



Accelerating Business

AGC Networks Limited
Equinox Business Park
Tower 1, Off BKC
LBS Marg, Kurla (West)
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www.agcnetworks.com

AGC/SD/SE/2020/141

December 11, 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
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Sub: Submission of the Scrutinizer's Report for the e-voting process and voting conducted at the Extra Ordinary General Meeting of the Company held on Friday, December 11, 2020

Ref.: Scrip code BSE 500463/NSE AGCNET

Dear Sir/Madam,

Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 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 Extra Ordinary General Meeting of the Company held on Friday, December 11, 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. BandraKurla 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 Extra Ordinary General Meeting of the Equity Shareholders of the Company held on Friday, 11thDecember, 2020 at 10:00a.m. IST through Video Conferencing ("VC") 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 Extra Ordinary General Meeting ("EGM") of the Company was held through Video Conferencing ("VC") and the voting for items had been transacted as per the Notice to this EGM was only through remote electronic voting process and electronic voting during the EGM, 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 in relation to “Clarification on holding of 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 EGM 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 Company had sent Notice dated 11th November, 2020 along with Addendum to the Notice of Extra-Ordinary General Meeting of the Company dated 18th November, 2020 on 19th November, 2020 bye-mail to 5581 Shareholders who had registered their email- id’s with Depositories/the Company, out of which 619 emails were bounced back and 4962 mails were delivered. The Notice is also available on company’s website www.agcnetworks.com.

The Company had also circulated Corrigendum to the Notice on December 9, 2020 by e-mail to 5423 Shareholders who had registered their email- id’s with Depositories/the Company.



2. Newspaper Publication

The Company had published Notice in The Free Press Journal (English Newspaper) and Navshakti, (Marathi Newspaper) on 20th November, 2020 regarding holding of Extra Ordinary General Meeting on Friday, 11th December, 2020 through Video Conferencing (“VC”) means. The Company had published Corrigendum to the said Notice in The Free Press Journal (English Newspaper) and Navshakti, (Marathi Newspaper) on December 10, 2020.

3. Cut-off Date

The Voting rights were reckoned as on **Friday, December 04, 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.

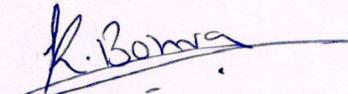
ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. on Tuesday, December 08, 2020 upto 5:00 p.m. on Thursday, December 10, 2020 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolutions, on the e-Voting platform provided by National Securities Depository Limited (NSDL).

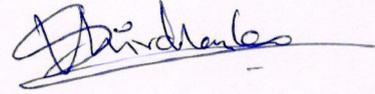


5. Counting Process:

- 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. Khushbu Bohra



Name: Ms. Vrushali Shirdhankar

- 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 EGM.
- 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, 38 Members have cast their votes through remote e-Voting and 10 Members have cast their votes during the meeting. The meeting commenced at 10:10AM and concluded at 10.33 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 EGM	Friday, December 11th 2020
Total number of Shareholders on cut-off date i.e.as on December 04, 2020:	7869
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:	38
Promoters and Promoter Group:	02
Public:	36



Resolution No. 1

Issue of Convertible Warrants on Preferential basis

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	20554952	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	20554952	0	0	0	0	0	0
Public-Institutions	E-Voting	2051683	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2051683	0	0	0	0	0	0
Public-Non Institutions	E-Voting	7213468	2626952	36.42	2626952	0	100	0
	Poll		0	0	0	0	0	0
	Total	7213468	2626952	36.42	2626952	0	100	0
Total		29820103	2626952	8.81	2626952	0	100	0

* One of the Promoter of the Company had voted through Remote e-Voting for Resolution No. 1. However being interested in the Resolution as a Preferential Allottee, the vote cast by the said Promoter has not been taken into consideration.



Resolution No. 2

Alteration of 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	20554952	20554952	100	20554952	0	100	0
	Poll		0	0	0	0	0	0
	Total		20554952	20554952	100	20554952	0	100
Public-Institutions	E-Voting	2051683	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		2051683	0	0	0	0	0
Public-Non Institutions	E-Voting	7213468	2626952	36.42	2626952	0	100	0
	Poll		0	0	0	0	0	0
	Total		7213468	2626952	36.42	2626952	0	100
Total		29820103	23181904	77.74	23181904	0	100	0



RESULT SUMMARY

SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Issue of Convertible Warrants on Preferential basis.	Special Resolution	100	—
2.	Alteration of Articles of Association of the Company.	Special Resolution	100	—

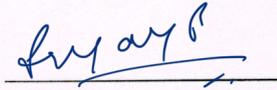
All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Dr. S.K. Jain
Practicing Company Secretary



Chairman

Place: Mumbai

Date: 11th December, 2020

UDIN No: F001473B001466948