

Dated : 30.07.2012

The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
(Stock Code : 500463)
Fax : 022 – 2272 3121 / 2037 / 39 / 41 / 61 / 3719

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Gurgaon - 122 015
Haryana, India
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Sub : Clause 35A of the Listing Agreement

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, please find below the details regarding the voting results at the 26th Annual General Meeting of AGC Networks Limited held on July 27, 2012 at 11:00 A.M. at the Rangaswar Hall, Chavan Centre, General Jagannath Bhosale Marg, Mumbai – 400 021, in the requisite format :

Date of the AGM/EGM: July 27, 2012

Total number of shareholders on record date: 12,337

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 26

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: N.A.

Public: N.A.

(Agenda-wise)

Detail of the Agenda:

Item No. (1) : To receive and adopt the Directors' Report, audited Profit & Loss Account for the period ended March 31, 2012 and the Balance Sheet as at that date.

Resolution required: **Ordinary**

Mode of voting: **Show of hands**

Item No. (2) : To declare dividend on equity shares.

Resolution required: **Ordinary**

Mode of voting: **Show of hands**



Item No. (3) : To appoint a Director in place of Mr. Sujay R. Sheth who retires by rotation and is eligible for re-appointment.

Resolution required: **Ordinary**

Mode of voting: **Show of hands**

Item No. (4) : To appoint M/s. S. R. Batliboi & Associates, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration.

Resolution required: **Ordinary**

Mode of voting: **Show of hands**

Item No. (5) : To approve the salary / remuneration structure of Mr. S. K. Jha, Managing Director & CEO.

Resolution required: **Special**

Mode of voting: **Show of hands**

Item No. (6) : To approve payment of commission to the Non-Executive & Independent Directors.

Resolution required: **Special**

Mode of voting: **Show of hands**

Item No. (7) : To approve waiver of excess remuneration paid to Mr. Anil Nair (erstwhile Joint Managing Director & President).

Resolution required: **Special**

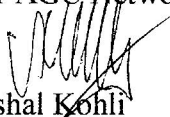
Mode of voting: **Show of hands**

You are requested to take the above on record and oblige.

Thanking You

Yours faithfully,

For AGC Networks Limited


Vishal Kohli

Company Secretary & Divisional Manager (Legal)

Cc : (1) National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051
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(Symbol : AGCNET) (Series : EQ)