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AKSH

AKSH OPTIFIBRE LIMITED

A-32, 2nd Floor,
Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi-110044, INDIA
Tel.: +91-11-49991700
Fax : +91-11-49991800
Email : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

December 7, 2020

To,

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 40005	**BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street, Bombay-400 001

Sub: Postal Ballot Notice pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated December 1, 2020 along with the explanatory statement and e-voting instructions ("Postal Ballot Notice") for seeking approval of the Members for passing of Ordinary Resolutions as set out therein, by way of electronic voting.

The copy of the said Postal Ballot Notice is also available on the Company's website at www.akshoptifibre.com.

This is for your intimation and records.

For Aksh Optifibre Limited

Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, Phase III, RIICO Industrial Area, Bhiwadi, RJ 301019 IN
Corporate Office: A-32, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044
Tel: No. 011-49991700, Fax No. 011-49991800
E-mail: investor.relations@akshoptifibre.com Website www.akshoptifibre.com
CIN: L24305RJ1986PLC016132

Postal Ballot Notice

[Notice pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the resolution(s) appended below are proposed to be passed by the Members through postal ballot mechanism by voting through electronic means ("remote e-voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited (NSE), where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website i.e. www.akshoptifibre.com and on the website of KFin Technologies Private Limited i.e. www.karvyfintech.com.

SPECIAL BUSINESSES:

ITEM NO. 1

Appointment of Mr. Satyendra Kumar Gupta (DIN: 00035141) as Non-Executive Director of the Company

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 Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satyendra Kumar Gupta (DIN: 00035141), appointed as an Additional Director in the capacity of Non-Executive Director with effect from December 1, 2020 and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act proposing his candidature of the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

ITEM NO. 2

Appointment of Mr. Satyendra Kumar Gupta as Professional Consultant of the Company

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

"RESOLVED THAT pursuant to Sections 188 and 197(4) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereon, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for the appointment of Mr. Satyendra Kumar Gupta, Non-executive Director of the Company as a Professional Consultant of the Company for a period of 3 (Three) years w.e.f. December 1, 2020 till November 30, 2023 at a professional fees currently at Rs. 5,50,000/- per month which may extend to Rs. 8,50,000/- per month, subject to the approval of Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and finalise the professional fee payable and the other terms and conditions and to do all such acts, deeds and things including delegation of powers as maybe necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or amend the fees and other terms of his appointment from time to time, as it may deem expedient or necessary during the term of his engagement or as may be prescribed by any authorities at the time of giving any sanction or approval, if applicable."

By Order of the Board of Directors
***for* Aksh Optifibre Limited**

Sd/-
Gaurav Mehta
Chief-Corporate Affairs &Company Secretary

Date: December 1, 2020
Place: New Delhi

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "**Act**"), setting out the material facts and reasons, in respect of Item Nos. 1 & 2 of this Notice, is annexed herewith.

2. Due to the outbreak of COVID-19 Pandemic, the Ministry of Corporate Affairs ("**MCA**") vide General Circular Nos. 14/2020dated 8th April 2020, 17/2020 dated 13th April 2020 and General Circular No 33/2020 dated 28th September 2020 ("**the relevant Circulars**"), has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.

3. The Company has provided facility of voting through electronic means ("e-voting"). The Company has engaged KFin Technologies Private Limited ("KFin") to provide e-voting facility to the members of the Company.

4. All the documents referred to in this Postal Ballot Notice and the Explanatory Statement setting out the material facts in respect of Item nos. 1 & 2 will be made available for inspection by the Company and as such the Members are requested to send an email to investor.relations@akshoptifibre.com

5. The Postal Ballot Notice is being sent to all the Members/Beneficiaries, whose names appear in the Register of Members/Record of Depositories as on **Friday, December 4, 2020** *viz*. the cut-off date, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA circulars. A person who is not a shareholder as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.

6. In accordance with the relevant Circulars, the Members are requested to take note of the following:

a) Notice of Postal Ballot and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) ("**DPs**") or with KFin Technologies Private Limited, Registrars and Share Transfer Agent of the Company ("**KFIN**") and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") as on **Friday, December 4, 2020** ("**Cut-off Date**").

b) Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by following the procedure given below:

i. Visit the link https://ris.kfintech.com/clientservices/postalballot/
ii. Select the company name: Aksh Optifibre Limited
iii. Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number ("**PAN**").
iv. In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
v. Enter the email address and mobile number.
vi. System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
vii. Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
viii. In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
ix. System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 345 4001.

c) The Postal Ballot Notice has been uploaded on the websites of the Company (https://www.akshoptifibre.com) KFIN (https://evoting.kfintech.com/public/Downloads.aspx), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the relevant Circulars.

7. The Board of Directors of the Company has appointed **Mr. Jayant Gupta**, Company Secretary into whole time practice having Membership No. FCS - 7288 and Certificate of Practice No. 9738 for conducting the postal ballot process in a fair and transparent manner.

8. A person whose name is recorded in the register of members or in the register of beneficial owners on **Friday, December 4, 2020** will be entitled to vote on the resolution proposed to be passed by postal ballot. The voting rights of the members shall be reckoned in proportion to their share(s) in the total paid up equity share capital of the Company as on December 4, 2020.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014

ITEM NO. 1 & 2

Mr. Satyendra Kumar Gupta has been appointed by the Board of Directors at its meeting held on December 1, 2020 as an Additional Director in the capacity of Non-Executive Director of the Company w.e.f. December 1, 2020, in accordance with Section 161 of the Companies Act, 2013 ("the Act"). He has also been appointed as Vice Chairman of the Board .

The Company has received appropriate notice from a member proposing appointment of Mr. Satyendra Kumar Gupta as a Director of the Company, liable to retire by rotation. Requisite consents and declarations have been received from Mr. Gupta, pursuant to Section 152 of the Act for the said appointment. Mr. Gupta is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Mr. Satyendra Kumar Gupta aged approx. 59 years, is an Alumni of Hans Raj College, Delhi University and a qualified Chartered Accountant, He has extensive experience of over 34 years in finance, accounts, taxation, legal, secretarial function and handling the business segment of the organization. Mr. Gupta joined Aksh Optifibre Limited in the year 2006. He has worked as a Chief Financial Officer, Deputy Managing Director and Managing Director of the Company and he is well aware about the Industry in which the company operates. Prior to the joining of Aksh, Mr. Gupta was associated with Mawana Sugars Limited and Delton Cables Limited.

Pursuant to the recommendations of the Nomination & Remuneration Committee and subject to approval of shareholders, Board of Directors has also appointed Mr. Satyendra Kumar Gupta, Non-Executive Director of Company as the Professional Consultant of the Company for a period of 3 (Three) years w.e.f. December 1, 2020 till November 30, 2023. The professional fees to be paid to Mr. Gupta, Director shall be in the range of Rs. 5,50,000/- per month to Rs. 8,50,000/- per month. The fee shall be mutually decided by Mr. Gupta and the Board during the term of engagement. Since the payment of professional fee to non-executive director requires approval of the members of the Company therefore, the matter of appointment as a professional consultant and payment of professional fee to Mr. Gupta have been proposed through this Postal Ballot Notice.

The Audit Committee of the Company at its meeting held on December 1, 2020 has reviewed and approved the payment of professional fees to Mr. Satyendra Kumar Gupta, Director of the Company.

Mr. Gupta is an Independent Professional without any interest in the share capital of the Company except for 100 shares he holds in the company and is not related to any of the Directors or Promoters of the Company or its subsidiary (ies). He is also not related with any KMP of the Company. In the Financial Year 2020-2021, Mr. Gupta has not attended any Board Meeting since his appointment as additional director on the Board of the Company. He does not hold directorships and/or Committee memberships in any other Company.

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such Ordinary Resolution set out at Item no. 2 to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Except Mr. Gupta and his relatives, none of the Directors/ Key Managerial Person of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item nos.1 & 2 of the Postal Ballot Notice.

The Board commends the Ordinary Resolutions as set out at item nos. 1 & 2 of the Postal Ballot Notice for approval by the shareholders.

By Order of the Board of Directors
***for* Aksh Optifibre Limited**

Sd/-
Gaurav Mehta
Chief Corporate Affairs &Company Secretary

Date: December 1, 2020
Place: New Delhi

Instructions for Remote E-Voting:

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution(s) as set out in this Postal Ballot Notice.

2. A person who is not a Member of the Company as on the said cut-off date, will not be entitled to vote and should treat this Postal Ballot Notice, for information purpose only.

3. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, December 4, 2020, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution(s) as set out in the Postal Ballot Notice only through the remote e-voting.

4. Any Member, who has not received the User ID and Password, may obtain the same in the following manner:

   i. 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. For example:
   NSDL: MYEPWD<SPACE>IN12345612345678
   CDSL: MYEPWD<SPACE>1402345612345678
   Physical: MYEPWD<SPACE>1234567890
   ii. If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a new password.
   iii. Members may send an e-mail request to evoting@kfintech.com.

5. If the Member has already registered with KFin for e-voting then he can use his existing User ID and Password for casting his vote through remote e-voting.

6. The e-voting period shall commence on **December 8, 2020, Friday (0900 Hours)** and ends on **January 6, 2021, Wednesday (1700 Hours)**. At the end of the e-voting period, the e-voting facility shall be blocked by KFin forthwith. The e-voting shall not be allowed after January 6, 2021, Wednesday (1700 Hours).
   a) The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the Postal Ballot will be declared by the Chairman of the Board or any one of the Directors duly authorized by the Board, in this regard, not later than 48 hours of the conclusion of the remote e-voting i.e. not later than **Friday, January 8, 2021**.

b) The Result(s) in respect of the Resolution(s) as set out in the Postal Ballot Notice, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than **Friday, January 8, 2021** and will be uploaded on the website of the Company i.e. www.akshoptifibre.com and of KFIN i.e. https://evoting.kfintech.com/public/Downloads.aspx. The said Results will also be displayed at the Registered and Corporate Offices of the Company.

7. The procedure for casting the vote through Remote E-Voting is as under:

i. Members shall use the following URL for remote e-voting: https://evoting.kfintech.com/
ii. Members to enter the login credentials (i.e., User ID & Password) mentioned in the email, Folio No. / DP ID & Client ID will be the USER ID. Please note that the password is an initial password.
iii. Members holding shares either in physical form or in dematerialized form, as on the said cut-off date, may cast their vote electronically.
iv. After entering the said details, please click on LOGIN.
v. Members will reach the password change menu wherein they are required to mandatorily change the 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. The system will prompt the Members to change the password and update any contact details like mobile number, email address etc., on first login. Members may also enter the secret question and answer of their choice to retrieve password in case they have forgotten it. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
vi. Members will need to login again with the new credentials.
vii. On successful login, the system will prompt the Member to select the EVENT i.e., Aksh Optifibre Limited.
viii. On the voting page, Members are requested to enter the number of shares held as on the said cut-off date under FOR/AGAINST or alternately enter any number FOR and any number AGAINST and ensure that the total number of shares cast FOR/AGAINST, does not exceed their total shareholding, as on the said cut-off date. Members may also choose the option ABSTAIN.
ix. Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
x. Members may cast their vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once a Member confirms his vote, he will not be allowed to modify his vote subsequently. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
xi. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email to pcs.jga@gmail.comwith a copy marked to evoting@kfintech.com**,** latest by **Wednesday, January 6, 2021.**

8. In case Members have any queries or need any assistance on remote e-voting may please write to KFIN at einward.ris@kfintech.com or evoting@kfintech.com or they may contact KFIN at toll free number: 1800 345 4001.

By Order of the Board of Directors
for **Aksh Optifibre Limited**
Sd/-
Gaurav Mehta
Chief Corporate Affairs &Company Secretary

Date: December 1, 2020
Place: New Delhi