



Accelerating Business

AGC Networks Limited
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AGC/SD/SE/2021/31

February 22, 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 conducted for Postal Ballot

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 conducted in respect of Postal ballot Notice dated January 20, 2021.

This is for your information, record and necessary action.

Thanking You,

For **AGC Networks Limited**

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

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

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, having office at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai- 400001 has been appointed as the Scrutinizer by the Board of Directors of **AGC NETWORKS LIMITED** (the Company) vide their Circular Resolution passed on 20th January, 2021, as the Scrutinizer for conducting Postal Ballot / e-Voting process in a fair and transparent manner and I have given my consent to act as Scrutinizer vide letter dated 19th January, 2021, for passing of the following Special Resolution by Postal only through remote e-Voting process:

SPECIAL RESOLUTION

1. To approve ratification of amendment in details of Ultimate Beneficial Owners of the proposed allottee(s) previously given in the Explanatory Statement attached to the Notice of Extra Ordinary General Meeting dated November 11, 2020.

I hereby submit my Report as under:-

- a. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'), General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with



Circular dated 12th May, 2020, and Circular dated 15th January, 2021, issued by Securities and Exchange Board of India titled as “Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 Pandemic”.

- b. On account of the threat posed by COVID-19 pandemic situation and as permitted by MCA Circulars, the Company served the Requisite Notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act in electronic form only to the Members of the Company, whose names appeared in the Register of Members as on Friday, 15th January, 2021 and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent of the Members had to take place through the e-Voting system only.
- c. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 (“Listing Regulations”), the Company extended only remote e-Voting facility to its Members to enable them to cast their votes electronically instead of Postal Ballot Form.
- d. The Company has availed the services of NSDL to provide e-Voting facilities to the Members of the Company.
- e. The Postal Ballot Notice along with the Explanatory Statement were uploaded on the website of the Company i.e. <https://www.agcnetworks.com/in/investors/> The results of the Postal Ballot will also be made available on the same website.
- f. The remote e-Voting commenced on Saturday, 23rd January, 2021, at 9.00 a.m. (IST) and ended on Sunday, 21st February, 2021, at 5:00 p.m. (IST).
- i. I have monitored the process of electronic voting through the Scrutinizer’s secured link provided by NSDL on the designated website www.evoting.nsdl.com



- ii. The e-Voting module was unblocked at 6:04 p.m. on 21st February, 2021 in the presence of two witnesses, Mr. Tejas Madhavi and Ms. Vrushali Shirdhankar, who are not in the employment of AGC NETWORKS LIMITED. They have signed below in confirmation of the votes being unblocked in their presence and the e-Voting results/list was downloaded from the NSDL website.



Name: Mr. Tejas Madhavi



Name: Ms. Vrushali Shirdhankar

- iii. All e-Votes casted up to 5:00 p.m. on Sunday, February 21, 2021, being the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- iv. There were 7777 Members of the Company on cut-off date i.e. 15th January, 2021. Out of 7777 Members, 5412 Members had registered their e-mail id with M/s. Datamatics Business Solutions Limited (R&T) and accordingly Postal Ballot Notice were sent to the Members whose e-mail id's were registered with M/s. Datamatics Business Solutions Limited (R&T) through e-mail on 22nd January, 2021. Out of which 593 e-mails were bounced back.
- v. Detailed summary of Result with assent/dissent for the Resolution is attached with this report as **Annexure - I**.
- vi. The Resolution was passed by the Requisite Majority.
- vii. You may accordingly declare the result of the voting by e-Voting.



ANNEXURE - I

VOTING RESULT OF POSTAL BALLOT

Company Name	AGC NETWORKS LIMITED
Date of declaration of results by Electronic means	22 nd February, 2021.
Total number of Shareholders on record date: (being the Cut-off date for determining shareholders entitled to vote - 15 th January, 2021)	7777



Agenda-wise disclosure

Item No. 1

To approve ratification of amendment in details of Ultimate Beneficial Owners of the proposed allottee(s) previously given in the Explanatory Statement attached to the Notice of Extra Ordinary General Meeting dated November 11, 2020.

Resolution Required:					Special Resolution			
Whether promoter / promoter groups 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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutions	E-Voting	2070708	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	7194443	11886	0.1652	11868	18	99.8486	0.1514
	Postal Ballot		0	0	0	0	0	0
	Total		11886	0.1652	11868	18	99.8486	0.1514
Total		29820103	11886	0.0399	11868	18	99.8486	0.1514



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To approve ratification of amendment in details of Ultimate Beneficial Owners of the proposed allottee(s) previously given in the Explanatory Statement attached to the Notice of Extra Ordinary General Meeting dated November 11, 2020.	Special Resolution	99.8486	0.1514

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

Thanking You,

Yours Faithfully,



Dr. S.K. Jain
Practicing Company Secretary





Chairman

Place: Mumbai

Date: 22nd February, 2021

UDIN: F001473B003220361