

AGC/PB/SE/2014/037

August 13, 2014

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
---	--

Dear Sir,

Ref.: Scrip code BSE 500463/NSE AGCNET

Sub: Clause 35A of the Listing Agreement with the Stock Exchanges for voting results of the 28th Annual General Meeting

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 28th Annual General Meeting held on 7th August, 2014 transacted the following business:

Sr. No.	Description	Particulars		
1.	Date of the AGM	7 th August, 2014		
2.	Book Closure Date	1 st August, 2014 to 7 th August, 2014 (both days inclusive)		
3.	Total number of Shareholders on record date	11120		
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	Category of Shareholders	In Person	Proxy	Total
	Promoter and Promoter Group	1	-	1
	Financial Institution	-	-	-
	Public	32	5	37
	Total	33	5	38
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			

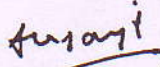
fy

Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Thursday, the 7th day of August, 2014 at 11.00 A.M. at Rangaswar Hall, Chavan Centre, General Jagannath Bhosale Marg, Mumbai 400 021. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business as provided in **Annexure -1**.

Request you to kindly take the same on record.

Yours Faithfully,
For AGC Networks Limited


Sujay Sheth
Chairman

Annexure - 1



Item No. 1

Enabling Experience

Ordinary Resolution: To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31/03/2014, the report of Board of Directors' and Auditors' thereon.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

Item No. 2

Ordinary Resolution: To appoint M/s. Walker ChandioK & Co. LLP, Chartered Accountant (ICAI Registration No. 001076N) as Statutory Auditors of the Company.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

Item No. 3

Special Resolution: To appoint Mr. Manhar Mandaliya (DIN- 06883188) at this Annual General Meeting as an Independent Director.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

Item No. 4

Special Resolution: To appoint Mr. Sujay Sheth (DIN- 03329107) who was appointed as a Director liable to retire by rotation is being appointed as an Independent Director at this Annual General Meeting.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

20

Item No. 5

Special Resolution: To appoint Mr. Shuva Mandal (DIN- 00003496) who was appointed as a Director liable to retire by rotation is being appointed as an Independent Director at this Annual General Meeting.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

Item No. 6

Special Resolution: To appoint Mr. Anil Nair (DIN- 02655564) as Managing Director and Chief Executive Officer at this Annual General Meeting.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

19

Item No. 7

Special Resolution: To appoint Mr. Sanjeev Verma (DIN- 06871685) as Whole-time Director, designated as Executive Director at this Annual General Meeting.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

Item No. 8

Special Resolution: To appoint Mr. Neeraj Gupta (DIN- 00317395) as Non-executive Director.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on votes polled (8/3)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/3)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

Item No. 9

Special Resolution: To increase the Authorized Share Capital of the Company and to alter Memorandum and Articles of Association of the Company.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (7/4)	% of votes against on valid votes (8/4)
(1)	(2)	(3)	(4)	(5)	(6)- (4/2)	(7)	(8)	(7/4)	(8/4)
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2328704	0	0	0	0%	0	0	0%	0
Public Others	4787912	26142	25731	411	0.53%	25731	0	100%	0
Total	28466464	21375990	21375579	411	75.09%	21375579	0	100%	0

fs