

AGC/SD/SE/2019/88

September 27, 2019

AGC Networks Limited
Equinox Business Park
Tower 1, Off BKC
LBS Marg, Kurla (West)
Mumbai 400 070
India
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www.agcnetworks.com

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 by ballot/poll conducted at the 33rd Annual General Meeting of the Company held on Thursday, September 26, 2019

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 by ballot conducted at the 33rd Annual General Meeting of the Company held on Thursday, September 26, 2019 at 11:00 AM at Yashwantrao Chavan Centre, General Jagannath Bhosle Road, Nariman Point, Mumbai - 400021.

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 & 109 of the Companies Act, 2013 and Rules 20(4)(xii) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,

NAME OF THE COMPANY	AGC NETWORKS LIMITED
MEETING	33RD ANNUAL GENERAL MEETING
DATE & TIME	Thursday, 26th September, 2019 at 11.00A.M
VENUE	Yashwantrao Chavan Centre, General Jagannath Bhosle Road, Nariman Point, Mumbai - 400021

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, Beside Manama Hotel, Opp. St. George Hospital, Mumbai: 400 001, was appointed as Scrutinizer by the Board of Directors of **M/s. AGC NETWORKS LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) 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 33rd Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 26th September, 2019 at 11.00A.M at Yashwantrao Chavan Centre, General Jagannath Bhosle Road, Nariman Point, Mumbai - 400021 submit my report as under:

1. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under;



➤ **By Electronic Means:**

On 31st August 2019 by e-mail to 5107 Shareholders who had registered their email-ids with Depositories/the Company, out of which 396 emails were bounced back.

➤ **By Courier:**

On 31st August 2019 to 3307 Shareholders. On 18th September, 2019 to 396 Shareholders whose emails were bounced back.

1. Cut-off Date

The Voting rights were reckoned as on Thursday, September 19, 2019 being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

2. Remote e-Voting

i. Agency:

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Agency for providing the remote e-Voting platform.

ii. Remote e-Voting:

The remote e-Voting platform was open from 9:00 A.M. on Monday, September 23, 2019 upto 5:00 P.M. on Wednesday, September 25, 2019 and shareholders were requested to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by CDSL.

3. Voting at the AGM

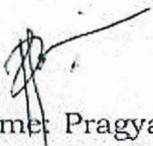
Members present in person / through authorized representatives-	48
Members present through Proxy	0
Members present but did not participate in Poll as they had exercised their votes through E-Voting-	4
Members present but did not participate in Poll and also did not had exercised their votes through E-Voting	13
Members who cast vote through Poll	31



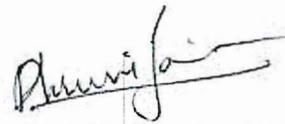
- i. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- ii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

4. Counting Process:

- i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 05:16 p.m. in presence of two witnesses who were not in the employment of the Company. The ballot box was opened and polling papers were removed and examined.



Name: Pragya Jain



Name: Dhruvi Jain

Thereafter, the details of equity shareholders, who voted for or against as extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)

- ii. The combined result of remote E-voting and poll is as under:



VOTING RESULTS

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

Date of the AGM/EGM	26 th September, 2019
Total number of shareholders on cut-off date	8330
No. of Shareholders present in the meeting either in person or through proxy:	48
Promoters and Promoter Group:	3
Public:	45
No. of Shareholders who attended the meeting through Video Conferencing:	0
Promoters and Promoter Group:	-
Public:	-



ORDINARY BUSINESS**Resolution No. 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 along with the Reports of the Board of Directors and the 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100.0000	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	6984	0.1088	6984	0	100.0000	0
	Poll		1805549	28.1384	1805549	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	1812533	28.2472	1812533	0	100.0000
Total		29737649	20928979	70.3787	20928979	0	100.0000	0



Resolution No. 2

To appoint a Director in place of Mrs. Mahua Mukherjee (DIN:08107320), who retires by rotation and being eligible, seeks 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100.0000	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	6984	0.1088	6944	40	99.4273	0.5727
	Poll		1805549	28.1384	1805549	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	1812533	28.1384	1812493	40	99.9978
Total		29737649	20928979	70.3787	20928939	40	99.9998	0.0002



Resolution No. 3

To re-appoint M/s. Walker Chandiook & Co. LLP, Chartered Accounts, as the Statutory Auditors 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100.0000	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	6984	0.1088	6944	40	99.4273	0.5727
	Poll		1805549	28.1384	1805549	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	1812533	28.1384	1812493	40	99.9978
Total		29737649	20928979	70.3787	20928939	40	99.9998	0.0002



SPECIAL BUSINESS

Resolution No. 4

Appointment of Mr. Naresh Kothari (DIN: 00012523) 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	6984	0.1088	6944	40	99.4273	0.5727
	Poll		5334	0.0831	5334	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	12318	0.1920	12278	40	99.6752
Total		29737649	19128764	64.3251	19128724	40	99.9998	0.0002



Resolution No. 5

Re-Appointment of Mr. Sujay Rajababu Sheth (DIN: 03329107) as Independent Director 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100.0000	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	6984	0.1088	6944	40	99.4273	0.5727
	Poll		1805549	28.1384	1805549	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	1812533	28.1384	1812493	40	99.9978
Total		29737649	20928979	70.3787	20928939	40	99.9998	0.0002



Resolution No. 6

Re-appointment of Mr. Sanjeev Verma Shekhar (DIN: 06871685) as an Executive Director designated as Whole-Time Director 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100.0000	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	6984	0.1088	6944	40	99.4273	0.5727
	Poll		1805549	28.1384	1805549	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	1812533	28.1384	1812493	40	99.9978
Total		29737649	20928979	70.3787	20928939	40	99.9998	0.0002



Resolution No. 7

Payment of remuneration to Mrs. Mahua Mukherjee (DIN: 08107320), Executive Director & Chief People Officer 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100.0000	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	6984	0.1088	6944	40	99.4273	0.5727
	Poll		1805549	28.1384	1805549	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	1812533	28.1384	1812493	40	99.9978
Total		29737649	20928979	70.3787	20928939	40	99.9998	0.0002



Resolution No. 8

To appoint Mr. Deepak Kumar Bansal (DIN: 07495199) as an Executive Director 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19116346	5232203	27.3703	5232203	0	100.0000	0
	Poll		13884143	72.6297	13884143	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		19116346	19116346	100.0000	19116346	0	100.0000
Public-Institutions	E-Voting	4204629	100	0.0023	100	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		4204629	100	0.0023	100	0	100.0000
Public- Non Institutions	E-Voting	6416674	54	0.0008	14	40	25.9259	74.0741
	Poll		1805549	28.1384	1805549	0	100.0000	0
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		6416674	1805603	28.1392	1805563	40	99.9978
Total		29737649	20922049	70.3554	20922009	40	99.9998	0.0002



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2019, along with the Reports of the Board Directors and Auditors thereon.	Ordinary Resolution	100%	0
2.	To appoint a Director in place of Mrs. Mahua Mukherjee (DIN:08107320), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution	99.9998	0.0002
3.	To re-appoint M/s. Walker Chandiok & Co. LLP, Chartered Accounts, as the Statutory Auditors of the Company.	Ordinary Resolution	99.9998	0.0002
4.	Appointment of Mr. Naresh Kothari (DIN: 00012523) as a Non-Executive Director of the Company	Ordinary Resolution	99.9998	0.0002
5.	Re-Appointment of Mr. Sujay Rajababu Sheth(DIN: 03329107) as Independent Director of the Company	Special Resolution	99.9998	0.0002
6.	Re-appointment of Mr. Sanjeev Verma Shekhar (DIN:06871685) as an Executive Director designated as Whole-Time Director of the Company	Special Resolution	99.9998	0.0002
7.	Payment of remuneration to Mrs. Mahua Mukherjee (DIN: 08107320), Executive Director & Chief People Officer of the Company	Special Resolution	99.9998	0.0002
8.	To appoint Mr. Deepak Kumar Bansal (DIN: 07495199) as an Executive Director of the Company	Special Resolution	99.9998	0.0002



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

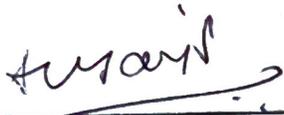
Thanking You,
Yours Faithfully,



Dr. S.K. Jain
Practicing Company Secretary
COP No. 3076



Place: Mumbai
Date: 27th September, 2019.



Mr. Sujay R Sheth
Chairman