

AKSH OPTIFIBRE LIMITED

A-25, 2nd Floor,
Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi-110044, INDIA
Tel.: +91-11-26991508, 26991509
Fax : +91-11-26991510
Email : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

September 4, 2019

To

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400005	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Bombay-400 001
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Subject: Notice of 32nd Annual General Meeting of the Company.

Dear Sir,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith the Notice of 32nd Annual General Meeting of the Company to be held on Monday, September 30, 2019.

This is for your intimation and records.

Thanking You,

for Aksh Optifibre Limited

GAURAV
MEHTA

Digitally signed by GAURAV MEHTA
DN: cn=GAURAV MEHTA,
postalCode=110075, st=Delhi,
serialNumber=78034f6b0d7ba67487
237680271096a00756611a30c14c3
6ba944A, c=GAURAV MEHTA
Date: 2019.09.04 15:28:56 +05'30'

Gaurav Mehta

Chief-Corporate Affairs & Company Secretary

We smarten up your life..™

AKSH OPTIFIBRE LIMITED

Regd. Office: F-1080, RIICO Industrial area, Phase -III, Bhiwadi -301019, Rajasthan (INDIA)
Corporate Office : A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044
Phone No.: 91-1493-220763, 221333, 011-26991508/09 | Fax No. : 91-1493-221329, 011-26991510
E-mail : investor.relations@akshoptifibre.com | Website:- www.akshoptifibre.com
CIN: L24305RJ1986PLC016132



NOTICE

Notice is hereby given that the 32nd Annual General Meeting of Aksh Optifibre Limited will be held at 11:30 a.m. on Monday, September 30, 2019 at the Registered Office of the Company at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan) - 301 019, to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt:
 - The Audited Standalone Financial Statements as at March 31, 2019 along with the Report of the Auditors' and Board of Director's thereon.
 - The Audited Consolidated Financial Statement as at March 31, 2019 and the Report of the Auditors' thereon.
- To appoint a Director in place of Dr. Kailash S. Choudhari (DIN:00023824), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactments thereof, for the time being in force), and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2020, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting."

- To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the relevant Rules made there under, including any statutory modifications and re-enactments thereof and other necessary statutory approvals, if any, and in pursuance of recommendations of Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded to appoint Mr. Satyendra Gupta, Deputy Managing Director of the Company, as the Managing Director of the Company for a period of 3 (Three) years, i.e. with effect from February 12, 2019 till February 11, 2022 at the remuneration and terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

By Order of the Board

Date: August 8, 2019

Place: New Delhi

Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Notes :

- A member entitled to attend and vote at the Annual General Meeting (the Meeting) is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a proxy should, however be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Brief resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulation 2015, are provided in the Explanatory Statement.
- The Register of Members and the Share Transfer Books of the Company will remain closed from September 24, 2019 to September 30, 2019 (both days inclusive) for the Annual General Meeting and for determining the names of the members eligible for equity shares, if declared at the meeting.
- Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. Proxies should fill in the attendance slip for attending the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members holding shares in the electronic mode are requested to intimate the change in their address, bank details etc to their respective Depository Participants (DPs) and those holding shares in physical mode are requested to intimate the above details to the Share Transfer Agents of the Company, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot Number 31 & 32, Financial District Gachibowli, Hyderabad-500 032 quoting their Folio Number(s).
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company Secretary so as to reach the Corporate Office of the Company, at least 10 days before the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

10. Electronic copy of the Annual Report and Notice of Annual General Meeting for the financial period ended March 31, 2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
11. The equity shares of the Company have been notified for compulsory trading in demat form and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders are requested to avail this facility and get their shares converted into dematerialised form by sending the Dematerialisation Request Form (DRF) along with the share certificates through their Depository Participant to the Registrar and Transfer Agents of the Company.
12. The nomination facility is available to the Shareholders in respect of equity shares held by them. Shareholders holding shares in electronic mode may obtain and submit duly filled Nomination Forms to their respective Depository Participants. Also shareholders holding shares in physical mode may send their request for nomination at the Office of the Share Transfer Agents of the Company, Karvy Fintech Private Limited, at Karvy Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
13. Dividend for the financial year 2013-14 and 2018-19, remaining unpaid or unclaimed for a period of 7 years from the date the same has been transferred to Unpaid Dividend Account and shall be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government, on the due date detailed hereunder:

Financial Year	Nature of Dividend	Date of transfer to Unpaid Dividend account	Due date of transfer to IEPF
2013-14	Final Dividend	03.11.2014	03.11.2021
2018-19	Final Dividend	25.10.2018	25.10.2025

Members who have not claimed/encashed the dividend warrants for the aforesaid year are requested to approach the Company at its Corporate Office for revalidation of the dividend warrants or for obtaining Demand Drafts, as the case may be. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts, which were unclaimed and unpaid, on its becoming due for transfer to IEPF account.

14. The requirement related to ratification of the appointment of Auditors by members at every Annual General Meeting is done away by the Ministry of Corporate Affairs vide Notification dated May 7, 2018. Accordingly, no item relating to the ratification of Auditors is proposed at the ensuing Annual General Meeting.
15. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
16. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 alongwith rules thereunder and as per the provisions of Listing Regulations 2015, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Karvy Fintech Private Limited. The complete details of the instructions for e-voting are annexed to this notice.

The route map of the venue of the Annual General Meeting is enclosed.

By Order of the Board

Date: August 8, 2019
Place: New Delhi

Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“The Act”)

Item no. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, for a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit & Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors / Key Managerial Person of the Company/ their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the shareholders.

Item No. 4

Mr. Satyendra Gupta aged about 58 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) with an overall experience of 3 decades at various positions. He joined Aksh as Process Leader on September 24, 2006 and was promoted as CFO in the year 2008. In the year 2016, he was appointed as Deputy Managing Director of the Company.

Mr. Gupta was appointed as Deputy Managing Director (KMP) of the Company for a term of 3 years w.e.f. May 28, 2016 to May 27, 2019 with approval of shareholders in their meeting held on September 24, 2016. Considering his vast experience, the Board on the recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders, appointed Mr. Gupta as Managing Director of the Company for a period of 3 years with effect from February 12, 2019 till February 11, 2022 on the following remuneration and other terms and conditions of appointment agreed upon by the Company and Mr. Gupta:

1. Remuneration (Subject to the Provisions of Companies Act, 2013):

S.No.	Particulars	Amount (Rs./pm) 1st Year	Amount (Rs./pm) 2nd Year	Amount (Rs./pm) 3rd Year
1	Basic Salary	800,000	900,000	1,000,000
2	Housing Allowance	320,000	360,000	400,000
3	Contribution to P.F.	96,000	108,000	120,000
4	Contribution to NPS	80,000	90,000	100,000
	CTC	1,296,000	1,458,000	1,620,000
5	Variable Pay	1. 0.5% of Cash Profit After Tax (PAT + Depreciation) of the Company for the FY 2018-19 payable in May 2019. 2. 0.5% of Cash Profit After Tax (PAT + Depreciation) of the Company for the FY 2019-20 payable in May 2020. 3. 0.5% of Cash Profit After Tax (PAT + Depreciation) of the Company for the FY 2020-21 payable in May 2021. 4. 0.5% of Cash Profit After Tax (PAT + Depreciation) of the Company for the period April 1, 2021 till Feb 11, 2022, payable in May 2022. 5. In case of cessation of services as Managing Director for any reason, proportionate variable pay till the date of cessation shall be payable.		

2. Gratuity, GPA, GTA, Medi-claim and Car – as per rules and policies of the Company.

3. Severance Compensation: payable only in case of change of control of the Company as determined under the applicable SEBI provisions, and if the Company discontinues availing his services or he resigns from the services within 3 months of the change of control, the Company will pay severance compensation equal to the CTC for the unexpired tenure of his appointment subject to a maximum of 12 months of CTC.

4. Non Solicitation: In case of cessation of relationship with the Company for any reason, he will not, solicit customers or clients of the company or undertake or serve as partner, employee, consultant, officer or otherwise affiliate himself directly or indirectly with any business in competition with or otherwise similar to the Company's business for a period of Twenty-Four (24) months.

5. Minimum Remuneration: The above remuneration shall be payable as the minimum remuneration, notwithstanding that in any financial year the Company has incurred loss, has no profits or its profits are inadequate and even if such remuneration exceeds the limits of the net profit of the Company prescribed for that year.

Apart from the Directorship in the Company he is holding Directorship in AOL-FZE, SAIF Zone, Sharjah (U.A.E), AOL Technologies FZE, Jafza, UAE, Aksh Technologies (Mauritius) Limited, Mauritius and AOL Composites (Jiangsu) Co. Ltd. China. He is a member of Corporate Social Responsibility Committee, Finance Committee and Stakeholders Relationship Committee. He holds 100 shares of the Company under his name.

Additional information under Schedule V of the Companies Act, 2013:

A	General Information	
1	Nature of Industry	Incorporated in 1986, Aksh Optifibre Limited is 33 year old organization engaged into manufacturing of Optical Fibre (OF) and Optical Fibre Cables (OFC) and Fibre Reinforced Plastic Rods (FRP). Aksh Optifibre limited is one of the leading providers of transmission solutions for the telecom industries globally. Various products & services like smart city and OFC turnkey solutions are embedded in its diversified portfolio. The Company also delivers e-governance and banking correspondence services through its flagship programme 1 STOP AKSH with Government of Rajasthan and Aadhar enrolment with UIDAI
2	Date of commencement of commercial production	Commercial operations commenced in the year 1986.
3	Financial performance based on given indicators	Financial year 2018-19 closed with revenue of Rs 52,872.84 lakhs, EBIDTA of Rs. 9,577.10 lakhs and PAT of Rs 2,813.59 lakhs.
4	Foreign Investments or collaborators, if any.	No such investment or collaboration except shareholding of Non Resident Indians, including shareholding of Dr. Kailash S. Choudhari, NRI Promoter of the Company.
B.	Information about the appointee	
1	Background Details	Mr. Satyendra Gupta aged about 58 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) with an overall experience of 3 decades at various positions
2	Past remuneration	Mr. Gupta was appointed as Deputy Managing Director (KMP) of the Company for a term of 3 years w.e.f. May 28, 2016 to May 27, 2019 with approval of shareholders in their meeting held on September 24, 2016. The following remuneration was paid to him as Deputy Managing Director based on the approvals of the Board, recommendations of the Nomination and Remuneration Committee and the shareholders:

		1. Remuneration: <table><tr><th rowspan="2">S.No.</th><th rowspan="2">Particulars (Fixed Pay)</th><th>Amount(Rs./PM)</th><th>Amount(Rs./PM)</th></tr><tr><th>May 28, 2017 to May 27, 2018</th><th>May 28, 2018 to February 11, 2019</th></tr><tr><td>1</td><td>Basic</td><td>540,000</td><td>568,000</td></tr><tr><td>2</td><td>HRA</td><td>216,000</td><td>227,200</td></tr><tr><td>3</td><td>Company Contribution PF</td><td>64,800</td><td>68,160</td></tr><tr><td>4</td><td>Company Contribution NPS</td><td>54,000</td><td>56,800</td></tr><tr><td></td><td>CTC</td><td>874,800</td><td>920,160</td></tr></table> <p>2. Variable Pay: Commission for the FY 2017-18 was Rs. 17.15 Lakhs and for the FY 2018-19 was RS. 26.27 Lakhs</p> <p>3. Gratuity, GPA, GTA, Medi-claim and Car – as per rules and policies of the Company.</p>	S.No.	Particulars (Fixed Pay)	Amount(Rs./PM)	Amount(Rs./PM)	May 28, 2017 to May 27, 2018	May 28, 2018 to February 11, 2019	1	Basic	540,000	568,000	2	HRA	216,000	227,200	3	Company Contribution PF	64,800	68,160	4	Company Contribution NPS	54,000	56,800		CTC	874,800	920,160
S.No.	Particulars (Fixed Pay)	Amount(Rs./PM)			Amount(Rs./PM)																							
		May 28, 2017 to May 27, 2018	May 28, 2018 to February 11, 2019																									
1	Basic	540,000	568,000																									
2	HRA	216,000	227,200																									
3	Company Contribution PF	64,800	68,160																									
4	Company Contribution NPS	54,000	56,800																									
	CTC	874,800	920,160																									
3	Recognition or awards	During the tenure of Mr. Satyendra Gupta, the Company has received several recognitions and awards. The Company's manufacturing facilities continue to remain certified by independent and reputed external agencies as being compliant as well as aligned with the National and International standards for The Telecom Quality Management System, Environmental Management System, Complaint Handling Management System and Occupational Health & Safety Management System, i.e. TL 9000:2016, ISO 9001:2015, ISO 14001:2015, ISO 10002:2014 and ISO 45001:2018 respectively.																										
4	Job profile and his suitability	He is highly experienced and is responsible for overall supervision and Control of affairs of the business.																										
5	Remuneration proposed	As per details given in Explanatory Statement above.																										
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration proposed is comparable with the Companies of the same size and profitability.																										
7	Pecuniary Relationship with the Company and Other Managerial Person in the Company.	Besides the remuneration, he holds 100 shares of Aksh apart from that he does not have any other pecuniary relationship with the Company and Other Managerial Person in the Company.																										
C. Other Information																												
1	Reasons of inadequate profits	The company does not envisage inadequate profits in the forthcoming financial year. However, hike in the interest rate, rising raw material cost, non-realisation of receivables from debtors and challenging business environment may affect the profitability of the Company in future. Therefore, the Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.																										
2	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve its margins. The Company is also taking steps to recover unrealised receivables.																										
3	Initiatives taken by the Management to improve operational efficiencies.	The Company is very conscious about improving its productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.																										

The prior approval of the lending banks and / or public financial institutions shall also be obtained by the Company if applicable and this shall also be deemed to be the shareholders' approval under Part II Section II of Schedule V of the Companies Act, 2013.

Except for Mr. Satyendra Gupta and his relatives, none of the Directors/ Key Managerial Person of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of the Notice.

Based on recommendation of Nomination and Remuneration Committee of Directors, the Board commends the Special Resolution set out at item no. 4 of the Notice for approval by the shareholders.

By Order of the Board

Date: August 8, 2019
Place: New Delhi

Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Procedure and Instructions for E-Voting

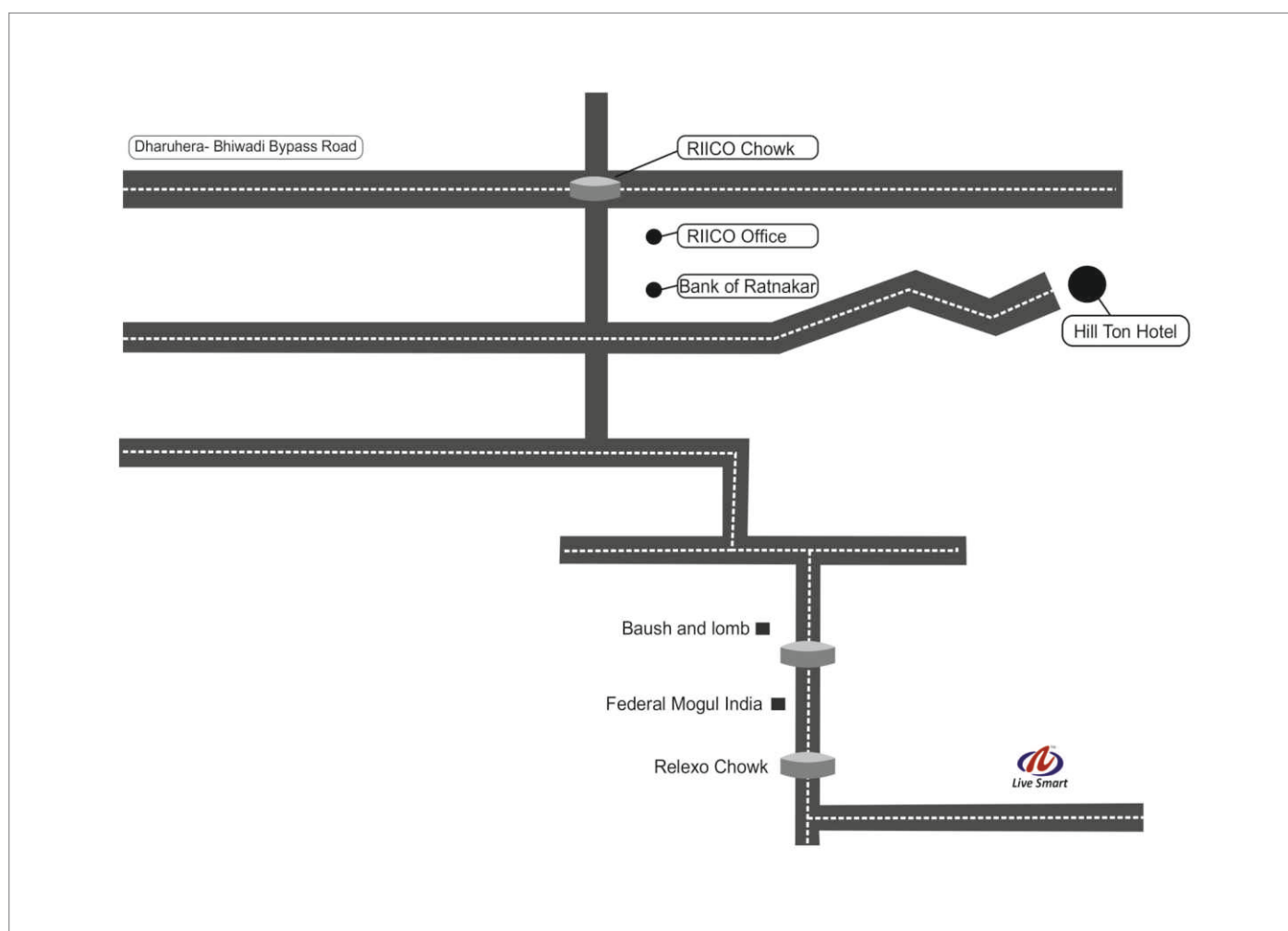
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- II. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- IV. The details of the process and manner for remote e-vote is explained herein below:
 - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 5023 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email cs mukulyagi@gmail.com with a copy marked to evoting@karvy.com and investor.relations@akshoptifibre.com. The scanned image of the above mentioned documents should be in the naming format "Corporate NameEvent No."
 - (B). In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
 - i. E-Voting Event Number – 5023 (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Lakshman Murthy, Manager of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 67161500/9177404088 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The remote e-voting period commences on Friday, September 27, 2019 (09.00 A.M. IST) and ends on Sunday, September 29, 2019 (05.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. M/s Pooja Anand & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- v. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2019.

- vi. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Monday, September 23, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
- a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
- | | |
|----------------------|---------------------------------|
| Example for NSDL | MYEPWD <SPACE> IN12345612345678 |
| Example for CDSL | MYEPWD <SPACE> 1402345612345678 |
| Example for Physical | MYEPWD <SPACE> XXXX1234567890 |
- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1800-3454-001.
- d. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- vii. The Scrutinizer shall, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman of the Company
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.akshoptifibre.com and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



AKSH OPTIFIBRE LIMITED

Regd. Office: F-1080, RIICO Industrial area, Phase –III, Bhiwadi -301019, Rajasthan.
Phone No.: 91-1493-220763, 221333, Fax No. : 91-1493-221329
CIN: L24305RJ1986PLC016132 Website:- www.akshoptifibre.com

PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014}

Name of the Members(s): Registered Address:		E-mail ID: Folio No: Client ID/DP ID: No. of Shares held:	
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I/We, being the member(s) of _____ shares of Aksh Optifibre Limited, hereby appoint:

- 1) _____ of _____ having E-mail Id _____ or failing him/her
- 2) _____ of _____ having E-mail Id _____ or failing him/her
- 3) _____ of _____ having E-mail Id _____ or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my behalf at the 32nd Annual General Meeting of the Company, to be held at 11:30 am on Monday, September 30, 2019 at the Registered Office of the Company at F-1080, RIICO Industrial Area, Phase –III, Bhiwadi -301019, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.N.	Resolutions	For	Against
1	To consider and adopt the Audited Financial Statements as at March 31, 2019 along with the Report of the Auditors' and Board of Director's thereon.		
2	To appoint a Director in place of Dr. Kailash S. Choudhari, who retires by rotation and being eligible offers himself for re-appointment.		
3	To fix the remuneration of Cost Auditors.		
4	To appoint Mr. Satyendra Gupta (DIN:00035141) as Managing Director of the Company for a period of 3 years w.e.f. February 12, 2019 till February 11, 2022 and approve his remuneration.		

Signed this.....day of.....2019

Signature of Shareholder

Affix a 1 Rs.
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a Single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

AKSH OPTIFIBRE LIMITED

Regd. Office: F-1080, RIICO Industrial area, Phase –III, Bhiwadi -301019, Rajasthan.
Phone No.: 91-1493-220763, 221333, Fax No. : 91-1493-221329
CIN: L24305RJ1986PLC016132 Website:- www.akshoptifibre.com

ATTENDANCE SLIP

(To be completed and handed over at the entrance of the meeting hall)

DP. Id.

Folio No.....

Client Id.....

No. of shares held.....

All particulars should tally with the Company's records

I hereby record my presence at the 32nd Annual General Meeting of the Company held at 11:30 am, on Monday, September 30, 2019 at Registered office of the Company at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019 (Rajasthan).

Member's Name (Sole Applicant)

(1st Joint holder).....

(2nd Joint holder).....

Father's Name:

Complete Address:

Proxy's Name:

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

(Member's/ Proxy's Signature)

- NOTES : 1. Attendance slip which is not complete in all respects shall not be accepted.
2. This attendance slip is valid only in case shares are held on the date of the meeting.