

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	31ST ANNUAL GENERAL MEETING
DATE & TIME	FRIDAY, 22ND SEPTEMBER, 2017 AT 11:00 A.M.
VENUE	EQUINOX BUSINESS PARK (PENINSULA TECHNO PARK), OFF BANDRA-KURLA COMPLEX, LBS MARG, KURLA - WEST, MUMBAI MH 400070.

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, 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 31st Annual General Meeting of the Equity Shareholders of the Company held on Friday, 22nd September, 2017 at 11:00 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:



1

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 31st, August, 2017 by e-mail to 4261 Shareholders who had registered their email-ids with Depositories/the Company, out of which 461 emails were bounced back.

➤ **By Courier:**

On 31st, August 2017 to 5080 Shareholders;

3. Cut-off Date

The Voting rights were reckoned as on Friday, **15th September, 2017** 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 Tuesday, 19th September, 2017 upto 5.00 p.m. on Thursday, 21st September, 2017 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 authorized representatives-	33
Member present through proxy	1
Members present but did not participate in Poll and also did not had exercised their votes through E-Voting-	14
Members who cast vote through Poll	20

- 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.

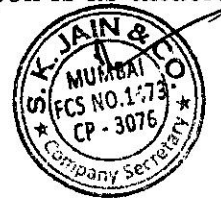
6. Counting Process:

- i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 5:30 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. Paridhi Maheshwari

Name: Mr. Pooja Pareek

- 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	22nd September, 2017
Total number of shareholders on record date	9268
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	33
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 Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017 along with 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	21289848	0	0	0	0	0	0
	Poll		21289848	100	21289848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		21289848	21289848	100	21289848	0	100
Public-Institutions	E-Voting	2512474	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2512474	0	0	0	0	0
Public- Non Institutions	E-Voting	4664142	352	0.0075	351	1	99.7159	0.2841
	Poll		1561	0.0335	1561	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		4664142	1913	0.0410	1912	1	99.9477
Total		28466464	21291761	74.7959	21291760	1	99.9999	0.0001



Resolution No. 2

To appoint a Director in place of Mr. Sanjeev Verma (DIN: 06871685) 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 (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	21289848	0	0	0	0	0	0
	Poll		21289848	100	21289848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		21289848	21289848	100	21289848	0	100
Public-Institutions	E-Voting	2512474	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2512474	0	0	0	0	0
Public- Non Institutions	E-Voting	4664142	352	0.0075	351	1	99.7159	0.2841
	Poll		1561	0.0335	1561	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		4664142	1913	0.0410	1912	1	99.9477
Total		28466464	21291761	74.7959	21291760	1	99.9999	0.0001



Resolution No. 3

To confirm the Interim Dividend of Re. 1/- per Preference Share (face value of Rs. 100/- each) of the Company for the financial year 2016-17, as approved by the Board of Directors on April 29, 2017.

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	21289848	0	0	0	0	0	0
	Poll		21289848	100	21289848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		21289848	21289848	100	21289848	0	100
Public-Institutions	E-Voting	2512474	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2512474	0	0	0	0	0
Public- Non Institutions	E-Voting	4664142	352	0.0075	351	1	99.7159	0.2841
	Poll		1561	0.0335	1561	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		4664142	1913	0.0410	1912	1	99.9477
Total		28466464	21291761	74.7959	21291760	1	99.9999	0.0001



Resolution No. 4

To ratify the appointment of the Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s) M/s. Walker Chandiok & 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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	21289848	0	0	0	0	0	0
	Poll		21289848	100	21289848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		21289848	21289848	100	21289848	0	100
Public-Institutions	E-Voting	2512474	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2512474	0	0	0	0	0
Public- Non Institutions	E-Voting	4664142	352	0.0075	351	1	99.7159	0.2841
	Poll		1561	0.0335	1561	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		4664142	1913	0.0410	1912	1	99.9477
Total		28466464	21291761	74.7959	21291760	1	99.9999	0.0001



Resolution No. 5

To appoint Mrs. Suparna Singh (DIN 07142898) as a Non-Executive Director Non-Independent 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	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	21289848	0	0	0	0	0	0
	Poll		21289848	100	21289848	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		21289848	21289848	100	21289848	0	100
Public-Institutions	E-Voting	2512474	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		2512474	0	0	0	0	0
Public- Non Institutions	E-Voting	4664142	352	0.0075	351	1	99.7159	0.2841
	Poll		1561	0.0335	1561	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		4664142	1913	0.0410	1912	1	99.9477
Total		28466464	21291761	74.7959	21291760	1	99.9999	0.0001



RESULT SUMMARY

SR · N O.	RESOLUTION	TYPE OF RESOLUTI ON	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017 along with the Reports of the Directors and Auditors thereon.	Ordinary Resolution	99.9999%	0.0001%
2.	To appoint a Director in place of Mr. Deep Verma (DIN: 06871685) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	99.9999%	0.0001%
3.	To confirm the Interim Dividend of Re. 1/- per Preference Share (face value of Rs. 100/- each) of the Company for the financial year 2016-17, as approved by the Board of Directors on April 29, 2017.	Ordinary Resolution	99.9999%	0.0001%
4.	To ratify the appointment of the Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s) M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N) as Statutory Auditors of the Company.	Ordinary Resolution	99.9999%	0.0001%
5.	To appoint Mrs. Suparna Singh (DIN 07142898) as a Non-Executive Director Non-Independent Director	Ordinary	99.9999%	0.0001%

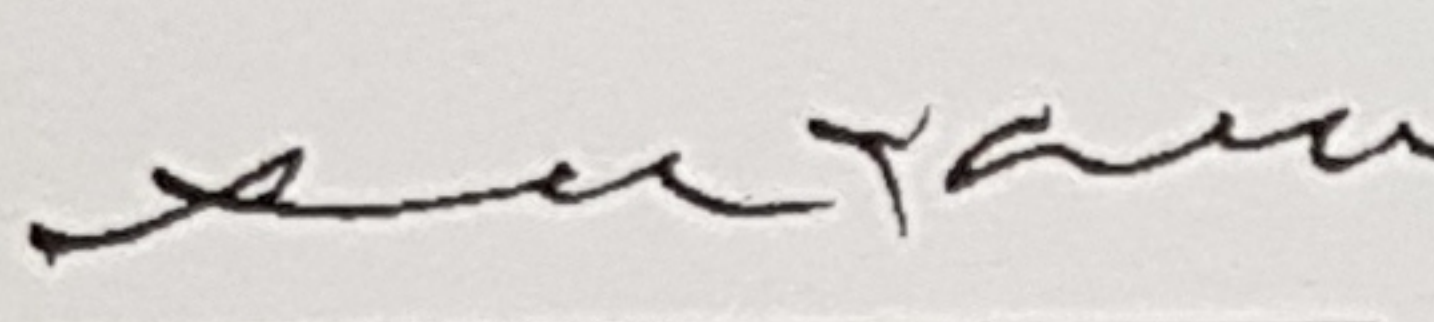



	of the Company.	Resolution		

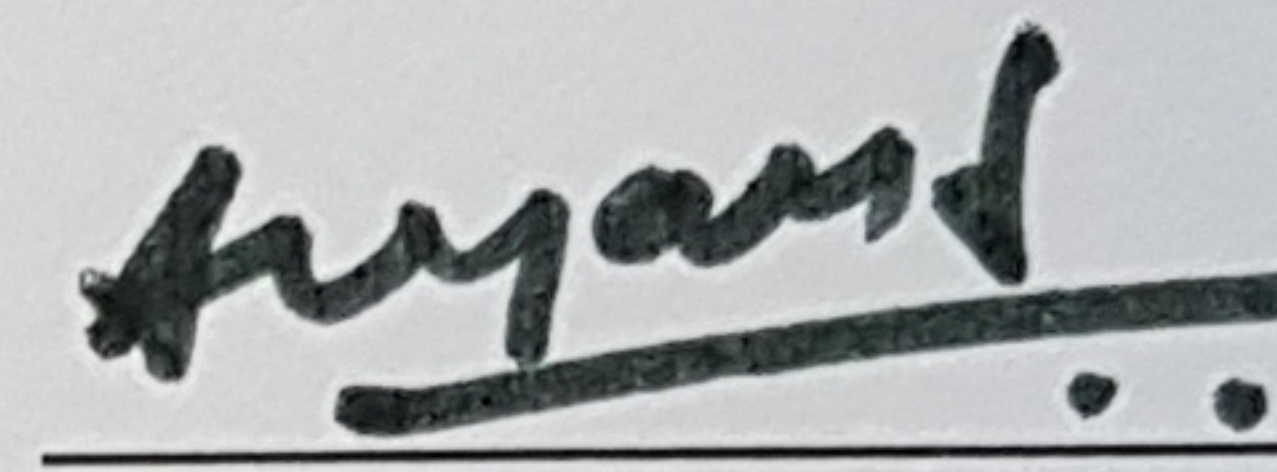
The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

Dr. S.K. Jain
Practicing Company Secretary



Sujay Sheth
Chairman

Place: Mumbai
Date: 22nd September, 2017