

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
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Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

Date: July 13, 2017

To,

The Listing Compliance Department
The Manager- Listing
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051

The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir,

Subject: Chairperson Report for Equity Shareholders Meeting of Aksh Optifibre Limited.

This is to inform you that pursuant to the order of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi a meeting of the Equity Shareholders of AKSH Optifibre Limited was held on Thursday, 29th June, 2017 for the purpose of considering and if though fit, approving with or without modification(s), the scheme of amalgamation of APaksh Broadband Limited and AKSH Optifibre Limited and their respective shareholders.

The Chairperson, Mr. Nikhil Singhvi, Advocate has issued the report dated 12.07.2017 and has stated that resolution in relation to the aforesaid scheme of amalgamation was approved and agreed by 30 Equity Shareholders (out of 31 Equity Shareholders) constituting 96.77% in Number and 99.87% in Value of those who attended and validly voted at the meeting.

In addition to the approval of the scheme at the meeting, the scheme was also approved and agreed by 39 Equity Shareholders (out of 41 Equity Shareholders) constituting 95.12% in number and 99.56% in value of the shareholder who voted by E- voting/ Postal Ballot.

Please find enclosed copy of the chairperson report and result of voting conducted at Shareholders meeting, as per format in terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

You are requested to take the note of the same in your record.

Yours Faithfully
For Aksh Optifibre Limited

for 
Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Encl: A/a

Date of the NCLT Convened Meeting	29-Jun-17
Total number of shareholders on record date	59399
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Promoter & Promoter Group: 10 (Ten)* Public: 25 (Twenty Five)*
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

*Note: Out of Ten Promoters, three of the them are holding Two Folios and out of Total Thirty Five attendees four were invalid

Item no 1 : Approval of Scheme of Amalgamation between APAKSH BROADBAND LIMITED (Transferor Company) and AKSH OPTIFIBRE LIMITED (Transferee Company) and their respective shareholders.									
Resolution required: (Ordinary/Special)			Special						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled votes on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-	-
	Poll	44,962,815	37,661,815	83.7621	37,661,815	-	100.0000	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total	44,962,815	37,661,815	83.7621	37,661,815	-	100.0000	-	-
Public-Institutions	E-Voting		-	-	-	-	-	-	-
	Poll	2,024,513	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total	2,024,513	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting		27,400	0.0237	27,280	120	99.5620	0.4380	
	Poll	115,677,742	1,047,637	0.9057	997,637	50,000	95.2274	4.7726	
	Postal Ballot		-	-	-	-	-	-	-
	Total	115,677,742	1,075,037	0.9293	1,024,917	50,120	95.3378	4.6622	
Total		162,665,070	38,736,852	23.814	38,686,732	50,120	99.8706	0.1294	



for Gaurav Mehta

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

AT PRINCIPAL BENCH, NEW DELHI

COMPANY APPLICATION NO. (CAA) 42(PB)/2017

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

**REPORT OF RESULT OF EQUITY SHAREHOLDERS MEETING OF AKSH
OPTIFIBRE LIMITED (TRANSFEE COMPANY/APPLICANT COMPANY NO. 2)
BY CHAIRPERSON APPOINTED FOR THE MEETING**

I, Nikhil Singhvi, the person appointed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("**Tribunal**") to act as chairperson of the meeting of equity shareholders of AKSH Optifibre Limited ("**Transferee Company/ Applicant Company No. 2**") summoned by notice served individually upon them and by advertisement dated the 28th May, 2017 and held on the day of 29th June, 2017, do hereby report to this Hon'ble Tribunal as follows:

1. That pursuant to the order dated 9th May, 2017, passed by this Hon'ble Tribunal in the aforementioned Company Application, I have been appointed as the Chairperson for the National Company Law Tribunal convened meeting of the Equity Shareholders of AKSH Optifibre Limited (Transferee Company/ Applicant Company No. 2), for the purpose of considering the proposed scheme of amalgamation between APAksh Broadband Limited ("**Transferor Company**") and Aksh Optifibre Limited ("**Transferee Company**") and their respective shareholders for amalgamation of APAksh Broadband Limited into AKSH Optifibre Limited.
2. The meeting of the Equity Shareholders of the Transferee Company/ Applicant Company No. 2 was held at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, on Thursday, the 29th June, 2017 at 11 A.M. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed scheme of amalgamation between APAksh Broadband Limited ("**Transferor Company**") and Aksh Optifibre Limited ("**Transferee Company**") and their respective shareholders..

3. That the Transferee Company/ Applicant Company No. 2 have 59399 Equity Shareholders as on May 12, 2017.
 4. That in compliance of the above said order, notices convening the said meeting, together with a copy of the Explanatory Statement under section 102 and 230(3) of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the prescribed form of proxy (and a separate Notice along with Postal Ballot Forms and E-voting as per requirements of Securities and Exchange Board of India) were sent by courier and email under my supervision by Mr Gaurav Mehta, the Authorised Representative of the Transferee Company to each of the Equity Shareholders at their respective registered or last known address. Further in terms of the aforementioned order, notice of the proposed meeting of the Equity Shareholders of the Transferee Company/ Applicant Company No. 2 had been published in Delhi NCR editions of English newspaper "Business Standard" and in the Hindi/ vernacular newspaper "Jansatta" on 28th May, 2017.
 5. That I am satisfied that the Transferee Company/ Applicant Company No. 2 has complied with the Order dated 9th May, 2017 passed by this Hon'ble Tribunal.
 6. That on 29th June, 2017 at 11 A.M. I, Nikhil Singhvi, Chairperson along with Ms. Shardha Karol, Alternate Chairperson presided over the said meeting as per the directions of this Hon'ble Tribunal. The meeting at the venue fixed as mentioned above, commenced at 11 A.M.
 7. The said meeting was attended in person / through Authorised Representatives by 22 and through Proxy by 11 Equity Shareholders of the
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Transferee Company/ Applicant Company No. 2 entitled together to Rs. 193,547,260 value of the shares, who attended the meeting, representing 23.79% of the total value of shares Rs. 813,325,350 of the company.

8. That Hon'ble Tribunal, has appointed Mr. Vineet K. Chaudhary (Membership No. FCS 5327/ COP No. 4548) Practicing Company Secretary, as the Scrutinizer for conducting the (i) E-Voting process (ii) Postal Ballot and (iii) ballot or polling paper at the venue of meeting in a fair and transparent manner. The Scrutinizers report has been annexed herewith as **Annexure-I**
9. The scheme of amalgamation between APAksh Broadband Limited ("**Transferor Company**") and Aksh Optifibre Limited (**Transferee Company**) and their respective shareholders was read out and explained by me to the meeting, and the question submitted to the said meeting was whether the equity shareholders of the said company agreed to the scheme of amalgamation submitted to the meeting and agreed thereto.
10. That the meeting was attended by 35 Equity Shareholders out of which 2 Equity Shareholders were not to be counted for the purpose of Poll as they had already voted by E-voting mechanism provided to the shareholders. Two other Equity shareholders were not to be counted as they were present but did not cast their vote. Hence, 31 Equity Shareholders were validly present and voting for the purpose of Poll.
11. Ballot Paper Forms were circulated to the attendees of the meeting and they had been requested to cast their votes and thereupon, put them in the empty ballot boxes shown to them. Upon scrutiny of the ballot paper forms, the votes cast were counted and it is declared that in total out of the 31 Equity

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Shareholders attending the meeting all the 31 Equity Shareholders present and voting, whether in person or proxy, or through authorized representatives, having a total value of Rs. 193,547,260/- (Rupees Nineteen Crore Thirty Five Lakh Forty Seven Thousand Two Hundred and Sixty only) were valid and NIL vote is invalid.

12. That out of the 31 valid votes cast, 30 voted were in favour of the resolution approving the Scheme of Amalgamation and 1 voted against the resolution.

13. That as per the requirement of section 230 of the Companies Act, 2013 the majority of persons representing three-fourths in value of the equity shareholders are of the opinion that the scheme of amalgamation should be approved and agreed to. The result of the voting upon the said question was as follows:

(i) The under mentioned Equity Shareholders who attended the meeting **VOTED IN FAVOUR** of the proposed Scheme of Amalgamation being adopted and carried into effect:

Sl. No.	Name of Equity Shareholder	Address	No. of Equity Shares Held	Number of Votes
1.	Triloki Nath Singh	10253, RAJIV NAGAR, GURGAON, 122003	50	50
2.	Satyendra Kumar Gupta	88, POCKET- E, MAYUR VIHAR, PHASE-2, DELHI - 110091	100	100
3.	*Kailash Shantilal Choudhari	AOL FZE, PO BOX 117441, DUBAI, UNITED ARAB EMIRATES, 100000	17709218	20201918
4.	*Kailash Choudhari S	A 12, FIRST FLOOR, GEETANJALI ENCLAVE, NEW DELHI -110017	2492700	2492700
5.	Shailesh Ropatlal	1201 JAHANGIR	5453753	5453753

		TOWER, SETALWAD LANE, NEPEANSEA ROAD, MUMBAI - 400026 .		
6.	*Sharda Popatlal	NO 1201 JAHANGIR, TOWER SETALWAD LANE NEPEAN, SEA ROAD, MUMBAI, MAHARASHTRA - 400026	967682	967682
7.	*Sharda Popatlal	1201 JAHANGIR TOWER, SETALWAD LANE, NEPEANSEA ROAD, MUMBAI MAHARASHTRA 400026	3000000	3967682
8.	*Popatlal Fulchand	1201 JAHANGIR TOWER, SETALWAD LANE, OFF NEPEAN SEA ROAD, MUMBAI MAHARASHTRA- 400026, INDIA	3000000	5280060
9.	*Popatlal Fulchand	FNO 1201 JAHANGIR TOWER, SETALWAD LANE NEPEANSEA ROAD, MUMBAI MAHARASHTRA, 400026	2280060	2280060
10.	Subhash Fulchand Sundesha	206/207 FULCHAND EXPORTS, CREATIVE INDUSTRIAL ESTATE 72 N M, JOSHI NR LODHA BUILDING, MUMBAI - 400011	214000	214000
11.	Bharati Shailesh Sundesha	C/O FULCHAND & SONS, 221/222 CREATIVE INDL ESTATE, 72 N M JOSHI MARG, MUMBAI MAHARASHTRA, 400011	2758402	2758402
12.	Gulshan Rai	H NO-149 WARD NO-6 RAJAN STREET, OPPOSITE JAIN HIGH SCHOOL BARA BAZAR, ROHTAK - 124001	5	5

		HARYANA		
13.	KAILASH S CHOUDHARI B R RAKHECHA UMRAOKHIVSA	F-1080, RIICO INDL. AREA, PHASE - III, BHIWADI, RAJASTHAN - 301019	377370	377370
14.	Shripal Singh Mohnot	F-64, GREEN WOOD CITY, SECTOR 46, GURGAON - 122010, HARYANA	20	20
15.	Sneh Mohnot	F-64, GREEN WOOD CITY SOLITAIRE, SECTOR 46, GURGAON -122001, HARYANA	10	10
16.	Gunjan Gupta	88, POCKET -E, MAYUR VIHAR PHASE-2, DELHI - 110091	50	50
17.	Akshay Gupta	88 POCKET E , MAYUR VIHAR, PHASE II, DELHI - 110091	50	50
18.	AKSH EMPLOYEES WELFARE TRUST	ENKAY TOWER, VANIJIYA NIKUNJ, UDYOG VIHAR PHASE-V, GURGAON, 122016	36000	36000
19.	FULCHAND EXPORTS PRIVATE LIMITED	221/222, Creative Indust. Est. N.M. Joshi marg, Lower Parel (East), Mumbai: Maharashtra, 400011	368148	368148
20.	BALJIT SINGH	VILL- MUMTAJPUR, TEH- PATAUDI, GURGAON - 123501, HARYANA	50	50
21.	Mahesh Chand Khandelwal	N-54 JAGAT RAM PARK, C/O S K JAIN, LAXMI NAGAR, DELHI - 110092	40	40
22.	Kanti Swaroop	C 227, ASHIANA GULMOHAR PARK, BHIWADI, ALWAR, 301019	1000	1000
23.	Raj Kulshreshtha	C B-21, THE ESSENTIA, OPP POWER GRID, BY PASS ROAD, BHIWADI, KHAZURI BASS, ALWAR -	50	50

		301018, RAJASTHAN		
24.	Kanhaiya Lal Jalan	FLAT NO 056 ASHIANA GULMOHAR PARK, BHIWADI - 301019	100	100
25.	Jitendra Kumar Tyagi	1/366, RHB, BHIWADI 301019 RAJASTHAN	10	10
26.	Aditya Saini	H. NO 402, EUROPA PART-2, ALWAR BYE PASS, KAJARIA GREEN, HARCHANDPUR, BHIWADI IND. AREA, ALWAR - 301019, RAJASTHAN	50	50
27.	Shankar Singh Shekhawat	2/202 RHB, BHIWADI - 301019	10	10
28.	Brham Prakash Sharma	54, SHASTRI NAGAR, ALWAR ROAD, DISTT.- ALWAR - 301411, TIJARA RAJASTHAN	14	14
29.	Anil Gupta	B 139 ASHIYANA GULMOHAR, PARK, BHIWADI - 301019	10	10
30.	Chandra Shekhar Gupta	FLAT NO M-06/822, ASHIANA AANGAN, ALWAR BY PASS ROAD, BHIWADI - 301019, RAJASTHAN	500	500

Note: *Shares are held in two folio's

(ii) The under mentioned Equity Shareholders who attended the meeting
VOTED AGAINST the proposed Scheme of Amalgamation being adopted
and carried into effect:

Sl. No.	Name of Equity Shareholder	Address	No. of Equity Shares Held	Number of Votes
1.	Arvind Gupta	A-193 SECTOR -20, NOIDA, 201301	50000	50000

(iii) The votes of under mentioned Equity Shareholders who attended the
meeting were found **INVALID**.

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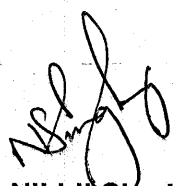
Sl. No.	Name of Equity Shareholder	Address	No. of Equity Shares Held	Number of Votes
	NIL		NIL	NIL

(iv) Thus, the said Scheme of Amalgamation was approved and agreed by 30 Equity Shareholders (out of 31 Equity Shareholders) constituting 96.77% in Number and 99.87% in Value of those who attended and validly voted at the meeting.

14. That the Scheme of Amalgamation has also been approved by 39 public shareholders (out of 41 Public Shareholders) of AKSH Optifibre Limited constituting 95.12 % in Number and 99.56 % in value, in accordance with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015.

15. That the copy of Ballot Papers filled by equity shareholders has been annexed herewith as Annexure-II.

DATED:12.07.2017
PLACE: New Delhi


Nikhil Singhvi
(Chairperson of the meeting)