



Accelerating Business

AGC Networks Limited
Equinox Business Park
Tower 1, Off BKC
LBS Marg, Kurla (West)
Mumbai 400 070
T - +91 22 6661 7272
www.agcnetworks.com

AGC/SD/SE/2020/124

November 18, 2020

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 East, Mumbai 400051
---	---

Sub: Submission of the Scrutinizer's Report for the e-voting process and voting conducted at the 34th Annual General Meeting of the Company held on Wednesday, November 18, 2020

Ref.: Scrip code BSE 500463/NSE AGCNET

Dear Sir/Madam,

Pursuant to Section 108 & 109 of the Companies Act, 2013 ("the Act") read with Rules 20 & 21 of Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulation"), please find attached herewith the Scrutinizer's Report in Form MGT-13 for the e-voting process and voting conducted at the 34th Annual General Meeting of the Company held on Wednesday, November 18, 2020 through Video Conferencing.

This is for your information, record and necessary action.

Thanking You,

For **AGC Networks Limited**

Aditya Goswami
Company Secretary & Compliance Officer
Encl.: A./a.

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
AGC NETWORKS LIMITED,
Equinox Business Park (Peninsula Techno Park),
Off. Bandra Kurla Complex,
LBS Marg, Kurla (West),
Mumbai – 400070.

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D' Mello Road, Mumbai- 400001 was appointed as Scrutinizer by the Board of Directors of **AGC Networks Limited** (the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 34th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, 18th November, 2020 at 10:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof), and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 28/2020 dated

11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai-400001

Mob.: 96196 43088 / 93206 47478 • Tel.: 40043784 / 22695288

E-mail : skjaincs1944@gmail.com / csskjain1944@gmail.com



August 17, 2020 in relation to “Clarification on passing ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” and General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting through video conferencing (VC) or other audio visual means (OAVM)” all issued by the Ministry of Corporate, Government of India (the “MCA Circulars” and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 “(Listing Regulations”) read with Circular dated May 12, 2020 issued by Securities and Exchange Board of India in relation to “Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 pandemic”. The venue for the AGM was deemed to be at the Registered office of the Company at Equinox Business Park (Peninsula Techno Park), Off. Bandra Kurla Complex, LBS Marg, Kurla (West), Mumbai – 400070.

1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2019-20 was sent on October 26, 2020, by e-mail to 5221 Shareholders who had registered their email- id’s with Depositories/the Company, out of which 326 emails were bounced back and 4895 mails were delivered. The Notice and Annual Report is also available on company’s website www.agcnetworks.com.

2. Newspaper Publication

The Company had published Notice in The Free Press Journal (English Newspaper) and Navshakti, (Marathi Newspaper) on 22nd October, 2020 regarding holding of Annual General Meeting on Wednesday, 18th November, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) means.

3. Cut-off Date

The Voting rights were reckoned as on **Wednesday, November 11, 2020** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.



4. e-Voting

i. Agency:

The Company has appointed National Securities Depository Limited (NSDL) as the Agency for providing the e-Voting platform.

ii. Remote-Voting:

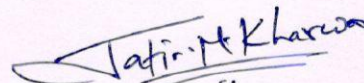
The remote e-Voting platform was open from 09:00 A.M. on Sunday, November 15, 2020 upto 5:00 p.m. on Tuesday, November 17, 2020 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by National Securities Depository Limited (NSDL).

5. Counting Process:

- i. The vote cast under remote e-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the NSDL e-Voting system.



Name: Ms. Vrushali Shirdhankar



Name: Mr. Jatin Kharwa

- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted

"For" or "Against" were downloaded from the e-Voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).

- iii. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.



- iv. My responsibility as scrutinizer for the remote e-Voting and the voting conducted through electronic voting (remote) at the meeting is restricted to make Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- v. Based on the result made available to me, 28 Members have cast their votes through remote e-Voting and 16 Members have cast their votes during the meeting. The meeting commenced at 10:02 AM and concluded at 10.39 AM (Including e-voting for 15 minutes).
- vi. The combined result of remote E-voting and E-voting during the Meeting is as under:



VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Company Name	AGC NETWORKS LIMITED
Date of the AGM	Wednesday, November 18th 2020
Total number of Shareholders on cut-off date:	8071
No. of shareholders present in the meeting either in person or through proxy	Not Applicable (Meeting was held through VC/OAVM)
No. of shareholders attended the meeting in the meeting through VC/OAVM:	44
Promoters and Promoter Group:	02
Public:	42



Resolution No. 1

To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the Company for the financial year ended March 31, 2020, along with the Reports of Board of Directors and Auditors thereon.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	205,54,952	205,54,952	100	205,54,952	0	100	0
	Poll		0	0	0	0	0	0
	Total	205,54,952	205,54,952	100	205,54,952	0	100	0
Public- Institutions	E-Voting	20,50,233	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	20,50,233	0	0	0	0	0	0
Public- Non Institutions	E-Voting	72,09,918	26,19,032	36.33	26,19,017	15	100	0
	Poll		0	0	0	0	0	0
	Total	72,09,918	26,19,032	36.33	26,19,017	15	100	0
Total		29,815,103	23,173,984	77.73	23,173,969	15	100	0



Resolution No. 2

To appoint a Director in place of Mr. Sanjeev Shekhar Verma (DIN: 06871685), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	205,54,952	205,54,952	100	205,54,952	0	100	0
	Poll		0	0	0	0	0	0
	Total	205,54,952	205,54,952	100	205,54,952	0	100	0
Public-Institutions	E-Voting	20,50,233	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	20,50,233	0	0	0	0	0	0
Public- Non Institutions	E-Voting	72,09,918	26,19,032	36.33	26,18,917	115	100	0
	Poll		0	0	0	0	0	0
	Total	72,09,918	26,19,032	36.33	26,18,917	115	100	0
Total		29,815,103	23,173,984	77.73	23,173,869	115	100	0



Resolution No. 3

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

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	205,54,952	205,54,952	100	205,54,952	0	100	0
	Poll		0	0	0	0	0	0
	Total	205,54,952	205,54,952	100	205,54,952	0	100	0
Public-Institutions	E-Voting	20,50,233	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	20,50,233	0	0	0	0	0	0
Public- Non Institutions	E-Voting	72,09,918	26,19,032	36.33	26,19,017	15	100	0
	Poll		0	0	0	0	0	0
	Total	72,09,918	26,19,032	36.33	26,19,017	15	100	0
Total		29,815,103	23,173,984	77.73	23,173,969	15	100	0



Resolution No. 4

Appointment of Mr. Anshuman Ruia (DIN: 00008501) as a Non-Executive Director of the Company.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	205,54,952	205,54,952	100	205,54,952	0	100	0
	Poll		0	0	0	0	0	0
	Total	205,54,952	205,54,952	100	205,54,952	0	100	0
Public-Institutions	E-Voting	20,50,233	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	20,50,233	0	0	0	0	0	0
Public- Non Institutions	E-Voting	72,09,918	26,19,032	36.33	26,19,017	15	100	0
	Poll		0	0	0	0	0	0
	Total	72,09,918	26,19,032	36.33	26,19,017	15	100	0
Total		29,815,103	23,173,984	77.73	23,173,969	15	100	0



RESULT SUMMARY

SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the Company for the financial year ended March 31, 2020, along with the Reports of Board of Directors and Auditors thereon.	Ordinary Resolution	100	0
2.	To appoint a Director in place of Mr. Sanjeev Shekhar Verma (DIN: 06871685), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	100	0
3.	Appointment of Ms. Neha Nagpal (DIN: 08842400) as an Independent Director of the Company.	Ordinary Resolution	100	0
4.	Appointment of Mr. Anshuman Ruia (DIN: 00008501) as a Non-Executive Director of the Company.	Ordinary Resolution	100	0

All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

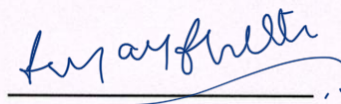
Thanking You,

Yours Faithfully,



Dr. S.K. Jain
Practicing Company Secretary





Chairman

Place: Mumbai

Date: 18th November, 2020

UDIN No: F001473B001249753