

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

August 27, 2018

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 31st 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 31st Annual General Meeting of the Company to be held on Saturday, September 22, 2018.

This is for your intimation and records.

Thanking You,

for Aksh Optifibre Limited

GAURAV
MEHTA

Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

We smarten up your life..™

AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, Phase III RIICO Industrial Area Bhiwadi RJ 301019 IN
Corporate Office: A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044
Tel: No. 011-26991508/09, Fax No. 011-26991510
E-mail: investor.relations@akshoptifibre.com | Website www.akshoptifibre.com
CIN: L24305RJ1986PLC016132



NOTICE

Notice is hereby given that the 31st Annual General Meeting of Aksh Optifibre Limited will be held at 11:30 AM on Saturday, September 22, 2018 at the Registered Office of the Company at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan) - 301 019, to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt:
 - The Audited Standalone Financial Statements as at March 31, 2018 along with the Report of the Auditors' and Board of Director's thereon.
 - The Audited consolidated Financial Statement as at March 31, 2018 and the Report of the Auditors' thereon.
- To appoint a Director in place of Mr. B. R. Rakhecha (DIN:00026729), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
- To declare final Dividend on Equity Shares of the Company for the Financial Year ended on March 31, 2018.

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, 2019, be paid the remuneration as set out in the 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 Special Resolution:

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactments thereon, for the time being in force), Mr. B.R. Rakhecha (DIN:00026729), Non-executive Director of the Company, be and is hereby re-appointed as Professional Consultant of the Company for a period of 1 (one) year w.e.f. October 1, 2018 till September 30, 2019 upon the terms and conditions, including those related to professional fee 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 Special Resolution:

"RESOLVED THAT pursuant to the Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018 (to be effective from April 1, 2019) and other applicable provisions, if any (including any statutory modification or re-enactments thereon, for the time being in force), consent of the members be and is hereby accorded to continue the Directorship of Mr. B. R. Rakhecha (DIN: 00026729), Non-executive Director of the Company, liable to retire by rotation, aged 77 years, with effect from April 1, 2019."

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

"RESOLVED THAT pursuant to the Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018 (to be effective from April 1, 2019) and other applicable provisions, if any (including any statutory modification or re-enactments thereon, for the time being in force), consent of the members be and is hereby accorded to continue the Directorship of Mr. Amrit Nath (DIN: 00431866), Non-executive Independent Director of the Company, not liable to retire by rotation, aged about 75 years, with effect from April 1, 2019."

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

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended, the Companies Act, 2013, as amended, the Consolidated Foreign Direct Investment Policy Circular of 2017, as amended ("FDI Policy"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended ("FEMA"), and all other applicable laws, rules, regulations, guidelines, circulars and notifications (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approvals, consents, sanctions and permissions of and/or filings with the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company including any committee which the Board of Directors has constituted or will constitute to exercise its powers including the power conferred by any resolution, the consent, permission, authority and approval of the Members be and is hereby accorded to permit Non-resident Indian ("NRIs") (as defined in the Foreign Exchange Management (Deposit) Regulations, 2016) to purchase or acquire under the portfolio investment scheme or any other permissible mode under applicable law, and hold equity shares of the Company, on the recognized stock exchange or in any other manner, up to an aggregate investment limit of 24% (twenty-four per cent) of the paid-up share capital of the Company."

By Order of the Board

Gaurav Mehta

Chief-Corporate Affairs & Company Secretary

Date: August 9, 2018

Place : New Delhi

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.

4. 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.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from September 16, 2018 to September 22, 2018 (both days inclusive) for the Annual General Meeting and for determining the names of the members eligible for dividend on equity shares, if declared at the meeting.
6. 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.
7. 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 Computershare Private Limited, Karvy Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at quoting their Folio Number(s).
8. 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.
9. 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, 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 Computershare 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, 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

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 related 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 Computershare 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

Gaurav Mehta
Chief-Corporate Affairs &
Company Secretary

Date: August 9, 2018
Place : New Delhi

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

Item no. 4

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, 2019, for a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousands 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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 no. 4 of the Notice.

The Board commends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the shareholders.

Item no.5

Pursuant to recommendation of Nomination & Remuneration Committee and subject to approval of shareholders in the ensuing general meeting, Board of Directors has appointed Mr. B.R. Rakhecha as the Professional Consultant of the Company, w.e.f. 1st October 2018 till September 30, 2019 (for a period of 1 (one) year) at a professional fee of Rs. 6,00,000/- per month plus GST and subject to TDS.

Mr. B. R. Rakehcha, B.Com, LLB, aged 77 years has been associated with the Company for more than two decades and has provided his expertise at various positions in the Company. He held the position of Whole Time Director of the Company and then as Non-Executive Director till date. During all these years, Mr. B. R. Rakhecha has ably steered the Company to its present levels of growth.

Apart from the Company Mr. B.R. Rakhecha holding directorship in Shashi Cables Limited. He is the Chairman of Corporate Social Responsibility Committee and Stakeholders Relationship Committee and Member of Nomination & Remuneration Committee and Finance Committee. He does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. During the year 2017-18, he attended all the Board Meetings.

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 Special Resolutions to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Except Mr. B. R. Rakhecha 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. 5 of the Notice.

This statement may also be regarded as a disclosure under Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board commends the Special Resolution set out at item no. 5 of the Notice for approval by the shareholders.

Item No. 6

Pursuant to Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018 (to be effective from April 1, 2019), no listed company shall appoint or continue the Directorship of Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the members to that effect.

Accordingly, Mr. B. R. Rakhecha, aged 77 years who was appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, is more than 75 years (DOB 02/08/1941) and to continue as a Non-Executive Non-Independent Director, w.e.f. April 1, 2019, shall require the approval of members by way of a Special Resolution.

Mr. Rakhecha has been associated with the Company for more than two decades and has provided his expertise at various positions in the Company. He held the position of Whole Time Director of the Company and then as Non-Executive Director till date. During all these years, Mr. B. R. Rakhecha has ably steered the Company to its present levels of growth. Therefore, in the opinion of the Board Mr. Rakhecha has the requisite qualification and experience to continue the directorship in the Company and to guide the Company to its next growth level.

Apart from the Company Mr. B.R. Rakhecha holding directorship in Shashi Cables Limited. He is the Chairman of Corporate Social Responsibility Committee and Stakeholders Relationship Committee and Member of Nomination & Remuneration Committee and Finance Committee. He does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. During the year 2017-18, he attended all the Board Meetings.

Mr. B. R. Rakhecha is not debarred from holding the office of Directorship pursuant to any SEBI Order.

Except Mr. B. R. Rakhecha 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. 6 of the Notice.

This statement may also be regarded as a disclosure under Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board commends the Special Resolution set out at item no. 6 of the Notice for approval by the shareholders.

Item No. 7

Pursuant to Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018 (to be effective from April 1, 2019), no listed company shall appoint or continue the Directorship of Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the members to that effect.

Accordingly, Mr. Amrit Nath, aged about 75 years, who was appointed as Non-Executive Independent Director of the Company, (DOB 26/09/1943) and to continue as a Non-Executive Independent Director, w.e.f. April 1, 2019, shall require the approval of members by way of a Special Resolution.

Mr. Amrit Nath, a qualified Economist [MA (Econ.)] from the Delhi School of Economics, with specialization in Industrial Economics, brings in a vast experience of more than 4 decades in International Banking/ Financial Services. He is on the Board of the company since October, 2010. In the opinion of the Board, Mr. Nath has the requisite qualification and experience to continue the directorship in the Company and to guide the Company to its next growth level.

Apart from the Company Mr. Amrit Nath does not hold directorship in any Company. He is the Chairman of Audit Committee and Nomination & Remuneration Committee and member of Stakeholders relationship Committee. He does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. During the year 2017-18, he attended all the Board Meetings.

Mr. Amrit Nath is not debarred from holding the office of Directorship pursuant to any SEBI Order.

Except Mr. Amrit Nath 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.7 of the Notice.

This statement may also be regarded as a disclosure under Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board commends the Special Resolution set out at item no. 7 of the Notice for approval by the shareholders.

Item No. 8

In terms of FEMA and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and the Consolidated Policy Circular of 2017, Non Resident individuals can acquire and hold up to an aggregate limit of 10% (ten per cent) of the paid up Equity Share capital of an Indian Company. The said FEMA Regulations further provide that the limit of 10% (ten per cent) can be further increased up to 24% (twenty-four per cent), by passing a resolution of the Board, a special resolution to that effect by its Members and followed by necessary filings with the RBI. To facilitate NRI investment in the Company the Board of Directors of the Company has, at its meeting held on August 9, 2018 proposed, subject to the approval of the Members by way of a special resolution, to fix the limit of NRI shareholding in the Company, to 24% (twenty-four per cent) of the paid up equity share capital of the Company.

Your Company feels that foreign investment by NRIs would enhance its image and will add to its growth, therefore it wishes to increase the limits of foreign investment by NRIs under PIS upto the maximum permitted limits allowed under the law.

Apart from Dr. Kailash S. Choudhari (being an NRI) and his relatives, no other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested in the resolution set out at Item no. 8 of this Notice, except to the extent of their respective shareholding if any in the Company.

The Board recommends the special resolution set out at Item No. 8 for the approval of the Members of the Company.

By Order of the Board

Date: August 9, 2018
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 Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (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) 4064 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 mukultyagi@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 Name Event 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 – 4064 (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.

(C) 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 Computershare 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 Wednesday, September 19, 2018 (09.00 A.M. IST) and ends on Friday, September 21, 2018 (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 15, 2018, 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. Saturday, September 15, 2018.
- 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., Saturday, September 15, 2018, 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

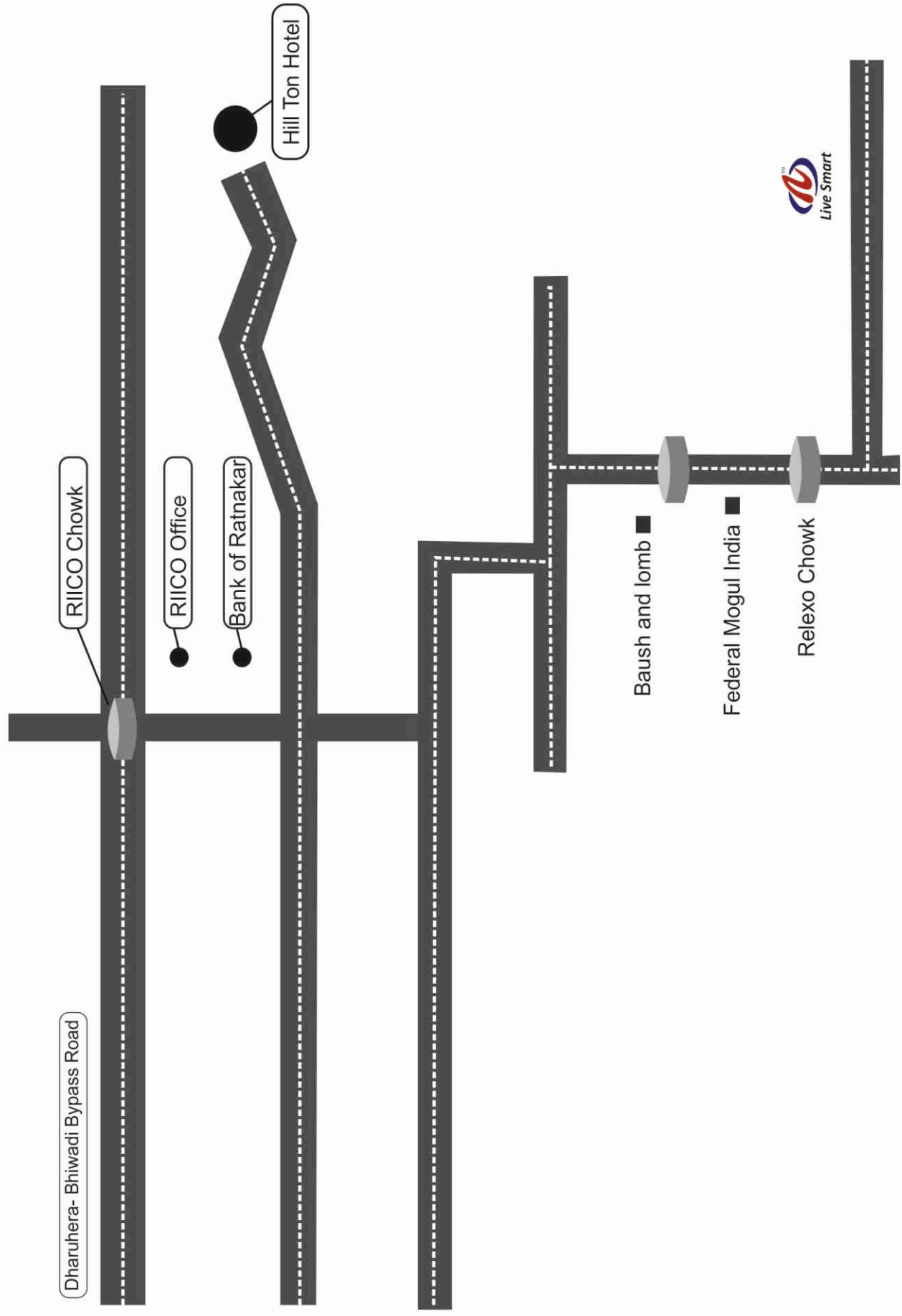
Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXXX1234567890

- 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 31st Annual General Meeting of the Company, to be held at 11:30 AM on Saturday, September 22, 2018 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	or	Against
1.	To consider and adopt : a. The Audited Standalone Financial Statements as at March 31, 2018 along with the Report of the Auditors' and Board of Director's thereon. b. The Audited consolidated Financial Statement as at March 31, 2018 and the Report of the Auditors' thereon.		
2.	To appoint a Director in place of Mr. B. R. Rakhecha, who retires by rotation and being eligible offers himself for re-appointment.		
3.	Declaration of dividend on equity shares for the financial year ended March 31, 2018.		
4.	To fix the remuneration of Cost Auditors for the Financial year ending March 31, 2019.		
5.	To re-appoint Mr. B. R. Rakhecha as Professional Consultant of the Company.		
6.	To continue the Directorship of Mr. B. R. Rakhecha as Non-Executive Director w.e.f April 1, 2019.		
7.	To continue the Directorship of Mr. Amrit Nath as Non-Executive Independent Director w.e.f April 1, 2019.		
8.	To increase the limit of NRI shareholding in the Company.		

Signed this.....day of.....2018

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:

- 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.
- A Proxy need not be a member of the Company.
- 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.
- 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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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 31st Annual General Meeting of the Company held at 11:30 AM, on Saturday, September 22, 2018 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.