

AGC/PB/SE/2013/018

May 28, 2013

AGC Networks Ltd.
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(Peninsula Techno Park)
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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 held on 28th May, 2013

Ref.: Script code BSE 500463/NSE AGCNET

This is to inform you that the Board of Directors at its meeting held on Tuesday May 28, 2013 at the registered office of the Company has inter-alia transacted the following businesses:

1. Considered and approved the Audited Annual Financial Statements/results of the Company for the year ended 31st March, 2013, a copy of which is enclosed herewith along with the Auditors' report.
2. Fixed day, date, time and venue of 27th Annual General Meeting of the Company.
3. Noted the appointment of Dr. Haseeb Drabu, as an additional director of the Company. Dr Drabu was the Chairman and Chief Executive of the Jammu & Kashmir Bank from the year 2005 to 2010. Dr. Drabu holds M & D. Phil (Doctorate) in Economics.
4. Noted the resignation tendered by Mr. Sudip Rungta, non-executive non-independent Director of the Company.

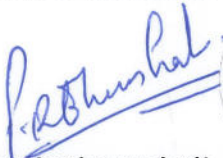


5. Considered and approved the draft notice for the 27th Annual General Meeting of the Company.
6. Fixed book closure from 21.08.2013 (Wednesday) to 27.08.2013 (Tuesday) (both days inclusive) for the purpose 27th Annual General Meeting of the Company.

This is for your information, record and necessary action.

Thanking You,

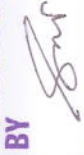
For AGC Networks Limited



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

Sr. No.	Particulars	Standalone				Consolidated			
		Quarter ended		Year ended		Quarter ended		Year ended	
		Audited (Refer note 2)	Unaudited	Audited (Refer note 3)	Audited	Audited (Refer note 2)	Unaudited	Audited (Refer note 3)	Audited
		31/03/2013	31/12/2012	31/03/2012	31/03/2012	31/03/2013	31/12/2012	31/03/2012	31/03/2012
1	Gross sales/Income from operations	17,093.36	13,444.04	18,145.28	59,095.28	28,398.25	24,930.18	30,291.34	105,119.60
	Excise duty	119.30	66.38	55.40	318.08	119.30	66.38	55.40	318.08
	(a) Net sales/Income from operations	16,974.06	13,377.66	18,089.88	58,777.20	28,268.95	24,863.80	30,235.94	105,801.52
	(b) Other operating income	137.00	11.88	150.28	683.44	214.97	11.90	150.28	911.86
	Total income from operations (net)	17,111.06	13,389.54	18,240.16	59,460.64	28,483.92	24,875.70	30,386.22	106,713.38
2	Expenses								
	a) Cost of materials consumed	659.47	468.92	246.04	2,273.57	659.47	468.92	246.04	2,272.97
	b) Purchase of stock-in-trade	9,476.05	7,846.51	10,851.41	31,622.95	19,147.19	14,661.41	18,680.89	64,112.04
	c) Change in inventories of finished goods, work-in-progress and stock-in-trade	486.82	(1,714.90)	(1,429.05)	(1,826.80)	(2,961.41)	(2,470.99)	(1,717.84)	(7,553.31)
	d) Employee benefits expenses	3,121.87	2,796.86	2,362.33	11,417.71	6,922.03	5,640.77	3,364.09	21,963.33
	e) Depreciation and amortisation expense	271.19	287.02	339.02	1,121.35	434.62	407.95	439.47	1,625.74
	f) Service Charge	2,974.67	2,934.32	2,501.96	9,973.12	4,992.72	3,387.27	3,830.52	13,776.39
	g) Other expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	2,401.45	2,038.28	1,749.16	7,376.27	4,617.09	3,068.04	1,912.62	12,114.11
	Total expenses	19,391.52	14,657.01	16,620.87	61,958.17	33,811.71	25,163.37	26,755.79	108,311.26
3	(Loss)/Profit from operations before other income, finance costs and exceptional items (1-2)	(2,280.46)	(1,267.47)	1,619.29	(2,517.53)	(5,327.79)	(287.67)	3,630.43	(1,597.88)
4	Other income	423.61	2,941.60	124.23	4,203.65	431.80	2,946.10	246.36	4,233.30
5	(Loss)/Profit from ordinary activities before finance costs and exceptional items (3+4)	(1,856.85)	1,674.13	1,743.52	1,686.12	(4,895.99)	2,658.43	3,876.79	2,635.42
6	Finance costs	983.10	891.65	299.61	3,229.59	1,105.25	979.35	326.47	3,622.00
7	(Loss)/Profit from ordinary activities after finance costs but before exceptional items (5-6)	(2,839.95)	782.48	1,443.91	(1,543.47)	(6,001.24)	1,679.08	3,550.32	(8,257.42)
8	Exceptional items	-	-	(7.02)	-	-	-	(7.02)	-
9	Profit from ordinary activities before tax (7-8)	(2,839.95)	782.48	1,450.93	(1,543.47)	(6,001.24)	1,679.08	3,557.34	(8,254.42)
10	Tax expense	1,063.82	14.70	804.95	779.21	736.28	291.41	1,161.13	1,202.28
11	Net (Loss)/Profit from ordinary activities after tax (9-10)	(3,903.77)	767.78	645.98	(2,322.68)	(6,737.52)	1,387.67	2,396.21	(6,353.03)
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-	-	-
13	Net (Loss)/Profit for the period (11-12)	(3,903.77)	767.78	645.98	(2,322.68)	(6,737.52)	1,387.67	2,396.21	(6,353.03)
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)	(3,903.77)	767.78	645.98	(2,322.68)	(6,737.52)	1,387.67	2,396.21	(6,353.03)
17	Paid-up equity share capital (face value of ₹ 10 each)	2,846.65	2,846.65	1,423.32	2,846.65	2,846.65	2,846.65	1,423.32	2,846.65
18	Reserves excluding Revaluation Reserves as per balance sheet	-	-	-	21,048.88	-	-	-	27,719.03
19	Earnings per share of ₹ 10/- each (not annualised):	(13.71)	2.70	2.27	(8.16)	(23.67)	4.87	8.42	(7.69)
	(a) Basic								
	(b) Diluted								

SIGNED FOR IDENTIFICATION

BY 

S. R. BATLIBOI & ASSOCIATES LLP
 MUMBAI



Sr. No.	Particulars	Standalone					Consolidated				
		Quarter ended			Year ended		Quarter ended			Year ended	
		Audited (Refer note 2) 31/03/2013	Unaudited 31/12/2012	Audited (Refer note 3) 31/03/2012	31/03/2013	Audited 31/03/2012	Audited (Refer note 2) 31/03/2013	Unaudited 31/12/2012	Audited (Refer note 3) 31/03/2012	31/03/2013	Audited 31/03/2012
A	PARTICULARS OF SHAREHOLDING										
	Public shareholding :										
	Number of shares	7,116,616	7,116,616	3,558,308	7,116,616	3,558,308	7,116,616	7,116,616	3,558,308	7,116,616	3,558,308
	Percentage of shareholding	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00
2	Promoters and Promoter Group Shareholding										
	a) Pledged/Encumbered										
	Number of shares	20,451,976	20,451,976	10,225,988	20,451,976	10,225,988	20,451,976	20,451,976	10,225,988	20,451,976	10,225,988
	Percentage of shares (as a % of the total shareholding of promoter and Promoter group)	95.79	95.79	95.79	95.79	95.79	95.79	95.79	95.79	95.79	95.79
2	b) Non-encumbered										
	Number of shares	71.85	71.85	71.85	71.85	71.85	71.85	71.85	71.85	71.85	71.85
	Percentage of shares (as a % of the total shareholding of promoter and Promoter group)	897,872	897,872	448,936	897,872	448,936	897,872	897,872	448,936	897,872	448,936
	Percentage of shares (as a % of the total share capital of the Company)	4.21	4.21	4.21	4.21	4.21	4.21	4.21	4.21	4.21	4.21
B	INVESTOR COMPLAINTS										
	Pending at the beginning of the quarter	0									
	Received during the quarter	32									
	Disposed of during the quarter	32									
	Remaining unresolved at the end of the quarter	0									

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BY 
S. R. BATLIBOI & ASSOCIATES LLP
MUMBAI



Statement of Assets and Liabilities

₹ in Lakhs

Sr. No.	Particulars	Standalone (Audited)		Consolidated (Audited)	
		As at		As at	
		31/03/2013	31/03/2012	31/03/2013	31/03/2012
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
a)	Share Capital	2,846.65	1,423.32	2,846.65	1,423.32
b)	Reserves and surplus	21,048.88	24,794.89	27,719.03	30,834.83
	Sub-total - Shareholders' funds	23,895.53	26,218.21	30,565.68	32,258.15
2	Non-current liabilities				
a)	Long-term borrowings	213.82	-	376.78	-
b)	Other long-term liabilities	-	400.11	-	404.91
c)	Deferred tax liabilities	-	-	280.88	526.10
d)	Long-term provisions	775.62	460.78	798.44	484.88
	Sub-total - Non-current liabilities	989.44	860.89	1,456.10	1,415.89
3	Current liabilities				
a)	Short-term borrowings	23,216.41	9,019.40	31,270.52	12,884.20
b)	Trade payables	19,347.87	14,614.70	36,039.21	28,692.17
c)	Other current liabilities	10,460.93	8,779.57	19,675.62	13,198.04
d)	Short-term provisions	516.52	3,047.01	1,316.70	3,981.52
	Sub-total - Current liabilities	53,541.73	35,460.68	88,302.05	58,755.93
	TOTAL - EQUITY AND LIABILITIES	78,426.70	62,539.78	120,323.83	92,429.97
B	ASSETS				
1	Non-current assets				
a)	Tangible assets	2,114.03	2,534.70	5,127.13	4,209.81
b)	Intangible assets	114.30	220.00	7,738.10	220.00
c)	Non-current investments	4,921.90	1,500.03	50.00	50.00
d)	Deferred tax assets	-	1,253.98	-	1,247.88
e)	Long-term loans and advances	6,908.89	5,266.67	7,013.62	4,570.01
f)	Other non-current assets	98.49	74.05	98.49	74.05
	Sub-total - Non-current assets	14,157.61	10,849.43	20,027.34	10,371.75
2	Current assets				
a)	Current investments	-	8,000.00	-	8,000.00
b)	Inventories	7,776.96	6,059.49	14,322.66	6,878.67
c)	Trade receivables	31,687.89	26,700.27	57,198.90	51,781.66
d)	Cash and cash equivalents	9,369.95	4,860.50	11,550.53	6,274.91
e)	Short-term loans and advances	14,639.80	5,837.29	16,429.91	8,890.18
f)	Other current assets	794.49	232.80	794.49	232.80
	Sub-total - Current assets	64,269.09	51,690.35	100,296.49	82,058.22
	TOTAL ASSETS	78,426.70	62,539.78	120,323.83	92,429.97

Notes :

- The results for the quarter/year ended 31 March, 2013 have been reviewed by the audit committee and approved by the Board of Directors at its meeting held on 28 May, 2013.
- The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year up to March 31, 2013 and the unaudited published year-to-date figures up to December 31, 2012, being the date of the end of the third quarter of the financial year which were subjected to limited review.
- The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year up to March 31, 2012 and the unaudited published year-to-date figures up to December 31, 2011, being the date of the end of the third quarter of the financial year which were subjected to limited review.
- The Company operates in one business segment i.e., Business Communication Solutions and Integrators.
- The Company has allotted 14,233,232 Bonus shares in the proportion of 1:1. One new equity bonus share of ₹ 10/- each is issued for every 1 existing equity share of ₹ 10/- each fully paid-up by capitalization of Securities premium account, based on shareholders' approval.
- Standalone other operating income for the quarter ended 31 March, 2013 includes write back of provisions/liabilities aggregating to ₹ 59 lakhs and year ended 31 March, 2013 ₹ 503 lakhs, no longer required. Consolidated other operating income for the quarter ended 31 March, 2013 includes write back of provisions/liabilities aggregating to ₹ 136.73 lakhs and year ended 31 March, 2013 ₹ 726.12 lakhs, no longer required.
- Standalone and consolidated other income for the year ended 31 March, 2013 includes profit on sale of investment aggregating to ₹ 2,624.69 lakhs, towards sale of investment in holding Company i.e. Aegis Limited.
- Standalone other expenses includes provisions for doubtful debt for the quarter ended 31 March, 2013 aggregating to ₹ 331.40 lakhs and year ended 31 March, 2013 ₹ 971.36 lakhs. Consolidated other expenses includes provision for doubtful debt for the quarter ended 31 March, 2013 aggregating to ₹ 1,651.65 lakhs and year ended 31 March, 2013 ₹ 3,353.90 lakhs, which includes provisions also on account of deferred collection receivables on specific identification basis.
- Consolidated employee benefit expenses includes ₹ 1,053 lakhs and other expenses includes ₹ 120 lakhs of expenses aggregating to ₹ 1,173 lakhs for the quarter ended 31 March, 2013 and ₹ 2,244 lakhs and ₹ 520 lakhs aggregating to ₹ 2,764 lakhs for year ended 31 March, 2013 incurred by AGC Networks Inc. USA towards expenses for setting up office in USA.
- Consolidated Intangibles includes Goodwill of ₹ 7,598.40 lakhs accounted by the group in relation to acquisition of the business of Transcend United Technologies, USA (TUT) through AGC Networks Inc. USA.
- Standalone and Consolidated tax expense for the quarter/year ended 31 March, 2013 includes reversal of ₹ 1253.98 lakhs of deferred tax assets and ₹ 474.77 lakhs write back of excess tax provision on completion of assessment relating to earlier years.
- The receivables include ₹ 1,232.35 lakhs (net of provisions) to be received as per the terms of settlement agreement with the customers. Since the monies have not been received as per the terms of settlement agreement, the group has initiated legal proceedings against the customers. Based on the advice of external legal counsel, the Company's claim has merits and the Company stands a good chance of being able to recover said outstanding dues from these customers. Accordingly, no further provisions are considered necessary in the above results.
- The statement of consolidated audited results for quarter/year ended 31 March, 2013 are prepared in accordance with the requirements of Accounting Standard 21 - Consolidated Financial Statements notified by the Companies (Accounting Standards) Rules, 2006 (as amended).
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
- The current quarter/year ended consolidated financial information are not comparable since the Company has started operation in USA w.e.f August 2012.
- Previous year figures have been re-grouped and reclassified, wherever necessary, to correspond to those of the current period.

FOR AND ON BEHALF OF THE BOARD

S. K. JHA
MANAGING DIRECTOR & CEOPlace : Mumbai
Date : 28 May, 2013SIGNED FOR IDENTIFICATION
BY

Auditor's Report On Quarterly Consolidated Financial Results and Year to Date Consolidated Financial Results of the Company Pursuant to the Clause 41 of the Listing Agreement

To
**Board of Directors of
AGC Networks Limited,**

1. We have audited the quarterly consolidated financial results of AGC Networks Limited for the quarter ended March 31, 2013 and the consolidated financial results for the year ended March 31, 2013, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. The quarterly consolidated financial results are the derived figures between the audited figures in respect of the year ended March 31, 2013 and the published year-to-date figures up to December 31, 2012, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The consolidated financial results for the quarter ended March 31, 2013 have been prepared on the basis of the consolidated financial results for the nine-month period ended December 31, 2012, the audited annual consolidated financial statements as at and for the year ended March 31, 2013, and the relevant requirements of Clause 41 of the Listing Agreement and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our review of the consolidated financial results for the nine-month period ended December 31, 2012 which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India; our audit of the annual consolidated financial statements as at and for the year ended March 31, 2013; and the relevant requirements of Clause 41 of the Listing Agreement.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as consolidated financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us these quarterly consolidated financial results as well as the year to date results:
 - i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
 - ii. give a true and fair view of the consolidated net loss and other consolidated financial information for the quarter ended March 31, 2013 and for the year ended March 31, 2013.
4. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2013 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2013 and the published year-to-date figures up to December 31, 2012, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Clause 41(I)(d) of the Listing Agreement.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

5. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

S.R. Batliboi & Associates LLP

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

Shyam Pachisia

per Shyamsundar Pachisia

Partner

Membership No.: 49237



Place: Mumbai

Date: *28/5/2013*

**Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company
Pursuant to the Clause 41 of the Listing Agreement**

To
Board of Directors of
AGC Networks Limited,

1. We have audited the quarterly financial results of AGC Networks Limited for the quarter ended March 31, 2013 and the financial results for the year ended March 31, 2013, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. The quarterly financial results are the derived figures between the audited figures in respect of the year ended March 31, 2013 and the published year-to-date figures up to December 31, 2012, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The financial results for the quarter ended March 31, 2013 have been prepared on the basis of the financial results for the nine-month period ended December 31, 2012, the audited annual financial statements as at and for the year ended March 31, 2013, and the relevant requirements of Clause 41 of the Listing Agreement and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these financial results based on our review of the financial results for the nine-month period ended December 31, 2012 which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India; our audit of the annual financial statements as at and for the year ended March 31, 2013; and the relevant requirements of Clause 41 of the Listing Agreement.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:
 - i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
 - ii. give a true and fair view of the net loss and other financial information for the quarter ended March 31, 2013 and for the year ended March 31, 2013.
4. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2013 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2013 and the published year-to-date figures up to December 31, 2012, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Clause 41(I)(d) of the Listing Agreement.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

5. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

S.R. Batliboi & Associates LLP

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

Shyamsundar Pachisia

per Shyamsundar Pachisia

Partner

Membership No.: 49237



Place: Mumbai

Date: 28/5/2013.