

AGC Networks Limited
Equinox Business Park
Tower 1, Off BKC
LBS Marg, Kurla (West)
Mumbai 400 070
India
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www.agcnetworks.com

AGC/PB/SE/2015/035

August 7, 2015

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, BKC, Bandra (E) Mumbai 400051
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Dear Sir,

Sub.: Clause 35A of the Listing Agreement-Annual General Meeting-Voting Results

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

We give in the details of the agenda & mode of voting on resolutions approved by the shareholders through e-voting from 3rd to 5th August, 2015 and through poll at the 29th Annual General Meeting of AGC Networks Limited held on 06th August, 2015. Other details regarding the attendance at the Annual General Meeting are as below:

No.	Description			
1.	Date of AGM	06 th August, 2015		
2.	Total number of Shareholders on Record Date	10614		
3.	No of Shareholders present in the Meeting Either in person or through Proxy:			
	Shareholders	Present in person	Present through proxy	Total
	Promoter & Promoter Group (through Authorized signatory	1	-	1
	Public	29	5	34
	TOTAL	30	5	35
4.	No of shareholders attended the meeting through video conferencing			
	Promoters and Promoters group	Nil		
	Public	Nil		

Further, the consolidated report of the scrutinizer for E-voting and voting by poll in (Form No. MGT-13) as well as under Clause 35A is attached herewith.

This is for your information, record and necessary action.

Thanking You,

For AGC Networks Limited



Pratik Bhanushali
Company Secretary
Encl.: A./a.



FORM NO. MGT-13

Report On Scrutinizer

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of AGC Networks Limited

29th Annual General Meeting of the Shareholders of AGC NETWORKS LIMITED held on Thursday, 06th August, 2015 at Banquet Hall, Equinox Business Park, Off B.K.C, LBS Marg, Kurla West, Mumbai-400070 at 11.00 A.M.

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement for the purpose of Scrutinizing the remote e-voting and voting by poll taken at the 29th Annual General Meeting of the Equity Shareholders of AGC Networks Limited held on Thursday, 06th August, 2015 at Banquet Hall, Equinox Business Park, Off B.K.C, LBS Marg, Kurla West, Mumbai-400070 at 11.00 A.M., submit my report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 AM on Monday, 3rd August, 2015 up to 5.00 PM on Wednesday, 5th August, 2015.



2. The remote e-voting was unblocked on 06th August, 2015 at 06.57 PM in presence of two witnesses who were not in the employment of the Company.



Name: Ms. Rashi Ramuka



Name: Ms. Kinjal Shah

B. Relating to voting by Poll:

1. 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.
2. 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.
3. One poll paper, was found defective and has been treated as invalid and kept separately.

C. Result of E-Voting and Poll:

1. The voting rights were reckoned as on 30th July, 2015, being cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked. The ballot box was opened and polling papers were removed and examined.
3. 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>)
4. The combined result of remote E-voting and poll is as under:



RESOLUTION NO 1: (AS AN ORDINARY RESOLUTION)

To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015 with the report of Directors and Auditors thereon.

(I) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	5	1606	100
Voting by poll	18	4633	100
Total	23	6239	100

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	NIL	0
Voting by poll	0	NIL	0
Total	0	NIL	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



RESOLUTION NO 2: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Mr. Neeraj Gupta (DIN: 003173395), who retires by rotation and being eligible, offers himself for re-appointment.

(I) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	5	1606	100
Voting by poll	18	4633	100
Total	23	6239	100

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	NIL	0
Voting by poll	0	NIL	0
Total	0	NIL	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



RESOLUTION NO 3: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Mr. Sanjeev Verma (DIN: 06871685), who retires by rotation and being eligible, offers himself for re-appointment.

(I) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	5	1606	100
Voting by poll	18	4633	100
Total	23	6239	100

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	NIL	0
Voting by poll	0	NIL	0
Total	0	NIL	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



RESOLUTION NO 4: (AS AN ORDINARY RESOLUTION)

Reappointment of the retiring Auditors M/S Walker Chandiok & Co. LLP (formally Walker Chandiok & Co.), Chartered Accountants (ICAI Registration No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

(I) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	5	1606	100
Voting by poll	18	4633	100
Total	23	6239	100

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	NIL	0
Voting by poll	0	NIL	0
Total	0	NIL	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



RESOLUTION NO 5: (AS SPECIAL RESOLUTION)

Appointment of Mr. Jangoo Dalal (DIN: 01683803) as Independent Director of the Company w.e.f. 27th May, 2015 to hold office for 5 consecutive years commencing from 27th May, 2015.

(I) Voted in favour of the resolution:

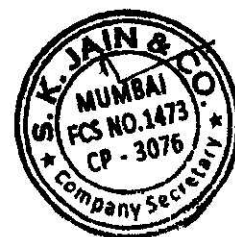
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	5	1606	100
Voting by poll	18	4633	100
Total	23	6239	100

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	NIL	0
Voting by poll	0	NIL	0
Total	0	NIL	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



RESOLUTION NO 6: (AS SPECIAL RESOLUTION)

Appointment of Dr. (Mrs.) Sujaya Banerjee (DIN: 06814544) as Director (Non-Executive) of the Company.

(I) Voted in favour of the resolution:

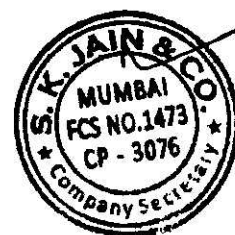
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	5	1606	100
Voting by poll	18	4633	100
Total	23	6239	100

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	NIL	0
Voting by poll	0	NIL	0
Total	0	NIL	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



Sr. No.	Resolution	Nature of Resolution	Favour (in %)	Against (in%)
1.	To consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March, 2015 with the report of Directors and Auditors thereon.	Ordinary Resolution	100%	0
2.	To appoint a Director in place of Mr. Neeraj Gupta (DIN: 003173395), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	100%	0
3.	To appoint a Director in place of Mr. Sanjeev Verma (DIN: 06871685), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	100%	0
4.	To re-appoint retiring Auditors M/S Walker Chandiok & Co. LLP (formally Walker Chandiok & Co.), Chartered Accountants (ICAI Registration No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.	Ordinary Resolution	100%	0
5..	To appoint Mr. Jangoo Dalal (DIN: 01683803) as Independent Director of the Company w.e.f. 27 th May, 2015 to hold office for 5 consecutive years commencing from 27 th May, 2015.	Special Resolution	100%	0
6.	To appoint Dr. (Mrs.) Sujaya Banerjee (DIN: 06814544) as Director (Non-Executive) of the Company.	Special Resolution	100%	0



Result of Remote E-voting and by Poll as per Clause 35 A of the Listing Agreement is as under:

Resolution No 1

Ordinary Resolution: To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2014 with the report of Directors and Auditors thereon.

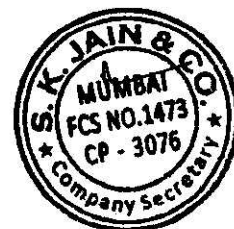
Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Vote s	% of Votes Polled on outstandin g Shares 7 = [3/2*(100)]	No. of Valid Votes in Favour	No. of Valid Vote s agai nst	% of Votes in Favour on valid votes polled 10 = [8/4*(100)]	% of votes against on valid votes polled 11 = [9/4*(10 0)]
(1)	(2)	(3)	(4)	(6)	(8)	(9)			
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institutional holders	2347382	0	0	0	0	0	0	0	0
Public Others	4769234	6240	6239	1	0.13%	6239	0	100%	0
Total	28466464	21356088	21356087	1	75.02%	21356087	0	100%	0



Resolution No 2

Ordinary Resolution: To appoint a Director in place of Mr. Neeraj Gupta (DIN: 003173395), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares	No. of Valid Votes in Favour	No. of Valid Vote s agai nst	% of Votes in Favour on valid votes polled 10 = [8/4*(100)]	% of votes against on valid votes polled 11 = [9/4*(10 0)]
(1)	(2)	(3)	(4)	(6)	7 = [3/2*(10 0)]	(8)	(9)		
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institution al holders	2347382	0	0	0	0	0	0	0	0
Public Others	4769234	6240	6239	1	0.13%	6239	0	100%	0
Total	28466464	21356088	21356087	1	75.02%	21356087	0	100%	0



Resolution No 3

Ordinary Resolution: To appoint a Director in place of Mr. Sanjeev Verma (DIN: 06871685), who retires by rotation and being eligible, offers himself for re-appointment

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Vote s agai nst	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(6)	7 = [3/2*(100)]	(8)	(9)	10 = [8/4*(100)]	11 = [9/4*(100)]
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institution al holders	2347382	0	0	0	0	0	0	0	0
Public Others	4769234	6240	6239	1	0.13%	6239	0	100%	0
Total	28466464	21356088	21356087	1	75.02%	21356087	0	100%	0



Resolution No 4

Ordinary Resolution: Reappointment of the retiring Auditors M/S Walker Chandiook & Co. LLP (formally Walker Chandiook & Co.), Chartered Accountants (ICAI Registration No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares 7 = [3/2*(10 0)]	No. of Valid Votes in Favour (8)	No. of Valid Vote s agai nst (9)	% of Votes in Favour on valid votes polled 10 = [8/4*(100)]	% of votes against on valid votes polled 11 = [9/4*(10 0)]
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institution al holders	2347382	0	0	0	0	0	0	0	0
Public Others	4769234	6240	6239	1	0.13%	6239	0	100%	0
Total	28466464	21356088	21356087	1	75.02%	21356087	0	100%	0



Resolution No 5

Special Resolution: Appointment of Mr. Jangoo Dalal (DIN: 01683803) as Independent Director of the Company w.e.f. 27th May, 2015 to hold office for 5 consecutive years commencing from 27th May, 2015.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Vote s agai nst	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(6)	7 = [3/2*(100)]	(8)	(9)	10 = [8/4*(100)]	11 = [9/4*(10 0)]
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institution al holders	2347382	0	0	0	0	0	0	0	0
Public Others	4769234	6240	6239	1	0.13%	6239	0	100%	0
Total	28466464	21356088	21356087	1	75.02%	21356087	0	100%	0



Resolution No. 6

Special Resolution: Appointment of Dr. (Mrs.) Sujaya Banerjee (DIN: 06814544) as Director (Non-Executive) of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares 7 = [3/2*(10 0)]	No. of Valid Votes in Favour (8)	No. of Valid Vote s agai nst (9)	% of Votes in Favour on valid votes polled 10 = [8/4*(100)]	% of votes against on valid votes polled 11 = [9/4*(10 0)]
(1)	(2)	(3)	(4)	(6)					
Promoter and Promoter Group	21349848	21349848	21349848	0	100%	21349848	0	100%	0
Public Institution al holders	2347382	0	0	0	0	0	0	0	0
Public Others	4769234	6240	6239	1	0.13%	6239	0	100%	0
Total	28466464	21356088	21356087	1	75.02%	21356087	0	100%	0

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

Thanking You,

Yours Faithfully,



Name and Signature of the Scrutinizer
S.K. Jain
Practicing Company Secretary

Place: Mumbai

Date: 07th August, 2015