

AGC/SD/SE/2020/52

July 2, 2020

To,

Corporate Relationship Department Bombay Stock Exchange Limited P.J. Tower, Dalal Street, Fort, Mumbai - 400001	Corporate Relationship Department The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla. Complex, Bandra East, Mumbai 400051
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Sub: Submission of Annual Secretarial Compliance Report

Ref: BSE Script Code: 500463 NSE Symbol: AGCNET

Dear Sir/Madam,

Pursuant to directions issued by SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, as amended from time to time, we hereby submit the Annual Secretarial Compliance Report issued by Dr. S. K. Jain, Practising Company Secretary on June 20, 2020 in respect of the Company for the Financial Year 2019-20.

This is for your information, records and necessary dissemination.

Thanking You.

Yours Faithfully,
For **AGC Networks Limited**

Aditya Goswami
Company Secretary & Compliance Officer

Encl.: As above.

**Secretarial compliance report of AGC Networks Limited for the year ended March 31,
2020**

I, Shubhkaran Jain, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by AGC Networks Limited (hereinafter referred to as "the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stockexchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(Not applicable as the Company has not made any further issue of Shares)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(Not applicable as the Company has not brought back/propose to Buy-back any of its securities during the Financial Year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(The Company has not introduced any such scheme during the financial year under review)



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(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(The Company has not issued any Debt Securities during the financial year under review)

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;

(The Company has not issued any Non- Convertible and Redeemable Preference Shares during the financial year under review)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder and there are no instances of any non-compliance reported during the review period.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **(Not Applicable, as no observations were made/raised in the Secretarial Compliance Report for financial year ended March 31, 2019)**

Place: Mumbai

Date: June 20, 2020

For S.K.JAIN & Co.



Dr. S. K. Jain
Practicing Company Secretary
Membership No. 1473
COP No. 3076
UDIN : F001473B000360359

