

**AGC/SD/SE/2021/51**

**March 12, 2021**

<b>Corporate Relationship Department</b> <b>Bombay Stock Exchange Limited</b> P.J. Towers, Dalal Street, Fort, Mumbai – 400001	<b>Corporate Relationship Department</b> <b>National Stock Exchange Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400051
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**Subject: Intimation under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Acquisition**

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

Dear Sir/Madam,

In accordance with the provisions of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that **Black Box Holdings Limited** (hereinafter referred to as "Acquirer" or "Black Box"), Indirect Wholly-Owned Subsidiary of AGC Networks Limited ("the Company"), has entered into a Share Sale Agreement with Z Services Holding Ltd., a BVI business company incorporated in the British Virgin Islands (collectively referred to as "Seller") on 11<sup>th</sup> March 2021, to acquire 76% of shares of **Z Services HQ DMCC** ("Target Company being limited liability company incorporated under laws of Dubai Multi Commodities Centre ("DMCC"), for total consideration of approx. USD 3.94 million, payable at the time of closing.

The said acquisition is anticipated to be completed within 60 days of signing the share purchase agreement.

Further, in terms of SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 the requisite details of the forgoing acquisition in the prescribed format are attached herewith as "**Annexure A**".

This is for your information, record and necessary action.

Thanking You,  
**For AGC Networks Limited**

**Aditya Goswami**  
**Company Secretary & Compliance Officer**

**Annexure A - Acquisition of Z Services HQ DMCC**

Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of Listing Regulations:

**1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring:**

**1.1. Acquisition (including agreement to acquire):**

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>1. Z Services HQ DMCC (“Target Company”)</p> <ul style="list-style-type: none"> <li>• Limited liability company incorporated under laws of Dubai Multi Commodities Centre (“DMCC”)</li> <li>• Presence in Dubai               <ul style="list-style-type: none"> <li>• Target Company is engaged in the business of providing services in relation to cloud cyber security architecture that includes Web, Email, Cloud Application, Unified Access Management, Cyber Forensic, Security Operation Center, Incident Response and Risk Cyber Security.</li> </ul> </li> <li>• 22 Employees including Sales, Operations &amp; Support staff</li> <li>• Consolidated Revenue FY2020 (12 months ending Dec 2020): approx. USD 7.24 million.</li> </ul>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>The acquisition does not fall under the related party transactions.</p> <p><b>Black Box Holdings Limited</b> Cayman Islands (“Black Box”), indirect wholly-owned subsidiary of AGC Networks Limited, will acquire 76% shares of the Target Companies.</p>
3.	Industry to which the entity being acquired belongs	Cloud Cyber Security Technology Solutions/Service Provider
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>The said acquisition of Target Company will help AGC to strengthen presence in Middle East region and also add cloud cybersecurity capabilities to offer wider range of services to our customers.</p> <p>This will also give rise to an opportunity to cross sell to the current customers.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Approval from DMCC will be required.

6.	Indicative time period for completion of the acquisition	60 days
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired	Approx. USD 3.94 million payable at the time of closing for purchase of 76% equity
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Pursuant to the Share Sale agreement, Black Box shall acquire 76% of the legal and beneficial interest in the Target Company.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>i. Target Companies provide a wide range of Solutions/Service Offerings largely classified into Enterprise and SME Services -</p> <ul style="list-style-type: none"> <li>- Secure Web Gateway As a Service (Web Security)</li> <li>- cloud access security broker (CASB).</li> <li>- Email security</li> <li>- Email archiving</li> <li>- Security guest WIFI</li> <li>- Cyber security awareness</li> <li>- Web Protect</li> <li>- Multi factor auth</li> </ul> <p>ii. Line of Business: Target Companies are Information Technology Solutions/Service Provider</p> <p>iii. Date of Incorporation:</p> <ul style="list-style-type: none"> <li>- Z Services HQ DMCC (formed in June 2020)</li> <li>- History of Turnover: Consolidated turnover <ul style="list-style-type: none"> <li>- Year ended December 2020: approx. USD 7.24 million.</li> <li>- Year ended December 2019: approx. USD 5.88 million.</li> </ul> </li> </ul> <p>iv. Presence: UAE; Customers across MENA</p>