

AKSH OPTIFIBRE LIMITED



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

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of Aksh Optifibre Limited will be held at 11:30 a.m. on Monday, September 21, 2020 through Video Conference ("VC"/ Other Audio Visual Means ("OAVM")), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. The Audited Standalone Financial Statements as at March 31, 2020 along with the Report of the Auditors' and Board of Director's thereon.
 - b. The Audited Consolidated Financial Statement as at March 31, 2020 and the Report of the Auditors' thereon.
2. To appoint Dr. Kailash S. Choudhari (DIN:00023824), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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 148 and other applicable provisions of the Companies Act, 2013("the Act"), 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, 2021, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting."
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 Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rikhab Chand Mogha (DIN: 08579064), who was appointed as an Additional Director in a capacity of Non-Executive Director of the Company with effect from October 9, 2019, 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 of the Act, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."
5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV of the said Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Yamini Agarwal (DIN: 08597491), who was appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company with effect from October 29, 2019, and who has submitted a declaration that she 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 her candidature of the office of Director, pursuant to Section 160 of the Act be appointed as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the date of her appointment by the Board of Directors of the Company i.e. October 29, 2019, not liable to retire by rotation."
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 ("the Act"), 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 Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arvind Gupta (DIN: 00560901), who was appointed as an Additional Director (in a capacity of Non-Executive, Independent Director) of the Company with effect from February 13, 2020, 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 also 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 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the date of his appointment by the Board of Directors of the Company i.e. February 13, 2020, not liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV of the said Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Charandeep Singh (DIN: 07590912), who was appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company with effect from May 25, 2020, 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 also 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

of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the date of his appointment by the Board of Directors of the Company i.e. May 25, 2020, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV of the said Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Katyal (DIN: 00299412), who was appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company with effect from June 9, 2020, 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 also 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 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the date of his appointment by the Board of Directors of the Company i.e. June 9, 2020, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV of the said Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anuja Bansal (DIN: 08755399), who was appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company with effect from June 9, 2020, and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who is also eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature of the office of Director, pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the date of her appointment by the Board of Directors of the Company i.e. June 9, 2020, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Rules made there under, including any statutory modifications thereof and other necessary statutory approvals, if any, the approval of the shareholders be and is hereby accorded to act upon the resolution earlier passed by the Shareholders in the AGM held September 30, 2019, for the appointment and payment of remuneration paid / accrued to Mr. Satyendra Gupta as Managing Director for the period February 12, 2019 till September 30, 2019.”

By Order of the Board

Date: August 14, 2020

Place: New Delhi

Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Notes:-

1. 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.
2. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs (“MCA”) Circular No. 20/2020 dated 5th May, 2020 read with Circular 14/2020 dated 8th April, 2020, Circular 17/2020 dated 13th April, 2020 (“MCA Circulars”) and Securities Exchange Board of India (SEBI) Circular dated 12th May, 2020, physical presence of the Members shall not be required at common venue of the Annual General Meeting (AGM) which is being conducted through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”). The deemed venue for the AGM shall be the Registered Office of the Company.
3. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
5. Up to 1000 members will be able to join on a FIFO basis to the AGM.
6. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
7. Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agent of the company, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
8. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
9. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. In line with the MCA Circulars and SEBI Circular dated 12th May 2020, the Notice calling the AGM and Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with their respective Depository Participant/s, and who wish to receive the Notice of the 33rd AGM and the Annual Report 2019-2020 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to inward_ris@kfintech.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 - c. Members who have not registered their e-mail address and, therefore, are not able to receive the Annual Report, Notice of e-AGM and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company's RTA, KFinTech by accessing the link https://ris.kfintech.com/email_registration.
11. Members may note that Notice and Annual Report 2019-2020 will also be made available on the Company's website at www.akshoptifibre.com, websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Kfin Technologies Private Limited (agency for providing the e-Voting facility) i.e. www.evoting.karvy.com
12. 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.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contacts or arrangements in which the directors are interested under section 189 of the Act and all other documents referred in the notice will be available for inspection in electronic mode. Members who wish to inspect the documents can send an email to investor_relations@akshoptifibre.com.
14. The Register of Members and the Share Transfer Books of the Company will remain closed from September 15, 2020 to September 21, 2020(both days inclusive) for the Annual General Meeting.
15. 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, KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot Number 31 & 32, Financial District Gachibowli, Hyderabad-500 032 quoting their Folio Number(s).
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
17. 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.
18. 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, KFin Technologies Private Limited, at Karvy Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
19. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.
20. Dividend for the financial year 2013-14 and 2017-18, 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
2017-18	Final Dividend	25.10.2018	25.10.2025

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.

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.

By Order of the Board

Date: August 14, 2020
Place: New Delhi

Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

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

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2021, for a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousands only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit & Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

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. 3 of the Notice.

The Item No. 3 of the Notice is proposed as Ordinary Resolution for approval by the shareholders.

Item No. 4

Mr. Rikhab Chand Mogha (DIN: 08579064) aged approx. 71 years has done B.E (Electrical) from IIT Roorkee. He started his career with UP State Electricity Board and has an experience of around 40 years in manufacturing of Wire and Cable Industry.

Considering his vast experience in the wire and cable industry, Board of Directors appointed Mr. Mogha as an Additional Director in a capacity of Non-Executive Director of the Company w.e.f. October 9, 2019 subject to the approval of shareholders.

He does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. He has attended three Board Meetings during his tenure of the Directorship in the Company in the Financial Year 2019-2020. Apart from the Directorship in the Company, he is not holding Directorship in any other Company. He is a member of Corporate Social Responsibility Committee, Finance Committee and Nomination and Remuneration Committee.

The Company has received notice in writing from a member along with the deposit of requisite amount under section 160 of Companies Act, 2013 proposing the candidature of Mr. Rikhab Chand Mogha for the office of Director of the Company.

Except for Mr. Mogha 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. 4 of the Notice.

The Item No. 4 of the Notice is proposed as Ordinary Resolution for approval by the shareholders.

Item No. 5

Ms. Yamini Agarwal (DIN: 08597491), aged approx. 40 years has been appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company w.e.f. October 29, 2019 by the Board, subject to the approval of shareholders, in line with Section 149 of the Companies Act, 2013 (“the Act”) and Regulation 17 of the SEBI Listing regulations, 2015, to hold office for five consecutive years, not liable to retire by rotation.

Ms. Yamini Agarwal has done PhD Finance from IIT Delhi and SBM from (SIDA, Sweden). She has 15 years of teaching experience in the areas of Corporate Finance, Advanced Financial Analysis, International Finance, New Financial Models, Managerial Economics, International Economics, Public Finance and e-Finance.

She does not hold any Equity Shares of the Company. She is not related with any other Director/KMP of the Company. She has attended three Board Meetings during her tenure of the Directorship in the Company in the Financial Year 2019-2020. Apart from the Company, she is not holding any directorship in any other Company. She holds Membership in Nomination and Remuneration Committee, Stakeholder Relationship Committee and Finance Committee.

Ms. Yamini Agarwal is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a member under section 160 of Companies Act, 2013 proposing the candidature of Ms. Yamini Agarwal for the office of Director of the Company.

In the opinion of the Board, Ms. Yamini Agarwal, has the requisite qualification and experience to become the Director of the Company and also fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. She is independent of the management.

Copy of the letter for appointment of Ms. Yamini Agarwal as an Independent Director setting out the terms and conditions shall be available for inspection.

Except Ms. Agarwal and her 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. 5 of the Notice.

The Item No. 5 of the Notice is proposed as Ordinary Resolution for approval by the shareholders.

Item No. 6

Mr. Arvind Gupta (DIN: 00560901), aged approx. 65 years has been appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company w.e.f. February 13, 2020 by the Board, subject to the approval of shareholders, in line with Section 149 of the Companies Act, 2013 (“the Act”) and Regulation 17 of the SEBI Listing regulations, 2015, to hold office for five consecutive years, not liable to retire by rotation.

Mr. Arvind Gupta has four decades of professional exposure in various fields such as Investment Advisor, Economic Researcher and Consultancy, etc.

He holds 1,90,000 Equity Shares of the Company. He is not related with any other Director/KMP of the Company. He has attended two Board Meetings during his tenure of the Directorship in the Company in the Financial Year 2019-2020. Apart from the Company, he is not holding any directorship in any other Company.

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

The Company has received notice in writing from a member under section 160 of Companies Act, 2013 proposing the candidature of Mr. Arvind Gupta for the office of Director of the Company.

In the opinion of the Board, Mr. Arvind Gupta, has the requisite qualification and experience to become the Director of the Company 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. Gupta as an Independent Director setting out the terms and conditions shall be available for inspection.

Except Mr. Arvind 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. 6 of the Notice.

The Item No. 6 of the Notice is proposed as Ordinary Resolution for approval by the shareholders.

Item No. 7

Mr. Charandeep Singh (DIN: 07590912), aged approx. 35 years has been appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company w.e.f. May 25, 2020 by the Board, subject to the approval of shareholders, in line with Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI Listing regulations, 2015, to hold office for five consecutive years, not liable to retire by rotation.

Mr. Charandeep Singh is a Chartered Accountant and is engaged in providing Audit and Advisory Service to domestic and foreign clients for more than 12 years. He has also extensive experience in risk based consulting for financial services.

He does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. He has not attended any Board Meetings of the Company in the Financial Year 2019-2020 since he was appointed after the closure of Financial Year 2019-20. Apart from the Company, He is holding directorship in POOCHKART India Private Limited. He is a member of the Audit Committee of the Company.

Mr. Singh 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 a member under section 160 of Companies Act, 2013 proposing the candidature of Mr. Charandeep Singh for the office of Director of the Company.

In the opinion of the Board, Mr. Charandeep Singh, has the requisite qualification and experience to become the Director of the Company 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. Charandeep Singh as an Independent Director setting out the terms and conditions shall be available for inspection.

Except Mr. Charandeep Singh 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 Item No. 7 of the Notice proposed as Ordinary Resolution for approval by the shareholders.

Item No. 8

Mr. Sanjay Katyal (DIN: 00299412), aged approx. 46 years has been appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company w.e.f. June 9, 2020 by the Board, subject to the approval of shareholders, in line with Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI Listing regulations, 2015, to hold office for five consecutive years, not liable to retire by rotation.

Mr. Sanjay Katyal is Mechanical Engineer with Hons Degree from, AMU Aligarh, 1985 Batch. He is a Chartered Engineer and did various certifications in financial and capital market affiliations with NSE, ATMA, AIMA, IRDA, NAREDCO. He is presently a Financial and Capital Market Consultant and having an overall experience of over 35 years in engineering & Constructions Industry and capital market, out of which 20 years of running own engineering industry of manufacturing industrial air pollution control and chemical process equipment.

He does not hold any Equity Shares of the Company. He is not related with any other Director/KMP of the Company. He has not attended any Board Meetings of the Company in the Financial Year 2019-2020 since he was appointed after the closure of Financial Year 2019-20. Apart from the Company, he does not hold Directorship in any Company. He holds Membership in Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

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

The Company has received notice in writing from a member under section 160 of Companies Act, 2013 proposing the candidature of Mr. Sanjay Katyal for the office of Director of the Company.

In the opinion of the Board, Mr. Sanjay Katyal, has the requisite qualification and experience to become the Director of the Company 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. Sanjay Katyal as an Independent Director setting out the terms and conditions shall be available for inspection.

Except Mr. Sanjay Katyal 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. 8 of the Notice.

The Item No. 8 of the Notice proposed as Ordinary Resolution for approval by the shareholders.

Item No. 9

Ms. Anuja Bansal (DIN: 08755399), aged approx. 29 years has been appointed as an Additional Director in a capacity of Non-Executive, Independent Director of the Company w.e.f. June 9, 2020 by the Board, subject to the approval of shareholders, in line with Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI Listing regulations, 2015, to hold office for five consecutive years, not liable to retire by rotation.

Ms. Anuja Bansal is a qualified law graduate (LLB) and Company Secretary. She has also mastered in Economics and also serve as Registered Valuer (Securities and Financial Assets) under Insolvency & Bankruptcy Board of India. She has rich experience in Legal, Secretarial and Corporate Law Advisory Services.

She does not hold any Equity Shares of the Company. She is not related with any other Director/KMP of the Company. She has not attended any Board Meetings of the Company in the Financial Year 2019-2020 since she was appointed after the closure of Financial Year 2019-20. Apart from the Company, She does not hold Directorship in any Company. She holds Membership in Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

Ms. Bansal is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a member under section 160 of Companies Act, 2013 proposing the candidature of Ms. Anuja Bansal for the office of Director of the Company.

In the opinion of the Board, Ms. Anuja Bansal, has the requisite qualification and experience to become the Director of the Company and also fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. She is independent of the management.

Copy of the letter for appointment of Ms. Anuja Bansal as an Independent Director setting out the terms and conditions shall be available for inspection.

Except Ms. Anuja Bansal and her 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. 9 of the Notice.

The Item No. 9 of the Notice is proposed as Ordinary Resolution for approval by the shareholders.

Item No. 10

Mr. Satyendra Gupta aged about 59 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) with an overall experience of 3 decades at various positions. Mr. Gupta was appointed as Deputy Managing Director of the Company in May 2016 for a period of 3 years expiring in May 2019. Considering his vast experience and valuable contribution to the Company during the period, the Board on the recommendation of Nomination and Remuneration Committee (NRC), subject to the approval of shareholders, appointed Mr. Gupta as Managing Director of the Company for a period of 3 years with effect from February 12, 2019 till February 11, 2022. Accordingly, the appointment and the payment of remuneration of Mr. Gupta was proposed for the approval of the shareholders in the 32nd Annual General Meeting of the Company held on September 30, 2019. The shareholders passed the resolution in favor with 99.99% majority comprising 48,516,297 shares. The resolution could not be acted upon as the approval of one of the two Banks under default (as required pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013) was not received prior to the AGM. One Bank's approval was already received prior to the shareholders' approval.

Mr. Gupta resigned from the Board of the Company with effect from September 30, 2019. For the period February 12, 2019 till September 30, 2019 total remuneration of Rs. 98,58,857/- (Rupees Ninty Eight Lakhs Fifty Eight Thousand Eight Hundred Fifty Seven only) and Commission on Profits of Rs. 26,26,626/- (Rupees Twenty Six Lakhs Twenty Six Thousand Six Hundred Twenty Six Only) was paid / accrued to Mr Gupta as Managing Director of the Company.

The company, subsequently, received the approval of the remaining bank under default. In compliance of the provisions of Companies Act, 2013, it is now proposed to seek approval of the shareholders to act upon the resolution earlier passed by the Shareholders in the AGM held on 30th September 2019, for the appointment and payment of remuneration paid / accrued to Mr. Satyendra Gupta as Managing Director for the period February 12, 2019 till September 30, 2019.

Except for Mr. Satyendra Gupta 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 10 of the Notice.

The Item No. 10 of the Notice is proposed as Special Resolution for approval by the shareholders.

By Order of the Board

Date: August 14, 2020

Place: New Delhi

Gaurav Mehta

Chief-Corporate Affairs & Company Secretary

INSTRUCTIONS TO MEMBERS

I. FOR ELECTRONIC VOTING [E-Voting]

Pursuant to the provisions of section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the 33rd Annual General Meeting (AGM).

The company has engaged the services of KFin Technologies Private Limited (KFin) to provide remote e-voting facility for members to cast their votes in a secure manner. M/s Pooja Anand & Associates, Practicing Company Secretaries will act as the scrutiniser to scrutinise e-voting and conduct the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the Rules made there under, the Company has fixed **Monday, September 14, 2020** as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. **September 14, 2020**.

The remote e-voting facility begins on Friday, September 18, 2020 (9:00 a.m. Indian Standard Time) and ends on Sunday, September 20, 2020 (5:00p.m.Indian Standard Time).During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 14, 2020, are entitled to avail the facility to cast their vote electronically / voting in the general meeting, as the case may be. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting facility shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently or cast the vote again.

A. For members receiving an e-mail from KFin, e-voting service provider [for members whose e-mail addresses are registered with the company /DP(s)]:

Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

- (i) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number 5497 (EVEN) followed by folio number. In case of demat account, User ID will be your DPID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- (ii) After entering these details appropriately, click on "LOGIN".
- (iii) 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, e-mail 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.
- (iv) You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting event.
- (vi) Select the EVEN of "Aksh Optifibre Limited" and click on "SUBMIT".
- (vii) Now you are ready for e-voting as "Cast Vote" page opens.
- (viii) 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 not exceeding your total share holding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (x) 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.
- (xi) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can log in any number of times till they have voted on the resolution(s).
- (xiii) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the 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) or alternatively to e-mail, to the scrutiniser at e-mail, csmukultyagi@gmail.com with a copy marked to evoting@Kfintech.com. The scanned image of the above mentioned documents should be in the naming format "AOL – 33rd AGM".

B. Members whose e-mail addresses are not registered with the Company/DPs [including members holding shares in physical form]:

Members may follow the procedure for registration of e-mail address and obtaining User ID and Password provided under section (III) below and then follow all steps from sl. no. (i) to sl. no. (xiii) above to cast your vote by electronic means.

C. Voting during the AGM:

Members participating in the AGM and who have not cast their vote through remote e-voting are eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. Members may click on the voting icon on the left side of the screen to cast their votes.

D. Other Instructions

- (i) In case of any queries, you may refer Help & FAQ section of KFin at <https://evoting.karvy.com/public/Faq.aspx> or call KFin on 040-67162222 & Toll-free No. 1800 3454001.
- (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) Any person who acquires shares of the company and becomes a member of the company after dispatch of the notice to the members and holding shares as on the cut-off date of September 14, 2020, may obtain the User ID and password by sending a request through email to inward.ris@Kfintech.com. However, if you are already registered with KFin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details / Password" option available on <https://evoting.karvy.com>.

- (iv) A member can opt for only one mode of voting i.e., either through remote e-voting or voting during the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- (v) The Scrutiniser shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman who shall counter sign the same and declare the results of the voting forth with.
- (vi) The voting results declared along with the scrutiniser's report will be placed on the company's website, www.akshoptifibre.com and on the website of KFin at <https://evoting.karvy.com/public/Downloads.aspx> after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

II. FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS(OAVM)

The Company has engaged M/s Kfintech Technologies Private Limited (KFin) to provide VC/OAVM facility to conduct the 33rd AGM in an electronic manner. Procedure for participating in the AGM through VC / OAVM and the related matters are given below:

- (i) Members may attend the AGM through VC at <https://emeetings.Kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the "EVENT" and the "Name of the company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- (ii) Members can join the AGM 15 minutes before the scheduled time of the commencement of the AGM by logging into <https://emeetings.Kfintech.com> and clicking on the "Video Conference" icon. Upto 1000 members will be allowed to participate in the AGM on first come first serve basis. This restriction is not applicable for participation of large shareholders (share holders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- (iii) Members are encouraged to participate in the AGM through laptops or desktops using Google Chrome for better experience. Members are also required to allow camera and use internet with good speed to avoid any disturbance during the meeting. Members may further note that connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may face audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to avoid such issues.
- (iv) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.
- (v) **Posting of queries prior to AGM:** Shareholders who would like to express their views/raise queries on the official business during the AGM, may please log into <https://emeetings.Kfintech.com> and click on the tab 'Post Your Queries' to post their queries/views/questions in the window provided therein by mentioning their e-mail id and mobilenumbr. The window for posting queries/questions/views will remain open from September 18, 2020 till September 19, 2020.
- (vi) **Speaker Registration:** Members who wish to speak at the AGM may log into <https://emeetings.Kfintech.com> and click on the tab "Speaker Registration" by mentioning their e-mail id, mobile number and city. The speaker registration will commence from September 18, 2020 till September 19, 2020.

Only members who have registered themselves as a speaker will be allowed to speak or ask questions during the AGM. Speakers are requested to submit their queries at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the number of speakers asking questions depending on the availability of time.

- (vii) Members seeking any technical assistance or support are requested to contact KFin at toll free number 1-800-3454-001 or send a mail at evoting@Kfintech.com.

III. FOR REGISTRATION OF E-MAIL ADDRESS AND TO OBTAIN NOTICE OF 33rd AGM AND THE ANNUAL REPORT FOR FY 19-20

- (i) Member who have registered/not registered their mail address and mobile number including address and bank account details are requested to validate/update their details with their DPs incase the shares are held in electronic form and with the Company's RTA, KFin Technologies Private Limited(KFin) incase the shares are held in physical form.
- (ii) Members who have not registered their mail address and in consequence the Annual Report for FY 19-20 and Notice for 33rd AGM including the instructions for e-voting could not be serviced, may temporarily provide their email address and mobile number to KFin by sending an email to einward.ris@Kfintech.com.
- (iii) Members can download the said documents available on the website of the Company at www.akshoptifibre.com and on the webpage of KFin at <https://evoting.karvy.com/public/Downloads.aspx>
- (iv) Alternatively, Shareholders may send an e-mail to einward.ris@KFinTechnologies.com along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and client master copy, incase of electronic folio and copy of share certificate, in case of physical folio for sending the Annual Report, Notice of 33rd AGM and instructions for e-voting instructions in an electronic mode. Shareholders may also access the link https://ris.Kfintech.com/email_registration/ and directly register their e-mail address and mobile number for receiving a soft copy of the said documents relating to the AGM.