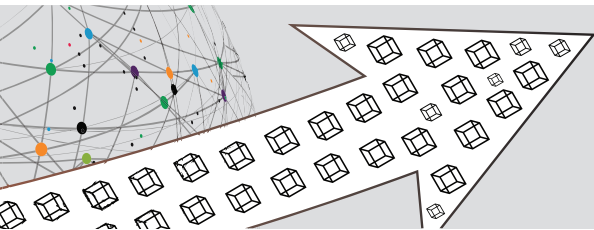
Item No. 6

Mr. Anshuman Ruia was originally appointed as Non-Executive Additional Director of the Company in the Board meeting held on September 10, 2020 and was re-appointed as Non-Executive Director of the Company liable to retire by rotation, in the 34th Annual General Meeting held on November 18, 2020.

Mr. Ruia who resides outside India, considering his vast experience of business, it would be beneficial for the Company to appoint him as an Executive Director which will help in formulation and execution of various growth strategies of the Company.

The Nomination and Remuneration Committee at its meeting held on September 20, 2021 has recommended to the Board to appoint Mr. Ruia as an Executive Director of the Company for a period of 3 years effective from September 20, 2021. The Board at its meeting held on the same date has also approved the said proposal subject to necessary regulatory and shareholders' approval, as applicable.

Further, the Company has received a notice of his proposed candidature under Section 160 of the Companies Act, 2013, consent to act as Director in the Form DIR 2 under Section 152 read with rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR 8 to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.



The proposed terms of appointment of Mr. Ruia, as an Executive Director of the Company are as follows:

- I) Salary, Allowances and Commission (“Remuneration”): None
- II) Perquisites: None
- III) Other re-imbursements: Mr. Ruia may be provided reimbursement of reasonable expenses incurred by him while rendering his services to the Company.
- IV) Stock Options: None.
- V) Other Terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ruia shall manage and conduct the business and affairs of the Company as an Executive Director of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof. The appointment can be terminated by any party giving Three (3) calendar months’ notice in writing.

In accordance with the provisions of Section 196(4) read with the applicable provisions of Schedule V of the Act and the rules made thereunder, the Company is required to obtain the approval of the Central Government and approval of the shareholders by way of a Special Resolution for the appointment of Mr. Ruia as an Executive Director of the Company. A brief resume of Mr. Ruia along with the disclosures pursuant to Regulation 36(3) of LODR Regulations, Secretarial Standards on General Meeting (“SS- 2”) and other applicable disclosures, if any, have been provided in **Annexure I** to this Notice.

The Board feels that the appointment of Mr. Ruia as an Executive Director on the Board, would be of immense benefit to the Company. Accordingly, the Board recommends the members to approve appointment of Mr. Ruia as an Executive Director of the Company as aforesaid, by passing the resolution as set out at Item No. 6 as a **Special Resolution**.

Save and except Mr. Ruia (being the proposed appointee) and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.



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	Mr. Naresh Kothari	Mr. Anshuman Ruia
Date of Birth, Age	September 03, 1970 51 years	March 11, 1971 50 years
Date of first appointment	January 17, 2019	September 10, 2020
Expertise in specific functional areas; Qualifications and Brief Resume/ Profile	<p>Mr. Kothari is a seasoned Indian financial services professional with over 25 years of experience in business building and capital markets. During his career, he has held various operating as well as management responsibilities.</p> <p>Mr. Kothari was one of the earliest Senior Partners at Edelweiss Financial Services and was a key person involved in shaping it into one of the leading financial services firms of India. At Edelweiss, he led teams that built India’s largest domestic Institutional Brokerage business, a large coverage platform with some of the best corporate relationships in India, one of the most aggressive Equity Capital Markets platform and also a leading alternative asset management platform. During his 13-year tenure, he held various management roles including President of Edelweiss Capital, Senior member of Management Committee, Co-Head of Edelweiss Alternative Asset Advisors, Head of Coverage & ECM and Co-Head of Institutional Equities. Mr. Kothari spent the initial years of his career in building and running an institutional equities sales & trading desk at ICICI Securities.</p> <p>Along with building various financial services businesses, Mr. Kothari has also played an active role in advising Corporate India on business and capital markets strategy. This active engagement approach also led to development of very strong relationships with corporate India over the years. He remains an active Board member on a few of these corporates.</p>	<p>Mr. 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 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> <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.</p>

Name of Director	Mr. Naresh Kothari	Mr. Anshuman Ruia
	<p>Mr. Kothari has also done extensive analytical work including identifying some of the most successful investment themes in India. His deep understanding of various asset classes and how they play out across business cycles is now being used in building out some of the most innovative strategies for alternative investing in India through his new firm Alpha Alternatives.</p> <p>Mr. Kothari is an MBA from Indian Institute of Management, Ahmedabad, which is the premier business school in India and Bachelor of Engineering in Computer Science from the University of Mumbai. He is an avid fitness enthusiast and has run marathons. He is also an ardent reader.</p>	<p>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). He is a passionate connoisseur of music and a keen table tennis player.</p>
Terms of appointment	As approved by the Members at the 34 th Annual General Meeting of the Company held on November 18, 2020	As mentioned in Item No. 6 of the explanatory statement
Remuneration proposed to be paid	NIL	NIL
Remuneration last drawn	NIL	NIL
Name/s of other Listed Companies in which Directorship held	B L Kashyap and Sons Limited	NIL
Name/s of other Listed Companies in which the Director holds membership in the Committees	<ol style="list-style-type: none"> 1. B L Kashyap and Sons Limited – (Membership of Audit Committee) 2. B L Kashyap and Sons Limited – (Membership of Nomination & Remuneration Committee) 	NIL
Shareholding in the Company#	6,45,525 Equity Shares held beneficially.	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
Number of Board Meetings attended during F.Y.2020-2021	6 (Six)	3 (Three)

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

ANNEXURE II



J R THAKER & Associates

CHARTERED ACCOUNTANTS

+91-9727746376

ca.jaydevthaker@gmail.com

B1-201, Sangath Gateway
Opp. Raysan Petrol Pump
Kudasan Service Road
Gandhinagar - 382 421

To whom so ever it may concern

We refer to the application of availability and name change made by AGC Networks Limited, CIN: L32200MH1986PLC040652, having its registered office at Essar House, 11, Keshavrao Khadye Marg, Opposite Race Course, Mahalaxmi, Mumbai, 400 034, vide SRN T36595346, made to The Registrar of Companies. The new name available and approved is **Black Box Limited**

In this regard, pursuant to Regulation 45 of the SEBI LODR Regulations, 2015, we hereby confirm that;

- a. A time period of at least one year has elapsed from the last name change;
- b. There is no change in the business activity of the Company and at least 50% of the company's total revenue in the preceding 1 year period has been accounted from the existing activity suggested by the new name.

Date: 26th August 2021

Place: Gandhinagar

For, J R Thaker & Associates

Chartered Accountants



**JAYDEV
RAMAKANT
THAKER**

Digitally signed by
JAYDEV RAMAKANT
THAKER
Date: 2021.08.27
10:38:23 +05'30'

CA. Jaydev R. Thaker

Proprietor

UDIN: **21124734AAAABO3009**

22/JRT/21-22