



Accelerating Business

AGC Networks Limited
501, 5th Floor, Building No.9,
Airoli Knowledge Park,
MIDC Industrial Area,
Airoli, Navi Mumbai - 400 708
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www.agcnetworks.com

AGC/SD/SE/2021/166

October 27, 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 East, Mumbai 400051
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Sub: Submission of the Scrutinizer's Report for the e-voting process and voting conducted at the 35th Annual General Meeting of the Company held on Wednesday, October 27, 2021

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 35th Annual General Meeting of the Company held on Wednesday, October 27, 2021 through Video Conferencing.

This is for your information, record and necessary action.

Thanking You,

For AGC Networks Limited

Aditya Goswami
Digitally signed by
Aditya Goswami
DN: cn=Aditya
Goswami, c=IN,
o=AGC Networks
Limited
Date: 2021.10.27
19:25:39 +05'30'

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,
501, 5th Floor, Building No. 9,
Airoli Knowledge Park,
MIDC Industrial Area,
Airoli, Navi Mumbai 400 078

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary and Proprietor M/s S. K. Jain & Co., Company Secretaries (FCS: 1473 and COP: 3076), having office 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 the process of remote e-Voting and e-Voting during the 35th Annual General Meeting ("AGM") of the Equity Shareholders of the Company pursuant to the provisions of 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 35th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, October 27, 2021 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") 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 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 and General Circular No. 02/2021 dated January 13, 2021 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 and Circular dated January 15, 2021 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 existing Registered office of the Company situated at Essar House, 11, Keshavrao Khadye Marg, Opposite Race Course, Mahalaxmi, Mumbai - 400034.

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 Financial Year 2020-21 was sent on October 05, 2021, by e-mail to 6877 Members who had registered their email- id’s with Depositories/the Company. As per Report dated October 08, 2021 submitted by National Securities Depository Limited (NSDL) to the Company, out of 6877 e-mails sent to the Members at their registered e-mail id's, 354 e-mails had bounced back. The Notice and Annual Report is also available on company’s website www.agcnetworks.com

2. Newspaper Publication

The Company had published first Notice in "The Free Press Journal"(English Newspaper) and "Navshakti" (Marathi Newspaper) on Saturday, October 02, 2021 vide MCA General Circular No. 20/2020 and second Notice in “The Free Press Journal” (English Newspaper) and "Navshakti" (Marathi Newspaper) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on Wednesday, October 06, 2021 regarding holding of Annual General Meeting on Wednesday, October 27, 2021 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) means.

3. Cut-off Date



The Voting rights were reckoned as on **Wednesday, October 20, 2021** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

4. e-Voting

i. Agency:

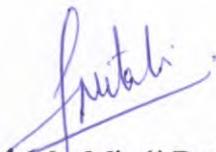
The Company has appointed National Securities Depository Limited(NSDL)as the Agency for providing the e-Voting platform.

ii. Remote-Voting:

The remote e-Voting platform was open from **09:00 A.M. on Sunday, October 24, 2021** upto **5:00 P.M. on Tuesday, October 26, 2021** 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. Mitali Dedhia


Name: Mr. Tejas Madhavi

- 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. The meeting concluded at 10:17 a.m. and e-Voting was closed at 10:32 a.m.
- vi. The combined result of remote e-Voting and e-Voting during the AGM 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, October 27, 2021
Total number of Shareholders on cut-off date:	9009
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:	39
Promoters and Promoter Group:	2
Public:	37



Resolution No. 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.

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	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
	Poll		0	0	0	0	0	0
	Total	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
Public-Institutions	E-Voting	19,32,167	1,427	0.07	1,427	0	100	0
	Poll		0	0	0	0	0	0
	Total	19,32,167	1,427	0.07	1,427	0	100	0
Public- Non Institutions	E-Voting	75,78,005	30,35,063	40.05	3,03,50,62	1	100	0
	Poll		0	0	0	0	0	0
	Total	75,78,005	30,35,063	40.05	3,03,50,62	1	100	0
Others	E-Voting	1,44,401	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,44,401	0	0	0	0	0	0
Total		3,28,08,176	2,61,90,093	79.83	2,61,90,092	1	100	0



Resolution No. 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.

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	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
	Poll		0	0	0	0	0	0
	Total	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
Public-Institutions	E-Voting	19,32,167	1427	0.07	0	1,427	0	100
	Poll		0	0	0	0	0	0
	Total	19,32,167	1,427	0.07	0	1,427	0	100
Public- Non Institutions	E-Voting	75,78,005	30,35,063	40.05	30,35,062	1	100	0
	Poll		0	0	0	0	0	0
	Total	75,78,005	30,35,063	40.05	30,35,062	1	100	0
Others	E-Voting	1,44,401	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,44,401	0	0	0	0	0	0
Total		3,28,08,176	2,61,90,093	79.83	2,61,88,665	1,428	99.99	0.01



Resolution No. 3

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

Resolution required:			SPECIAL 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	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
	Poll		0	0	0	0	0	0
	Total	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
Public-Institutions	E-Voting	19,32,167	1,427	0.07	1,427	0	100	0
	Poll		0	0	0	0	0	0
	Total	19,32,167	1,427	0.07	1,427	0	100	0
Public- Non Institutions	E-Voting	75,78,005	30,35,063	40.05	30,35,062	1	100	0
	Poll		0	0	0	0	0	0
	Total	75,78,005	30,35,063	40.05	30,35,062	1	100	0
Others	E-Voting	1,44,401	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,44,401	0	0	0	0	0	0
Total		3,28,08,176	2,61,90,093	79.83	2,61,90,092	1	100	0



Resolution No. 4

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

Resolution required:			SPECIAL 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	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
	Poll		0	0	0	0	0	0
	Total	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
Public-Institutions	E-Voting	19,32,167	1,427	0.07	1,427	0	100	0
	Poll		0	0	0	0	0	0
	Total	19,32,167	1,427	0.07	1,427	0	100	0
Public- Non Institutions	E-Voting	75,78,005	30,35,063	40.05	30,35,062	1	100	0
	Poll		0	0	0	0	0	0
	Total	75,78,005	30,35,063	40.05	30,35,062	1	100	0
Others	E-Voting	1,44,401	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,44,401	0	0	0	0	0	0
Total		3,28,08,176	2,61,90,093	79.83	2,61,90,092	1	100	0



Resolution No. 5

Approval of raising of funds by issuance of securities upto Rs. 500 Crores

Resolution required:			SPECIAL 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	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
	Poll		0	0	0	0	0	0
	Total	2,31,53,603	2,31,53,603	100	2,31,53,603	0	100	0
Public- Institutions	E-Voting	19,32,167	1,427	0.07	1,427	0	100	0
	Poll		0	0	0	0	0	0
	Total	19,32,167	1,427	0.07	1,427	0	100	0
Public- Non Institutions	E-Voting	75,78,005	30,35,063	40.05	30,35,062	1	100	0
	Poll		0	0	0	0	0	0
	Total	75,78,005	30,35,063	40.05	30,35,062	1	100	0
Others	E-Voting	1,44,401	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,44,401	0	0	0	0	0	0
Total		3,28,08,176	2,61,90,093	79.83	2,61,90,092	1	100	0



Resolution No. 6**Appointment of Mr. Anshuman Ruia (DIN: 00008501) as Executive Director of the Company**

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	2,31,53,603	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2,31,53,603	0	0	0	0	0	0
Public-Institutions	E-Voting	19,32,167	1,427	0.07	0	1,427	0	100
	Poll		0	0	0	0	0	0
	Total	19,32,167	1,427	0.07	0	1,427	0	100
Public- Non Institutions	E-Voting	75,78,005	30,35,063	40.05	30,35,062	1	100	0
	Poll		0	0	0	0	0	0
	Total	75,78,005	30,35,063	40.05	30,35,062	1	100	0
Others	E-Voting	1,44,401	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,44,401	0	0	0	0	0	0
Total		3,28,08,176	30,36,490	9.26	30,35,062	1,428	99.95	0.05



RESULT SUMMARY

SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
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.	Ordinary Resolution	100	0
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.	Ordinary Resolution	99.99	0.01
3.	Approval for change of name of the Company and consequential alteration to the Memorandum of Association and Articles of Association of the Company	Special Resolution	100	0
4.	Approval for shifting of Registered Office of the Company within the state of Maharashtra	Special Resolution	100	0
5.	Approval of raising of funds by issuance of securities upto Rs. 500 Crores	Special Resolution	100	0
6.	Appointment of Mr. Anshuman Ruia (DIN: 00008501) as Executive Director of the Company	Special Resolution	99.95	0.05

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: October 27, 2021

UDIN No: F001473C001302806