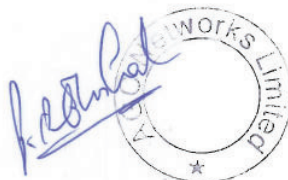


**PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF AGC NETWORKS LIMITED
HELD ON TUESDAY, 27TH AUGUST, 2013 AT 11.00 AM AT RANGASWAR HALL, CHAVAN
CENTRE, GENERAL JAGANNATH BHOSALE MARG, MUMBAI 400 021**

- A. The meeting commenced at 11.00 AM. After being informed that the proper quorum is present, Mr. Sujay Sheth, who was elected to Chair the meeting, called the meeting to the order.
- B. After a brief speech by the chairman on financial accounts and business of the Company for FY 2012-13, the Chairman answered all the queries and questions as raised by the members present at the meeting to the satisfaction of the members and then the following businesses were transacted and resolutions with regard to the following matters were passed unanimously.
1. The statement of accounts comprising of Balance Sheet as at 31st March, 2013 and profit and loss accounts for the period ended as on that date along with Auditors' and Directors' report were considered and adopted (as an ordinary resolution).
 2. Mr. Shuva Mandal, director of the Company, liable to retire by rotation, being eligible, re-appointed as directors of the Company (as an ordinary resolution).

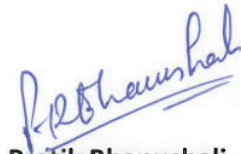


3. M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai, appointed as Statutory Auditors of the Company to hold office till conclusion of next Annual General Meeting (as an ordinary resolution).
4. Alteration in Articles of Association approved to include an article enabling members of the Company waive/forgo his/their right to receive the Dividend (as a special resolution).
5. Dr. Haseeb Drabu who was appointed as an Additional Director of the Company by the Board, appointed as Director of the Company (as a special resolution).

This is for your information, record and necessary action.

Thanking You,

For **AGC Networks Limited**



Pratik Bhanushali
Company Secretary

