



## Notice

Notice is hereby given that the 30th Annual General Meeting of Aksh Optifibre Limited will be held at 11:30 AM on Tuesday, December 26, 2017 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:

1. To consider and adopt the Audited Financial Statements as at March 31, 2017 along with the Report of the Auditors' and Board of Director's thereon.
2. 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.
3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Company (Audit and Auditors) Rules, 2014 as amended from time to time), M/s BGG & Associates, Chartered Accountants, New Delhi (FRN: 016874N) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s P.C. Bindal & Co. , Chartered Accountant, New Delhi (FRN: 003824N) to hold office from the conclusion of this Annual General Meeting (AGM)" for a period of five 5 years till the conclusion of the 35th AGM to be held in the year 2022 (subject to ratification at every Annual General Meeting, if so required under the act) at such remuneration as may be fixed by the Board of Directors in consultation with them."

### Special Business :

4. 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, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting."

5. 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, Non-executive Director of the Company, be and is hereby re-appointed as Professional Consultant of the Company for a period of One year w.e.f. October 1, 2017 to September 30, 2018 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.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013,

and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV of the said Act and provisions of the SEBI (Listing Regulation), 2015, Mr. Gauri Shankar (DIN: 06764026), who was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from April 8, 2017, and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature of the office of Director, pursuant to Section 160 be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years commencing from April 8, 2017 up to April 7, 2022, not liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the relevant Rules made there under, including any statutory modifications and re-enactments thereof and other necessary statutory approvals, if any, consent of the Members of the Company be and is hereby accorded to revise the terms of Appointment of Mr. Satyendra Gupta, Deputy Managing Director of the Company w.e.f. May 28, 2017 to May 27, 2019 , as per the agreed terms and conditions as set out in the Statement annexed to the Notice convening this meeting."

**By Order of the Board**

Date : November 13, 2017

Place : New Delhi

Gaurav Mehta

**Chief-Corporate Affairs & Company Secretary**

### Notes :

1. **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.

2. 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.
3. 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 December 20, 2017 to December 26, 2017 (both days inclusive) for the Annual General 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, 2017 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. 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.**

**15. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 along with rules thereunder and as per the provisions of SEBI 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**

Date : November 13, 2017

Gaurav Mehta

Place : New Delhi

**Chief-Corporate Affairs & Company Secretary**

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

### **Item no. 4 Approval of the remuneration of Cost Auditors for the financial year 2017-18**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal & Company, Cost Accountants (Firm Registration No 000024) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, for a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit & Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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 Appointment of Mr. B. R. Rakhecha as Professional consultant

Pursuant to recommendation of Nomination & Remuneration Committee and subject to ratification of shareholders in the ensuing annual general meeting, Board of Directors has appointed Mr. B.R. Rakhecha as the Professional Consultant of the Company, w.e.f. October 1, 2017 to September 30, 2018 (for a period of 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 about 76 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 does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. During the year 2016-17, 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 resolution 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 Appointment of Mr. Gauri Shankar as Independent Director

Mr. Gauri Shankar, aged approx. 61 years has been appointed as an Independent Director of the Company w.e.f. April 8, 2017, in line with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing regulations, 2015, to hold office for five consecutive years for a term upto April 7, 2022, not liable to retire by rotation.

Mr. Gauri Shankar is a Chartered Associate of Indian Institute of Banker from the prestigious Indian Institute of Banker University.

Mr. Gauri Shankar started his career with the Bank of India as Senior Manager, dealing in Branch Banking. In 2012, he became General Manager of Finance Department-CFO and in 2013 he was elevated to the position of General Manager of Asset Recovery Department. Thereafter he joined Punjab National Bank (PNB) as Executive Director and resigned therefrom on March 31, 2016. In the meantime he was also given additional charge of Managing Director and Chief Executive Officer from February 8, 2015 to August 13, 2015.

Mr. Gauri Shankar has overall 4 decades of experience in the field of Finance & Banking.

He does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. As he was appointed on April 8, 2017, he did not attend any Board meeting during the Financial Year

2016-17. Apart from the Company he is holding directorship in India SME Asset Reconstruction Company Limited, India Post Payments Bank Limited, Family Home Finance Private Limited, S. E. Investments Limited and holds Membership in Audit Committee and Stakeholder Relationship Committee of India SME Asset Reconstruction Company Limited

Mr. Gauri Shankar is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director.

The Company has received notice in writing from member's along with the deposit of requisite amount under section 160 of Companies Act, 2013 proposing the candidature of Mr. Gauri Shankar for the office of Director of the Company.

In the opinion of the Board, Mr. Gauri Shankar, has the requisite qualification and experience to become the Director of the Company and to guide the company to its next growth level and also fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. He is independent of the management.

Copy of the letter for appointment of Mr. Gauri Shankar as Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Except Mr. Gauri Shankar and his relatives, none of the Directors/ Key Managerial Person of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.6 of the Notice.

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

#### Item no. 7 Revision in Terms of appointment of Mr. Satyendra Gupta, Deputy Managing Director of the Company

Mr. Satyendra Gupta aged about 56 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) with an overall experience of 3 decades at various positions. He joined Aksh as Process Leader w.e.f. May 04, 2006 and was promoted as CFO in the year 2008.

Mr. Gupta was appointed as Deputy Managing Director (KMP) of the Company for a term of 3 years w.e.f. May 28, 2016 to May 27, 2019 with approval of shareholders in their meeting held on September 24, 2016. Further, the Board on the recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders, revised the terms of appointment as mentioned below, w.e.f. May 28, 2017 to May 27, 2019 in their meeting held on April 8, 2017:

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

S. No.	Particulars (Fixed Pay)	Amount (Rs/PM)	Amount (Rs/PM)
		May 28, 2017 to May 27, 2018	May 28, 2018 to May 27, 2019
1.	Basic	540,000	568,000
2.	HRA	216,000	227,200
3.	Company Contribution PF	64,800	68,160
4.	Company Contribution NPS	54,000	56,800
5.	<b>CTC</b>	<b>874,800</b>	<b>920,160</b>
6.	Variable Pay	One (1)% of Cash Profit After Tax (PAT + Depreciation) on Fibre Re-inforced Plastic (FRP) Rods and Services Business of the Company	

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

- 3. Severance Compensation:** In case of change of control as declared by existing promoters & new promoters, the Company discontinues availing his services or he resigns from the services within 3 months, Company will pay severance compensation to him which shall be equal to the CTC for the unexpired tenure of his appointment subject to a maximum of 12 months of CTC.
- 4. Non Solicitation:** In case of cessation of relationship with the Company for any reason, he will not, solicit customers or clients of the company or undertake or serve as partner, employee, consultant, officer or otherwise affiliate himself directly or indirectly with any business in competition with or otherwise similar to the Company's business for a period of Twenty Four (24) months.

Apart from the Directorship of the Company he is holding Directorship in AOL FZE, Bharat Telecom Ltd., Mauritius and AOL Composites (Jiangsu) Co. Ltd., China. He holds 100 shares in a Company. He is not related with any other Director/KMP of the Company. After his appointment as Deputy Managing Director, he attended four Board Meetings during the financial year 2016-17

Except Mr. Satyendra Gupta and his relatives, none of the Directors/ Key Managerial Person of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.7 of the Notice.

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

**By Order of the Board**

Date : November 13, 2017  
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) 3621 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc..).

The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: [cs mukulyagi@gmail.com](mailto:cs mukulyagi@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) and [investor.relations@akshoptifibre.com](mailto: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 – 3621 (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.

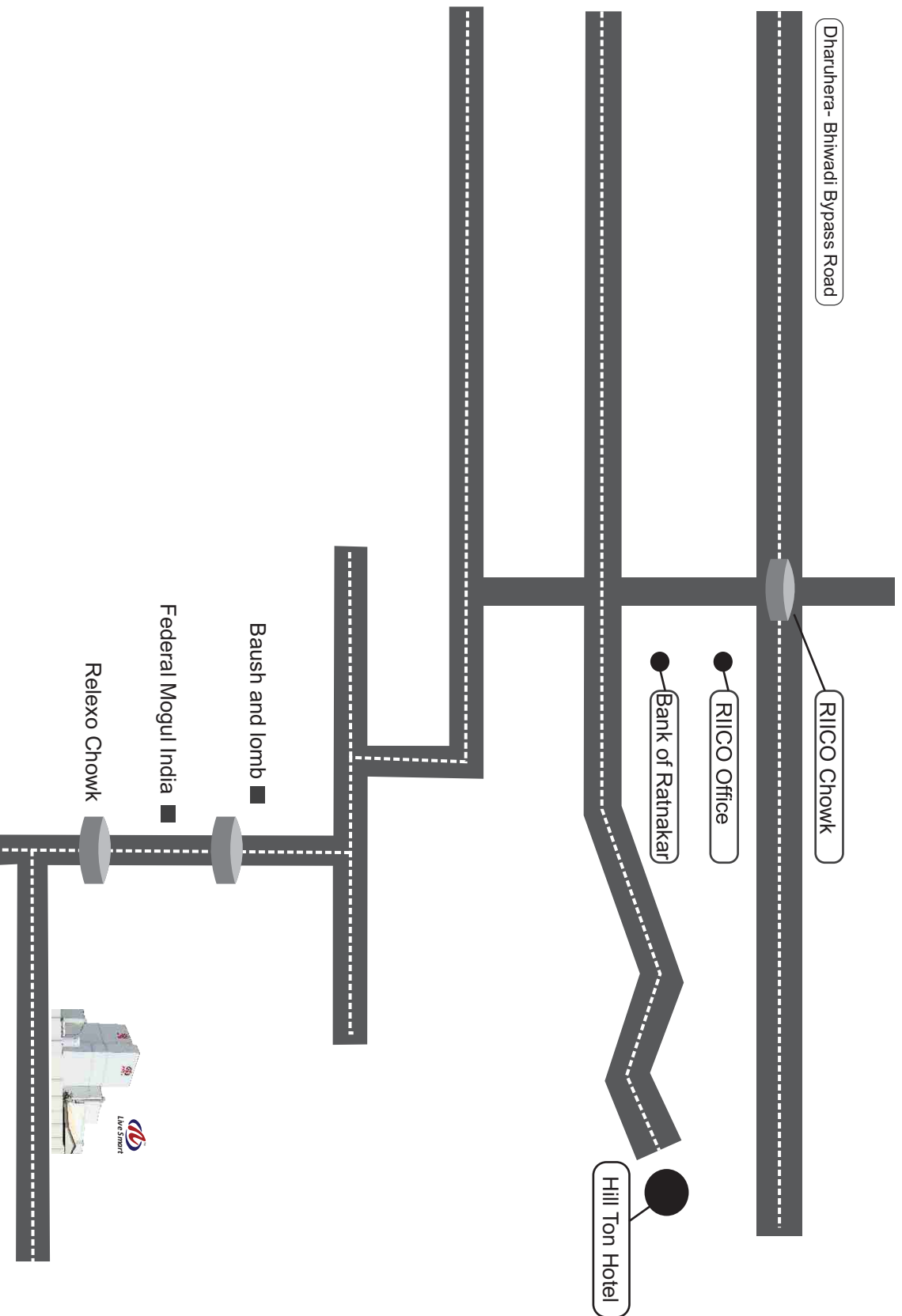
**C. OTHER INSTRUCTIONS**

- 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](mailto: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 Saturday, December 23, 2017 (09.00 A.M. IST) and ends on Monday, December 25, 2017 (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 December 19, 2017, 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. Tuesday, December 19, 2017.
- 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., Tuesday, December 19, 2017, 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](mailto: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](http://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): ..... e-mail ID: .....

Registered Address: ..... Folio No: .....

..... Client ID/DP ID\*: .....

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 30th Annual General Meeting of the Company, to be held at 11:30 AM on Tuesday, December 26, 2017 at the Registered Office of the Company at F-1080, RIICO Industrial Area, Phase –III, Bhiwadi -301019, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

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

S.N.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements as at 31st March, 2017 along with the Report of the Auditors' and Board of Director's 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.	To appoint Statutory Auditors and to fix their remuneration for the financial year ending March 31, 2018.		
4.	To approve the remuneration of Cost Auditors for the Financial year ending March 31, 2018.		
5.	To re-appoint Mr. B. R. Rakhecha as Professional Consultant of the Company.		
6.	To regularize/approve the appointment of Mr. Gauri Shankar as Director (Non-Executive, Independent Director) of the Company.		
7.	To revise the terms of appointment of Mr. Satyendra Gupta, Deputy Managing Director of the Company		

Signed this..... day of.....2017

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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 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 30th Annual General Meeting of the Company held at 11.30 AM, on Tuesday, December 26, 2017 at Registered office of the Company at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019 (Rajasthan).

Member's Name (Sole Applicant) .....

(1<sup>st</sup> Joint holder) .....

(2<sup>nd</sup> 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.