

AGC Networks Ltd.
Equinox Business park, Tower-1
(Peninsula Techno Park)
Off Bandra Kurla Complex
LBS Marg, Kurla West
Mumbai - 400070
India
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F +91 22 6704 5888
www.agcnetworks.com

AGC/PB/SE/2013/029

August 5, 2013

Corporate Relationship Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.	Corporate Relationship Department National Stock Exchange Limited Exchange plaza, Bandra Kurla complex, Bandra (E) Mumbai 400051
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Dear Sir / Madam,

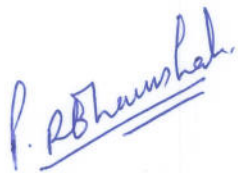
Sub.: Notice of the 27th Annual General meeting of the Company

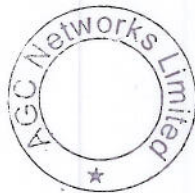
With reference to Compliance under clauses of the listing agreement, please find attached herewith the Notice of the 27th Annual General meeting of the Company scheduled to be held on Tuesday, 27th August, 2013 at 11.00 A.M. at Rangaswar Hall, Chavan Centre, General Jagannath Bhosale Marg, Mumbai 400 021

This is for your information, record and necessary action.

Thanking You,

For AGC Networks Limited


Pratik Bhanushali
Company Secretary



Encl.: A./a.

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of **AGC NETWORKS LIMITED** will be held on Tuesday, August 27, 2013 at 11.00 A.M. at Rangaswar Hall, Chavan Centre, General Jagannath Bhosale Marg, Mumbai 400 021 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the Profit & Loss Account for the year ended on that date together with the schedules attached thereto and the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Shuva Mandal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai (ICAI Reg. No. 101049W, Identity No. AAB-4318) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :-

"RESOLVED THAT M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai, (ICAI Reg. No. 101049W), be and are hereby appointed Auditors of the Company, to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company, to examine and audit the accounts of the Company for the financial year 2013-14 on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors in addition to reimbursement of service tax, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions of the Companies Act 1956, (including any statutory modifications or re-enactment thereof for the time being in force) the Articles of Association of the Company be and are hereby altered/amended by addition of the following new articles in the following manner:

Following Article 111A be inserted after Article 111.

Article 111A: Open to the Members to waive/forgo his/their right to receive the Dividend.

Notwithstanding anything contained in the Articles 110 to 120 of the Articles of Association of the Company, but subject to the provisions of the Companies Act, 1956 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf, as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book

For AGC Networks Limited


Company Secretary

closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/them under this Article."

By order of the Board of Directors,
For AGC Networks Limited

Sd/-

Pratik Bhanushali
Company Secretary

Place: Mumbai.
Dated: May 28, 2013

Registered Office:-
Equinox Business Park
(Peninsula Techno Park),
Off Bandra Kurla Complex,
LBS Marg, Kurla West,
Mumbai – 400 070.

NOTES

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 2) Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
- 3) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 4) Members are requested to bring their attendance slip along with their copy of annual report to the Annual General Meeting.
- 5) Members who wish to obtain information on the Company or view the accounts for the financial year ended March 31, 2013, may visit the company's corporate website www.agcnetworks.com or send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
- 6) All the documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all the working days between 11.00 AM to 1.00 PM up to the date of the Annual General Meeting.
- 7) The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from 21.08.2013 (Wednesday) to 27.08.2013 (Tuesday) (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any, declared at the Annual General Meeting.
- 8) M/s. Datamatics Financial Services Limited (DFSL) is "Registrar and Share Transfer Agent" of the Company. All members and investors are hereby advised to contact DFSL at the following address for any assistance, request or instruction regarding transfer or transmission of shares, dematerialization of shares, change of address, non-receipt of annual report, dividend payments and other query / grievance relating to the shares of the Company:

M/s. Datamatics Financial Services Limited,
Plot No. B-5, Part B Crosslane,
MIDC, Marol, Andheri (East), Mumbai – 40093
Tel : +91 22 6671 2151 to 6671 2156
Fax : +91 22 6671 2209
E-mail : agcinvestors@dfssl.com

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Company Secretary

- 9) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. Nomination forms can be obtained from the registrars of the Company.
- 10) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 11) As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details of the concerned Directors are given below.
- 12) Members are hereby informed that Dividend which remains unclaimed/ un-encashed over a period of Seven years, has to be transferred as per the provisions of Section 205A of the Companies Act, 1956 by the Company to "The Investor Education & Protection Fund" constituted by the Central Government Under Section 205C of the Companies Act 1956. It may please be noted that once unclaimed/ un- en-cashed dividend is transferred to "Investor Education & Protection Fund" as above, no claims shall lie in respect of such amount by the Shareholder.
- 13) Members who have not registered their e-mail addresses so far are requested to register their email address so that they can receive the Annual report and other communications electronically.
- 14) As the members are aware, your Company's shares are tradable compulsorily in electronic form. In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of dematerialisation of the Company's shares on either of the Depositories viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
- 15) In order to provide protection against fraudulent encashment of the warrants, members holding shares in physical form are requested to intimate the Registrar and Share Transfer Agents under the signature of the Sole / First holder, the following information to be incorporated on the Dividend Warrants : (i) Name of the Sole / First joint holder and the folio number, (ii) Particulars of the Bank Account viz., (1) Name of the Bank, (2) Name of the Branch, (3) Complete address of the Bank with Pin code number, and (4) Bank Account no. allotted by the Bank.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

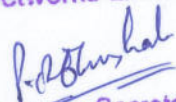
To facilitate the members who wish to waive/forgo his/their right to receive dividend to help the company to conserve funds for its long term requirements, it is proposed to amend the Articles to incorporate the provision for the same.

Pursuant to provisions of Section 31 of the Companies Act, 1956 any amendment to the provisions of Articles Association of the Company requires the approval of the members by way of Special Resolution.

The Resolution at item no. 4 is therefore, placed for approval of the members.

None of the Directors of the Company is in any way concerned or interested in the proposed resolutions.

For AGC Networks Limited


Company Secretary

Annexure to Notice

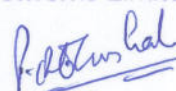
Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreements)

Name of Director	Mr. Shuva Mandal
Age	50 Years
Date of Appointment	21st May, 2011
Expertise in specific functional areas	Mr. Shuva Mandal, is a lawyer with more than 19 years of practice. He is the Managing Partner in Fox Mandal & Associates, and practices in Corporate Commercial Group. Mr. Mandal's practice includes Inbound Investment to India including strategy, corporate governance, corporate finance including M&A, Joint Ventures, disposal of private companies, private equity & securities transaction, public offerings of debt and equity securities. He holds an LLB from the university of Calcutta and has also attended specialized M&A Program at The Wharton School, University of Pennsylvania.
Qualifications	LL.B
List of other Companies in which Directorship held as on May 28, 2013	1. Fox Mandal & Associates 2. Fox Mandal Services Pvt. Ltd. 3. FM Advisory Services Private Limited 4. Reflections Developers Private Limited 5. Bloom Energy (India) Private Limited 6. alive outdoor Services Private Limited 7. alive Media Productions and Entertainment Private Limited 8. FM Legal Circle Services Private Limited 9. Ivarene Technologies Private Limited 10. FMIT Systems Private Limited 11. Llyods TSB Global Services Private Limited 12. Greenwave Technologies India Private Limited

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form, may register the same with M/s. Datamatics Financial Services Limited. Further, members holding shares in physical form may kindly note that the company's scrip is preferably traded in demat form and hence are requested to get their physical share certificates dematerialized at an early date.

For AGC Networks Limited


Company Secretary