

AGC/PB/SE/2016/037

September 30, 2016

<b>Corporate Relationship Department</b> <b>Bombay Stock Exchange Limited</b> P.J. Towers, Dalal Street, Fort, Mumbai - 400 001	<b>Corporate Relationship Department</b> <b>National Stock Exchange Limited</b> Exchange plaza, Bandra Kurla complex, Bandra (E) Mumbai 400051
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Dear Sir,

**Sub:** Submission of Voting Results of Annual General Meeting as per Regulation 44(3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

**Ref.:** Scrip code BSE 500463/NSE AGCNET

Please find attached herewith the Scrutinizer's Report and Postal Ballot Results for the Annual General Meeting of the Company held on Wednesday 28<sup>th</sup> September, 2016 for the Financial Year 2015-16.

This is for your information, record and necessary action.

Thanking You,

**For AGC Networks Limited**



**Pratik Bhanushali**  
**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	30 <sup>th</sup> Annual General Meeting
DATE & TIME	Wednesday, 28 <sup>th</sup> September, 2016 at 11:15 a.m.
VENUE	EQUINOX BUSINESS PARK (PENINSULA TECHNO PARK), OFF BANDRA-KURLA COMPLEX, LBS MARG, KURLA - WEST, MUMBAI MH 400070.

Dear Sir,

1. I, **Dr. S. K. Jain**, Practicing Company Secretary, at 13/16, Kapadia Chambers, 599, J.S.S. Road, Chira Bazaar, Mumbai- 400002 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& 21of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015)and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015in respect of the below mentioned Resolutions proposed at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, 28<sup>th</sup> September, 2016 at 11:15 a.m. at Banquet Hall, Equinox Business Park, Off B.K.C, LBS Marg, Kurla West, Mumbai 400070 Maharashtra, India, submit my report as under:



## 2. 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 6<sup>th</sup> September, 2016 by e-mail to 4891 Shareholders who had registered their email-ids with Depositories/the Company, out of which 540 emails were bounced back.

### > By Courier:

On 6<sup>th</sup> September, 2016 to 5646 Shareholders;

## 3. Cut-off Date

The Voting rights were reckoned as on Wednesday, **21<sup>st</sup> September, 2016** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

## 4. Remote e-Voting

### i. Agency:

The Company has appointed Central Depository (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 Sunday, 25<sup>th</sup> September, 2016 upto 5.00 p.m. on Tuesday, 27<sup>th</sup> September, 2016 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by CDSL.





## 5. Voting at the AGM

i. Members present in person / through authorised representatives-	31
Members who cast vote through Poll	4

- ii. 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.
- iii. 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.

## 6. Counting Process:

- i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 1:41 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: Mr. Yuvraj Nikam



Name: Mr. Vinod Singh

- ii. Thereafter, the details of equity shareholders, who voted for or against was 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>)
- iii. 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	28 <sup>th</sup> September, 2016
Total number of shareholders on record date	10476
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	30
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public	0





**Resolution No. 1**

To receive, consider and adopt the audited financial statement for the financial year ended March 31, 2016 and the Reports of the 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		0	0	0	0	0	0
	Poll	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	2347073	0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2347073	0	0	0	0	0	0
Public- Non Institutions	E-Voting		708	0.0148	708	0	100	0
	Poll	4769543	61110	1.2812	61110	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	4769543	61818	1.2961	61818	0	100	0
<b>Total</b>		<b>28466464</b>	<b>21411666</b>	<b>75.2172</b>	<b>21411666</b>	<b>0</b>	<b>100</b>	<b>0</b>





**Resolution No. 2**

To appoint a Director in place of Mrs.(Dr.) Sujaya Banerjee (DIN: 06814544) who retires by rotation and being eligible, offers herself 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		0	0	0	0	0	0
	Poll	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	2347073	0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2347073	0	0	0	0	0	0
Public- Non Institutions	E-Voting		708	0.0148	708	0	100	0
	Poll	4769543	61110	1.2812	61110	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	4769543	61818	1.2961	61818	0	100	0
<b>Total</b>		<b>28466464</b>	<b>21411666</b>	<b>75.2172</b>	<b>21411666</b>	<b>0</b>	<b>100</b>	<b>0</b>





Resolution No. 3

To ratify the appointment of the retiring Auditors M/s. Walker Chandok & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N) as 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		0	0	0	0	0	0
	Poll	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	2347073	0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2347073	0	0	0	0	0	0
Public- Non Institutions	E-Voting		708	0.0148	708	0	100	0
	Poll	4769543	61110	1.2812	61110	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	4769543	61818	1.2961	61818	0	100	0
<b>Total</b>		<b>28466464</b>	<b>21411666</b>	<b>75.2172</b>	<b>21411666</b>	<b>0</b>	<b>100</b>	<b>0</b>





Resolution No. 4

To appoint Mr. Sanjeev Verma (DIN 06871685) as an Executive Director to be designated as Whole time Director of the Company for a period of three years with effect from February 15, 2016 to February 14, 2019, without remuneration or any other perks and perquisites.

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		0	0	0	0	0	0
	Poll	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2,13,49,848	2,13,49,848	100	2,13,49,848	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	2347073	0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2347073	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4769543	708	0.0148	608	100	85.8757	14.1243
	Poll		61110	1.2812	61110	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	4769543	61818	1.2961	61718	100	99.8382	0.1618
Total		28466464	21411666	75.2172	21411566	100	99.9995	0.0005

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the audited financial statement for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon	Ordinary Resolution	100	0
2.	To appoint a Director in place of Mrs. (Dr.) Sujaya Banerjee (DIN: 06814544) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	100	0





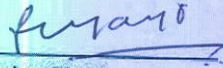
3.	To ratify the appointment of the retiring Auditors M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N) as Statutory Auditors of the Company.	Ordinary Resolution	100	0
4.	To appoint Mr. Sanjeev Verma (DIN 06871685) as an Executive Director to be designated as Whole time Director of the Company for a period of three years with effect from February 15, 2016 to February 14, 2019, without remuneration or any other perks and perquisites.	Special Resolution	99.9995	0.0005

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

  
 Sujay Sheth  
 Chairman

Place: Mumbai  
 Date: 29<sup>th</sup> September, 2016

