

AKSH OPTIFIBRE LIMITED

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Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
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Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

February 16, 2018

To

National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor, Plot No. C/1,
G Block Bandra Kurla Complex, Bandra (E),
Mumbai- 400051.

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai -400 001.

Sub: Notice of Extraordinary General Meeting of the Company

Dear Sir/Madam

NOTICE is hereby given that the Extraordinary General Meeting of the Members of the Aksh Optifibre Limited (The Company) will be held at **11.30 AM on Monday, March 12, 2018** at the Registered Office of the Company at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan) 301019, to transact the special business mentioned in the notice together with the explanatory note pursuant to Section 102 of the Companies Act, 2013. Copy of the Notice is enclosed herewith.

The cut-off date for determining the eligibility to vote by remote e-voting at the EGM is March 05, 2018.

The above is for your intimation and record. Kindly treat this as our compliance under the Listing Regulations 2015.

Thanks & Regards

for Aksh Optifibre Limited


Gaurav Mehta
Chief-Corporate Affairs & Company Secretary



We smarten up your life..™



AKSH OPTIFIBRE LIMITED

Registered office: F-1080, RIICO Industrial Area, Phase-III, Bhiwadi- 301019, Rajasthan

Corporate Office: A-25, 2nd Floor, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044

CIN: L24305RJ1986PLC016132 E-Mail: investor.relations@akshoptifibre.com

Website: www.akshoptifibre.com

Tel Nos: 01493-220763 / 221333 / 26991508 / 1509,

Fax Nos: 01493-221329 / 26991510

Notice of EGM

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AKSH OPTIFIBRE LIMITED WILL BE HELD ON MONDAY, MARCH 12, 2018 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT F-1080, RIICO INDUSTRIAL AREA, PHASE-III, BHIWADI- 301019, RAJASTHAN TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. **Alteration in Articles of Association of the Company**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“RESOLUTION THAT pursuant to the provisions of Section 14, other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as may be amended from time to time, approval of the shareholders be and is hereby accorded to insert a new Article viz. Article 6A after the Article 6 in the Articles of Association as under:

6A. Subject to the provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be applicable from time to time and with the consent of the Members of the Company at General Meeting, the Board, may issue and allot Warrants in such manner and on such terms and conditions as the board may deem fit.”

2. **Issuance of warrants convertible into equity shares on preferential basis to the promoters**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 62(1)(c), read with Section 42, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (**“Act”**), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, the rules and regulations issued by the Securities and Exchange Board of India (**“SEBI”**), including the provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**) and any other policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable and subject to the permission(s), consent(s), sanction(s) and approval(s), if any, by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 10,000,000 (Ten Million) Convertible Equity Warrants (**“Warrants”**) on a preferential basis to investors mentioned below (**“Warrant Holder”**), being the Promoter / Promoter Group of the Company (as defined in the ICDR Regulations), with a right to Warrant Holder to apply for and get allotted one equity share of face value of ₹ 5 (Rupees Five Only) each (the **“Equity Shares”**), ranking in all respects *pari-passu* with the existing equity shares of the Company, for each Warrant, within a period of eighteen (18) months from the date of allotment of Warrants, at a price (including the warrant subscription price and the warrant exercise price) of ₹ 42.50 each (Rupees Forty Two and Fifty Paise only) aggregating to ₹425 million (Rs. Four Hundred Twenty Five Million Only) on preferential allotment basis to the Promoter in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

DETAILS OF ALLOTEES:

Promoter Investor:

Issue of 10,000,000 (Ten Million Only) convertible equity warrants each at a price of ₹. 42.50 /- [Rupees Forty-Two and Fifty Paise only] aggregating to ₹. 425 million (Rs. Four Hundred Twenty Five Million Only) to the following Promoter / Promoter Group Investors:

S.No.	Promoter	Number of Equity Warrants
1.	Dr. Kailash S. Choudhari	5,000,000
2.	Deep Telecables Private Limited	5,000,000
	TOTAL	10,000,000

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 71(a) of Chapter VII of the ICDR Regulations, the “**Relevant Date**” for the purpose of determining the minimum issue price for the issue of warrants/ equity shares arising on conversion of warrants is Saturday, February 9, 2018, being the date which is 30 (Thirty) days prior to the date of the shareholders’ meeting to be held on Monday, March 12, 2018.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals, in accordance with provisions of ICDR Regulations.

RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms: (i) The proposed allottees of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% (Twenty-five percentage only) of the exercise price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2009; (ii) The balance 75% (Seventy-five percentage only) of the exercise price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof; (iii) The proposed allottees of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of ₹. 5/- (Rupees Five only) each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (“**Tenor**”) thereof, in one or more tranches; (iv) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company; (v) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder; (vi) The Company shall make an application for Listing, within the relevant time frame from date of allotment of Equity Shares, upon conversion of warrants, to the stock Exchanges where shares of the Company are listed in accordance with SEBI (LODR) Regulations, 2015; (vii) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing fully paid Equity Shares of the Company; (viii) Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares; (ix) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof; (x) Subject to the provisions of Regulation 79 of Chapter VII of the ICDR Regulations, the Warrants and equity shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group; (xi) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder: (a) receives such number of Equity Shares

that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring; (xii) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations; (xiii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues; (xiv) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and (xv) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary. (xvi) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis.

RESOLVED FURTHER THAT the Board / Board Committee be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto."

3. **Raising of funds through Issue of equity shares, Foreign Currency Convertible Bonds and/or equity shares through depository receipts and/or convertible securities and Qualified Institutional Placement.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Issue of Global Depository Receipts) Rules, 2014, and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), as amended, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**GOI**") and amended from time to time, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the GOI, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the uniform listing agreement entered into by the Company with the stock exchanges on which

the equity shares having face value of ₹. 5 each of the Company (“**Equity Shares**”) are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs (“**MCA**”), the Registrar of Companies, Rajasthan at Jaipur, Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), GOI, BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and / or any other competent authorities, whether in India or abroad (herein referred to as “**Applicable Regulatory Authorities**”), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors (“**Board**”), which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, consent, authority and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of Equity Shares, and/ or Equity Shares through depository receipts, and/ or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/ or any instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities in one or more tranches, whether Rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/ or domestic offering(s) in one or more foreign markets and/or domestic market, of private offerings and/or a qualified institutional placement or any combination thereof, through issue of placement document or other permissible/requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “**Investors**”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding USD 35 million (USD Thirty Five Million only) or an equivalent amount thereof in Indian (INR) or any other currency (inclusive of such premium or discount as may be fixed on such Securities) by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement (“**QIP**”) in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations):

- i. the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve (12) months from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- ii. the Equity Shares issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- iii. the Eligible Securities shall not be eligible to be sold for a period of one (1) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- iv. the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, shall not, exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year;
- v. the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations;
- vi. in the event the convertible securities are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations;

- vii. the allotment to a single allottee in the proposed QIP shall not exceed 50% of the issue size or with the QIBs belonging to the same group or being under common control being deemed to be a single allottee subject to the provisions of applicable laws.
- viii. the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depositary Receipts (“**ADRs**”) or Global Depositary Receipts (“**GDRs**”), the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depositary Receipt Scheme, 2014, and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, the draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding,

deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may be necessary or required for the aforesaid purpose including to sign and/ or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolutions.”

**By order of the Board
For Aksh Optifibre Limited**

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

Place: New Delhi
Date: February 12, 2018

NOTES

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (“**meeting / EGM**”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Provided that a proxy shall not have the right to speak at the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy provided that such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy in order to be valid and effective should be lodged / deposited at the office of Registrar and Share Transfer Agent (“**R&T agent**”) of the Company or at the registered office of the Company not later than forty-eight (48) hours before the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend the meeting.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Item Nos. 1, 2 and 3 of this Notice is annexed herewith and the same should be taken as part of this Notice.
4. Members / Proxies should fill the attendance slip for attending the meeting and bring their attendance slips along with their copy of this notice at the meeting.
5. 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, provided the votes are not already cast by remote e-voting by the first holder.
6. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days between 10.00 a. m. to 12.00 noon up to the EGM date and at the meeting. The notice is also available on the Company’s website www.akshoptifibre.com

Communication details of R&T agent are as under:

Karvy Computershare Private Limited,

Add: Karvy Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032

Email ID: evoting@karvy.com

Telephone No.: 040 – 67161500/9177404088 or call Karvy’s toll free No. 1800-3454-001

7. In support of the “Green Initiative” announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company/Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.

Instruction for Remote Electronic Voting (Remote E-voting)

8. 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) 3685 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 – 3685 (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 EGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the EGM 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 Friday, March 9, 2018 (09.00 A.M. IST) and ends on Sunday, March 11, 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 March 5, 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. Monday, March 5, 2018.
- vi. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting i.e., Monday, March 5, 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 IN12345612345678	<SPACE>
Example for CDSL	MYEPWD 1402345612345678	<SPACE>
Example for Physical	MYEPWD XXXX1234567890	<SPACE>

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the business mentioned in the Notice convening the EGM, as required under Section 102(1) of the Companies Act, 2013.

Item no. 1 Alteration in Articles of Association of the Company

The Board of Directors of the Company in their meeting held on February 12, 2018, approved the issue of Warrants convertible in to equity shares to the Promoters of the Company

In accordance with the provisions of SEBI ICDR Regulation 2009 and Companies Act, 2013 the Articles of Association of the Company must authorise for issue of warrants. Accordingly, consent of the member is sought for passing as special resolution as set out in Item no. 1 to alter its existing Articles of Association of the Company to have such powers by inserting the new clause as provided below after clause no. 6:

6A. Subject to the provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be applicable from time to time and with the consent of the Members of the Company at a General Meeting, the Board, may issue and allot Warrants in such manner and on such terms and conditions as the board may deem fit.

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. 1 of the Notice.

The Board commends the Special Resolution set out at item no. 1 of the Notice for approval by the shareholders.

Item No.2 Issue of Warrants convertible into Equity Shares on Preferential Basis to the Promoters

In order to augment the working capital requirements of the Company and for meeting other long term funding requirements including debt repayment, if any, it is proposed to raise ₹. 425 Million, through issue of convertible equity warrants on preferential basis to the Promoter / Promoter Group.

With the above mentioned object, the Board of Directors in its meeting held on Monday, February 12, 2018, has approved the proposal of making preferential allotment of 10,000,000(Ten Million only) warrants to the Promoter / Promoter Group at a price of ₹.42.50 (Rupees Forty-Two and Fifty Paise only), per warrant. The above said price is arrived at, in accordance with the ICDR Regulations (“**Issue Price**”) as per which the minimum price has been arrived at ₹.38.14/-. However, Board has approved and proposed to issue warrants to promoters at ₹. 42.50 (Rupees Forty-Two and Fifty Paise only) which is approximately 10% more than the SEBI Floor Price. Fixing of price at ₹.42.50 also corresponds to the closing market price of equity shares in Indian Stock Exchanges on the date of Board Meeting i.e. February 12, 2018, wherein closing price was noted ₹. 42.50. Such warrants shall be convertible at the option of Warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into (1) one number of fully paid up Equity Share of the Company of ₹. 5 /- (Rupees Five only) each, per share.

The members are requested to note that as per Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder and Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended, prior approval of the shareholders by way of Special Resolution is required to issue convertible equity warrants to the Promoter/ Promoter Group investors.

Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**ICDR Regulations**”) and the Companies Act, 2013 read with rules made thereunder (“**Act**”).

Without generality to the above, the salient features of the preferential issue of Warrants are as under:

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Warrants is Saturday, February 9, 2018, which is 30 [thirty] days prior to the date of the shareholders’ meeting to be held on Monday, March 12, 2018.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is ₹. 38.14 (Rupees Thirty Eight and Fourteen Paise only), being higher of (a) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 26 weeks prior to the relevant date viz. Saturday, February 9, 2018 and (b) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Saturday, February 9, 2018. The issue price of the Warrants is 42.50 (Rupees Forty-Two and Fifty Paise only) per warrant which is more than the aforesaid minimum price.

- 25% (Twenty-five percentage only) of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants.
- The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Warrant Holder shall pay the balance 75% (Seventy-five percentage only) of the consideration payable in respect of the Warrants so being exercised. The amount paid will be adjusted / set off against the issue price of the resultant equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 (eighteen) months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited.
- Post conversion of the Warrants, the paid-up equity share capital would be ₹. 863,489,855 (Rupees Eighty Hundred Sixty Three Million, Four Hundred Eighty Nine Thousand and Eight Hundred Fifty Five Only) and Securities premium would be ₹. 375,000,000 (Rupees Three Hundred and Seventy Five Million only) on the assumption that entire 100% (One Hundred percentage only) Warrants will be subscribed by Warrant Holder and converted into equity shares by the Company on application being made by the Warrant Holder to that effect.
- The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of Warrants as stated in this notice.
- The Warrant Holder has not sold any equity shares during the six months preceding the Relevant Date. The Warrant Holder has not subscribed to any warrants of the Company during last one year.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

a. Object of the preferential issue of Warrants and details of utilization of proceeds:

The proceeds of the preferential issue will be utilized towards augmenting the working capital requirements and meeting other long term funding requirements, including repayment of debt, if any, and investment in Joint Ventures/ Subsidiaries.

b. The proposal or intention of the Promoter / Promoter group to subscribe to the proposed preferential issue, if any:

To meet the objects of the issue, the Promoters have shown their interest to subscribe to the warrants 10,000,000 (Ten Million only) equity warrants, out of which 5,000,000 will be subscribed by Dr. Kailash S. Choudhari and 5,000,000 will be subscribed by Deep Telecables Private Limited

c. Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares arising out of Warrants in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is Saturday, February 9, 2018 (i.e., 30 days prior to the general meeting, i.e., Monday, March 12, 2018).

The Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations, 2009.

d. Pricing of the Issue:

The issue of warrants and equity shares arising through issuance at a price not less than higher of following:

- a) The average of the weekly high and low of the Volume weighted average price of the Company's Shares quoted on the Stock Exchange during the twenty-six weeks preceding the 'relevant date'.
- b) The average of the weekly high and low of the Volume weighted average price of the Company's Shares quoted on a Stock Exchange during the two weeks preceding the 'relevant date'.

The price above is determined on the basis of the quotes available on the National Stock Exchange Limited, wherein the Company shares are traded highest in volume, during the preceding 26 weeks prior to the relevant date.

The issue price is more than floor price as arrived at in accordance with the ICDR Regulations ("Issue Price"), at the relevant date in on Saturday, February 9, 2018.

e. **The Company hereby undertakes that:**

- It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 if it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

f. **The shareholding pattern of the Company before and after the preferential issue of Warrants:**

Shareholding pattern before and after the proposed preferential issue of Warrants is as follows:

Category	Pre-Issue Shareholding (As on December 31, 2017)		Post-Issue Shareholding#	
	No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A. Promoters Holding				
1. Indian – Individual				
Bharati Shailesh Sundesha	27,58,402	1.7	27,59,342	1.60
Shailesh Popatlal	54,53,753	3.35	54,54,693	3.16
Sharda Popatlal	39,67,682	2.44	39,67,682	2.30
Seema Choudhari	70,00,000	4.3	70,00,000	4.05
Rohan Kailash Choudhari	1,50,500	0.09	1,50,500	0.09
Popatlal Fulchand	52,80,060	3.25	52,81,940	3.06
Rashi Choudhari	1,50,500	0.09	1,50,500	0.09
Bodies Corporate				
Deep Telecables Private Limited	-	-	50,00,000	2.90
2. Foreign	-	-	-	-
Kailash Shantilal Choudhari	2,02,01,918	12.42	2,52,05,678	14.60
Sub-Total (A)	4,49,62,815	27.64	5,49,70,335	31.83
B. Non- Promoters Holding				
1. Institutional				
Mutual Funds	-	-	-	-
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investors	4,00,000	0.25	4,00,000	0.23
Any Other-				
Financial Institutions/Banks	1,29,815	0.08	1,29,815	0.08
Foreign Corporate Bodies	-	-	-	-
2. Non-Institutional				
Individuals-				
Individual shareholders holding nominal share capital up to Rs. 2 lakhs	5,95,77,029	36.63	5,95,78,853	34.50
Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	1,86,09,932	11.44	1,86,09,932	10.78

3. Any Other				
Trusts including Employee Trust	5,18,080	0.32	5,18,080	0.30
Non-Resident Indians	18,79,714	1.16	18,79,714	1.09
Non-Resident Indian Non Repatriable	6,02,622	0.37	6,02,622	0.35
Bodies Corporates	2,92,47,067	17.98	2,92,70,624	16.95
HUF	47,65,140	2.93	47,65,140	2.76
NBFC	1,91,059	0.12	1,91,059	0.11
Clearing Member	17,81,797	1.1	17,81,797	1.03
Sub-Total (B)	11,77,02,255	72.36	11,77,27,636	68.17
Grand Total	16,26,65,070	100	17,26,97,971	100.00

#1. *The above post-issue shareholding pattern has been prepared on the assumption the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.*

2. *The Post Issue Share Capital also includes the allotment of 32901 Equity Shares approved by Board in their meeting held on February 12, 2018 consequent to the approval of Scheme of Amalgamation by Hon'ble NCLT vide its Order dated November 8, 2017.*

g. Proposed time within which preferential issue of Warrants shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed, within a period of 15 (Fifteen) days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last such approvals.

h. The Identity of the natural persons who are the ultimate beneficial owners of the shares/ Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them.

The identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

S.No.	Details of the Subscriber	Category of Subscriber	Pre-Issue Shareholding (as on date)	No. of Equity Warrants proposed to be allotted	Post Issue Share Holding after conversion of the Warrants	Beneficial Ownership
1.	Dr. Kailash S. Choudhari	Promoter	20,205,678	5,000,000	2,52,05,678	Self
2.	Deep Telecables Private Limited	Promoter	-	5,000,000	5,000,000	Rashi Choudhari

Note: (i) Post Shareholding pattern have been prepared on the assumption that the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

i. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

j. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern. However, there shall not be any change in the management control of the Company.

k. **Lock-in-period**

The entire pre-preferential shareholding of Warrant Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

l. **Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price**

Post December 31, 2017 and up to the date of this Notice, the following preferential allotments have been made:

Date of Allotment	No. of Securities Allotted	Issue Price	No. of Allottee(s)	Type of Security
NIL				

m. **Other Disclosures**

- (i) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter. The Board, in its meeting held on Monday, February 12, 2018, has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- (ii) A copy of the certificate from **M/ BGG & Associates**, Statutory Auditors of the Company, certifying that the above preferential issue of Warrants is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the Registered Office and Corporate Office of the Company during working hours between 10.00 a.m. and 12.00 noon on all working days up to the date of the EGM. Copy of the above mentioned Statutory Auditor's certificate shall also be laid before the EGM.
- (iii) Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No. 2 above to be passed as a Special Resolution.
- (iv) None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 3 except Dr. Kailash S. Choudhari and his relatives who forms part of the promoter group.
- (v) Other members of promoter and promoter group shall also be deemed to be concerned or interested in the proposed Resolution in Item No. 2, by reason of their being part of the Promoter Group which also includes the Warrant Holder. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 2 except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 2 of the accompanying Notice for approval of the members at the Extra-Ordinary General Meeting.

Item No.3:Raising of funds through Issue of equity shares, Foreign Currency Convertible Bonds and/or equity shares through depository receipts and/or convertible securities and Qualified Institutional Placement

The Company has grown consistently over the last several years. Given the market opportunity, in the light of continued economic growth and the strong positioning of the Company, it is important that the Company has adequate capital to support its growth plans for expansion purposes, Working Capital needs and general corporate purposes.

The Company proposes to raise additional capital up to an aggregate sum of USD 35 million, (USD Thirty-Five million only) subject to the approvals of the Reserve Bank of India and the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

Pursuant to Section 62 of the Companies Act, 2013 and the listing requirements of the stock exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing shareholders in the manner prescribed in the said section unless the shareholders decide otherwise in a general meeting by way of a special resolution.

In order to enable the Company to access the capital market through a public issue or on a private placement basis, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot, with or without a green shoe option, such number of equity shares of the Company of face value of ₹. 5 /- (Rupees Five) each (the "**Equity Shares**"), FCCBs, any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without

detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities to any categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “**Investors**”) as may be decided by the board of directors of the Company (the “**Board**”, including its duly authorized committee thereof) in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding USD 35 million, (USD Thirty Five million only) or equivalent thereof in one or more Indian (INR) or any other foreign currency(ies).

Additional Information in relation to Qualified Institutional Placement:

The Company intends to raise additional finance by issue of securities in the domestic/international markets and utilise the proceeds for capex for growth plans, augmenting the resources of the Company, long term working capital requirements and for other general corporate purposes including repayment of debt, if any.

The proposed resolution at Item No. 2 seeks the enabling authorisation of the Members to the Board of Directors, to raise additional funds through the issue of Securities in the domestic/international markets, including by way of Qualified Institutions Placement (“**QIP**”) with the Qualified Institutional Buyer (“**QIB**”), but not limited to the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009 and/or Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depositary Receipt Mechanism) Scheme, 1993 and/or any other Securities or warrants with or without securities convertible in to equity shares for an amount not exceeding USD 35 million, (USD Thirty Five million only) or its equivalent in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board, to the various categories of investors in the domestic/international markets. As per the current guidelines, the pricing of QIP will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Relevant Date for the determination of applicable price for the issue of the QIP Securities and/ or shall be the date of the meeting in which the Board of the Company decide to open the proposed issue or in case of securities which are convertible into or exchangeable with Equity Shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

It is in the above circumstances that an enabling resolution is being proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the Issues.

Section 62 of the Companies Act, 2013 and the Listing Regulations entered with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the Equity Shares, in proportion to the capital paid-up on those shares as of that date unless the members of the Company decide otherwise. The Special Resolution at Item No. 3 seeks the consent and authorisation of the Members to the Board of Directors to make the proposed issue of Securities to others, in consultation with the Merchant Bankers, Legal advisors and other intermediaries, and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules, regulations or guidelines.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution as set out in Item no. 3 of the Notice as special resolution for the approval of the members.

**By order of the Board
For Aksh Optifibre Limited**

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

Place: New Delhi

Date: February 12, 2018



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 Extraordinary General Meeting of the Company held at 11.30 AM, on Monday, March 12, 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

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 Extraordinary General Meeting of the Company, to be held at 11:30 AM on Monday, March 12, 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	For	Against
1.	To alter Articles of Association.		
2.	Issuance of warrants convertible into equity shares on preferential basis to the promoters		
3.	Raising of funds through Issue of equity shares, Foreign Currency Convertible Bonds and/or equity shares through depository receipts and/or convertible securities and Qualified Institutional Placement		

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

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Signature of Shareholder

Affix a
1 Rs.
Revenue
Stamp

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

Route Map

