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RESULT OF POSTAL BALLOT

Pursuant to the Provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the approval of the Shareholders was sought by Postal Ballot by way of Special Resolutions for authorizing the Board (i) for increase in Authorised Share Capital of the Company from the existing Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 2,50,00,000 Equity Shares of Rs.10/- each and 10,00,000 Cumulative Redeemable Preference Shares of Rs.100/- each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 3,00,00,000 Equity Shares of Rs.10/- each and 10,00,000 Cumulative Redeemable Preference Shares of Rs.100/- each pursuant to the provisions of Section 16, 31 and 94 and other applicable provisions, if any, of the Companies Act, 1956, and consequent alterations to Memorandum of Associations and Articles of Associations (ii) for Capitalization of Reserve by issue of Bonus Shares in the ratio 1:1 pursuant to the provisions contained in Article 120 of the Articles of Association of the Company and other applicable provisions of the Companies Act, 1956.

The last date for receipt of the Postal Ballot Forms duly completed by the Members was Monday, 10th December, 2012 and the voting rights were reckoned as on 02nd November, 2012.

Dr. S. K. Jain, Practicing Company Secretary was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballots were duly scrutinized by the Scrutinizer and the Report dated 10th December, 2012 was submitted by him. Based on the said Report of the Scrutinizer, the Result of the Postal Ballots is declared as under:



Particulars	Special Resolution under Section 94 of the Companies Act, 1956 for increase in Authorised Share Capital of the Company from Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 3,00,00,000 Equity Shares of Rs.10/- each and 10,00,000 Cumulative Redeemable Preference Shares of Rs.100/- each, and consequent alterations to Memorandum of Associations and Articles of Associations			Special Resolution for Capitalization of Reserve by issue of Bonus Shares in the ratio 1:1		
Category of Shareholders	Promoter and Promoter Groups	Public	Total	Promoter and Promoter Groups	Public	Total
Total No. of Postal Ballot sent	1	11040	11041	1	11040	11041
No. of Valid Postal Ballot Form received	1	472	473	1	472	473
No. of Invalid Postal Ballot Form received	0	7	7	0	7	7
No. of Shares held	10674924	3558308	14233232	10674924	3558308	14233232
No. of valid votes polled	10674924	77446	10752370	10674924	77497	10752421



No. of invalid votes polled	0	554	554	0	554	554
No. of Votes in favour	10674924	77180	10752104	10674924	77482	10752406
No. of Votes against	0	266	266	0	15	15
% of votes in favour on valid votes polled	100	99.66	100	100	99.98	100
% of votes in against on valid votes polled	0.00	0.34	0.00	0.00	0.02	0.00

On the basis of the Report submitted by the Scrutinizer, I, S. K. Jha, Managing Director of the Company hereby declare that the above said Special Resolutions have been duly passed by requisite majority.

PLACE: MUMBAI

DATE: 10th December, 2012

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For AGC Networks Limited


S. K. Jha
Managing Director

