

## AKSH OPTIFIBRE LIMITED

**Registered Office:** F-1080, Phase III, RIICO Industrial Area, Bhiwadi, Rajasthan - 301019, India.  
**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](mailto:investor.relations@akshoptifibre.com) | **Website:** [www.akshoptifibre.com](http://www.akshoptifibre.com)  
**CIN:** L24305RJ1986PLC016132

**Notice** is hereby given that the Thirty-Eighth (38<sup>th</sup>) Annual General Meeting ("AGM") of Aksh Optifibre Limited ('the Company') will be held on Friday, August 08, 2025 at 11:30 A.M. ("IST") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following businesses:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Annual Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2025, and the Report of Board of Directors and the Auditors thereon.**

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

**"RESOLVED THAT** the Annual Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution."

- To appoint a Director in place of Mr. Satyendra Kumar Gupta (DIN:00035141), who retires by rotation and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Satyendra Kumar Gupta (DIN: 00035141), who retires by rotation as a Director at this 38<sup>th</sup> Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution."

### SPECIAL BUSINESS:

- Ratification of the remuneration of Cost Auditors for Financial year ending March 31, 2026.**

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, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s. Ajay Kumar Singh & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of Audit Committee, be paid a remuneration up to Rs. 90,000/- (Rupees Ninety Thousand Only) (plus applicable taxes) to conduct audit of the Cost Records of the Company for products manufactured by the Company for the Financial Year ending March 31, 2026 be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution."

- Appointment of Secretarial Auditors of the Company for five consecutive years starting from Financial Year 2025-26 to Financial Year 2029-30**

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 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (LODR) Regulations, 2015, as recommended by the Audit Committee & the consent of the Board of Directors, the approval of the members of the Company, be and is hereby accorded for appointment of M/s. Neelam Gupta & Associates, Practicing Company Secretaries (COP No.: 6950 & Peer Reviewed Number: 747/2020) as Secretarial Auditors of the Company for five consecutive years starting from Financial Year 2025-26 to Financial Year 2029-30, at such terms and conditions, including remuneration, as may be approved by the Audit Committee/Board of Directors of the company.

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution."

**5. Reappointment of Ms. Anuja Bansal (DIN: 08755399) as an Independent Director of the Company**

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 Section 149, 150, 152 read with Schedule IV & other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendments thereto or re-enactment(s) thereof, for the time being in force, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for the reappointment of Ms. Anuja Bansal (DIN: 08755399) as an Independent Director of the Company, not liable to retirement by rotation, for another term of five consecutive years, commencing from June 09, 2025 to June 08, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

**6. Reappointment of Mr. Sanjay Katyal (DIN: 00299412) as an Independent Director of the Company**

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 Section 149, 150, 152 read with Schedule IV & other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendments thereto or re-enactment(s) thereof, for the time being in force, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for the reappointment of Mr. Sanjay Katyal (DIN: 00299412) as an Independent Director of the Company, not liable to retirement by rotation, for another term of five consecutive years, commencing from June 09, 2025 to June 08, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

**7. Reappointment of Mr. Harvinder Singh (DIN: 08443544) as an Independent Director of the Company**

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 Section 149, 150, 152 read with Schedule IV & other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendments thereto or re-enactment(s) thereof, for the time being in force, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for the reappointment of Mr. Harvinder Singh (DIN: 08443544) as an Independent Director of the Company, not liable to retirement by rotation, for another term of five consecutive years, commencing from February 10, 2026 to February 09, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

**8. Reappointment of Mr. Sunil Puri (DIN: 09056198) as an Independent Director of the Company**

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 Section 149, 150, 152 read with Schedule IV & other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendments thereto or re-enactment(s) thereof, for the time being in force, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for the reappointment of Mr. Sunil Puri (DIN: 09056198) as an Independent Director of the Company, not liable to retirement by rotation, for another term of five consecutive years, commencing from February 10, 2026 to February 09, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

**By Order of the Board  
for Aksh Optifibre Limited**

Sd/-  
Mayank Chadha

**Company Secretary and Compliance Officer**  
M. No. F13404

Date: May 22, 2025  
Place: New Delhi

## Notes:-

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 05, 2020 read with General Circular No.17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 08, 2020, permitted the holding of the Annual General Meeting through VC/OAVM ("AGM" or "e-AGM") and various other circulars related thereto (collectively referred to as "MCA Circulars"). Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, prescribing methods for conducting Annual General Meeting through VC/OAVM Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of the AGM shall be the registered office of the Company.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out the material facts concerning the special businesses under Item Nos. 3 to 8 to be transacted at the AGM is annexed hereto. Further, additional information as required under Listing Regulations & Circulars issued thereunder are also annexed.
3. Since this AGM is being held in terms of MCA Circulars, 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, Attendance Slip and route map of AGM are not annexed to the Notice. However, in pursuance of Section 112 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
4. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 at [investor.relations@akshoptifibre.com](mailto:investor.relations@akshoptifibre.com) and [neelamrna@gmail.com](mailto:neelamrna@gmail.com) before e-voting/attending Annual General Meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 along with rules made thereunder and as per the provisions of Listing Regulations 2015, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Kfin Technologies Limited. The complete details of the instructions for e-voting are annexed to this notice.
6. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and window for joining shall be kept open till the AGM is over. 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. Participation in AGM is restricted upto 1000 members only.
7. Restriction to join AGM on first come first serve basis shall not apply 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.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Company has appointed Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited), Registrars and Share Transfer Agent of the Company, to provide Video Conferencing facility and e-voting facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
10. In line with the MCA Circulars and SEBI Circular, the Notice calling the AGM and Annual Report 2024-25 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 38th AGM and the Annual Report 2024-25 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, are requested to follow the process for such updation as provided under Investor service request at <https://www.akshoptifibre.com/pdf/Circular-to-Shareholders1.pdf>.

- 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 AGM and e-Voting instructions, may get their KYC details updated by submitting the ISR forms. The forms can be downloaded from <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Duly filled in forms along with the supporting documents to be sent to Kfin Technologies Limited, Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
11. Members may note that Notice and Annual Report 2024-25 will also be made available on the Company's website at [www.akshoptifibre.com](http://www.akshoptifibre.com), websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and the website of Kfin Technologies Limited i.e. <https://evoting.kfintech.com/>.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts 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](mailto:investor.relations@akshoptifibre.com).
13. The members intending to seek any information on Annual Financial Statements or any matter placed/to be placed at the meeting are requested to kindly write to the Company on or before Friday, August 08, 2025 through email on [investor.relations@akshoptifibre.com](mailto:investor.relations@akshoptifibre.com). The same will be replied by the Company suitably.
14. 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). Members holding shares in physical form are requested to notify immediately any change or updation in their address/mandate/bank details to the Company or to the office of the Registrar & Share Transfer Agent, KFin Technologies Limited (formerly known as Kfin Technologies Private Limited), quoting their folio number. The Members holding shares in physical form are requested to follow the process for such updation as provided under Investor service request at <https://www.akshoptifibre.com/pdf/Circular-to-Shareholders1.pdf>, <https://ris.kfintech.com/faqs.aspx> & <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
15. 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.
16. 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. Shareholders holding shares in physical mode may send their request for nomination by following the process for such updation as provided under Investor service request at <https://www.akshoptifibre.com/pdf/Circular-to-Shareholders1.pdf>, <https://ris.kfintech.com/faqs.aspx> & <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> at the Office of the Share Transfer Agents of the Company, KFin Technologies Limited (formerly known as Kfin Technologies Private Limited), at Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
17. **Unpaid/Unclaimed Dividend:** Dividend for the financial year 2017-18, remaining unclaimed for a period of 7 years, 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
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 claim their dividends which stands unpaid/unclaimed from Company before due date of transfer to IEPF.

Members may please note that the unclaimed dividend in respect of the financial year ended March 31, 2018 must be claimed by the concerned members before the due date, failing which it will be transferred to the Investor Education & Protection Fund

Authority and all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company to the demat account of Investor Education and Protection Fund Authority ("IEPF Authority"), in accordance with the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). Members are requested to write to Company/ KFIN for claiming unclaimed dividend.

The Company has uploaded the details of unpaid/unclaimed dividend lying with the Company, on the website of the Company ([www.akshoptifibre.com](http://www.akshoptifibre.com)). The members are advised to send their requests for payment of unpaid / unclaimed dividend pertaining to the Financial Year 2017-18 declared by the Company to the Company's Share Transfer Agent for payment before the same becoming due for transfer to IEPF.

Members may note that shares as well as unclaimed dividends transferred to IEPF can be claimed back. Concerned members/ investors are advised to visit the website of [www.iepf.gov.in](http://www.iepf.gov.in) or contact KFIN for lodging claim for refund of shares and/ or dividend from the IEPF.

**By Order of the Board  
for Aksh Optifibre Limited**

Sd/-  
Mayank Chadha

**Company Secretary and Compliance Officer**  
M. No. F13404

Date: May 22, 2025  
Place: New Delhi

## INSTRUCTIONS TO MEMBERS

### Instructions for the Members for attending the AGM through Video Conference:

- Members may access the platform to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-Voting credentials or by using their Registered Mobile number and OTP. 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. Further, Members can also use the OTP based login for logging into the e-meeting system.

In order to login using the registered mobile number, Members should follow the instructions below.

- On the eMeeting webpage, use the Mobile OTP option.
  - Select the Meeting / Name of the Company
  - Input the Registered Mobile Number
  - Click on Send OTP
  - Post validation, join by selecting the Folio.
- Please note that the members who 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 the notice.
  - Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
  - Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
  - Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - Members who need assistance before or during the AGM, can contact RTA viz., Kfin Technologies Ltd. Or they can call on the toll free number 1 800 309 4001.
  - AGM Questions prior to AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Please note that, member's questions will be answered only if the shareholders continue to hold the shares as of cut-off date BENPOS. The posting of the questions shall commence on Monday, August 04, 2025 and close on Tuesday, August 05, 2025.
  - Speaker Registration during AGM session:** Members may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on Monday, August 04, 2025 and close on Tuesday, August 05, 2025.

### Instructions for members for e-Voting during the AGM session:

- The e-Voting "Thumb sign" on the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
- Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

### REMOTE E-VOTING THROUGH ELECTRONIC MEANS

In terms of the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Friday, August 01, 2025, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.


The details of the process and manner for remote e-voting are given below:

### Instructions for remote e-voting by Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login", which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> 
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies, where the evoting is in progress, as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

#### Instructions for remote e-voting by all shareholders holding shares in physical mode

- Launch the internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password. Your Folio No. will be your User ID.
- After entering the password, click on LOGIN.
- On successful login, the system will prompt you to select the EVENT i.e. "8943 Aksh Optifibre Limited-AGM".
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST'; but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [neelamrna@gmail.com](mailto:neelamrna@gmail.com) with a copy marked to [investor.relations@akshoptofibre.com](mailto:investor.relations@akshoptofibre.com).
- Members can cast their vote online from Tuesday, August 05, 2025 (09:00 A.M. IST) and ends on Thursday, August 07, 2025 (05:00 P.M. IST). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company, as on the cut-off date.

The Company has appointed M/s. Neelam Gupta & Associates, as Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.

The Results on resolutions shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.akshoptofibre.com](http://www.akshoptofibre.com) and on the website of KFin Technologies Ltd <https://www.evoting.kfintech.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange of India Limited (BSE), where the shares of the Company are listed.



## Process for registration of email address for obtaining Annual Report for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: <a href="https://ris.kfintech.com/clientservices/isc/isrforms.aspx">https://ris.kfintech.com/clientservices/isc/isrforms.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <table border="1"> <tr> <td>Name</td><td>KFIN Technologies Limited</td></tr> <tr> <td>Address</td><td>Selenium Building, Tower-B, Plot No 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032</td></tr> </table> <p>c) Through electronic mode with e-sign by following the link: <a href="https://kprism.kfintech.com/">https://kprism.kfintech.com/</a></p> <p>Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a></p>	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032				
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.				

### Application(s) by our RTA KFINTECH

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed the following applications for shareholders:

#### Investor Support Centre:

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>



Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

#### Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com).

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

#### **Online PV:**

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

#### **KPRISM Mobile App:**

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



#### **QR Code to access KPRISM:**

**WhatsApp:**



Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

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

### **Item No. 3**

#### **Ratification of the remuneration of Cost Auditors for Financial Year ending March 31, 2026.**

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ajay Kumar Singh & Co., Cost Accountants as Cost Auditors to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2026, at a fees of Rs. 90,000/- (Rupees Ninety Thousand Only) plus GST, as applicable, as a remuneration for Cost Audit Services for the Financial Year ending March 31, 2026.

M/s. Ajay Kumar Singh & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

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

Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors/Key Managerial Personnel 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 Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the shareholders.

### **Item No. 4**

#### **Appointment of Secretarial Auditors of the Company for five consecutive years starting from Financial Year 2025-26 to Financial Year 2029-30.**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (LODR) Regulations, 2015, as amended, a listed entity shall appoint or reappoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of Shareholders in its Annual General Meeting.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Shareholders, the Board of Directors of the Company upon the recommendation of the Audit Committee approved the appointment of M/s Neelam Gupta & Associates, a peer reviewed firm of Practicing Company Secretaries (COP No.: 6950 & Peer Reviewed Number: 747/2020), as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years beginning from Financial Year 2025-26, at a remuneration of Rs. 1,65,000/- (Rupees One Lakh & Sixty-Five Thousand Only) in respect of Secretarial Audit to be undertaken for the Financial Year 2025-26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by the Audit Committee/ Board.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditors of the Company, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Accordingly, the consent of members is sought for passing ordinary resolution approving the appointment of M/s. Neelam Gupta & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for five consecutive years.

None of the Directors/Key Managerial Personnel 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.

Additionally, in accordance with the provisions of SEBI (LODR) Regulations, 2015, details with respect to the Brief Profile of M/s. Neelam Gupta & Associates are given below as “Annexure-1”. The Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 04 to the members of the Company.

### **Item No. 05**

#### **Reappointment of Ms. Anuja Bansal (DIN: 08755399) as an Independent Director of the Company**

Ms. Anuja Bansal (DIN: 08755399) was appointed as an Independent Director of the Company at 33rd Annual General Meeting of the Company for a period of five years starting from June 09, 2020 to June 08, 2025 (both days inclusive).

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, Regulation 25 of SEBI (Listing Regulation and Disclosure Requirement) Regulations, 2015, the confirmation of Reappointment of Ms. Anuja Bansal as the Non- Executive and Independent Director is required to be taken from the members of the Company in the ensuing Annual General Meeting or within three months from the date of passing the resolution by the Board, whichever is earlier.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 22, 2025 had approved the reappointment of Ms. Anuja Bansal as an Independent Director of the Company, for a period starting from June 09, 2025 to June 08, 2030.

Accordingly, the consent of the members is sought for passing a special resolution approving the reappointment of Ms. Anuja Bansal as a Non- Executive and Independent Director of the Company, whose willingness for such reappointment has been received along with the required declaration/ certificates under Companies Act and SEBI Listing Regulations. In the opinion of the Board, she fulfils the conditions specified in the Companies Act and the rules made thereunder read with the SEBI Listing Regulations for such reappointment and she is independent of the management. The terms and conditions of appointment of independent directors has been posted on the website of the Company and are open for inspection as stated in the notes to the Notice of AGM.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authorities as per circulars dated June 20, 2018, issued by BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act and as per the SEBI Listing Regulations.

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Ms. Anuja Bansal including her profile and specific areas of expertise are given below as **"Annexure-2"**. None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Anuja Bansal are in any way interested or concerned with this Resolution. The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 05 to the members of the Company.

#### **Item No. 06**

##### **Reappointment of Mr. Sanjay Katyal (DIN: 00299412) as an Independent Director of the Company**

Mr. Sanjay Katyal (DIN: 00299412) was appointed as an Independent Director of the Company at 33rd Annual General Meeting of the Company for a period of five years starting from June 09, 2020 to June 08, 2025 (both days inclusive).

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, Regulation 25 of SEBI (Listing Regulation and Disclosure Requirement) Regulations, 2015, the confirmation of Reappointment of Mr. Sanjay Katyal as the Non- Executive and Independent Director is required to be taken from the members of the Company in the ensuing Annual General Meeting or within three months from the date of passing the resolution by the Board, whichever is earlier.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 22, 2025 had approved the reappointment of Mr. Sanjay Katyal as an Independent Director of the Company, for a period starting from June 09, 2025 to June 08, 2030.

Accordingly, the consent of the members is sought for passing a special resolution approving the reappointment of Mr. Sanjay Katyal as a Non- Executive and Independent Director of the Company, whose willingness for such reappointment has been received along with the required declaration/ certificates under Companies Act and SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Companies Act and the rules made thereunder read with the SEBI Listing Regulations for such reappointment and he is independent of the management. The terms and conditions of appointment of independent directors has been posted on the website of the Company and are open for inspection as stated in the notes to the Notice of AGM.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authorities as per circulars dated June 20, 2018, issued by BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act and as per the SEBI Listing Regulations.

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Mr. Sanjay Katyal including his profile and specific areas of expertise are given below as **"Annexure-2"**. None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sanjay Katyal are in any way interested or concerned with this Resolution. The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 06 to the members of the Company.

#### **Item No. 07**

##### **Reappointment of Mr. Harvinder Singh (DIN: 08443544) as an Independent Director of the Company**

Mr. Harvinder Singh (DIN: 08443544) was appointed as an Independent Director of the Company at 34th Annual General Meeting of the Company for a period of five years starting from February 10, 2021 to February 09, 2026 (both days inclusive).

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, Regulation 25 of SEBI (Listing Regulation and Disclosure Requirement) Regulations, 2015, the confirmation of Reappointment of Mr. Harvinder Singh as the Non- Executive and Independent Director is required to be taken from the members of the Company in the ensuing Annual General Meeting or within three months from the date of passing the resolution by the Board, whichever is earlier.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 22, 2025 had approved the reappointment of Mr. Harvinder Singh as an Independent Director of the Company, for a period starting from February 10, 2026 to February 09, 2031.

Accordingly, the consent of the members is sought for passing a special resolution approving the reappointment of Mr. Harvinder Singh as a Non- Executive and Independent Director of the Company, whose willingness for such reappointment has been received along with the required declaration/ certificates under Companies Act and SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Companies Act and the rules made thereunder read with the SEBI Listing Regulations for such reappointment and he is independent of the management. The terms and conditions of appointment of independent directors has been posted on the website of the Company and are open for inspection as stated in the notes to the Notice of AGM.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authorities as per circulars dated June 20, 2018, issued by BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act and as per the SEBI Listing Regulations.

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Mr. Harvinder Singh including his profile and specific areas of expertise are given below as **"Annexure-2"**. None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Harvinder Singh are in any way interested or concerned with this Resolution. The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 07 to the members of the Company.

#### **Item No. 08**

#### **Reappointment of Mr. Sunil Puri (DIN: 09056198) as an Independent Director of the Company**

Mr. Sunil Puri (DIN: 09056198) was appointed as an Independent Director of the Company at 34th Annual General Meeting of the Company for a period of five years starting from February 10, 2021 to February 09, 2026 (both days inclusive).

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, Regulation 25 of SEBI (Listing Regulation and Disclosure Requirement) Regulations, 2015, the confirmation of Reappointment of Mr. Sunil Puri as the Non- Executive and Independent Director is required to be taken from the members of the Company in the ensuing Annual General Meeting or within three months from the date of passing the resolution by the Board, whichever is earlier.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 22, 2025 had approved the reappointment of Mr. Sunil Puri as an Independent Director of the Company, for a period starting from February 10, 2026 to February 09, 2031.

Accordingly, the consent of the members is sought for passing a special resolution approving the reappointment of Mr. Sunil Puri as a Non- Executive and Independent Director of the Company, whose willingness for such reappointment has been received along with the required declaration/ certificates under Companies Act and SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Companies Act and the rules made thereunder read with the SEBI Listing Regulations for such reappointment and he is independent of the management. The terms and conditions of appointment of independent directors has been posted on the website of the Company and are open for inspection as stated in the notes to the Notice of AGM.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authorities as per circulars dated June 20, 2018, issued by BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act and as per the SEBI Listing Regulations.

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Mr. Sunil Puri including his profile and specific areas of expertise are given below as **"Annexure-2"**. None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sunil Puri are in any way interested or concerned with this Resolution. The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 08 to the members of the Company.

**Annexure-1****Brief Profile of M/s. Neelam Gupta & Associates, Practicing Company Secretaries**

Name of the Secretarial Auditor	M/s. Neelam Gupta & Associates
Nature (Appointment/ Reappointment)	Appointment
Term of Appointment	5 consecutive years starting from Financial Year 2025-26 to Financial Year 2029-30
Peer Review Number	747/2020
Brief Profile	<p>M/s. Neelam Gupta &amp; Associates is a proprietary firm, under the stewardship of Mrs. Neelam Gupta. She holds a Bachelor of Commerce degree from SRCC, Delhi University, and a professional degree of Company Secretary (year 1992) from the Institute of Company Secretaries of India (FCS: 3135). Mrs. Gupta's experience spans over 31 years in various facets of corporate law. She has worked as Company Secretary and Head Legal in Harig Crankshafts Limited for nearly 15 years before starting her own practice. Harig Crankshafts Limited is a large manufacturing concern, listed on the Mumbai Stock Exchange and the National Stock Exchange.</p> <p>It is a firm of Company Secretaries managed by professionals having combined experience of more than forty years in various fields. The firm specializes in providing on going and ad hoc consultancy services in the area of company secretarial matters to both large and small companies. They have handled Secretarial matters at all levels, provided support, advice on a wide variety of issues and represented their clients before various government agencies, departments and quasi-judicial authorities. The firm is having a client committed team of Company Secretaries specializing in their respective practice areas.</p>

**Annexure-2**

**PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ALONG WITH SECTION 118 OF THE COMPANIES ACT, 2013**

**Details of Directors seeking Appointment/Reappointment at the Annual General Meeting**

Particulars	Mr. Satyendra Kumar Gupta	Ms. Anuja Bansal	Mr. Sanjay Katyal	Mr. Harvinder Singh	Mr. Sunil Puri
<b>DIN</b>	00035141	08755399	00299412	08443544	09056198
<b>Date/Term of Reappointment</b>	Retirement by Rotation	From June 09, 2025 to June 08, 2030	From June 09, 2025 to June 08, 2030	From February 10, 2026 to February 09, 2031	From February 10, 2026 to February 09, 2031
<b>Date of Birth</b>	04.05.1961	14.08.1991	27.07.1964	28.04.1957	05.10.1962
<b>Age</b>	64 years	33 years	60 years	68 years	62 years
<b>No. of Equity Shares held</b>	100	NIL	NIL	NIL	NIL
<b>Date of First Appointment</b>	01.12.2020	09.06.2020	09.06.2020	10.02.2021	10.02.2021
<b>Details of Remuneration sought to be paid</b>	As approved by the Audit Committee & Board of Directors	No remuneration is proposed over and above the sitting fee	No remuneration is proposed over and above the sitting fee	No remuneration is proposed over and above the sitting fee	No remuneration is proposed over and above the sitting fee
<b>Last Drawn Remuneration</b>	Professional fees-Rs. 75,75,000 (including sitting fees)	No remuneration was paid except the sitting fee	No remuneration was paid except the sitting fee	No remuneration was paid except the sitting fee	No remuneration was paid except the sitting fee
<b>Qualification</b>	Chartered Accountant	Company Secretary & Law Graduate	Mechanical Engineer with Hons Degree, Certifications in financial and capital market affiliations with NSE, ATMA, AIMA, IRDA, NAREDCO	Post Graduate in Commerce and Law Graduate	B. Tech Mechanical with Hons
<b>Meetings of Board attended during the year</b>	4	4	4	3	3



<b>Relationship with other directors</b>	NA	NA	NA	NA	NA
<b>Brief Profile/ Experience/ Skills/ Expertise</b>	<p>Mr. Satyendra Kumar Gupta, aged 64 years, Chartered Accountant, has over 40 years of extensive experience in finance, accounts, taxation, legal, secretarial function and handling the business segment of the organization.</p> <p>Mr Gupta has been involved in fund raising both at the domestic and international levels, and has successfully worked on several company mergers and demergers.</p>	<p>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 &amp; Bankruptcy Board of India. She has rich experience in Legal, Secretarial and Corporate Law Advisory Services.</p>	<p>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 &amp; 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.</p>	<p>Mr. Harvinder Singh is a Post Graduate in Commerce and also qualified Law Graduate from Delhi University. He is an experienced Banker with 40 years of practical exposure in entire gamut of Banking. He has adored the position as a Director on the Board of Bank of India for approx. 6 years. He is Professional Director on the Board of Ramgarhia Co-operative Bank Ltd. and also Director on two reputed NGOs. He is currently working as an Independent Legal Advisor an empanelled Advocated on Various Nationalised Banks and Indian and International Corporates.</p>	<p>Mr. Sunil Puri is qualified B. Tech (Mechanical) with Honors from AMU. He has also worked for over 32 years in Procurement-SCM function of different Companies out of which he was head of Procurement - SCM function for 20 years. He is currently providing Consulting Services to various clients.</p>
<b>Name of Companies in which he/ she holds Directorship other than this listed entity</b>	NA	AOL FZE (Overseas Wholly Owned Subsidiary of Aksh Optifibre Limited)	NA	NA	NA
<b>Name of listed entities from where person has resigned in past 3 years</b>	NA	NA	NA	NA	NA
<b>Name of Committees of the Companies of which he/ she holds Membership/ Chairmanship other than this listed entity</b>	NIL	NIL	NIL	NA	NA