

AGC/PB/SE/2016/006

February 11, 2016

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

Sub.: Outcome of the Board meeting dated 11th February, 2016 & un-audited financial results of the Company (stand-alone and consolidated) for the quarter/period ended 31st December, 2015


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

This is to inform you that the Board at its meeting held on Thursday, 11th February, 2016 at registered office of the Company, inter-alia considered and approved the un-audited financial results of the Company (stand-alone and consolidated) for the quarter/period ended 31st December, 2015. Signed copies of the same along with the copy of Limited Review Report (stand-alone and consolidated) from the statutory auditors of the Company for the quarter ended 31st December, 2015 are attached herewith.

This is for your information, record and necessary action.

Thanking You,

For AGC Networks Limited



Pratik Bhanushali
Company Secretary

Encl.: A./a.



Walker Chandiook & Co LLP

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Review Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of AGC Networks Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of **AGC Networks Limited** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), for the quarter ended 31 December 2015 and the year to date results for the period 1 April 2015 to 31 December 2015. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. As stated in Note 4 (i) to the Statement, during the year ended 31 March 2015 the Company had recognized sale of properties having aggregate carrying value of Rs. 1.09 crores and profit on such sale amounting to Rs. 46.04 crores (net of incidental selling expenses amounting to Rs. 3.39 crores) under 'exceptional items'. In our opinion as the significant risks and rewards for the said properties have not been transferred, recognition of such sale is not in accordance with the principles laid under Accounting Standard (AS) 9 Revenue Recognition. Accordingly, profit before tax and tax expense for the year ended 31 March 2015 should have been lower by Rs. 46.04 crores and Rs. 3.27 crores respectively. Had the Company followed principles of AS 9 for the quarter and nine months ended 31 December 2015, the prior period expense and loss before tax would have been higher by Rs. 46.04 crores each (30 September 2015: Rs. 46.04 crores) and tax expense for the said quarter and nine months would have been lower by Rs. 3.27 crores (30 September 2015: Rs. 3.27 crores). Our audit opinion on the financial statements for the year ended 31 March 2015 and review opinion on the results for the quarter and six months ended 30 September 2015 were qualified in respect of this matter.



Walker Chandiook & Co LLP

4. Based on our review conducted as above, except for the effects of qualification as described in the previous paragraph, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Walker Chandiook & Co LLP

For Walker Chandiook & Co LLP

(formerly Walker, Chandiook & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013



per **Adi P. Sethna**

Partner

Membership No. 108840

Place: Mumbai

Date: 11 February 2016

AGC NETWORKS LIMITED

Registered Office :- Equinox Business Park (Peninsula Techno Park), Off Bandra Kurla Complex,
LBS Marg, Kurla (West), Mumbai - 400070.



STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER/NINE MONTHS ENDED 31 DECEMBER 2015

₹ in Crore


Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		Unaudited			Unaudited		Audited
		31/12/2015	30/09/2015	31/12/2014	31/12/2015	31/12/2014	31/03/2015
1	Gross sales/Income from operations	235.50	211.52	232.75	660.61	647.17	888.78
	Excise duty	0.59	0.29	0.30	1.18	0.82	1.15
	(a) Net sales/Income from operations	234.91	211.23	232.45	659.43	646.35	887.63
	(b) Other operating income	0.25	1.73	-	3.05	2.30	3.18
	Total income from operations (net)	235.16	212.96	232.45	662.48	648.65	890.81
2	Expenses						
	a) Cost of materials consumed	3.01	2.70	1.88	7.02	3.45	5.63
	b) Purchase of stock-in-trade	113.08	80.48	59.88	284.77	216.77	307.17
	c) Change in inventories of finished goods, work-in-progress and stock-in-trade	(9.05)	0.87	29.67	(10.36)	54.28	67.18
	d) Service charge	49.02	52.02	65.25	151.27	152.98	201.08
	e) Employee benefits expense	52.88	51.39	45.47	156.25	145.57	192.49
	f) Depreciation and amortisation expense	2.03	1.95	4.74	6.41	14.35	18.44
	g) Doubtful debts provided / (written back) (Net)	0.37	0.21	(0.22)	0.78	0.51	(0.08)
	h) Other expenses	23.44	26.21	22.86	70.79	69.46	93.17
	Total expenses	234.78	215.83	229.53	666.93	657.37	885.08
3	(Loss)/Profit from operations before other income, finance costs and exceptional items (1-2)	0.38	(2.87)	2.92	(4.45)	(8.72)	5.73
4	Other income	1.81	3.76	2.01	11.70	4.51	6.28
5	(Loss)/Profit from ordinary activities before finance costs and exceptional items (3+4)	2.19	0.89	4.93	7.25	(4.21)	12.01
6	Finance costs	6.56	7.07	5.88	19.34	18.88	25.92
7	(Loss)/Profit from ordinary activities after finance costs but before exceptional items (5-6)	(4.37)	(6.18)	(0.95)	(12.09)	(23.09)	(13.91)
8	(a) Exceptional items - expenses / (income) (Refer note 4)	-	-	2.60	(1.64)	7.29	(33.25)
	(b) Prior period items - expenses / (income)	-	-	-	-	1.66	1.66
9	(Loss)/Profit from ordinary activities before tax (7-8)	(4.37)	(6.18)	(3.55)	(10.45)	(32.04)	17.68
10	Tax expense						
	- Current tax	0.26	1.13	-	1.47	0.20	3.47
	- Tax adjustments relating to earlier years (Refer note 6)	-	9.65	-	9.65	-	(0.56)
11	Net (Loss)/Profit from ordinary activities after tax (9-10)	(4.63)	(16.96)	(3.55)	(21.57)	(32.24)	14.77
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13	Net (Loss)/Profit for the period (11-12)	(4.63)	(16.96)	(3.55)	(21.57)	(32.24)	14.77
14	Share of profit/(loss) of associates	-	-	-	-	-	-
15	Minority interest	-	-	-	-	-	-
16	Net (Loss)/Profit after taxes, minority interest and share of profit of associates (13+14+15)	(4.63)	(16.96)	(3.55)	(21.57)	(32.24)	14.77
17	Paid-up equity share capital (face value of ₹ 10 each)	28.47	28.47	28.47	28.47	28.47	28.47
18	Reserves excluding Revaluation Reserves as per balance sheet	-	-	-	-	-	58.16
19	Earnings per share of ₹ 10/- each (not annualised):						
	Basic and Diluted (in ₹)	(1.63)	(5.96)	(1.25)	(7.58)	(11.32)	5.19



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Notes:

- 1) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 11 February 2016.
- 2) The Company operates in one business segment i.e., Business Communication Solutions and Integration, which is considered as the primary reporting segment.
- 3) On 1 June 2015, AGC Networks Inc. (a step down subsidiary of the Company) acquired the assets and liabilities vide Assets Purchase Agreement (APA) with the Company Ensource Inc. based in Jacksonville, Florida and the acquisition was completely funded through internal operating funds of AGC Networks Inc. The group has paid purchase consideration of ₹ 3.59 crore to acquire Net liabilities of ₹ 8.47 crores, which has resulted in the goodwill of ₹ 12.06 crores.
- 4) Exceptional items:
 - (i) During the year ended 31 March 2015, the Company entered into deeds of assignment to transfer all the rights, title and obligations of its land and building situated at Gandhinagar to another company for a consideration of ₹ 50.52 Crores. During the quarter ended 30 June 2015, the lender to whom these assets were provided as security, provided its in-principal approval for the said transfer subject to fulfillment of conditions stated therein. The said transfer is complete pending approval from the relevant government authority and transfer of legal title, that are considered to be procedural in nature. Accordingly the Company had recognised profit on sale of Fixed Assets of ₹ 46.04 Crores (net of incidental expenses ₹ 3.39 Crores). The statutory auditors of the Company have qualified their audit report for the year ended 31 March 2015 and their review reports for the quarter and periods ended 30 September 2015 and 31 December 2015 in respect of this matter. The Company has applied for requisite approvals which are still awaited as of date, except for a Conditional No Objection Certificate (NOC) received subsequent to the period ended 31 December 2015 for one of the property.
 - (ii) Further the Company has recognised interest income amounting to ₹ 1.64 Crores during quarter ended 30 June 2015 on sale consideration receivable from the buyer towards assignment of land and building situated at Gandhinagar, referred above, which has been disclosed under "Exceptional Items".
 - (iii) Provision for Inventory which has been identified as obsolete/slow moving/non-moving aggregating to ₹ 2.6 Crores and ₹ 7.29 Crores for the quarter and nine months ended 31 December, 2014 and ₹ 12.79 Crores for the year ended 31 March 2015.
5. a) Employee benefits expense for the year ended 31 March 2015 includes:
 - (i) ₹ 1.07 Crores towards remuneration payable by the Company to its erstwhile Whole-time Director (now a Non-executive Director) for a part of the financial year 2014-15, as per the shareholders' sanction, which exceeds the limits specified under Schedule V to the Companies Act, 2013 by ₹ 0.72 Crores and against which the Company has paid ₹ 0.82 Crores. In absence of profits, the Company had filed an application with the Central Government seeking approval for such excess and the central government has approved the remuneration of ₹ 0.37 Crores. Accordingly during the current quarter the excess amount of ₹ 0.46 Crores has been reversed, which the company is in process of recovering.
 - (ii) ₹ 0.67 Crores towards remuneration payable to the Managing Director for a part of the financial year 2014-15. The remuneration payable as per the shareholders' sanction was ₹ 3.19 Crores against which the Company has paid ₹ 2.01 Crores during the year. In absence of profits, the Company filed an application with the Central Government seeking approval for remuneration sanctioned by the shareholders, which exceeds the limits specified under Schedule V to the Companies Act, 2013. However, it has received an approval, subsequent to the year end for ₹ 0.84 Crores per annum. In view of the same, the excess amount has been reversed and recovered. The Company has filed fresh application for reconsidering their case against which response is awaited.
5. b) During the year ended 31 March 2015 AGC Networks Inc has entered into an Asset Transfer Agreement to sell its entire fixed assets, at their carrying value of ₹ 14.36 Crores to a party with which it has entered into a Master Service Agreement for use of the same / similar assets to support its operations. The Company believes this arrangement would enable it to obtain significant advantages in the nature of maintenance / capacity enhancement of such assets and reduction in technology risk while focusing on its core business of providing networking solutions to its customers.
- 6) Represents provision for with-holding tax credits for earlier years relating to the Singapore entity.
- 7) The statement of consolidated results are prepared in accordance with the requirements of Accounting Standard 21 – Consolidated Financial Statements specified under section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014.
The financial results of the following entities have been consolidated with the financial results of the Company:
AGC Networks Australia Pty Limited
AGC Networks Pte Limited, Singapore
AGC Networks, Inc., USA
AGC Networks Philippines, Inc.
- 8) Previous period figures have been re-grouped and reclassified, wherever necessary, to correspond to those of the current period.


FOR AND ON BEHALF OF THE BOARD

ANIL NAIR
MANAGING DIRECTOR & CEO
DIN: 02655564

Place: Mumbai
Date : 11 FEBRUARY 2016
CIN : L32200MH1986PLC040652



Walker Chandiook & Co LLP

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Review Report on Quarterly Standalone Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of AGC Networks Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results ("the Statement") of **AGC Networks Limited** ("the Company") for the quarter ended 31 December 2015 and the year to date results for the period 1 April 2015 to 31 December 2015. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. As stated in Note 3 (i) to the Statement, during the year ended 31 March 2015 the Company had recognized sale of properties having aggregate carrying value of Rs. 1.09 crores and profit on such sale amounting to Rs. 46.04 crores (net of incidental selling expenses amounting to Rs. 3.39 crores) under 'exceptional items'. In our opinion as the significant risks and rewards for the said properties have not been transferred, recognition of such sale is not in accordance with the principles laid under Accounting Standard (AS) 9 Revenue Recognition. Accordingly, profit before tax and tax expense for the year ended 31 March 2015 should have been lower by Rs. 46.04 crores and Rs. 3.27 crores respectively. Had the Company followed principles of AS 9 for the quarter and nine months ended 31 December 2015, the prior period expense and loss before tax would have been higher by Rs. 46.04 crores each (30 September 2015: Rs. 46.04 crores) and tax expense for the said quarter and nine months would have been lower by Rs. 3.27 crores (30 September 2015: Rs. 3.27 crores). Our audit opinion on the financial statements for the year ended 31 March 2015 and review opinion on the results for the quarter and six months ended 30 September 2015 were qualified in respect of this matter.



Walker Chandiook & Co LLP

4. Based on our review conducted as above, except for the effects of qualification as described in the previous paragraph, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Walker Chandiook & Co LLP

For Walker Chandiook & Co LLP

(formerly Walker, Chandiook & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013



per **Adi P. Sethna**

Partner

Membership No. 108840

Place: Mumbai

Date: 11 February 2016

AGC NETWORKS LIMITED

Registered Office :- Equinox Business Park (Peninsula Techno Park), Off Bandra Kurla Complex,
LBS Marg, Kurla (West), Mumbai - 400070.



STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER/NINE MONTHS ENDED 31 DECEMBER 2015

₹ in Crore

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		Unaudited			Unaudited		Audited
		31/12/2015	30/09/2015	31/12/2014	31/12/2015	31/12/2014	31/03/2015
1	Gross sales/income from operations	80.53	75.11	91.29	236.76	243.31	340.51
	Excise duty	0.59	0.29	0.32	1.18	0.82	1.15
	(a) Net sales/income from operations	79.94	74.82	90.97	235.58	242.49	339.36
	(b) Other operating income	0.23	0.53	(0.02)	1.02	0.23	0.76
	Total income from operations (net)	80.17	75.35	90.95	236.60	242.72	340.12
2	Expenses						
	a) Cost of materials consumed	3.01	2.70	1.89	7.02	3.45	5.63
	b) Purchase of stock-in-trade	37.84	24.97	16.99	101.38	79.78	103.94
	c) Change in inventories of finished goods, work-in-progress and stock-in-trade	(1.17)	4.88	14.25	3.51	21.99	38.27
	d) Service charge	17.35	21.19	27.58	57.22	63.71	87.68
	e) Employee benefits expense	12.98	12.29	13.29	40.34	46.77	57.82
	f) Depreciation and amortisation expense	1.36	1.33	1.13	3.96	3.78	5.13
	g) Doubtful debts provided / (written back) (Net)	1.12	0.02	(1.02)	1.14	6.79	5.35
	h) Other expenses	11.84	14.42	14.59	36.97	41.58	54.20
	Total expenses	84.33	81.80	88.70	251.54	267.85	358.02
3	(Loss)/Profit from operations before other income, finance costs and exceptional items (1-2)	(4.16)	(6.45)	2.25	(14.94)	(25.13)	(17.90)
4	Other income	1.31	3.19	5.41	11.10	9.14	10.71
5	(Loss)/Profit from ordinary activities before finance costs and exceptional items (3+4)	(2.85)	(3.26)	7.66	(3.84)	(15.99)	(7.19)
6	Finance costs	5.82	6.43	5.44	17.73	17.19	24.17
7	(Loss)/Profit from ordinary activities after finance costs but before exceptional items (5-6)	(8.67)	(9.69)	2.22	(21.57)	(33.18)	(31.36)
8	(a) Exceptional items - expenses / (income) (Refer note 3)	-	-	2.60	(1.64)	5.19	(35.35)
	(b) Prior period items - expenses / (income)	-	-	-	-	1.66	1.66
9	(Loss)/Profit from ordinary activities before tax (7-8)	(8.67)	(9.69)	(0.38)	(19.93)	(40.03)	2.33
10	Tax expense						
	- Current tax	-	-	-	-	-	3.27
	- Tax adjustments relating to earlier years	-	-	-	-	-	(0.56)
11	Net (Loss)/Profit from ordinary activities after tax (9-10)	(8.67)	(9.69)	(0.38)	(19.93)	(40.03)	(0.38)
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13	Net (Loss)/Profit for the period (11-12)	(8.67)	(9.69)	(0.38)	(19.93)	(40.03)	(0.38)
14	Paid-up equity share capital (face value of ₹ 10 each)	28.47	28.47	28.47	28.47	28.47	28.47
15	Reserves excluding Revaluation Reserves as per balance sheet	-	-	-	-	-	65.04
16	Earnings per share of ₹ 10/- each (not annualised):						
	Basic and Diluted (in ₹)	(3.05)	(3.40)	(0.13)	(7.00)	(14.06)	(0.13)



Notes:

- 1) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 11 February 2016
- 2) The Company operates in one business segment i.e., Business Communication Solutions and Integration, which is considered as the primary reporting segment.
- 3) Exceptional items:
 - (i) During the year ended 31 March 2015, the Company entered into deeds of assignment to transfer all the rights, title and obligations of its land and building situated at Gandhinagar to another company for a consideration of ₹ 50.52 Crores. During the quarter ended 30 June 2015, the lender to whom these assets were provided as security, provided its in-principal approval for the said transfer subject to fulfillment of conditions stated therein. The said transfer is complete pending approval from the relevant government authority and transfer of legal title, that are considered to be procedural in nature. Accordingly the Company had recognised profit on sale of Fixed Assets of ₹ 46.04 Crores (net of incidental expenses ₹ 3.39 Crores). The statutory auditors of the Company have qualified their audit report for the year ended 31 March 2015 and their review reports for the quarter and periods ended 30 September 2015 and 31 December 2015 in respect of this matter. The Company has applied for requisite approvals which are still awaited as of date, except for a Conditional No Objection Certificate (NOC) received subsequent to the period ended 31 December 2015 for one of the property.
 - (ii) Further the Company has recognised interest income amounting to ₹ 1.64 Crores during quarter ended 30 June 2015 on sale consideration receivable from the buyer towards assignment of land and building situated at Gandhinagar, referred above, which has been disclosed under "Exceptional Items".
 - (iii) Provision for inventory which has been identified as obsolete/slow moving/non-moving aggregating to ₹ 2.6 Crores and ₹ 5.19 Crores for the quarter and nine months ended 31 December, 2014 and ₹ 10.69 Crores for the year ended 31 March 2015.
- 4) Employee benefits expense for the year ended 31 March 2015 includes:
 - (i) ₹ 1.07 Crores towards remuneration payable by the Company to its erstwhile Whole-time Director (now a Non-executive Director) for a part of the financial year 2014-15, as per the shareholders' sanction, which exceeds the limits specified under Schedule V to the Companies Act, 2013 by ₹ 0.72 Crores and against which the Company has paid ₹ 0.82 Crores. In absence of profits, the Company had filed an application with the Central Government seeking approval for such excess and the central government has approved the remuneration of ₹ 0.37 Crores. Accordingly during the current quarter the excess amount of ₹ 0.46 Crores has been reversed, which the company is in the process of recovering.
 - (ii) ₹ 0.67 Crores towards remuneration payable to the Managing Director for a part of the financial year 2014-15. The remuneration payable as per the shareholders' sanction was ₹ 3.19 Crores against which the Company has paid ₹ 2.01 Crores during the year. In absence of profits, the Company filed an application with the Central Government seeking approval for remuneration sanctioned by the shareholders, which exceeds the limits specified under Schedule V to the Companies Act, 2013. However, it has received an approval, subsequent to the year end for ₹ 0.84 Crores per annum. In view of the same, the excess amount has been reversed and recovered. The Company has filed fresh application for reconsidering their case against which response is awaited.
- 5) Previous period figures have been re-grouped and reclassified, wherever necessary, to correspond to those of the current period.

Place: Mumbai
Date : 11 FEBRUARY 2016
CIN : L32200MH1986PLC040652

FOR AND ON BEHALF OF THE BOARD


ANIL NAIR
MANAGING DIRECTOR & CEO
DIN: 02655564

