



AKSH OPTIFIBRE LIMITED

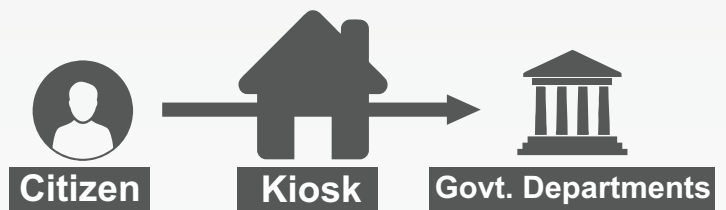
29th

ANNUAL REPORT

2015-16

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Empowering India..."**

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Chairman & Managing Director

Dr. Kailash Shantilal Choudhari

Deputy Managing Director

Mr. Satyendra Gupta

Directors

Mr. Amrit Nath

Mr. B. R. Rakhecha

Ms. Devika Raveendran

Mr. Dinesh Kumar Mathur

Mr. Narendra Kumbhat

Chief-Corporate Affairs & Company Secretary

Mr. Gaurav Mehta

Chief Financial Officer

Mr. Pawan Kumar Gambhir

Auditors

P. C. Bindal & Co.

Statutory Auditors

K. G. Goyal & Associates

Cost Auditors

S. R. Goyal & Co

Internal Auditors

Pooja Anand & Associates

Secretarial Auditors

Bankers

Union Bank of India

Punjab National Bank

HDFC Bank Limited

Registrar and Share Transfer Agents

Karvy Computershare Private Limited,

Karvy Selenium, Tower-B, Plot no. 31-32,

Gachibowli, Financial District, Nanakramguda,

Hyderabad – 500032.

Registered Office

F-1080, RIICO Industrial Area, Phase –III

Bhiwadi, Rajasthan-301019.

Ph.: 01493-221333

www.akshoptifibre.com

CIN No. L24305RJ1986PLC016132

Corporate Office

J-1/1, B-1 Extension,

Mohan Co-operative Industrial Estate

Mathura Road, New Delhi-110044.

Ph.: 011-49991700-710

1Stop Aksh Division & Network Operating Centre

M-18 Flatted Software Complex, EPIP Jaipur -22.

Plant Locations:**Fibre & Cable Division, Bhiwadi**

F-1075-1081, RIICO Industrial Area, Phase-III

Bhiwadi, Rajasthan – 301019.

FRP & Cable Division, Reengus

SP-47 Shree Khatu Shyamji Industrial Complex,

Reengus, District Sikar (Rajasthan).

AOL FRP Division, JAFZA, Dubai

Plot No. S10914, PO Box. 17267,

Jebel Ali, Dubai, UAE

(Manufacturing division of AOL FZE,
wholly owned subsidiary of Company)**CONTENTS**

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CMD Message



Dear Shareholders,

With enormous honour and privilege, once again I am thrilled to present you another successful year of achievements while reaching new milestones. Despite Global economic and political turmoil your Company has delivered best operating and financial performance in the history of the Company.

The vision of the present Indian Government, is to place India high in digital platform of technology in the world. With all large scale national connectivity plans like Bharat Net and Network for Spectrum (NFS) which are presently in the advance stages of commissioning, the demand for the next phase of last mile OFC connectivity is just around the horizon. With the vision of the Government to provide Good Governance, E-Governance is playing pivotal role in delivering services through a digital platform to increase their reach and provide citizens with effective governance.

With all the major developments, announcements and rigorous work being put by various agencies, India today is truly on its way to become a global superpower with all technological advancements being made available to its citizens; be it healthcare services being delivered by an e-health centre or the facility to withdraw money without having to go to an ATM, are true marvels of this global connected age.

Global cues are always a good indicator of internal growth. There was some pleasant news here too, with the industry experiencing solid increase in exports: close to 9%. The percentage change in demand for optical fibre in India of 19%, and that only begins to narrate the positive outlook I envision for the industry. China although is setting the pace for market growth, India sure is giving them some serious competition. ASEAN countries which though accounts for a small global demand holds strong global prospects

Revenue growth for India's telecom industry in 2016 will depend largely on the ability to stimulate and monetize demand for data amid a sluggish economic recovery and regulatory uncertainty. Fixed-mobile convergence will set the tone of competition with varying levels of promotional activity across the country.

The phrase "internet of things" has arisen to reflect the growing number of smart, connected products and highlight the new opportunities they can represent. The internet, whether involving people or things, is simply a mechanism for transmitting information. What makes smart, connected products fundamentally different is not the internet, but the changing nature of the "things." It is the expanded capabilities of smart, connected products and the data they generate that are ushering in a new era of competition. Companies must look beyond the technologies themselves to

the competitive transformation taking place. This evolution to "Internet of Things (IoT) will multiply the data connectivity many fold.

Another interesting change that is just about to take off is the "Cloud". Change happens in the information technology space, whether you want it or not. But even with all the talk of the post-PC era and the emergence of the demon that is cloud computing that's forcing itself upon organizations. Undoubtedly, enterprise cloud computing is ballooning. Several enterprise IT players have agreed of late that, if you aren't in the cloud, you're nowhere. It certainly seems the case, given the growth of cloud-based services over the past few years.

Owing to several of these domestic and global factors, connectivity is once again at the fore front and the focus is solely on one person- THE CONSUMER. The Internet and Mobile Association of India recently announced that internet users in India now exceed 350 million. This has taken the internet penetration to 27% in India however the rural users accounting for barely 17% of India's internet community, despite representing 70% of the country's population. With barely 10% of the country's fixed-line connections achieving 'broadband' status a lot has yet to be achieved in terms of digital networking.

The optical fibre market is all set to maintain the upsurge in growth that it has generated lately. Globally the optical fibre demand has increased so much so that there have been unanimous supply issues. Aksh been proactive in recognizing this demand and had planned expansion to meet the same.

In line to diversify your company we are concentrating to provide easier solutions to the much unorganized ophthalmic lens industry in India. The market potential for this sector is quite encouraging as few Indian manufacturers exist with limited production capacity. We have chosen this sector as it suits the Company's vision to be the market leader in the areas of its operation. I am of the opinion that we would be able to synergies our existing competencies very efficiently with overall experience of 29 years.

The passing of the GST Bill is a major turning point in India's history and will be a game changing reform for Indian economy. The Government's idea of a single tax regime is crucial to improve ease of doing business in India and address the ambiguities of the current indirect tax landscape, proving beneficial for the economy, at large. The industry welcomes and celebrates this iconic reform.

I would extend my sincere gratitude and honour to relentless and untiring commitment of the entire AKSH Family who made the vision of the Company a true reality and have been able to take the brand and place it high on a global platform.

I would finally like to thank all our stakeholders (Valued Shareholders, Board Members Investors, Bankers, Customers and suppliers) for their continued faith and commitment towards the AKSH Family growth and prosperity.

We hope to make significant strides in the year to come.

Dr. Kailash S. Choudhari
Chairman & Managing Director

DMD Message



Dear Shareholders,

It is with immense pleasure we present you the 29th Annual report of the Company. Growing with sustainability we are geared up for presenting the market with enhanced service and affordable solutions.

India presents high growth opportunity for optical fibre manufacturers due to rising Internet penetration, the development of high-speed transmission networks, and government initiatives like the National Optical Fibre Network and the Network for Spectrum. Countries such as India, China and Malaysia are witnessing major growth adding a major mark on the global telecom infrastructure landscape. Availability and rise in usage of inexpensive 3G- and 4G-enabled smartphones, along with demand for Internet protocol-based voice, data, and video services, are propelling market growth.

Huge demand of Optical fibre cable has led to industry wide shortfall of fibre supply and surge in fibre prices, which surely calls for scaling the overall manufacturing capacity. Aksh is set to cater to the market demand and has planned phased expansion at all its divisions to meet future requirements. The performance capacity of the fibre manufacturers would be a game changer, not only for the domestic operations but for exports as well.

Aksh is committed to leverage the global and domestic industry wide demand in its favour. This is evident from the strong financials and results for this year: a spectacular growth in revenue and EBITDA which shows the steep growth trajectory your company is headed on. I am happy to inform that your Company has recorded its highest ever turnover and has strong commitment to breach Rs 500 Crore barrier in the coming year.

The e-Governance arm of the Company 1 Stop Aksh is on track to open 10,000 kiosks by the end of 2016. Key services like Micro

ATM services, Aadhar Card Enrolments, LED distribution and payment of Government bills remain the top revenue generators for the division. 1 Stop Aksh has also forayed into providing digital literacy and promoting employable skill development in the state of Rajasthan through projects like IT Gyan Kendras (ITGK), "National Digital Literacy Mission (NDLM)" and "Telecom Sector Skill Council (TSSC)"

Exploring new territories to diversify product portfolio, we discovered that around 4.5 billion people needed vision correction in the world out of which only 45% could get it. In India alone around 450 million people need eye correction and only 25% get proper treatment. This creates a huge potential for selection of our product of 'Ophthalmic Lens'. The ophthalmic lens market in India is largely unorganised and dependent on imports. Aksh is looking to aggressively tap into this market and the need to have an organized player providing a world class product at "Make in India" prices. This project is not just an offline product diversification but an organized phased movement to venture into the greater optical engineering space; which the company has extensive experience in.

Our efforts towards our community and our collective social responsibility remain as one of the prime focus. Good education and good health are the two main growth drivers for the economy. As part of CSR activities we are focussing on these activities through School adoptions and tree plantation drives. For our little efforts in the field of education, Aksh has been awarded with the prestigious Bhamashah award for the second time in a row by the Government of Rajasthan.

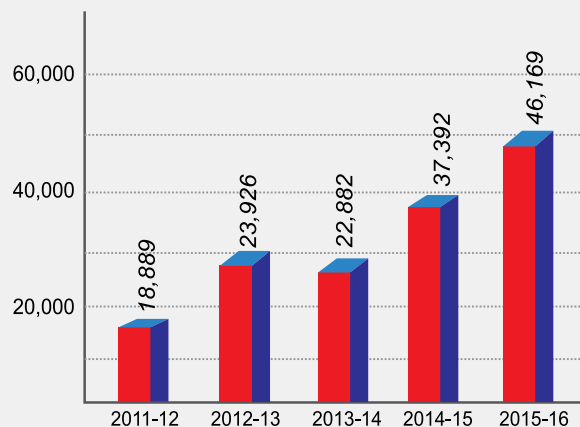
Our biggest assets are our employees. During the year Company continued to make significant progress on talent acquisition, training and development.

I would once again like to take this opportunity to thank all our valued Stakeholders for their faith and commitment towards Aksh family. I hope that we are able to deliver value across the board for all our stake holders; both internal and external.

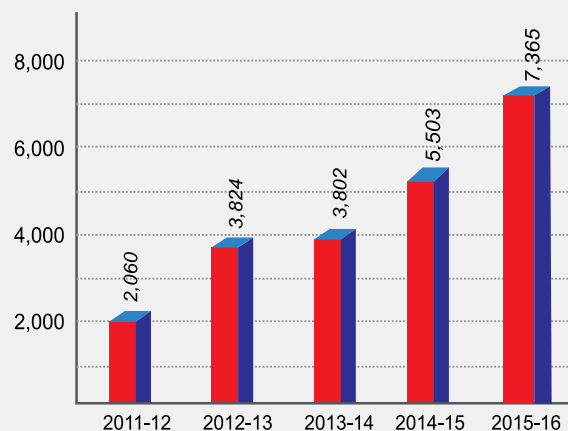
Satyendra Gupta
Deputy Managing Director

Financial Highlights

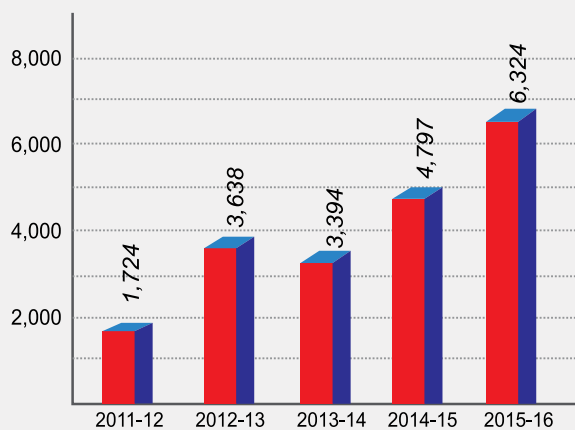
Robust sales growth



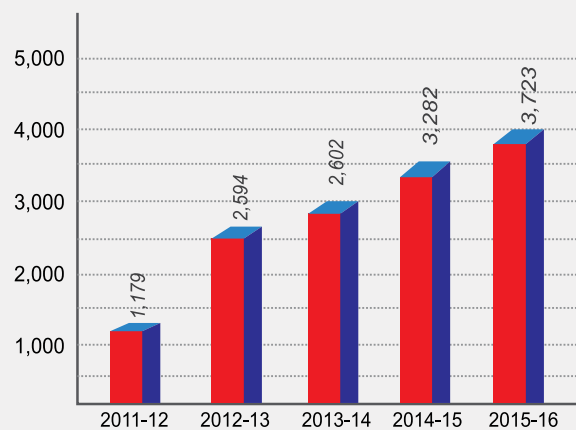
Strong EBIDTA growth



Promising EBDT growth



Improved PBT



Note: All Figures in Rs/Lacs



The Onward CSR March at Aksh Optifibre Limited

The year 2015 was a very fulfilling year for the Company with major breakthroughs and developments on the CSR side of both the environmental & educational CSR campaigns;

All of CSR Campaigns: a) Muskan- The education development programme at Bhiwadi; b) Shiksha Hamara Swabhiman at Reengus; c) Upvan- Environment re-vitalization programme at Bhiwadi and; d) Aksh Econation programme at Reengus, have been able to generate immense traction both with the people and the social welfare watchers. True testimony to this is that for the second time in a row State Government of Rajasthan duly recognized and appreciated Aksh CSR initiatives in the field of Education and accordingly Hon'ble Governor of Rajasthan bestowed the prestigious "BHAMASHAH AWARD" to both of its manufacturing locations at Bhiwadi and Reengus for Company's contribution in education sector.

Furthering the company's commitment to quality education, during the year, the company adopted one more school at Reengus (Sikar) under its Mission 'Shiksha Hamara Swabhiman' thus making a total of 3 Schools under the education development programme.

Under Mission 'Muskaan' in Bhiwadi, the Company further improved the infra of its already adopted school and funded the renovations of the school buildings and playground, distribution of winter uniforms to the children and provision of clean toilets, especially for the girls of the school. The company is also taking care of the provision of clean drinking water to the children of the school. Apart from the developmental work being initiated for the school, the company has also setup a state-of-the-art computer lab for the students where they can hone their computer skills and be future ready with the aid of technology.

The company has also made significant progress with its plantation drive 'Upvan', which is aimed at improving the ecological balance and spread the message of Environment protection in the Industrial town of Bhiwadi. More than 50 industries, NGOs and educational institutions from Bhiwadi have joined in the initiative of the Company and carried out a massive rally "Prayavaran Jagrukta Rally" to spread awareness on importance of plantation in community. The Company was able to plant more than 25,000 saplings during the year, up from the previous year's record plantation of 12,000 saplings. For this effort the company was recognized and appreciated by the Bhiwadi Manufacturers Association (BMA), the Indian Medical association, the Rotary Club Bhiwadi and other organizations.

The company has also launched a new programme "Aksh Econation" at Reengus (Sikar). The local schools and Gram Panchayats have joined the company's initiative and have together planted more than 4500 trees so far. The CSR activities of the company are more of an extension of its Corporate DNA than as a compliance subject. All the CSR programmes; Muskan, Upvan, Shiksha Hamara Swabhiman & Aksh Econation have been able to bring positive change to the lives of people in Bhiwadi & Reengus, which is being felt across the towns. The company truly believes that Good Education & Healthy Environment are true enablers for any human being and that is what the Company is committed to provide to the communities that it is associated with.



NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Aksh Optifibre Limited will be held at 11:30 AM on Saturday, September 24, 2016 at the Registered Office of the Company at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan) - 301 019, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements as at March 31, 2016 along with the Report of the Auditors' and Board of Director's thereon.
2. To appoint a director in place of Mr. B. R. Rakhecha (DIN:00026729), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. P. C. Bindal & Co, Chartered Accountants, New Delhi (Firm Registration No.003824N) as approved by Members at the 27th Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 30th Annual General Meeting, and to fix their remuneration for the financial year ending March 31, 2017.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactments thereof, for the time being in force), and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to sign all applications/papers/documents/undertakings as may be required and to perform all other statutory formalities required in the matter, including filing of necessary forms with the Ministry of Corporate Affairs."

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 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with relevant Rules made there under, including any statutory modifications thereof, and other necessary statutory approvals, if any, Mr. Satyendra Gupta who was appointed as an Additional Director of the Company with effect from May 28, 2016 and holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature of the office of Director, pursuant to Section 160, be and is hereby appointed as Director.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to sign all applications/papers/documents/undertakings as may be required and to perform all other statutory formalities required in the matter, including filing of necessary forms with the Ministry of Corporate Affairs."

6. 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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the relevant Rules made there under, including any statutory modifications thereof, and other necessary statutory approvals, if any, Mr. Satyendra Gupta be and is hereby appointed as Deputy Managing Director (KMP) of the Company with effect from May 28, 2016 for a period of 3 (Three) years with effect from May 28, 2016 till May 27, 2019, not liable to retire by rotation as per the agreed terms and conditions including remuneration as detailed in the explanatory statement forming part of this notice.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to sign all applications/papers/documents/undertakings as may be required and to perform all other statutory formalities required in the matter, including filing of necessary forms with the Ministry of Corporate Affairs."

By Order of the Board

Date: August 13, 2016
Place: New Delhi

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

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the Meeting) is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a proxy should, however be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Brief resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulation 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from September 18, 2016 to September 24, 2016 (both days inclusive) for the Annual General Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. Proxies should fill in the attendance slip for attending the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding shares in the electronic mode are requested to intimate the change in their address, bank details etc to their respective Depository Participants (DPs) and those holding shares in physical mode are requested to intimate the above details to the Share Transfer Agents of the Company, Karvy Computershare Private Limited, Karvy Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at quoting their Folio Number(s).
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company Secretary so as to reach the Corporate Office of the Company, at least 10 days before the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. Electronic copy of the Annual Report and Notice of Annual General Meeting for the financial period ended March 31, 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
12. 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.

13. The nomination facility is available to the Shareholders in respect of equity shares held by them. Shareholders holding shares in electronic mode may obtain and submit duly filled Nomination Forms to their respective Depository Participants. Also shareholders holding shares in physical mode may send their request for nomination at the Office of the Share Transfer Agents of the Company, Karvy Computershare Private Limited, at Karvy Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
14. Dividend for the financial year 2013-14, remaining unpaid or unclaimed for a period of 7 years from the date the same has been transferred to Unpaid Dividend Account and shall be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government, on the due date detailed hereunder:

Financial Year	Nature of Dividend	Date of transfer to Unpaid Dividend account	Due date of transfer to IEPF
2013-14	Final Dividend	03.11.2014	03.11.2021

Members who have not claimed/encashed the dividend warrants for the aforesaid year are requested to approach the Company at its Corporate Office for revalidation of the dividend warrants or for obtaining Demand Drafts, as the case may be. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed and unpaid, on its becoming due for transfer to IEPF account.

15. **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.**
16. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 alongwith rules 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 Karvy Computershare Private Limited. The complete details of the instructions for e-voting are annexed to this notice.

The route map of the venue of the annual general meeting is enclosed.

By Order of the Board

Date: August 13, 2016
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. 4 Appointment of Cost Auditors for the financial year 2016-2017

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal & Company, Cost Accountants (Firm Registration No 000024) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2017, for a remuneration of Rs.60,000/- (Rupees Sixty Thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit & Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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 Board commends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the shareholders.

Item no. 5 & 6 Appointment of Mr. Satyendra Gupta as Deputy Managing Director of the Company

Mr. Satyendra Gupta is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) with an overall experience of 29 years at various positions. He joined Aksh as Process Leader w.e.f. May 04, 2006 and was promoted as CFO in the year 2008. Since then, he has been spearheading the Accounts and Finance Department. During his tenure as CFO he maintained cordial relations with all the stakeholders and was also instrumental in raising funds for the Company and reducing the debts.

Mr. Gupta also was instrumental in diversifying the Company's operations by establishing the Company's subsidiaries outside India and also managed their finances till they became self sustainable. It was due to his conscious and relentless efforts that the Company could cut its debts and achieve profits for the last few financial years.

A relentless official, Mr. Gupta brings a unique combination of experience and youth, required for the next stage of transition and growth of the Company.

Mr. Gupta was appointed as the Additional Director of the Company w.e.f. May 28, 2016 pursuant to the provisions of Section 161 of Companies Act, 2013, holds office up to the date of this Annual General Meeting 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 Companies Act, 2013.

Further, considering the same, the Board on the recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders, has appointed Mr. Satyendra Gupta as Deputy Managing Director (KMP) of the Company for a term of 3 years w.e.f. May 28, 2016 to May 27, 2019, on the below mentioned terms and conditions:

a. Remuneration:

S. No.	Particulars	Rs. per month		
		1st Year	2nd Year	3rd Year
1	Basic Salary	515,000	615,000	725,000
2	Housing Allowance	206,000	246,000	290,000
	TOTAL	721,000	861,000	1,015,000
3	Contribution to P.F.	As per rules of the Company		
4	Contribution to NPS	As per rules of the Company		
5	Gratuity & Leave Benefit	As per rules of the Company		
6	GPA & Mediclaim	As per rules of the Company		
7	Company Provided Car	As per rules of the Company		

b. Other Conditions:

- Severance Compensation: In case the Company discontinues to avail his services, for any reason whatsoever before the expiry of tenure or he resigns from the services within 3 months from the change of control as declared by existing Promoters, Company will pay severance compensation to him which shall be equal to the CTC for the unexpired tenure of his appointment subject to a maximum of 12 months of CTC.
- Total of items mentioned at point no. 1, 2, 7, and severance compensation cannot be more than 10% of the normal profits of the Company for the relevant financial year, calculated as per provisions of Companies Act, 2013.

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 resolutions set out at Item no. 5 & item no. 6 of the Notice.

The Board commends the Ordinary Resolution/Special Resolution set out at item no. 5 & item no. 6 of the Notice for approval by the shareholders.

By Order of the Board

Gaurav Mehta
Chief-Corporate Affairs &
Company Secretary

Date: August 13, 2016
Place: New Delhi

Procedure and Instructions For E-Voting

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 2600 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email aksh@akshoptifibre.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – 2600 (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

(C) OTHER INSTRUCTIONS

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Lakshman Murthy, Manager of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500, 9177404088 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.

- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The remote e-voting period commences on Wednesday, September 21, 2016 (09.00 A.M. IST) and ends on Friday, September 23, 2016 (05.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 17, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Ms. Pooja Anand, Company Secretary in Practice, Pooja Anand & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) to the Scrutinizer appointed by the Board of Directors of the Company, Ms. Pooja Anand, Company Secretary in Practice, at the Corporate Office of the Company i.e. J-1/1, B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to csl@akshoptifibre.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Friday, September 23, 2016 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
- vi. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, September 17, 2016.

- vii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Saturday September 17, 2016, he/she may obtain the User ID and Password in the manner as mentioned below :

- a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXXX1234567890

- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1800-3454-001.
- d. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- viii. The Scrutinizer shall, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman of the Company
- ix. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.akshoptifibre.com and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 29th Annual Report together with the audited financial statement of accounts for the financial year ended March 31, 2016.

It gives immense pleasure to share the vision and path that we at Aksh are committed to and continue to add value. The last couple of years have been truly amazing not just for the telecom sector, but for the Optical Fibre Sector in particular. With the realization of large scale telecom projects and increased focus on IP enabled services; the demand for Optical Fibre Cable has been on the upswing not just in India but globally as well.

Your Company has been able to add several new geographies in ever expanding export portfolio and happy to report that the Company now exports to over 70 countries across 6 continents. The export division has stood strong against the global macro-economic headwinds and slowdown and has continued to add value not just to the company but also to the companies that we cater to by delivering world class customized products and services.

FINANCIAL RESULT

The financial performance of the Company, for the financial year ended March 31, 2016 is summarized below:

Rs. in Lacs		
Particulars	F.Y. ended 2015-2016	F.Y. ended 2014-2015
Revenue from Operations	43,831.46	35,413.46
Earnings before Interest, Depreciation, Amortization, Exceptional Items & Tax	7,364.51	5,503.27
Depreciation and Amortization Expenses	1,872.44	1,630.88
Earnings before Interest, Amortization, Exceptional Items & Tax	5,492.07	3,872.39
Finance Cost	1,040.12	705.80
Profit before Exceptional items & Tax	4,451.95	3,166.59
Exceptional Income/(Expenses)	(729.26)	115.51
Profit before Tax	3,722.69	3,282.10
Income Tax	794.48	759.13
Deferred Tax Expenses	234.00	-
MAT Credit Entitlement	657.67	687.95
Net Profit after Tax	3,351.88	3,210.92
Balance (Loss)/profit brought forward from previous year	2.88	(3,199.34)
Less : Appropriation		
Proposed Dividend	-	(7.44)
Dividend Tax	-	(1.26)
Surplus carried to Balance sheet	3,354.76	2.88

OPERATIONAL REVIEW

Financial year 2015-16 closed with revenue of Rs.43,831.46 Lacs, EBIDTA of Rs.7,364.51 Lacs and PAT of Rs.3,351.88 Lacs. The

manufacturing business earned revenues of Rs.39,689.70 Lacs at an EBIT margin of 14.34%.

During the year, the Company introduced certain new products and adding new markets in the manufacturing business. Your Company continues to be recognized globally for high quality Fibre Reinforced Plastic (FRP) Rods, and Optical Fibre Cables.

The detailed analysis of Company's operations and segment wise performance is covered under Management Discussion & Analysis Report.

DIVIDEND

The directors are unable to recommend any dividend in view of the capital expenditure required for expansion and diversification by the Company.

FUTURE OUTLOOK

The domestic Indian market is currently on a high with most service providers rapidly expanding and improving their network performance. Carriers need to continue to focus on providing data and voice services that are high quality, reliable, and affordable. The challenge in 2016 will be doing this in a market where there is increasing usage, declining rates, and scarce spectrum.

Data usage has been growing dramatically, particularly due to streaming services, and is expected to continue that path in the year ahead. Wi-Fi usage will continue to be key, especially as carriers look to offload more mobile traffic onto broadband networks (especially fibre) as well as considerations around other spectrum efficiency technologies and potentially unlicensed spectrum solutions (i.e., LTE-U). Voice over LTE (VoLTE) and Voice over Wi-Fi (VoWiFi) services will also be a key focus to help carriers rationalize networks and potentially offer improved and expanded services.

Growth in APAC is expected to be higher than other regions, at a CAGR of 11.45%. APAC continues to dominate the market with demand for optical fibre and optical fibre cables primarily driven by China, Japan, South Korea, and Taiwan in the FTTx market. This explosive growth has triggered a scarcity in the 'Perform' market and driving both the vendors and users to scramble for sourcing fibre. The market price of fibre has scaled up by over 30% in last six months with a predictive surge in demand for next few months

As in China, data growth and government impetus will drive data demand in India. Though 'Smart Cities' is being touted as the next big growth story for digital India, the primary focus would be to create a duality of a 'Smart Home' and a 'Smart City'. Therefore, in India too, the FTTx market would see a phenomenal demand for optical fibre networks for next few years.

In India, annual demand for telecom sector showed signs of revival with government offering spectrum licenses to cover virgin territories across India especially in Tier III regions. Besides railways modernization, additionally, the infrastructure segment covering Greenfield projects viz., dedicated freight corridors, metro rail and renewable energy is experiencing great demand for optical fibre network.

India continues to march the growth trajectory in NOFN, NFS and Triple Play applications.

Overall, it is forecasted that global fibre optics market will reach \$12.2 billion by 2020, at a CAGR of 9.5% with growth buoyancy dominated in APAC region. The demand for FRP is also set to rise by 9 % during the current year as compared to the previous year. It is anticipated that the demand of FRP will rise by 18-20% by 2020 as compared to FY 2015-16. Aksh share of FRP market is ~ 21%, which is set to rise by >10% by 2020.

SERVICES DIVISION: 1 STOP AKSH

A special mention is required for the services division of the Company- 1 Stop Aksh. The services team has made sure that the 1 Stop Aksh brand reaches even the most difficult territories of Rajasthan and the service quality & delivery is at par with the Urban areas of Rajasthan. 1 Stop Aksh is well on its course to open a record of 10000+ e-kiosks in the state of Rajasthan by the end of next financial year. With over 8000+ operational kiosks in the state, 1 Stop Aksh is already a market leader in the e-governance space with over 250+ services currently on offer through the brand. It is estimated that over 16 million citizens across the state of Rajasthan are benefitting from the services rendered on the 1 Stop Aksh network.

The company has also launched a massive employability skill development campaign with IT Gyan Kendras (ITGK), "National Digital Literacy Mission (NDLM)" and "Telecom Sector Skill Council (TSSC)". The company has set an aggressive target of training over 100,000+ candidates in the state through various programmes.

The company is also offering to recruit and help find employment to candidates who undergo necessary OFC related training that the company is delivering via Telecom Sector Skill Council (TSSC) programmes, which is a first in the country by any large scale Optical Fibre Cable player in India.

DIVERSIFICATION

During the year, with a view to increase product portfolio and brand presence, Board of Directors decided to enter into new line of business to manufacture Ophthalmic Lenses. The operation of proposed manufacturing facilities will be initiated during 2016-17 and the same is to be completed in a phased manner in next 3-5 years with production capacity of 200,000 pairs of lenses per day at a project outlay of INR 85 cr.

Currently, 95% of domestic requirement of ophthalmic lenses is met through imports. There is no Indian Manufacturer with such huge capacities and there is handful of organised players in India. Setting up these facilities in India shall give a boost to make India as self reliant and is a notable step towards "Make in India" project. It shall also be a step forward towards sustainable growth of Company in years to come.

EXPANSION

To cater upcoming robust demand in Optical Fibre Industry and also to maintain its leadership position, Board of Directors also approved capital expenditure of Rs.95 Cr for expansion and modernization of existing manufacturing facilities and to enhance the capacity in Optical Fibre by 100%, Optical Fibre cable by 50% and Fibre Reinforced Plastic by 200%. The capacity expansion is being strategically planned to cater the market demands and is on track to become operational during FY 2016-17.

SUBSIDIARY COMPANIES

As on date the Company has one Indian Subsidiary, viz., APAKSH Broadband Limited and one Wholly Owned Overseas Subsidiary

namely 'AOL-FZE', incorporated in SAIF Zone, Sharjah (U.A.E) with one step down Wholly Owned Overseas subsidiary namely 'AOL PROJECTS-DMCC'.

A report on highlights of performance and their contribution to the overall performance of the Company as per Companies Act, 2013 is provided in **Annexure-I**. The policy for determining material subsidiaries as approved may be accessed on the company's website at the link: [http:// www.akshoptifibre.com/corporate-governance.php](http://www.akshoptifibre.com/corporate-governance.php).

LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186 of the Companies Act, 2013, the details of Loans, Guarantees extended and / or Investments made by the Company in subsidiaries are provided in **Annexure-II**.

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered into by the Company during the financial year with related party(s) were in ordinary course of business and on arm's length basis. During the year, the Company did not enter into any contracts / arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related policy transactions.

The policy on dealing with related party transactions as approved by the Board may be accessed on the company's website at the link: <http://www.akshoptifibre.com/corporate-governance.php>

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 in prescribed Form AOC-2, is annexed herewith marked as **Annexure-III**.

DIRECTORS

As on March 31, 2016, the Board of your Company consisted of 6 Directors, consisting of 1 Promoter-Chairman & Managing Director, 4 Independent Directors, 1 Non Executive Non Independent Director.

MEETINGS OF THE DIRECTORS

The Company had 4 (Four) Board meetings during the financial year under review, the details which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act 2013.

APPOINTMENTS / RESIGNATIONS FROM THE BOARD / KMPs

During the year under review, Ms. Devika Raveendran was appointed as an Independent Director by the shareholders for a term of 5 years w.e.f. May 30, 2015;

Dr. Kailash S Choudhari was appointed as Chairman & Managing Director for the term of 3 years w.e.f. June 1, 2015; and also designated as KMP of the Company.

Mr. Chetan Choudhari resigned from the position of Managing Director & KMP w.e.f. June 01 2015.

There were no other appointments/ resignations of Directors/KMP during the year ended March 31, 2016.

Further, the Board in its meeting held on May 28, 2016:

- a) appointed Mr. Satyendra Gupta, as Deputy Managing Director (KMP) w.e.f. May 28, 2016, for a term of 3 years till May 27, 2019, subject to the approval of Shareholders;

- b) appointed Mr. Pawan Kumar Gambhir as Chief Financial Officer and KMP of the Company.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Board of Directors declare that the Independent Directors Mr. Amrit Nath, Mr. Dinesh Kumar Mathur, Mr. Narendra Kumbhat & Ms. Devika Raveendran are:

- (a) in the opinion of the Board, are persons of integrity and possesses relevant expertise and experience;
- (b) (i) were not a promoter of the Company or its holding, subsidiary or associate company;
- (ii) not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- (c) had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of their relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company or their promoters, or directors, amounting to two percent or more of its gross turnover of total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) Neither they nor any of their relatives –
- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial year immediately preceding the financial year in which he is proposed to be appointed;
- (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
- a firm of auditors or company secretaries in practice or cost auditors or the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- (iii) holds together with his relative two per cent, or more of the total voting power of the Company; or
- (iv) is a Chief Executive or Director, by whatever name called, of any non profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

- (f) possesses such other qualifications as may be prescribed.

Material Changes and commitments affecting the financial position between the end of financial year and date of report

- a) The Board in its meeting held on April 23, 2016 has considered, approved and recommended:
- Changes in the Main Objects of the Memorandum (Clause III (A)) by way of Inclusion of new business objects;
 - Amendment in Clause III(B) & (C) of the Memorandum; and
 - Amendment in Liability clause of the Memorandum to being it in line with the provisions of Companies Act 2013.

The same was approved by the shareholders through postal ballot on July 12, 2016.

- b) The Board in its meeting held on May 28, 2016 has considered and approved:
- Appointment of Mr. Satyendra Gupta as Deputy Managing Director (KMP) on the Board of the Company for a term of 3 (Three) years w.e.f May 28, 2016 till May 27, 2019.
 - Appointment of Mr. Pawan Kumar Gambhir as Chief Financial Officer & Key Managerial Personnel (KMP) of the Company w.e.f May 28, 2016.
 - Setting up of Manufacturing Facility for production of Ophthalmic Lenses with a production capacity of 200,000 pairs of lenses per day at a project outlay of INR 85 Cr. to be completed in a phased manner and to be funded by debt & internal accruals.
 - Merger of its subsidiary APAKSH Broadband Limited with the Company subject to necessary statutory approvals and process/details to be finalized in due course with requisite agencies.

RE-APPOINTMENT/ APPOINTMENT OF DIRECTORS

In accordance with the Articles of Association of the Company, Mr. B. R. Rakhecha, the Non Executive Non Independent Director retire by rotation, and being eligible, has offered himself for re-appointment.

Pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, your Directors are seeking re-appointment of Mr. B. R. Rakhecha, retiring by rotation in the ensuing Annual General Meeting.

PERFORMANCE EVALUATION OF THE BOARD

The Company has devised a policy for performance evaluation of Independent Directors, Chairman, Board, Board Committees and other individual Directors which include the criteria for performance evaluation of the non-executive Directors and executive Directors.

Based on the policy for performance evaluation of Independent Directors, the Board, Board Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

The statement indicating the manner in which formal annual evaluation of the Directors, the Board and Board level Committees are given in detail in the report on Corporate Governance, which forms part of this Annual Report. The Nomination & remuneration policy may be accessed on the Company's website at the link: <http://www.akshoptifibre.com/corporate-governance.php>

The Nomination & Remuneration Policy is annexed herewith marked as **Annexure-IV**.

CORPORATE GOVERNANCE

The Report on Corporate Governance along with the Certificate from the Statutory Auditors certifying the compliance of Corporate Governance enumerated in Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Report on Management Discussion and Analysis has been attached and forms part of the Annual report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted Corporate Social Responsibility Committee as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has Corporate Social Responsibility Policy (CSR Policy) elaborating the activities to be undertaken by the company in furtherance and due discharge of its corporate social responsibility.

The CSR policy may be accessed on the Company's website at the link: <http://www.akshoptifibre.com/corporate-governance.php>

During the year the company continued its plantation drive '**Upvan**', in order to improve the ecological balance and spread the message of Environment protection in the Industrial town of Bhiwadi. More than 50 industries, NGOs and educational institutions from Bhiwadi joined in the initiative of the Company and carried out a massive rally "Prayavaran Jagrukta Rally" to spread awareness on importance of plantation in community. The Company was able to plant more than 25,000 saplings during the year. For this effort the company was recognized and appreciated by the Bhiwadi Manufacturers Association (BMA), the Indian Medical Association, the Rotary Club Bhiwadi and other organizations.

This year the company also started plantation Drive "**Aksh Eonation**" at Reengus (Sikar). Local schools and Gram Panchayats joined the company's initiative and together planted more than 4500 trees.

Under the Mission '**Muskaan**', the Company further improved the infra of its adopted school in Bhiwadi by providing class room furniture, constructing Boundary wall, developing playground, providing drinking water purification system. The company also provided computer teachers in four Government Schools of Bhiwadi to promote quality computer Education among children.

During the year, the company adopted one more school at Reengus (Sikar) under its Mission '**Shiksha Hamara Swabhimani**' this making total of 3 Schools. In all adopted schools, the company developed the infra like construction of Toilets, development of playground, renovation of building, construction of shade, educational painting in class rooms etc.

State Govt. of Rajasthan duly recognized and appreciated Aksh CSR initiatives in the field of Education and accordingly **Hon'ble Governor of Rajasthan bestowed the prestigious "BHAMASHAH AWARD"** to both of its manufacturing locations at Bhiwadi and Reengus for Company's contribution in education sector.

The statutory disclosures and an Annual Report on CSR activities is annexed herewith marked as **Annexure -V**.

EMPLOYEE REMUNERATION

(A) The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, forms part of this report. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of your Company. Copies of this statement may be obtained by the members by writing to the Company Secretary of your Company.

(B) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, are forming part of this report as **Annexure -VI**.

EMPLOYEES STOCK PURCHASE SCHEME

During the year under review no shares have been granted, hence there was no vesting of Shares.

RISK MANAGEMENT

The Company has comprehensive risk management policy to take care of the business and other risks to which the company is exposed to.

CONSOLIDATED FINANCIAL STATEMENTS

As provided in the Accounting Standard (AS-21) issued by the Institute of Chartered Accountants of India (ICAI) on consolidated financial statements, the consolidated financial statements are attached which form part of the Annual Report.

STATUTORY AUDITORS

At the Annual General Meeting held on 27th September, 2014, M/s P. C. Bindal & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Thirtieth Annual General Meeting. In terms of first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s P. C. Bindal & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The observation of Auditors and their report read with the relevant Notes to Accounts are self-explanatory and therefore do not require further explanation.

COST AUDITORS

The Company has appointed M/s. K. G. Goyal & Associates, as Cost Auditors for the Financial Year 2016-2017 to audit the cost records of the Company.

COST AUDIT COMPLIANCE

Pursuant to Sec. 148 of the Companies Act, 2013 read with Companies (Cost Audit) Rules 2014 including any statutory modifications thereof, the Company shall submit the Cost Audit Report for the financial year 2015-16.

SECRETARIAL AUDITORS

The Company appointed Ms. Pooja Anand, Practicing Company Secretary, to conduct the Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as **Annexure - VII** to this Report.

RECOGNITION

The Company's manufacturing facilities continue to remain certified by independent and reputed external agency as being compliant as well as aligned with the external standards for Quality Management System & Environmental Management System ISO 9001:2008 and 14001:2004.

INDUSTRIAL RELATIONS

Industrial relations remained cordial throughout the year. Your Directors recognizes and appreciates the sincerity, hard work, loyalty, dedicated efforts and contribution of all the employees during the year. The Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing process at the Company's plants.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings & outgo as required to be disclosed under the Act, are provided in **Annexure - VIII** to this report.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure- IX** to this Report.

LISTING

The Equity Shares of the Company continue to be listed at The Bombay Stock Exchange Ltd and The National Stock Exchange Ltd. The Listing Fee has been paid to all the stock exchanges.

GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i. Details of deposits covered under chapter V of the Act;
- ii. Issue of equity shares with differential voting rights, dividend or otherwise;
- iii. Issue of shares (including sweat equity shares) to employees of the company under the ESOS scheme or otherwise;

Your Directors further state that during the year under review there were no complaints/ cases pursuant to the Sexual Harassment of Women in workplace (Prevention, Prohibition and Redressal) Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134 (5) of the Companies Act, 2013:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation to the contribution made by the employees to the working of the company.

Your Directors would also like to express a profound sense of appreciation and gratitude to all the stakeholders for the patronage and for the commitment shown in supporting the company in its continued robust performance on all fronts.

We look forward to your continued support and co-operation as we move forward to our new journey, while assuring our continued commitment to maintain a healthy and fruitful relationship.

for **Aksh Optifibre Limited**

Dr. Kailash S Choudhari
Chairman & Managing Director

Date: August 13, 2016
Place: New Delhi

Annexure-I
**STATEMENT CONTAINING THE SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF
SUBSIDIARIES/ASSOCIATES COMPANIES /JOINT VENTURES**

[Pursuant to first proviso to sub section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014-AOC-1]

Rs. in Lacs			
Particulars	Name of Subsidiary		AOL Projects DMCC* (Step down Subsidiary)
	APAKSH Broadband Limited	AOL FZE	
Date since when subsidiary was acquired	February 3, 2005	August 17, 2010	July 25, 2011
Financial Year ended	March 31, 2016	March 31, 2016	March 31, 2016
Exchange Rate (AED/INR)	-	18.03	18.03
Share Capital	13,522.50	15,848.37	54.09
Reserves & Surplus	-	(2,112.82)	1,229.38
Total Assets	15,616.20	20,184.10	1,323.25
Total Liabilities (excluding share capital and reserves & surplus)	2,093.70	6,448.55	39.79
Investments	-	54.09	-
Turnover	-	1,643.22	-
Profit/ (loss) before Taxation	-	(790.24)	(14.68)
Provision for Taxation	-	-	-
Profit after Taxation	-	(790.24)	(14.68)
Proposed Dividend	-	-	-
% of shareholding	99.92	100	100

*Wholly owned subsidiary of AOL FZE.

Annexure-II
Particulars of Loans, Guarantees or Investments

[Pursuant to Section 186 of the Companies Act, 2013, read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014]

Amount outstanding as at March 31, 2016

Rs. in Lacs	
Particulars	Amount
Loans given	4,258.02
Guarantees given	2,033.12
Investments made	26,033.68

Details of Loan, Guarantee and Investments as at the end of financial year 2015-16

Name of Entity	Relation	Amount (in Lacs)	Particulars of loan, guarantee and investments	Purpose for which the loans, guarantee and investments are proposed to be utilized
APAKSH Broadband Limited	Subsidiary	11,297.50	Investment	Business Purpose
		582.03	Guarantee	Corporate guarantee provided to CISCO Systems Pvt Ltd to facilitate procurement of telecom switches by APAKSH.
AOL FZE	Subsidiary	14,736.18	Investment	Business purpose
		4,258.02	Loan	Business Purpose
		1,451.09	Guarantee	Corporate guarantee provided to Bank of Baroda, Dubai to facilitate term loan for AOL FZE.

Annexure-III

PARTICULARS OF CONTRACTS/ ARRANGEMENTS MADE WITH RELATED PARTIES

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8 (2) of the Companies (Accounts) rules, 2014)
AOC-2

This Form pertains to the disclosure of particulars of contracts/ arrangements entered by the Company with related parties referred to in Sub Section (1) of Section 188 of the Companies Act, 2013, including arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the financial year ended March 31, 2016 which were not at arm's length basis.

Details of contracts or arrangements or transactions at arm's length basis

The details of contracts or arrangements or transactions at arm's length basis for the financial year ended March 31, 2016 are as follows:

				Rs.in Lacs
Name of Related Party/ Nature of Contract	Nature of Relationship	Duration of Contract	Salient terms *	Amount
Sale Transactions				
AOL (FZE)	Subsidiary	Not applicable	Not applicable	168.46
Purchase Transactions				
AOL (FZE)	Subsidiary	Not applicable	Not applicable	42.35
Mangal Chand Tubes Private Limited	Related to Director	Not applicable	Not applicable	3.39
Service Transactions				
AOL (FZE)	Subsidiary	Not applicable	Not applicable	10.81
Loan / Advances				
AOL (FZE)	Subsidiary	Not applicable	Not applicable	1,744.77
Apaksh Broadband Limited	Subsidiary	Not applicable	Not applicable	167.26
Loan / Advances (Repayment)				
Apaksh Broadband Limited	Subsidiary	Not applicable	Not applicable	205.00
Professional Services				
Mr. B. R. Rakhecha	Director	Oct 01, 2014 to Sep 30, 2017	Professional fee: Min: 3.75 Lac/pm Max: 6.00 Lac/pm	53.86
Reimbursement of Expenses				
AOL FZE	Subsidiary	Not applicable	Not applicable	89.17
Interest Received on Loan				
AOL FZE	Subsidiary	Not applicable	Not applicable	69.70

*Appropriate approvals have been taken for related party transactions. Advance paid have been adjusted against billings wherever necessary.
All the above transactions were approved by the BoD in their meetings held on 02.08.2014 and 27.09.2014.

NOMINATION AND REMUNERATION POLICY

Objectives

The objective of the Nomination and Remuneration Committee of the Board of Directors of AKSH is to ensure that the Board and top management is appropriately constituted to meet its fiduciary obligations to stakeholders, to identify persons who are qualified to become Directors and who may be appointed in senior management and/or as Key Managerial Personnel (KMP) of the Company in accordance with the criteria's laid down, recommend to the Board the appointment, removal, remuneration of the Directors, Senior Management and KMP and evaluation of every Director's performance, in line with the provisions of the Companies Act, 2013 and rules prescribed therein, as amended from time to time and as per the Listing Agreement with Stock Exchange(s), as amended from time to time and/or such other statutory notification, amendment or modification, as may be applicable.

Responsibilities and Duties

The Committee shall undertake the specific duties and responsibilities listed below and shall also undertake such other duties as the Board prescribes from time to time. Specific duties and responsibilities of the Committee include:

1. Formulating criteria for determining qualifications, positive attributes and independence of a director.
2. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management and as KMP of the Company in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. Recommending to the Board a policy, relating to the remuneration of the Directors, Senior Management, KMP and other employees, as may be applicable
4. Formulating criteria for evaluation of Independent Directors and the Board and carry out evaluation of every Director's performance.
5. Devising a policy on Board diversity.
6. Ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
7. Ensuring the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
8. Carrying out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
9. Performing such other functions as may be necessary or appropriate for the performance of its duties.
2. Identifying, screening and reviewing individuals qualified to serve as Directors and recommending to the Board candidates for nomination to fill Board vacancies/additions.
3. Conducting or authorizing studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.
4. To retain outside counsel for these activities, if required and determine the compensation.
5. To sub-delegate such power and authority as the Committee deems appropriate with the purpose of meeting its objectives and duties within the scope of its terms of reference. The Committee shall, however not delegate any power or authority required by law, regulation or listing standards to be exercised solely by the Committee as a whole.

Membership

The Committee shall consist of at least three directors, all of whom shall be non-executive directors and at least half shall be independent.

The Chairman of the committee shall be an Independent Director.

The members of the Committee shall be appointed by the Board of Directors. The Board has the power to constitute/reconstitute the Committee consistent with the Company's policy and applicable law/regulations.

Meetings

The Committee will meet as often as it considers necessary, in person and/or telephonically and/or video conferencing or by other audio visual means. Any member may call a meeting of the Committee.

All meetings of the Committee shall be presided over by the Chairman of the Committee.

Other Directors, employees or such persons as may be deemed appropriate by the Chairman/Member(s) of the Committee may be invited to attend the meeting(s).

Quorum

The quorum for meetings of the Committee shall be one third of total strength or two members whichever is higher.

The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

Minutes

The Committee shall maintain written minutes of its meetings, including any formal discussions and taking on record any action taken by written consent, which shall be presented to the Board and shall be part of minutes of the Board Meeting.

Compensation to Committee Members

The Company shall not pay any remuneration to the Committee Members except sitting fees for each meeting of the Committee attended by the Members, as may be determined by the Board from time to time.

Powers

In discharging its responsibilities and duties, the powers of the Committee will include:

1. Authority to retain, compensate and terminate any search firm to be used to identify Directors, Senior Management person, KMP, etc.

Applicability

The Policy shall be applicable to:

1. The Board of Directors of the Company
2. KMP of the Company
3. Senior Management of the Company
4. Such other person(s) as may be decided by Board or prescribed by the law time being in force.

Effective Date

This policy shall be effective from 02nd August 2014.

Guidelines for Appointment and Removal of Director, KMP and Senior Management

• Appointment criteria and qualifications:

1. The Committee shall identify and determine the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess requisite qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether the qualification, expertise and experience possessed by a candidate are adequate for the concerned proposed position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution and compliance of applicable provisions of law/regulations.

• Term/Tenure:

I. Managing Director/Whole-time Director:

- The Company shall appoint/re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

II. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for another term of five years on passing of a special resolution by the members of the Company, subject to the compliance of applicable law/regulations/listing agreement etc.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a

person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for a term of five years only.

- A person may be appointed as an Independent Director, only if the proposed appointment is within the limits prescribed under law/regulations/listing agreement to act as an Independent Director by such person in any listed Company including AKSH.

III. Evaluation:

- The Committee shall carry out need based evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals.

IV. Removal:

- The Committee, if think fit, may recommend removal of a Director, KMP or Senior Management Personnel to the Board with reasons recorded in writing due to any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, Company policy, subject to the provisions and compliance of the said Act, rules and regulations, Company policy.

V. Retirement:

A Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the extant policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to the recommendation of the Committee.

Guidelines Relating to the Remuneration for the Whole-Time Director, KMP and Senior Management Personnel

• General:

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the terms of appointment and/or prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Whole-time Director(s) shall be in accordance with the percentage / slabs / conditions laid down in terms of appointment approved by the Board or shareholders, as the case may be and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders/central government, if applicable. Increments

will be effective as per the terms of appointment or 1st April as the case may be, subject to compliance of applicable law/ regulations, HR policy of the Company.

4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

1. **Fixed & Incentive pay:**

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee, subject to compliance of applicable law/ regulations. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such excess remuneration to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sums refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive / Independent Director:**

1. **Remuneration / Commission:**

The remuneration / commission may be fixed as per the slabs and conditions mentioned in the Companies Act, 2013 and the rules made thereunder.

2. **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of sitting fees of such amount as may be approved by the Board from time to time for attending meetings of Board or Committee thereof. Provided that the amount of such sitting fees shall not exceed Rupees one lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit prescribed under the provisions of the Companies Act, 2013.

4. **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

GLOSSARY

Board	Board of Directors of the Company.
Directors	Directors of the Company.
Committee	Nomination and Remuneration Committee of the Company as constituted or constituted by the Board.
Independent Director	As prescribed in the Companies Act, 2013 and rules therein and Listing Agreement with Stock exchanges, as may be amended from time to time.
Senior Management	Means and includes the Executive Directors, the Chief Financial Officer, the Company Secretary and such other officer as may be prescribed by Board or under the applicable statutory provisions/ regulations.
KMP	<ol style="list-style-type: none"> a) the Chief Executive Officer or the Managing Director or the Manager; b) the Company Secretary; c) the Whole-time Director; d) the Chief Financial Officer; e) Such other officer as may be prescribed by Board or under the applicable statutory provisions/regulations.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and rules prescribed therein, as may be amended from time to time and per the Listing Agreement with Stock Exchange(s) as may be amended from time to time, shall have the meaning respectively assigned to them therein.

Annexure-V

ANNUAL REPORT ON CSR ACTIVITIES

(Pursuant to Section 135 of the Companies Act, 2013)

CSR Committee

The provisions pertaining to corporate social responsibility as prescribed under the Companies Act, 2013 are applicable to Aksh Optifibre Limited. The Company has a Board Committee (CSR Committee) that overlooks all the CSR initiatives taken by the company under its CSR policy and its execution for achieving the CSR objectives laid down by the Company in its CSR policy. The CSR committee comprises of:

- a) Mr. B. R. Rakhecha
- b) Mr. Narendra Kumbhat
- c) Ms. Devika Raveendran

Corporate Social Responsibility ("CSR") guiding principles:

1. To make the stakeholders aware about CSR and how such activities are to be conducted in the Company.
2. Demonstrate commitment to common good through responsible business practices.
3. To directly or indirectly take up programmes/projects that benefit the communities in and around its operations which result over a period of time in enhancing the quality of life and economic well being of the local populace.
4. To encourage employees to participate in the Company's CSR initiatives.

Company's major focus areas under CSR:

1. Education & Women Empowerment
2. Environment & Sustainability
3. Awareness programmes

Financial Details

Section 135 of the Companies Act, 2013 and Rules made thereunder prescribe that every company having a net worth of Rs.500 crore or more, or turnover of Rs.1,000 crore or more or net profit of Rs.5 crore or more during any financial year shall ensure that the Company spends in every financial year, at least 2% of the average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The financial details as sought by the Companies Act, 2013 are as follows:

Particulars	Rs.In Lacs
	Amount
Computed average net profit of the Company for last three financial years	2,644.65
Prescribed CSR Expenditure (2% of Net Profits as computed above)	52.89
Details of CSR Expenditure during the financial year:-	
Total amount to be spent for the financial year (including the unspent amount of F.Y. 2014-15)	59.26
Amount Spent	53.43
Amount unspent*	5.83

The manner of amount spent during the financial year is detailed as follows:

Rs.In Lacs

CSR Project/ Activity/ Beneficiary	Sector	Location of the project/ program	Amount outlay (Budget)	Amount spent on the projects or programs	Cumulative expenditure upto reporting period	Amount Spent direct/ implementing agency
"MUSKAAN" Govt. School Bhiwadi	Promoting Education, including special education	Bhiwadi (Alwar) Rajasthan	10.00	12.90	30.28	Direct
"SHIKSHA HAMARA SWABHIMAN" Govt. School Reengus Govt. School Parsarampura Govt. School Chomu Purohitan	Promoting Education, including special education	Reengus (Sikar) Rajasthan	27.00	26.08	38.35	Direct
"UPVAN" Promotion of Greenery & Tree Plantation	Ensuring environmental sustainability	Bhiwadi (Alwar) Rajasthan	15.00	7.80	11.94	Direct
Promotion of Computer Education	Promoting Education, including special education	Bhiwadi (Alwar) Rajasthan	5.00	2.88	2.88	Direct
"ECONATION" Promotion of Greenery & Tree Plantation	Ensuring environmental sustainability	Reengus (Sikar) Rajasthan	3.00	3.77	3.77	Direct

*Balance amount of Rs.5.83 Lacs, could not be spent due to paucity of time and it shall be carried forward to be spent in next year.

Our CSR responsibilities

We hereby confirm that the CSR policy as approved by the Board, has been implemented and the CSR committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

Annexure-VI

PARTICULARS OF EMPLOYEES

A. Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5[1] of Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014

- i. The ratio of the remuneration of each Director (Executive Director) to the median remuneration of the employees for the financial year 2015-16, is 9.5:1. Employees for this purpose include employees on rolls of the company only.
Note: The ratio of remuneration of the Executive Director to the median remuneration of the employees is calculated considering the remuneration of Mr. Chetan Choudhari, Executive Director for two months only i.e April 1, 2015 to May 31, 2015 as he resigned w.e.f. June 1, 2015.
- ii. During the year, Mr. Chetan Choudhari, Dr. Kailash S. Choudhari, Mr. Satyendra Gupta and Mr. Gaurav Mehta acted as Key Managerial personnel of the Company. Mr. Chetan Choudhari, Managing Director(KMP) resigned w.e.f. June 01, 2015 and Dr. Kailash S. Choudhari, Chairman & Managing Director (KMP) was appointed w.e.f June 01, 2015 on NIL remuneration and hence there is no increase in their remuneration.

Remuneration of Mr. Satyendra Gupta, Chief Financial Officer (KMP) and Mr. Gaurav Mehta, Company Secretary (KMP), of the Company was increased by 19.31% and 16% respectively. Percentage increase in remuneration of others is as approved by the Nomination & Remuneration Committee.

The Non Executive Directors of the company are entitled for sitting fee as per the statutory provisions and within the limits prescribed under Companies Act, 2013, hence not considered.

- iii. The percentage increase in the median remuneration of employees for the financial year was 17%.
- iv. The company has 297 permanent employees on rolls of the Company as on March 31, 2016
- v. Average Increase in the salaries of the employees in FY 2015-16 was 16.8%, whereas the increase in managerial remuneration was NIL
- vi. It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

B. Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5[2] of Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014

Details of Top 10 Employees of the Company for the Financial Year 2015-16 is as under:

Sr. No.	Name of Employee	Designation	Nature of Employment- Contractual or otherwise	Remuneration Paid/ Month	Age	Experience	Qualification	Previous Employment and designation, if any	Date of Joining	% of Equity Shares held	Relationship with Director, if any & Name of Director
1	Y Ramgopal	Chief Marketing Officer	Permanent	416,700	53	25.4	B SC, B TECH	Konne Elevators India Ltd	25-01-2016	NA	NA
2	Pawan Kumar Gambhir	Process Leader - Finance	Permanent	370,000	40	14.5	C. A.	Emmar MGF Land Limited	15-01-2009	NA	NA
3	Rajiv Gusain	Process Leader - HR	Permanent	275,000	41	15.7	MBA (HR)	International Tractors Limited	02-11-2015	NA	NA
4	Chandra Shekhar Gupta	Process Leader - Cable Mfg	Permanent	270,960	46	23.5	B.Sc., DIP. (MECH.)	Shanti Plast	01-01-2003	NA	NA
5	Lokesh Khanelwal	Process Leader - Services	Permanent	230,060	37	15.9	Diploma in Elec. (OFC)	Aksh Broad-band Limited	01-08-2005	NA	NA
6	Munesh Chandra	Process Leader - FRP Mfg	Permanent	225,000	51	22.7	MBA	Shanti Plast	01-11-2000	NA	NA
7	Anil Kumar Gupta	Process Leader - Fibre Mfg	Permanent	213,560	42	19.2	B.E. (INSTRUMENTATION)	Lafarge Boral India Pvt. Ltd.	01-05-2007	NA	NA
8	Pavan Maheshwari	Process Leader - Cable Quality	Permanent	211,440	45	22.5	M.Sc., MBA (MARKETING)	Aksh India Limited	01-01-2003	NA	NA
9	Prashant Kumar Agrawal	Process Leader - FRP Sales	Permanent	189,880	44	9.8	MBA (Mktg) DLP, B. Sc.	Self Business	12-09-2006	NA	NA
10	Saiyid Javed Hasan Abidi	Process Leader – OFC Sales	Permanent	185,120	52	28.5	BE (MECHANICAL)	Eastman Cast & Forge Limited	10-01-2011	NA	NA

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

To,
The Members,
Aksh Optifibre Limited
F- 1080, RIICO Industrial Area,
Phase- III, Bhiwadi- 301 019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aksh Optifibre Limited (hereinafter called the Company/ AOL). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the AOL's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Aksh Optifibre Limited ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015 (applicable w.e.f 15th May, 2015)

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);
- i) The Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (applicable w.e.f 02nd December, 2015)
- (vi) Applicable provisions of The Factories Act, 1948
- (vii) Air (Prevention & Control of pollution) Act, 1981, Water (Prevention & Control of pollution) Act, 1974, Environment (Protection) Act, 1986, The Noise Pollution (regulation and control) Rules, 2000
- (viii) Batteries (Management & Handling) Rules 2001, Amendment 2010
- (ix) Provision of EDLI Scheme 1976 of the Employees Provident Fund and Miscellaneous Provisions Act 1952 and The Employees State Insurance Act, 1948
- (x) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
- (xi) India Explosives Act, 1984
- (xii) Payment of Wages Act 1936 and The Minimum Wages Act, 1948
- (xiii) Contract Labour (Regulation & Abolition) Act 1970
- (xiv) Payment of Bonus Act, 1965
- (xv) The (Industrial Employment Standing Orders) Act, 1946
- (xvi) Payment of Gratuity Act, 1972

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (applicable w.e.f 1st July, 2015).
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors along with the appointment of woman director during the financial year ended 31.03.2016. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining

further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at the Board and Committee Meetings are carried out unanimously as recorded in the minutes of respective meeting.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

The Company has converted 2,992,000 FCCBs into 1,11,25,381 Equity shares.

**For Pooja Anand & Associates
Company Secretaries**

Mukul Tyagi

Company Secretary

ACS: 33949 CP No.: 16631

Date: August 13, 2016

Place: New Delhi

**CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION,
FOREIGN EXCHANGE EARNINGS & OUTGO**

Particulars pursuant to the Companies (Accounts) Rules, 2014

Information as required pursuant to Companies (Accounts) Rules, 2014 forming part of the Director's Report for the financial year ended March 31, 2016 is as follows:

1. CONSERVATION OF ENERGY	
a Energy conservation measures taken	<ol style="list-style-type: none"> 1. Old utilities items i.e. 1200KVA UPS, Air compressor, chiller, cooling tower, DG Set ,etc. replaced by high efficiency new items. 2. Reduced the rating of take up motor from 3 hp to 2 hp on UV FRP Line 3. Reduced Extruder Motors from 50 to 25 HP 4. Replaced Old lights with LED lights
b Additional investments & proposals, if any, being implemented.	Replacement of 100% lights with LED lights in all locations: Rs.34 Lacs, Installation of SOLAR Plant 100KW: Rs.63 Lacs to generate clean energy.
c Impact of measures of a & b above for reduction of energy consumption & consequent impact on cost of production	<ol style="list-style-type: none"> 1. Annual power saving of approx. 12 Lacs KWH. 2. Reduction of energy consumption by 12% 3. Overall Production cost reduction by 0.40%
d Total energy consumption and energy consumption per unit of production as per Form 'A' of the Annexure in respect of Industries specified in the schedule thereto	Total Units consumption in 2015-16:100 Lacs KWH Energy Consumption 1.56 UNIT Per FRP KM Energy Consumption 2.90 UNIT Per OF KM Energy Consumption 1.93 UNIT Per FKM OFC
2. TECHNOLOGY ABSORPTION [Research and Development (R&D)]	
a Specific area in which R & D is carried by the Company	<ol style="list-style-type: none"> 1. Increased the capacity of UV FRP Production by developing 4 additional production heads. 2. Development of loose tube with marking by co-extrusion for high fibre count cables. 3. Developed helical steel Armoured cables for army micro wave towers, etc. 4. Developed hybrid cables (copper & fibre together)
b Benefits derived as a result of the above R&D	The development of above new products helped company to get new business globally & increased production capacity of UV processed FRP Rod by 90000 km P.A.
c Future Plan of action	<ol style="list-style-type: none"> 1. Development of Micro cables with 200 micron fibres to reduce cable diameter further. 2. Development of 24F/48F Tight Buffered Cables. 3. Development of higher fibre count cable in dry tube & dry core construction.
d Expenditure on R & D.	
i) Capital	Capital : Rs.60 Lacs
ii) Recurring Total	Recurring: Rs.20 Lacs
iii) Total	Total : Rs.80 Lacs

3. CONSERVATION OF ENERGY

a Efforts in brief, made through towards technology absorption, adaptation and innovation.	<ol style="list-style-type: none"> 1. Increased the speed of FRP Rod with UV technologies 2. Flex with new coating materials. 3. FRP coating with new material 4. Roblon Aramid Yarn Server shall be installed to improve quality of ADSS Cables. 5. Bigger extruders shall be installed on sheathing lines to increase line speed of machines. 6. Driven payoffs in place of mechanical payoffs shall be installed. 7. Centralized HDPE/PBT/Jelly feeding systems shall be installed to reduce manpower & safety of plant.
b. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	<ol style="list-style-type: none"> 1. Productivity of UV FRP Sheathing lines shall be increased by 30%. 2. Productivity of Flex shall be increased by 20%. 3. Quality of products & plant safety shall be improved.
c Information regarding Imported Technology: a. Technology imported b. Year of Import c. Has the technology been fully absorbed d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	N.A.

4. FOREIGN EXCHANGE EARNINGS AND OUTGO

The information of foreign exchange earnings and outflow is furnished in notes to accounts.

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

Financial year ended March 31, 2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS		
i)	Corporate Identification Number (CIN)	L24305RJ1986PLC016132
ii)	Registration Date	19.03.1986
iii)	Name of the Company	AKSH OPTIFIBRE LIMITED
iv)	Category/Sub-category of the Company	Manufacturing
v)	Address of the Registered office & contact details	F-1080, RIICO Industrial Area, Phase-III Bhiwadi (Alwar) Rajasthan-301019. Ph. 01493-221333
vi)	Whether Listed Company	Listed Company
vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Pvt. Ltd. Karvy Selenium, Tower-B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 Ph. 0140-6712222
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY		
	The business activities contributing 10% or more of the total turnover of the Company	As per Attachment A
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES		
		As per Attachment B
IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)		
1.	Category - wise Share Holding	As per Attachment C
2.	Shareholding of Promoters	As per Attachment D
3.	Change in Promoter's Shareholding	As per Attachment E
4.	Shareholding of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs)	As per Attachment F
5.	Shareholding of Directors and Key Managerial Personnel	As per Attachment G
V. INDEBTNESS		
	Indebtness of the Company including outstanding/ accrued but not due for payment	As per Attachment H
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
A	Remuneration to Managing Director	As per Attachment I
B	Remuneration to Other Directors	As per Attachment J
C	Remuneration to Key managerial Personnel other than Managing Director	As per Attachment K
VII. PENALTIES / PUNISHMENTS / COMPOUNDING OF OFFENCES		
		As per Attachment L

ATTACHMENT-A
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Optical fibre Cables	3619	56.96
2	FRP Rods	3619	25.95

ATTACHMENT-B

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name of Company	Address of Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	APAKSH BROADBAND LIMITED	1-2-9/1/A/S, 2nd Floor, Block -A, Venkateshwara Arcade, Gagan Mahal Road, Domulguda, Hyderabad - 29. Telangana	U92111TG-2005PLC045256	Subsidiary	99.92	2 (87) (ii)
2.	AOL FZE	Q1-09-009/A, P.O. Box. 121657, Sharjah Airport Free Zone, Dubai	NA	Subsidiary	100	2(87) (ii)
3.	AOL PROJECTS DMCC	Gold Crest Executive Tower, 5th Floor, Office No. 508, Cluster C, Jumeirah Lakes Tower, PO Box 117441, Dubai	NA	Step-down Subsidiary	100	2(87) (ii)

NOTE: During the year, Company has allotted 11,125,381 equity shares upon conversion of FCCBs as per details below. Percentages of shareholdings in Attachment C to Attachment G have been calculated on Total Equity Capital as on respective dates and decrease in % of shareholding may be due to such allotment and not sale.

Date	Opening Paid up Capital	Increase due to conversion of FCCBs	Closing Paid up Capital
01.04.2015	151,539,689	-	151,539,689
14.08.2015	151,539,689	1,859,188	153,398,877
27.08.2015	153,398,877	1,851,751	155,250,628
26.09.2015	155,250,628	1,859,188	157,109,816
09.10.2015	157,109,816	1,859,188	158,969,004
03.11.2015	158,969,004	1,851,751	160,820,755
07.12.2015	160,820,755	1,844,315	162,665,070
31.03.2016	162,665,070	-	162,665,070

ATTACHMENT-C
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(1) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year as on March 31, 2015				No. of Shares held at the end of the year as on March 31, 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	20,255,837	-	20,255,837	13.30	20,255,837	-	20,255,837	12.45	(0.85)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) Individual/ HUF	31,122,760	-	31,122,760	20.60	27,581,978	-	27,581,978	16.96	(3.64)
b) Central Govt	-	-	-	-	-	-	-	-	-
b) State Govt(s)	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter	51,378,597		51,378,597	33.90	47,837,815	-	47,837,815	29.41	(4.49)
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	1,112	-	1,112	0.01	250,738	-	250,738	0.15	0.14
b) Banks / FI	107,530	-	107,530	0.06	379,876	-	379,876	0.23	0.17
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	3,077,690	-	3,077,690	2.03	-	-	-	-	(2.03)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
j) Foreign Portfolio Investors	-	-	-	-	82,708	-	82,708	0.05	0.05
Sub-total (B)(1):-	3,186,332	-	3,186,332	2.10	713,322	-	713,322	0.44	(1.66)
(2) Non-Institutions									
a) Bodies Corp.									
I. Indian	38,655,978	3	38,655,981	25.51	20,759,777	3	20,759,780	12.76	(12.75)
II. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
I. Individual shareholders holding nominal share capital upto Rs.1 lakh	19,718,155	82,198	19,800,353	13.07	46,404,399	83,148	46,487,547	28.58	15.51
II. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	33,329,098	-	33,329,098	21.99	43,447,293	157,500	43,604,793	26.81	4.82
c) Others (specify)									
Foreign Company	397,103	-	397,103	0.26	-	-	-	-	(0.26)
Non Resident Indians	1,724,995	-	1,724,995	1.13	2,740,693	-	2,740,693	1.68	0.55
Overseas Corporate Bodies	7,000	-	7,000	0.01	7,000	-	7,000	0.01	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts & Co-operative Societies	196,750	377,370	574,120	0.38	136,750	377,370	514,120	0.31	(0.07)
Sub-total (B)(2):-	94,029,079	459,571	94,488,650	62.35	113,495,912	618,021	114,113,933	70.15	7.80
Total Public Shareholding (B)=(B)(1)+ (B)(2)	97,215,411	-	97,674,982	64.46	114,209,234	618,021	114,827,255	70.59	6.13
C. Shares held by Custodian for GDRs & ADRs	2,486,110	-	2,486,110	1.64	-	-	-	-	(1.64)
Grand Total (A+B+C)	151,080,118	459,571	151,539,689	100.00	162,047,049	618,021	162,665,070	100.00	-

ATTACHMENT-D

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(2) Shareholding of Promoter & Promoter Group :

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Dr. Kailash S Choudhari	25,842,700	17.05	-	22,301,918	13.71	-	3.34
2	Mr. Popatlal F Sundesha	5,280,060	3.48	-	5,280,060	3.25	-	0.23
3	Mrs. Seema Choudhari	7,000,000	4.62	-	7,000,000	4.30	-	0.32
4	Dr. Rohan Choudhari	150,500	0.10	-	150,500	0.09	-	0.01
5	Ms. Rashi Choudhari	150,500	0.10	-	150,500	0.09	-	0.01
6	Mrs. Sharda Popatlal	4,742,682	3.13	-	4,742,682	2.92	1.84	0.21
7	Mr. Shailesh Popatlal	5,453,753	3.60	-	5,453,753	3.35	-	0.25
8	Mrs. Bharati Shailesh	2,758,402	1.82	-	2,758,402	1.70	-	0.12

ATTACHMENT-E

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(3) Change in Promoters' Shareholding (please specify, if there is no change)

Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	51,378,597	33.90	51,378,597	33.90
Sale on 27.07.2015	(205,000)	(0.14)	51,173,597	33.77
Sale on 28.07.2015	(340,000)	(0.22)	50,833,597	33.54
Sale on 29.07.2015	(500,000)	(0.33)	50,333,597	33.21
Sale on 30.07.2015	(630,000)	(0.42)	49,703,597	32.80
Sale on 31.07.2015	(526,164)	(0.35)	49,177,433	32.45
Sale on 03.08.2015	(775,000)	(0.51)	48,402,433	31.55
Sale on 06.01.2016	(194,618)	(0.00)	48,207,815	29.64
Sale on 08.01.2016	(370,000)	(0.00)	47,837,815	29.41
At the end of the year	-	-	47,837,815	29.41

ATTACHMENT-F
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(4) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Usha Jain				
	At the beginning of the year	17,425,000	11.50	17,425,000	11.50
	Purchase on 17.07.2015	5,590,239	3.69	23,015,239	15.19
	Sale on 24.07.2015	(1,042,576)	(0.69)	21,972,663	14.50
	Sale on 07.08.2015	(694,293)	(0.46)	21,278,370	14.04
	Sale on 14.08.2015	(101,702)	(0.07)	21,176,668	13.80
	Purchase on 21.08.2015	5947962	3.88	27,124,630	17.68
	Sale on 16.10.2015	(355,630)	(0.22)	26,769,000	16.84
	Sale on 23.10.2015	(385,457)	(0.24)	26,383,543	16.60
	Sale on 30.10.2015	(162,100)	(0.10)	26,221,443	16.49
	Sale on 06.11.2015	(40,000)	(0.02)	26,181,443	16.28
	Sale on 13.11.2015	(2,320,475)	(1.44)	23,860,968	14.84
	Purchase on 20.11.2015	1,876,425	1.17	25,737,393	16.00
	Sale on 27.11.2015	(466,525)	(0.29)	25,270,868	15.71
	Sale on 04.12.2015	(711,592)	(0.44)	24,559,276	15.27
	Sale on 11.12.2015	(110,008)	(0.07)	24,449,268	15.03
	Sale on 18.12.2015	(1,988,831)	(1.22)	22,460,437	13.81
	Sale on 31.12.2015	(1,050,071)	(0.65)	21,410,366	13.16
	Sale on 08.01.2016	(808,869)	(0.50)	20,601,497	12.66
	Sale on 15.01.2016	(38,700)	(0.02)	20,562,797	12.64
	Sale on 05.02.2016	(50,000)	(0.03)	20,512,797	12.61
	Sale on 12.02.2016	(61,191)	(0.04)	20,451,606	12.57
	At the end of the year	-	-	20,451,606	12.57
2	The Bank of New York Mellon, DR				
	At the beginning of the year	7,625,000	5.03	7,625,000	5.03
	Sale on 26.06.2015	(7,625,000)	(5.03)	0	0.00
	At the end of the year	-	-	-	-
3	Sunidhi Capital Limited				
	At the beginning of the year	7,338,671	4.84	7,338,671	4.84
	Sale on 22.05.2015	(157,131)	(0.10)	7,181,540	4.74
	Sale on 29.05.2015	(50,493)	(0.03)	7,131,047	4.71
	Sale on 05.06.2015	(189,000)	(0.12)	6,942,047	4.58
	Purchase on 12.06.2015	1200	0.00	6,943,247	4.58
	Sale on 19.06.2015	(1200)	(0.00)	6,942,047	4.58
	Sale on 10.07.2015	(1,136,120)	(0.75)	5,805,927	3.83
	Sale on 17.07.2015	(5,805,927)	(3.83)	0	0.00
	At the end of the year	-	-	-	-
4	Master Trust Limited				
	At the beginning of the year	6,421,968	4.24	6,421,968	4.24
	Sale on 21.08.2015	(6,421,968)	(4.24)	-	-
	At the end of the year	-	-	-	-
5	Aspire Emerging Fund				
	At the beginning of the year	2,994,982	1.98	2,994,982	1.98

	Sale on 03.04.2015	(90)	(0.00)	2,994,892	1.98
	Purchase on 10.04.2015	90	0.00	2,994,982	1.98
	Sale on 10.07.2015	(1,050,000)	(0.69)	1,944,982	1.29
	Sale on 17.07.2015	(1,124,216)	(0.74)	820,766	0.55
	Sale on 24.07.2015	(820,766)	(0.54)	0	0.00
	At the end of the year	-	-	-	-
6	Globe Capital Market Limited				
	At the beginning of the year	3,161,292	2.09	3,161,292	2.09
	Purchase on 03.04.2015	17,400	0.01	3,178,692	2.10
	Sale on 10.04.2015	(31,570)	(0.02)	3,147,122	2.08
	Sale on 17.04.2015	(1,271,914)	(0.84)	1,875,208	1.24
	Sale on 24.04.2015	(1,400)	(0.00)	1,873,808	1.24
	Purchase on 01.05.2015	57,000	0.04	1,930,808	1.27
	Sale on 08.05.2015	(77,315)	(0.05)	1,853,493	1.22
	Sale on 15.05.2015	(15,300)	(0.01)	1,838,193	1.21
	Purchase on 22.05.2015	440	0.00	1,838,633	1.21
	Sale on 29.05.2015	(25,720)	(0.02)	1,812,913	1.20
	Sale on 05.06.2015	(31,480)	(0.02)	1,781,433	1.18
	Sale on 12.06.2015	(7,000)	(0.00)	1,774,433	1.17
	Sale on 19.06.2015	(5,133)	(0.00)	1,769,300	1.17
	Sale on 26.06.2015	(16,330)	(0.01)	1,752,970	1.16
	Sale on 03.07.2015	(530)	(0.00)	1,752,440	1.16
	Purchase on 10.07.2015	16,480	0.01	1,768,920	1.17
	Purchase on 17.07.2015	82,110	0.05	1,851,030	1.22
	Purchase on 24.07.2015	26,879	0.02	1,877,909	1.24
	Sale on 31.07.2015	(450,489)	(0.30)	1,427,420	0.94
	Sale on 07.08.2015	(20,897)	(0.01)	1,406,523	0.93
	Purchase on 14.08.2015	2,309,007	1.51	3,715,530	2.42
	Sale on 21.08.2015	(38,002)	(0.02)	3,677,528	2.40
	Purchase on 28.08.2015	143,550	0.09	3,821,078	2.46
	Purchase on 04.09.2015	202,020	0.13	4,023,098	2.59
	Sale on 11.09.2015	(1,345,470)	(0.87)	2,677,628	1.72
	Sale on 18.09.2015	(558,394)	(0.36)	2,119,234	1.37
	Sale on 25.09.2015	(357,458)	(0.23)	1,761,776	1.13
	Sale on 30.09.2015	(970)	(0.00)	1,760,806	1.12
	Sale on 09.10.2015	(246,182)	(0.15)	1,514,624	0.95
	Purchase on 16.10.2015	127,684	0.08	1,642,308	1.03
	Sale on 23.10.2015	(274,062)	(0.17)	1,368,246	0.86
	Purchase on 30.10.2015	285,798	0.18	1,654,044	1.04
	Sale on 06.11.2015	(166,488)	(0.10)	1,487,556	0.92
	Sale on 13.11.2015	(1,140)	(0.00)	1,486,416	0.92
	Purchase on 20.11.2015	3,200	0.00	1,489,616	0.93
	Sale on 27.11.2015	(11,450)	(0.01)	1,478,166	0.92
	Purchase on 04.12.2015	76,350	0.05	1,554,516	0.97
	Purchase on 11.12.2015	36,602	0.02	1,591,118	0.98
	Purchase on 18.12.2015	113,495	0.07	1,704,613	1.05
	Purchase on 25.12.2015	52,270	0.03	1,756,883	1.08
	Sale on 31.12.2015	(31,147)	(0.02)	1,725,736	1.06
	Purchase on 08.01.2016	4,024	0.00	1,729,760	1.06

	Purchase on 15.01.2016	11,348	0.01	1,741,108	1.07
	Purchase on 22.01.2016	107,560	0.07	1,848,668	1.14
	Purchase on 29.01.2016	(1,650)	(0.00)	1,847,018	1.14
	Purchase on 05.02.2016	35,744	0.02	1,882,762	1.16
	Purchase on 12.02.2016	3,140	0.00	1,885,902	1.16
	Purchase on 19.02.2016	58,335	0.04	1,944,237	1.20
	Sale on 26.02.2016	(7,585)	(0.00)	1,936,652	1.19
	Sale on 04.03.2016	(6,135)	(0.00)	1,930,517	1.19
	Sale on 11.03.2016	(140,147)	(0.09)	1,790,370	1.10
	Sale on 18.03.2016	(177,000)	(0.11)	1,613,370	0.99
	Purchase on 25.03.2016	191,312	0.12	1,804,682	1.11
	Sale on 31.03.2016	(50,012)	(0.03)	1,754,670	1.08
	At the end of the year	-	-	1,754,670	1.08
7	Sunima Steel Marketing Pvt. Limited				
	At the beginning of the year	2,265,758	1.50	2,265,758	1.5
	Sale on 22.05.2015	(50,000)	(0.03)	2,215,758	1.47
	Sale on 10.07.2015	(1,008,313)	(0.67)	1,207,445	0.80
	Sale on 17.07.2015	(589,472)	(0.39)	617,973	0.41
	Sale on 24.07.2015	(68,411)	(0.05)	549,562	0.36
	Sale on 21.08.2015	(549,562)	(0.36)	0	0.00
	At the end of the year	-	-	-	-
8	Snowblue Trexim Private Limited				
	At the beginning of the year	2,272,644	1.50	2,272,644	1.5
	Sale on 10.07.2015	(1,825,677)	(1.20)	446,967	0.30
	Sale on 17.07.2015	(429,522)	(0.28)	17,445	0.01
	Purchase on 24.07.2015	28,608	0.02	46,053	0.03
	Purchase on 18.09.2015	239,717	0.15	285,770	0.19
	Sale on 25.09.2015	(239,717)	(0.15)	46,053	0.03
	Sale on 09.10.2015	(46,053)	(0.03)	0	0.00
	At the end of the year	-	-	-	-
9	Ashari Agencies Limited				
	At the beginning of the year	1,999,901	1.32	1,999,901	1.32
	Sale on 07.08.2015	(50,000)	(0.03)	1,949,901	1.29
	Sale on 14.08.2015	(91,719)	(0.06)	1,858,182	1.23
	Sale on 21.08.2015	(300,000)	(0.20)	1,558,182	1.03
	Sale on 28.08.2015	(862,195)	(0.56)	695,987	0.45
	Sale on 04.09.2015	(695,987)	(0.45)	0	0.00
	At the end of the year	-	-	-	-
10	JDS Finance Limited				
	At the beginning of the year	1,486,107	0.98	1,486,107	0.98
	Sale on 03.07.2015	(24,107)	(0.02)	1,462,000	0.96
	Sale on 10.07.2015	(686,726)	(0.45)	775,274	0.51
	Sale on 17.07.2015	(75,505)	(0.05)	699,769	0.46
	Sale on 04.12.2015	(8,000)	(0.00)	691,769	0
	Sale on 11.12.2015	(600,000)	(0.37)	91,769	0.06
	At the end of the year	-	-	91,769	0.06

The above information is based on the weekly beneficiary position received from Depositories.

ATTACHMENT-G

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(5) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Dr. Kailash S. Choudhari (Chairman & Managing Director)				
	At the beginning of the year	25,842,700	17.05	25,842,700	17.05
	Sale on 27.07.2015	(205,000)	(0.14)	25,637,700	16.92
	Sale on 28.07.2015	(340,000)	(0.22)	25,297,700	16.69
	Sale on 29.07.2015	(500,000)	(0.33)	24,797,700	16.36
	Sale on 30.07.2015	(630,000)	(0.42)	24,167,700	15.95
	Sale on 31.07.2015	(526,164)	(0.35)	23,641,536	15.60
	Sale on 03.08.2015	(775,000)	(0.51)	22,866,536	15.09
	Sale on 06.01.2016	(194,618)	(0.00)	22,671,918	13.94
	Sale on 08.01.2016	(370,000)	(0.00)	22,301,918	13.71
	At the end of the year	-	-	22,301,918	13.71
2.	Mr. D.K. Mathur (Director)				
	At the beginning of the year	67,500	0.04	67,500	0.04
	Increase/ Decrease	-	-	-	-
	At the end of the year	-	-	67,500	0.04
3.	Mr. Satyendra Gupta (KMP)				
	At the beginning of the year	100	0.00	100	0.00
	Increase/ Decrease	-	-	-	-
	At the end of the year	-	-	100	0.00

ATTACHMENT-H

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Rs.in Lacs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2015)				
i) Principal Amount	9,210.77	2,642.99	-	11,853.76
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	95.32	11.45	-	106.77
Total (i+ii+iii)	9,306.09	2,654.44	-	11,960.53
Change in Indebtedness during the financial year				
• Addition	454.10	33.73	-	487.83
• Reduction (Repayment)	(2,170.49)	(1,903.23)	-	(4,073.72)
Exchange Difference	551.17	-	-	551.17
Net Change	(1,165.22)	(1,869.50)	-	(3,034.72)
Indebtedness at the end of the financial year (31.03.2016)				
i) Principal Amount	8,052.39	769.05	-	8,821.44
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	88.48	15.89	-	104.37
Total (i+ii+iii)	8,140.87	784.94	-	8,925.81

ATTACHMENT-I
VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

				Rs.in Lacs
S. No.	Particulars of Remuneration paid to Managing Director	Mr. Chetan Choudhari *	Dr. Kailash S Choudhari**	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48.90	-	48.90
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, (on Dividend)	-	-	-
5.	Others, please specify	-	1.35	1.35
	- Fee for attending Board & Committee Meetings			
	Total (A)	48.90	1.35	50.25
	Ceiling as per the Act			186.19

* Mr. Chetan Choudhari resigned from the position of Managing Director & Director of the Board w.e.f. 01st June, 2015. Hence salary was paid for 2 months (April & May 2015) only.

** Dr. Kailash S Choudhari appointed as Chairman & Managing Director w.e.f 01st June, 2015 on NIL remuneration. However Dr. Kailash S. Choudhari received the remuneration of Rs.49,762,800/- from AOL FZE (Wholly Owned Subsidiary) during the financial year 2015-16.

ATTACHMENT-J
VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:
B. Remuneration to other directors:

								Rs.in Lacs
S. No.	Particulars of Remuneration	Name of Directors						Total Amount
1.	Independent Directors	Dr. Kailash S Choudhari	Amrit Nath	Narendra Kumbhat	Dinesh Kr. Mathur	Devika Raveendran	B.R. Rakhecha	
	• Fee for attending Board & Committee meetings	-	2.20	1.70	1.15	1.30	-	6.35
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	2.20	1.70	1.15	1.30	-	6.35
2.	Other Non-Executive Directors							
	Fee for attending Board & Committee meetings	0.35	-	-	-	-	1.90	2.25
	Commission	-	-	-	-	-	-	-
	Others (please specify)							
	Professional Consultancy Charges (Including perquisites)*	-	-	-	-	-	53.86	53.86
	Total (2)	0.35	-	-	-	-	55.76	56.11
	Total (B)=(1+2)	0.35	2.20	1.70	1.15	1.30	55.76	62.46
	Total Managerial Remuneration	0.35	2.20	1.70	1.15	1.30	55.76	62.46
	Overall Ceiling as per the Act							37.24

* Excluded from the overall ceiling of remuneration to Non Executive Directors.

ATTACHMENT-K

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTG:

Rs.in Lacs

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO [Satyendra Gupta]	CS [Gaurav Mehta]	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	83.90	34.80	118.70
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, (on Dividend)	-	-	-
5.	Others, please specify	-	-	-
	Total	83.90	34.80	118.70

ATTACHMENT-L

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

CORPORATE GOVERNANCE REPORT

CONTINUED DEDICATION TO CORPORATE FAIRNESS, TRANSPERENCY AND ACCOUNTABILITY

Your Company believes in conducting its affairs with the highest levels of integrity, proper authorizations, accountability, disclosure and transparency. The Company strongly believes in maintaining a simple and transparent corporate structure driven solely by business needs. Shareholders' interests are on utmost priority and the management is only a trustee to carry out the activities in a truthful and fruitful manner.

The details of the Corporate Governance compliance by the Company as per the Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations, 2015") entered into with Stock Exchanges are as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

AKSH is committed to attain the highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its shareholders, employees, government, lenders and the society at large. The underlying goal of the Company is to enhance its overall enterprise value and retain the trust and faith of all its valuable stakeholders, over a sustainable tenure.

Good Governance is an essential and integral part of corporate success and sustainable economic growth encouraging the efficient use of resources and equally to require accountability for the stewardship of those resources.

In addition to the adherence to its philosophy and values, the Company has also complied with the Regulations & Schedule as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which deals with the compliance of Corporate Governance requirements. A detail, in line with the same is as follows:

2. THE BOARD OF DIRECTORS

Composition

The Company's policy is to maintain an optimum balance of Executive & Non-Executive Directors as per Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of the Board and category of Directors as on March 31, 2016 was as follows:

Category	Name of Director(s)
Promoter & Chairman & Managing Director	Dr. Kailash S Choudhari*
Non Executive Non Independent Director	Mr. B. R. Rakhecha
Independent Directors	Mr. D. K. Mathur
	Mr. Narendra Kumbhat
	Mr. Amrit Nath
	Ms. Devika Raveendran**

*Appointed as Chairman & Managing Director for a term of 3 years w.e.f. June 1, 2015;

**Appointed as an Independent Director for a term of 5 years w.e.f. May 30, 2015.

Further, in the Board Meeting held on May 28, 2016, Mr. Satyendra Gupta, was appointed as Deputy Managing Director w.e.f. May 28, 2016, for a term of 3 years till May 27, 2019, subject to the approval of Shareholders.

As per the statutory requirements of Regulation 26(1) of the Listing Regulations 2015, as entered with the Stock Exchanges none of the Directors on the Board of your Company are holding directorships in more than 15 Public Companies and memberships of more than 10 Committees along with the Chairmanships of not more than 5 Committees across all the Companies in which they are Directors. All the Non- Executive Directors on the Board of your Company are liable to retire by rotation unless otherwise specifically approved by the shareholders.

As per the statutory requirements of the Listing Regulations, 2015 all the Independent Directors on the Board of your Company are experienced and renowned persons from their respective fields. They take active part in the Board and Committee meetings which add value in the decision making process of the Board of Directors.

Board Functioning & Procedure

The Company believes that the core of its corporate governance practice is the Board, which oversees how the management serves and protects the long-term interests of all stakeholders of the company. An active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. The Company believes that composition of Board is conducive for making decisions expediently, with the benefit of a variety of perspectives and skills, and in the best interests of the Company as a whole rather than of individual shareholders or interest groups.

In accordance with the provisions of Regulation 17(2) of the Listing Regulations 2015, the Board meets at least once in every quarter to review the quarterly results and other items of agenda as required under Listing Regulations 2015, and if necessary, additional meetings are held. The Chairman of the Board and the Company Secretary discuss the items to be included in the agenda and the agenda is sent in advance to the Directors along with the draft of relevant documents and explanatory notes.

During the financial year ended on March 31, 2016, the Board of Directors had **4 (Four) meetings** with not more than one hundred and twenty days gap between any two meetings. The date of Board Meetings held during the year is as follows:

(i) May 30, 2015 (ii) August 11, 2015 (iii) November 14, 2015 (iv) February 11, 2016.

The Board of Directors granted leave of absence to the absentee Directors in the respective Board Meetings.

The shareholding of the Board of Directors, attendance in Board Meeting and at the last Annual General Meeting, Number of other Directorships, Committee memberships and Chairmanships held by them as at March 31, 2016 are given below:

Name	Shares held	No. of other Director ships*	No of other Committee positions held**		No. of Board Meetings attended during 2015-16	Attendance at the 28th AGM held on September 26, 2015
			Chairman	Member		
Dr. Kailash S. Choudhari [^]	22,301,918	1	Nil	Nil	4	Yes
Mr. Chetan Choudhari ^{^^}	122,898	1	Nil	Nil	1	N.A.
Mr. D. K. Mathur	67,500	Nil	Nil	Nil	3	Yes
Mr. B. R. Rakhecha	Nil	1	Nil	Nil	4	Yes
Mr. Narendra Kumbhat	Nil	4	1	1	4	Yes
Mr. Amrit Nath	Nil	Nil	Nil	Nil	4	Yes
Ms. Devika Raveendran ^{^^^}	Nil	Nil	Nil	Nil	3	No

[^]Appointed as Chairman & Managing Director for a term of 3 years w.e.f. June 1, 2015;

^{^^}Resigned w.e.f. June 1, 2015

^{^^^}Appointed as an Independent Director by the shareholders for a term of 5 years w.e.f. May 30, 2015.

*Directorships in private companies, foreign companies, associations & Section 8 companies are excluded.

**Only Audit and Stakeholders Relationship Committee of other Companies are considered.

No Director is related to any other Director/Key Managerial Personnel of the Company as on March 31, 2016.

Separate Independent Directors' Meetings

As per the provisions of the Companies Act 2013 & Regulation 25(3) of Listing Regulations 2015, the Independent Directors have to meet at least once in a year, without the presence of Executive Directors or Management representatives.

The Independent Directors met once, i.e. on 30.05.2015 during the Financial Year ended March 31, 2016 to take note of the following activities to be undertaken by them:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
- the parameters for evaluation of Independent Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Directors' Induction and Familiarization

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Company Secretary is responsible for ensuring that such induction and training programmes are provided to Directors. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of Aksh, its businesses and the markets and regulatory environment in which it operates;
- provide an appreciation of the role and responsibilities of the Director;
- fully equip Directors to perform their role on the Board effectively; and

- develop understanding of Company's people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

In addition to the induction and training provided as part of the familiarization programme, the Independent Directors are also taken through business activities of the Company in the Board meetings to discuss future strategy.

The details of Director's induction and familiarization are available on the Company's website at www.akshoptifibre.com/policies/

Board Evaluation

The Nomination and Remuneration Committee of the Company has approved an Evaluation Policy, adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board.

Upon conclusion of the F.Y. 2015-16, the Evaluation was completed by the Company which included the Evaluation of the Board as a whole, Board Committees and Directors. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on the action plan to improve on the identified parameters.

Performance Evaluation of Independent Directors:

Pursuant to Regulation 17 of Listing Regulations, 2015 and Schedule IV of Companies Act, 2013, the Board had carried out the evaluation of Independent Directors as per the criteria laid by the Nomination and Remuneration Committee and adopted by the Board.

Code of Conduct

The Board of Directors has adopted the Code of Conduct and Ethics for Directors and Senior Management personnel. The Code has also been posted on the Company's website www.akshoptifibre.com

The Code has been circulated to all the members of the Board and senior management personnel and the compliance with the Code of Conduct and Ethics is affirmed by them annually.

A declaration signed by the Chairman & Managing Director of the Company is given below:

This is to certify that, to the best of my knowledge and belief, for the financial year ended on March 31, 2016, all Board members and Senior Management Personnel have affirmed compliance with the code of Conduct for Directors and Senior Management respectively.

Dr. Kailash S. Choudhari
Chairman & Managing Director
DIN No. 00023824

Date: August 13, 2016

3. COMMITTEES OF DIRECTORS & POLICIES

Meetings of Board Committees held during the year and Director's Attendance:

Board Committees	Audit Committee	Stakeholders Relationship Committee	CSR Committee	Nomination & Remuneration Committee
Meetings held	5	6	2	1
Director's Attendance				
Dr. Kailash S. Choudhari ^	NA	6	NA	1
Chetan Choudhari ^^	NA	NA	1	NA
B. R. Rakhecha	NA	6	2	1
D. K Mathur	3	NA	NA	1
Narendra Kumbhat	5	NA	2	NA
Amrit Nath	5	6	NA	1
Devika Raveendran^^^	3	NA	0	NA

NA- Not a member of the Committee

^Appointed as Chairman & Managing Director for the term of 3 years w.e.f. June 1, 2015;

^^ Resigned w.e.f June 01, 2015

^^^ Appointed as an Independent Director by the shareholders for a term of 5 years w.e.f. May 30, 2015.

A. AUDIT COMMITTEE

The terms of reference, role and scope are in line with those prescribed by Regulation 18 of Listing Regulations 2015. The Company also complies with the provisions of Section 177 of the Companies Act, 2013 pertaining to Audit Committee and its functioning. The terms of reference of the Audit Committee and the powers vested in this committee as mentioned in the Corporate Governance Report for 2015-2016 are wide in scope and allow it the necessary latitude to discharge its duties efficiently and independently.

The Audit Committee is responsible for the effective supervision of the financial reporting process, reviewing with the management the financial statements and ensuring their compliance with accounting standards, Listing Regulations and other legal requirements, reviewing with the external auditors the internal control system, assessing their adequacy and ensuring compliance with internal controls; reviewing finding of internal audit and ensuring follow up action on significant findings and reviewing quarterly, half yearly and annual accounts.

Role of Audit Committee

The broad terms of reference of Audit Committee, as revised by the Listing Regulation, 2015 include inter-alia the following:-

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;

- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee

MEETING OF AUDIT COMMITTEE

During the period under review, 5 meetings of the Audit Committee were held on the following dates:

- (i) May 29 2015 (ii) August 10, 2015 (iii) November 13, 2015 (iv) December 23, 2015 (v) February 11, 2016.

The composition of Audit Committee as on March 31, 2016 was as under:

S. No.	Name	Category	Position
1.	Mr. Narendra Kumbhat	Independent Director	Member
2.	Mr. D. K. Mathur	Independent Director	Member
3.	Mr. Amrit Nath	Independent Director	Member
4.	Ms. Devika Raveendran*	Independent Director	Member

*Co-opted as member w.e.f. May 30, 2015.

The attendance of the meeting of Audit Committee is given in consolidated manner mentioned above under the head Committees of Directors.

All the members of the Audit Committee are Independent and Non-Executive Directors. All the members have sound knowledge of accounts, audit, finance, internal controls, law etc.

The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The Chief Financial Officer attends the meetings. The Statutory Auditors are also invited to the meetings. There being no permanent Chairman of the Committee, the members elect one amongst themselves as Chairman of the meeting to preside over the same.

B. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee includes the matters as specified under Section 178 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 19 of Listing Regulations 2015. The Composition of the Committee as on March 31, 2016 was as below:

S. No.	Name	Category	Position
1.	Mr. D. K. Mathur	Independent Director	Chairman
2.	Mr. Amrit Nath	Independent Director	Member
3	Dr. Kailash S. Choudhari*	Chairman & Managing Director	Member
4.	Mr. B. R. Rakhecha	Non Executive Director	Member

*Designation changed to Chairman & Managing Director w.e.f. June 1, 2015.

During the period under review, one meeting of the Nomination and Remuneration Committee was held on May 29, 2015. The Company has a Nomination & Remuneration Policy in place; the same has been annexed in Directors Report. As per the provision of the Section 178(3) of the Companies Act, 2013, the policy on Nomination and Remuneration Policy is available on the website of the company www.akshoptifibre.com/corporate-governance/

The attendance of the meeting of Nomination and Remuneration Committee is given in consolidated manner mentioned above under the head Committees of Directors

Details of Director's Remuneration

During the period under review, the Non-Executive Directors of the Company were paid sitting fees only per meeting for attending meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee Meetings.

Executive Directors

Mr. Chetan Choudhari, Executive Director was given remuneration for the period April to May 2015. Except him no other Executive Director was paid any remuneration during the period under review.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the requirement of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations 2015, the Company has in place a 'Stakeholders Relationship Committee' to look into complaints and grievances of the stakeholders of the Company.

The composition of the Committee as on March 31, 2016 was as below:

S. No.	Name	Category	Position
1.	Mr. B. R. Rakhecha	Non Executive Director	Chairman
2.	Mr. Amrit Nath	Independent Director	Member
3.	Dr. Kailash S. Choudhari*	Chairman & Managing Director	Member

*Co-opted as member w.e.f. May 30, 2015 and designation changed to Chairman & Managing Director w.e.f. June 1, 2015.

The Stakeholder's Relationship Committee's composition and the terms of reference meet with the requirements of Regulation 20 of the Listing Regulations 2015 and provisions of the Companies Act, 2013.

The Board appointed Mr. Gaurav Mehta, Chief-Corporate Affairs & Company Secretary as Compliance Officer of the Company.

The Company has duly appointed share transfer agents (R & T Agents) for servicing the shareholder's holding shares in physical and dematerialized form. All requests for dematerialization of shares are processed and confirmations thereof are communicated to the investors within the prescribed time.

Investors' Services: complaints received till March 31, 2016

Particulars	Received	Attended to	Pending
Revalidation/Correction/ Non-Receipt of Dividend Warrant	Nil	NA	NA
Annual Reports	Nil	NA	NA

During the year under review no investor grievance was received or was pending in the SCORES account of the Company.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

With the belief in the philosophy of responsible corporate citizenship and sustainable growth, Aksh considers social institution building as one of its main purposes. The terms of reference of the Corporate Social Responsibility Committee includes the matters as specified under section 135 of the Companies Act, 2013. The Composition of the Committee as on March 31, 2016 was as below:

S. No.	Name	Category	Position	Pending
1.	Mr. B. R. Rakhecha	Non Executive Director	Chairman	NA
2.	Mr. Narendra Kumbhat	Independent Director	Member	NA
3.	Ms. Devika Raveendran*	Independent Director	Member	

*Co-opted as member w.e.f. May 30, 2015.

The Company Secretary acts as the Secretary of all the Committees.

E. POLICIES

i. Nomination and Remuneration Policy

In order to attract the right kind of talent and to guide the Board in relation to appointment, evaluation of performance and recommendation of the remuneration of the Directors, Key Managerial Personnel & Senior Management, the Company has devised a Nomination and Remuneration Policy, to aid & help the Nomination and Remuneration Committee. The policy on Nomination and Remuneration Policy is available on the website of the company www.akshoptifibre.com/corporate-governance/.

ii. Policy on Dealing with Related Party Transactions

The Company in compliance with the provisions of Companies Act, 2013, read with relevant rules and Listing Regulations, has adopted a Policy on dealing with Related Party Transactions, for approval of all the related party transactions entered into by the Company. The policy on dealing with Related Party Transaction is available on the website of the company www.akshoptifibre.com/corporate-governance/.

iii. Policy on Material Subsidiary

The Company has adopted a Material Subsidiary policy in line with the requirements of Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on material subsidiary is available on the website of the company www.akshoptifibre.com/corporate-governance/.

iv. Insider Trading Code

In line with new SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company was already having Insider Trading Code for its employees, Directors and Promoters. Further, in compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, Promoters, Designated Employees and other employees who could have access to the unpublished price sensitive information of the company are governed by this code. The Company has appointed Mr. Gaurav Mehta as Compliance Officer who is responsible for setting forth procedures and implementation of the code of conduct for trading in company's securities and during the under review there has been due compliance with the said code.

A copy of the said code is available to all employees of the Company and compliance of the same is ensured. The Code is available on the website of the company www.akshoptifibre.com/corporate-governance/.

v. Policy against Sexual Harassment

In order to promote the safety of women employees in the organization and provide them safe and cogent working environment, the Company has adopted a policy against sexual harassment, empowering them to work with dignity and pride. The policy against sexual harassment is available on the website of the company www.akshoptifibre.com/corporate-governance/.

vi. Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical

behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The whistle blower policy is available on the website of the company www.akshoptifibre.com/corporate-governance/.

vii. Corporate Social Responsibility Policy

With the belief in the philosophy of responsible corporate citizenship and sustainable growth, the Company considers social institution building as one of its main purposes. To attain this, the Company has formulated and adopted a Corporate Social Responsibility Policy. The Corporate Social Responsibility Policy is available on the website of the company www.akshoptifibre.com/corporate-governance/.

viii. Risk Management Policy

The Company has a risk management policy in place to take care of various risks to which the company is exposed to and to ensure Implementation of Risk Management Systems and Framework; Reviewing the Company's financial and risk management policies; Assessing risk and minimizing the procedures; Framing, implementing and monitoring the risk management plan for the Company. The risk management policy is available on the website of the company www.akshoptifibre.com/corporate-governance/.

ix. Policy on Preservation and Retrieval of Documents and Records

The Company in compliance with the provisions of Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has adopted a Preservation and Retrieval of Documents and Records Policy, for all the relevant documents and records maintained by the Company. The Preservation and Retrieval of Documents and Records Policy is available on the website of the company www.akshoptifibre.com/corporate-governance/.

x. Policy on Determination of Materiality of Events & Information (Archival Policy)

The Company has adopted a Determination of Materiality of Events & Information policy (Archival Policy) in line with the requirements of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of this policy is to lay down criteria for identification and determination of Material Events/information required to be disclosed to the Stock Exchanges. The policy on Determination of Materiality of Events & Information is available on the website of the company www.akshoptifibre.com/corporate-governance/.

4. GENERAL BODY MEETINGS

The location and time of the last three Annual General Meetings held by the Company are as under:

Year	Date of AGM	Venue	Time	Special Resolutions passed
2014-15	26.09.2015	F-1080, RIICO Industrial Area, Phase-III, Bhiwadi - 19 (Rajasthan)	12.00 Noon	NO
2013-14	27.09.2014	F-1080, RIICO Industrial Area, Phase-III, Bhiwadi - 19 (Rajasthan)	11.30 AM	Three
2012-13	03.08.2013	F-1080, RIICO Industrial Area, Phase-III, Bhiwadi - 19 (Rajasthan)	11.30 AM	One

No resolution was passed through postal ballot during the financial year. However, the Board in its meeting held on April 23 2016 has considered, approved and recommended:

- Changes in the Main Objects of the Memorandum (Clause III(A)) by way of inclusion of new business objects;
- Amendment in Clause III(B) & (C) of the Memorandum; and
- Amendment in Liability clause of the Memorandum to bring it in line with the provisions of Companies Act 2103.

The same has been approved by the shareholders through postal ballot on July 12, 2016.

5. DISCLOSURES

- During the financial year under review the Company has not entered into any transaction of the material nature with its promoters, the Directors or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of the Company at large.
- During the financial year under review there was no instance of non-compliance by the Company of any formalities of Stock Exchange, SEBI or any Statutory Authority, nor any penalty imposed on the Company from the Stock Exchange, SEBI or any Statutory Authority.
- All Mandatory requirements as per Clause 49 of the Listing Agreement applicable earlier and new SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with by the Company.
- The Company has in place a risk management mechanism to inform the Board members about the risk assessment & minimization procedures, the Board reviews the same from time to time.
- Other than transactions entered into in the normal course of business, the Company has not entered into any materially significant related party transactions during the period, which could have a potential conflict of interest between the Company and its Promoters, Directors, Management and /or relatives.
- In terms of Regulation 17(8) of the Listing Regulations 2015, the Chief Financial Officer made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.
- As regards the other Non-Mandatory requirements, the Board has taken cognizance of the same and shall adopt the same as and when necessary.

6. MEANS OF COMMUNICATION

The information like quarterly/half yearly/annual financial results, notices of board meetings are promptly submitted to the stock exchanges to enable them to put them on their websites and for the information of the members and investors. The financial results of the company, in the prescribed format, as per Regulation 33 of the Listing Regulations, 2015 are also posted on the Company's website www.akshoptifibre.com

The Company has also published its quarterly and annually financial results in "The Financial Express" (all editions) and "Dainik Lokmat" (Hindi - Jaipur Edition) as per details given below: -

Particulars	Date of Board Meeting	Date of Publication
Quarter ended June 30, 2015	August 11, 2015	August 12, 2015
Quarter ended September 30, 2015	November 14, 2015	November 15, 2015
Quarter ended December 31, 2015	February 11, 2016	February 12, 2016
Quarter and year ended March 31, 2016	May 28, 2016	May 30, 2016

Further in line with the circular no. NSE/LIST/C/2011 dated 29th September, 2011 of The National Stock ("NSE"), the Company is uploading its quarterly Corporate Governance Report, quarterly Shareholding Patterns, its FCCBs conversion details etc. through NSE Electronic Application System ("NEAPS"), a web based initiative taken by National Stock Exchanges for Listed Entities, and on Listing.bseindia, the web based portal of Bombay Stock Exchange, Mumbai, in order to achieve the paperless documentation and to mitigate the time and cost factors involved in physical filings to the exchange.

7. SUBSIDIARY COMPANIES

As on March 31, 2016, the Company had one Indian unlisted Material Subsidiary i.e. M/s. APAKSH Broadband Limited, one wholly owned Overseas Subsidiary Company i.e. M/s. AOL- FZE and one step-down wholly owned overseas subsidiary Company i.e. M/s. AOL Projects – DMCC.

As per the provisions of the Listing Regulations, the financial Statements of the Subsidiary Companies are reviewed by the Audit Committee of the Company. The Minutes of all the unlisted subsidiary companies are placed in the Board Meetings of the Company. The other requirements of the Listing Regulations with regard to subsidiary companies have been complied with.

8. DIRECTOR AND KMP'S INFORMATION

During the year under review, Mr. Chetan Choudhari resigned from the position of the Managing Director from the Board & KMP of the Company w.e.f. June 1, 2015 and Dr. Kailash S Choudhari was appointed as Chairman & Managing Director & KMP of the Company w.e.f. June 1, 2015. Ms. Devika Raveendran was appointed as an Independent Director on the Board of the Company, for a period of 5 years w.e.f. May 30, 2015 till May 29, 2020.

Further, in the Meeting of the Board of Directors held on May 28, 2016:

1. Mr. Satyendra Gupta was appointed as Deputy Managing Director for a term of 3 years w.e.f May 28, 2016 till May 27, 2019, subject to the approval of Shareholders.
2. Mr. Pawan Kumar Gambhir was appointed as Chief Financial Officer & KMP of the Company.

In terms of Regulation 36(3) of the Listing Regulations 2015, the particulars of Director(s) seeking re-appointments and appointment at the forthcoming Annual General Meeting are given hereunder:-

Profile of Director seeking re-appointment/appointment:

Mr. B. R. Rakhecha

As per the Companies Act, 2013, Mr. B. R. Rakhecha will retire in the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. B. R. Rakhecha has been on the Board of your Company since 2002. Mr. Rakhecha is B.Com, L. L.B. He has vast knowledge and rich experience in various areas of Operations of the company, viz, manufacturing, production, industrial relations and general administration. In the past Mr. Rakhecha handled marketing operations of JFTC and PVC business of CMI Limited and at present he is over viewing the execution of Government projects, including BBNL Project, NFS Project and other Network for Spectrum Project conferred upon the company.

Mr. Rakhecha is also a Director on the Board of Shashi Cables Limited. Mr. Rakhecha is the member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of Aksh Optifibre Limited. He does not hold any share of the Company under his name.

Mr. Satyendra Gupta

The Board appointed Mr. Satyendra Gupta as Deputy Managing Director of the Company w.e.f. May 28, 2016 subject to the approval of shareholders.

Mr. Gupta is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) with an overall experience of 29 years at various positions. He joined Aksh as Process Leader w.e.f. May 04, 2006 and was promoted as CFO in the year 2008. Since then he has been spearheading the Accounts and Finance Department. During his tenure as CFO he maintained cordial relations with all the stakeholders and was also instrumental in raising funds for the Company and reducing the debts.

Mr. Gupta also was instrumental in diversifying the Company's operations by establishing the Company's subsidiaries outside India and also managed their finances till it became self sustainable. It was his conscious and relentless efforts that the Company could cut its debts and achieve profits for the last few financial years.

Mr. Gupta is not holding directorship/ membership of committees of the Board of any Listed Companies and he is not related to any other director/Key Managerial Personnel of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

Registered Office

F-1080, RIICO Industrial Area, Phase – III, Bhiwadi – 301 019, Rajasthan.

Address of Correspondence

J-1/1, B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044.

Compliance Officer and Contact Address:

Mr. Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Aksh Optifibre Limited

J-1/1, B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044.

Telephone: 91-11-26991508/1509, Fax: 91-11-26991510

E- mail: gaurav@akshoptifibre.com, Email for Investor Grievances: csl@akshoptifibre.com

9.1 Annual General Meeting

1.	Date, Time and Venue of the Annual General Meeting	September 24, 2016 at 11:30 A.M., at the Registered Office of the Company, at F-1080, RIICO Indl. Area, Phase-III, Bhiwadi – 301 019 (Rajasthan)
2.	Financial Calendar	April 01, 2015 to March 31, 2016
3.	Book Closure Dates	September 18, 2016 to September 24, 2016 (Both days inclusive)
4.	Dividend Payment Date	Not Applicable
5.	Listing on Stock Exchanges	
(A)	Equity Shares	Stock Code/Symbol
	The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. Website: www.bseindia.com	'532351'
	The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, "G Block" Bandra Kurla Complex, Bandra (E), Mumbai – 400051. Website: www.nseindia.com	'AKSHOPTFBR'
6.	ISIN Code for the Company's Equity Shares	INE523B01011
7.	Corporate Identification Number(CIN)	L24305RJ1986PLC016132
8.	Listing Fees	The Company has paid listing fees to the Bombay Stock Exchange (BSE) and to The National Stock Exchange of India Ltd (NSE), where the Shares of the Company are Listed.
9.	Share Transfer Agents*	Karvy Computershare Pvt. Ltd. Karvy Selenium, Tower-B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032
10.	Investor queries/request for transfer, transmission, issue of duplicate certificates etc to be sent	Karvy Computershare Pvt. Ltd.

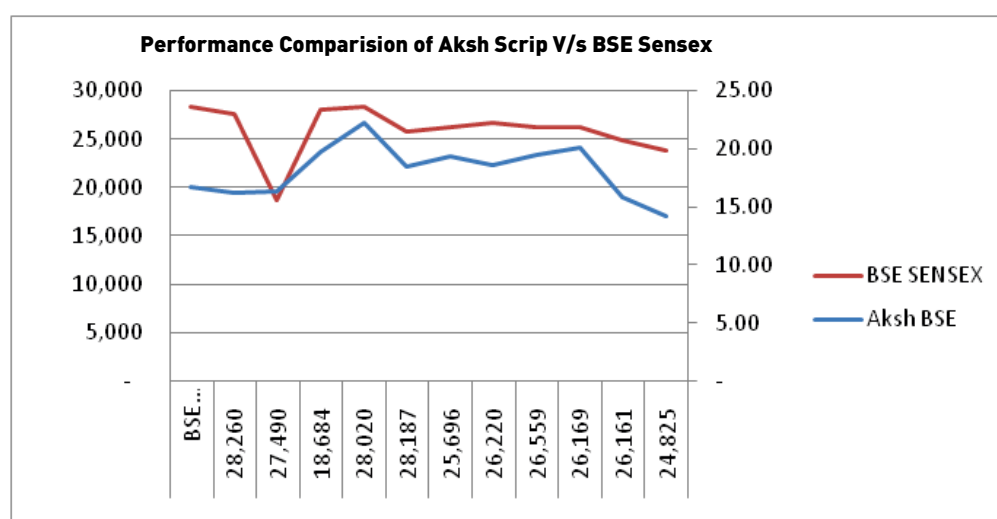
*MCS Ltd was the Share Transfer Agent of the Company till June 23, 2016, however the Company appointed Karvy Computershare Pvt. Ltd. as Share Transfer Agents of the Company w.e.f. June 24, 2016.

Members holding shares in 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 Agent of the Company, M/s Karvy Computershare (P) Limited quoting their Folio Number(s).

9.2 Market Price Data

Monthly high/ low prices and volume of the shares of the Company as traded at The Bombay Stock Exchange, Limited, Mumbai (BSE) and National Stock Exchange (NSE) during the financial year under review.

Months	AKSH BSE PRICE (Rs.)			AKSH NSE PRICE (Rs.)		
	High	Low	Volume	High	Low	Volume
April, 2015	16.70	14.00	2,112,850	16.65	13.90	4,143,631
May, 2015	16.30	14.10	2,103,657	16.35	14.15	4,760,581
June, 2015	16.40	12.15	2,782,558	16.40	12.20	5,688,182
July, 2015	19.75	15.10	21,663,634	19.75	15.25	58,997,535
August, 2015	22.25	14.95	35,102,845	23.80	16.40	72,278,715
September, 2015	18.50	13.15	9,446,367	18.40	12.50	24,324,761
October, 2015	19.40	15.90	17,884,052	19.30	15.90	36,370,342
November, 2015	18.60	15.75	11,162,469	18.60	15.70	30,069,000
December, 2015	19.80	16.15	21,531,240	19.85	16.15	61,827,817
January, 2016	20.10	13.75	15,998,792	20.15	13.70	40,594,030
February, 2016	15.90	12.15	55,78,175	15.90	12.15	16,038,357
March, 2016	14.24	12.31	4,229,399	14.25	12.40	13,291,725



9.3 Distribution of Shareholding as on March 31, 2016

No. of Equity Shares held	No. of Shareholders	% to Total shareholders	No. of Shares held	% to Total shares
1-500	22308	55.83	5,263,593	3.23
501-1000	7389	18.50	6,634,022	4.08
1001-2000	4117	10.30	6,824,746	4.20
2001-3000	1730	4.33	4,623,012	2.84
3001-4000	767	1.92	2,828,823	1.74
4001-5000	1075	2.69	5,238,871	3.22
5001-10000	1329	3.33	10,508,562	6.46
10000-50000	1000	2.50	21,917,943	13.47
50001-100000	141	0.35	10,129,646	6.23
100001-and Above	99	0.25	88,695,852	54.53
TOTAL	39955	100	162,665,070	100.00

9.4 Shareholding Pattern

The Shareholding of different categories of the Shareholders as on March 31, 2016 is given below:

Category	No. of Shares	% age
Promoters	47,837,815	29.41
Corporate Bodies	20,759,780	12.76
Mutual Funds/ Banks/ FIs	630,614	0.38
FII's/NRIs/OCBs	2,830,401	1.74
Trusts & Co-op Societies	514,120	0.32
Public	90,092,340	55.39
TOTAL	162,665,070	100.00

9.5 Dematerialization of Shares

The Shares of the Company are in Compulsory Demat Mode. The breakup of Equity Share Capital held with the depositories and in physical form as on March 31, 2016 is as follows:

Category	No. of Shareholders	No. of Equity Shares Held	% age of Capital
NSDL	23045	111,830,630	68.75
CDSL	16757	50,216,419	30.87
Physical	153	618,021	0.38
TOTAL	39955	162,665,070	100.00

9.6 Reconciliation of the Share Capital Audit Report

As stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of the Share Capital Audit is required to be carried out by a qualified Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out at the end of each Quarter and the report thereon is submitted to the Stock Exchanges and also placed before the Board of Directors.

9.7 GDRs or any other Convertible Instruments:

During the year 555,555 GDR's were converted into 1,111,110 Equity Shares and 2,992,000 FCCBs were converted into 11,125,381 Equity shares. There were no outstanding GDRs/FCCBs as on March 31, 2016,

10. Management Responsibility Statement

The Management confirms that the financial statements are in full conformity with the requirements of the Companies Act, 2013 and the Accounting Standards issued by the Institute of Chartered Accountants of India. The management accepts responsibility for the integrity and objectivity of these financial statements. The management believes that the financial statements of operations reflect fairly the Company's financial position and the results of the operations. The company has a system of Internal Control, which is reviewed and updated on the regular basis.

The Financial Statements have been audited by M/s. P.C. Bindal & Co., Chartered Accountants and have been discussed with the Audit Committee.

COMPLIANCE

The certificate dated August 13, 2016 obtained from our Statutory Auditors M/s. P.C. Bindal & Co. forms part of this Annual Report and the same is given herein below:

AUDITORS CERTIFICATE

To the Members
Aksh Optifibre Limited

We have examined the compliance of conditions of Corporate Governance by Aksh Optifibre Limited, for the financial year ended 31st March, 2016 as stipulated in clause 49 of the Listing agreement of the said Company with the Stock Exchange(s) for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter called "Listing Regulations 2015") as referred to in Schedule V of the Listing Regulations 2015, for the period December 1, 2015 to March 31, 2016.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the company has complied with the condition of Corporate Governance as stipulated in the clause 49 of Listing Agreement and Schedule V of the Listing Regulations 2015.

We state that in respect of the investor grievance received during the year ended 31st March, 2016 no investor grievance are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders and Investor Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

for P.C. Bindal & Co.
Firm Registration Number: 003824N
Chartered Accountants

CA. K. C. Gupta
(Partner)
M. No.: 088638

Dated : August 13, 2016
Place: New Delhi

MD/CFO CERTIFICATE

The Board of Directors
Aksh Optifibre Limited

We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief, we state that:-

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee :-
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Yours sincerely,

Dr. Kailash S Choudhari
Chairman & Managing Director
DIN No.00023824

Pawan Kumar Gambhir
Chief Financial Officer

Date: May 28, 2016
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS OF THE FINANCIAL STATEMENTS AND OPERATIONAL RESULTS

CAUTIONARY STATEMENT

Statement in the management's discussions and analysis describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

Industry Structure and Developments

Global Industry Scenario

The telecom sector continues to be at the epicenter for growth, innovation, and disruption for virtually any industry. Mobile devices and related broadband connectivity continue to be more and more embedded in the fabric of society today and they are the key in driving the momentum around some key trends such as video streaming, Internet of Things (IoT), and mobile payments.

The number of "connected things" continues to grow as mobile and "smart" device utilization and connectivity continues to expand—which will ultimately shape and define the IoT space. This is a big deal for all sectors within the telecom industry including wireless and wireline/broadband carriers, network equipment/infrastructure companies, and device manufacturers who are all critical components of this key ecosystem. As the number of embedded devices that require mobile connectivity grows, telecommunications companies will be looking for opportunities to increase revenue through their core businesses such as network connectivity, sale of network equipment and devices, all of which this emerging ecosystem will require, as well as through new products and services that are enabled by these core businesses.

The consumer oriented "things" that comprise IoT will in large part consist of wearables, smartphones, "connected" cars and "smart" homes. Sectors like manufacturing, transportation, utilities, retail, and hospitality to be big contributors to this rapidly emerging and complex ecosystem particularly in the enterprise space. Telecommunications companies will also find new opportunities for growth in the public sector, as "smart cities" gains more traction. Consumer demand for digital technologies that make it easier to access and pay for public services using mobile devices, such as parking and transportation, will help to drive these initiatives, as will municipal demand to operate the city more effectively and efficiently through applications such as connected city lighting, asset monitoring and tracking, and video security.

In developed economies, a modest yet uneven recovery is expected to continue, with a gradual further narrowing of output gaps. Few challenges exist in most emerging markets and developing economies which once overcome may present

a better picture. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016–17.

THE INDIA GROWTH STORY- ADVANTAGE INDIA

India has been consistently ranked amongst the top 3 emerging nations in terms of telecom infrastructure and development. Over 1.2 Billion telecom subscribers at the end of the FY16 bear true testimony to the fact that things are indeed looking good for the telecom sector in India. Increased focus on rural penetration and the constant network development efforts in urban areas has ensured that even the most remote areas of India are experiencing a surge of not just connectivity but access to information via high-speed data highways.

The focus of private telecom players on increasing their spectrum capacity and launching best quality voice and data services via converged networks is the wave that currently engulfs the market. CUSTOMER FIRST; be it for the network operators or infrastructure service providers has been the definitive shift in attitude that has fuelled this growth story.

On the back of all this growth, India is set to emerge as a leading player in the virtual world by having 700 million internet users out of the 4.7 billion global users by 2025, as per a Microsoft report. With the government's favourable regulation policies and 4G services hitting the market, the Indian telecommunication sector is expected to witness fast paced growth.

The announcement of "Smart Cities" being developed across various parts of the country have also been a major highlight of the past year. The "Digital India" campaign along with the "Smart Cities" initiative is a major push that the Govt. of India has provided to bring the country a step closer to lay the foundation of a 21st Century India, with amenities much at par with the developed countries. The telecom sector has a much larger role to play in this success story where virtually everything from; households to cars and parking systems to healthcare services all connected and available to the citizen at the click of a button. That for us is the ultimate realization of the Digital India dream.

International Data Corporation (IDC) predicts India to overtake US as the second-largest smartphone market globally by 2017 and to maintain high growth rate over the next few years as people switch to smartphones and gradually upgrade to 4G. In spite of only 5 per cent increase in mobile connections in 2015, overall expenditure on mobile services in India is expected to increase to US\$ 21.4 billion in 2015, led by 15 per cent growth in data services expenditure.

The Indian telecom sector is expected to generate four million direct and indirect jobs over the next five years according to estimates by Randstad India. The employment opportunities are expected to be created due to combination of government's efforts to increase penetration in rural areas and the rapid increase in smartphone sales and rising internet usage.

OFC AT THE FOREFRONT

With all this development, OFC usage in India is at an all time high. With the basic infrastructure in place, the last mile connectivity operations are currently underway and are fuelling this massive demand. Large scale Government projects like Bharat Net, Network-For-Spectrum (NFS) and the Smart Cities projects will continue to keep up the pace while also pushing service providers to venture into providing more value driven products and services.

The year 2015 saw multiple announcements of public Wi-Fi projects, including announcements from the Delhi government, Pune municipality and Prime Minister Narendra Modi's announcement of the Indian Railways Wi-Fi project in partnership with Google. Such initiatives and the willingness of the private and public sector has opened up a host of opportunities for the entire OFC sector.

The Bharat Net project which incubated the exponential demand for fibre optics in India is progressing well with over 111,000 Kms of fibre installed across the country. Under this project, 250,000 gram panchayats are to be connected to high-speed broadband networks using optical fibre. The demand is being further fuelled by the Digital India and smart cities programme by government of India. The Digital India Campaign has adopted the following nine pillars to enable digitization across the country:

Nine Pillars – Digital India		
Broadband Highways	E-Governance – Reforming government through Technology	Electronics Manufacturing – Target NET ZERO Imports
Universal Access to Phones	eKranti – Electronic delivery of services	IT for Jobs
Internet Access Programme	Information for All	Early Harvest Programmes

Smart cities is another ambitious government initiative to develop 100 smart cities by FY 2019-20. The smart cities would be developed on these basic principles:

Smart Cities Key Principles	
Making governance citizen-friendly and cost effective — increasingly rely on online services to bring about accountability and transparency, especially using mobiles to reduce cost of services and providing services without having to go to municipal offices; form e-groups to listen to people and obtain feedback and use online monitoring of programs and activities with the aid of cyber tour of worksites	Preserving and developing open spaces — parks, playgrounds, and recreational spaces in order to enhance the quality of life of citizens, reduce the urban heat effects in Areas and generally promote eco-balance
Applying Smart Solutions to infrastructure and services in area-based development in order to make them better	Promoting a variety of transport options — Transit Oriented Development (TOD), public transport and last mile para-transport connectivity

E-Governance Services

Company is one of early entrants in the space of E-governance in India and stands today as one of the largest e-governance service providers in the State of Rajasthan. Keeping in mind the vision of e-Kranti, an integral part of the Digital India programme with a vision “Transforming e-Governance for Transforming Governance”. The mission of e-Kranti is “To ensure a Government wide transformation by delivering all Government services electronically to the citizens through integrated and interoperable systems via multiple modes, while ensuring efficiency, transparency and reliability of such services at affordable costs.”

Leveraging e-governance services has many advantages over traditional methods such as:

- It greatly simplifies the process of information accumulation for citizens and businesses.
- It empowers people to gather information regarding any department of government and get involved in the process of decision making.
- E-Governance strengthens the very fabric of democracy by ensuring greater citizen participation at all levels of governance
- E-Governance leads to automation of services, ensuring that information regarding every work of public welfare is easily available to all citizens, eliminating corruption.
- This revolutionizes the way governments function, ensuring much more transparency in the functioning, thereby eliminating corruption.
- Since the information regarding every activity of government is easily available, it would make every government department responsible as they know that every action of theirs is closely monitored.
- Proper implementation of e-Governance practices make it possible for people to get their work done online thereby sparing themselves of unnecessary hassles of traveling to the respective offices.
- Successful implementation of e-Governance practices offer better delivery of services to citizens, improved interactions with business and industry, citizen empowerment through access to information, better management, greater convenience, revenue growth, cost reductions etc.
- Furthermore, introduction of e-Governance brings governments closer to citizens. So much so that today it becomes extremely convenient to get in touch with a government agency. Indeed, citizen service centers are located closer to the citizens now. Such centers may consist of an unattended kiosk in the government agency, a service kiosk located close to the client, or the use of a personal computer in the home or office.
- E-Governance practices help business access information that might be important for them at a click. E-Governance helps to simplify the processes and make access of government information easier. The other estimated benefits of e-governance include efficiency in services, improvement in services delivery, standardization of services, better accessibility of services, and more transparency and accountability.

Aksh has been partnering the state of Rajasthan in India to aggressively impart E-governance to the rural most part of it. We are now also targeting to provide similar services in other states of India

SWOT



RISK MANAGEMENT

Your Company's ability to maintain or grow its business depends upon a number of performance factors, including its ability to (i) identify emerging trends and customer requirements and develop product and service offerings superior to those of its competitors, (ii) meet or surpass the price, quality and delivery requirements of its end-customers in a cost-effective and competitive manner, and (iii) develop and retain employees and leaders with the necessary expertise. Customer's specific business considerations including changes in their strategies regarding utilization of alternative opportunities available to them to source products and services currently provided by your Company, may also reduce the level and/or mix of their business with the Company. Pricing pressures on sales of goods and services to customers or a reduction in the volume or change in the mix of orders or sales to them can be expected to have a material adverse impact on the revenues and profits of the Company.

While your Company is diversified in various products, industries and geographies, major macroeconomic indicators due to government initiatives on digitalisation is speeding up industrial business. Your Company is expecting to achieve a fair share and diversification is helping it to manage these trends. While the fundamentals appear to be strong, and infrastructure investments will continue to be resilient, the overall competitive landscape is becoming more and

more aggressive. Volatility of foreign exchange rates continues to be a risk due to large exposure to foreign currencies that the Company has on account of imports as well as exports.

INTERNAL CONTROL AND THEIR ADEQUACY

Internal audit is used as an effective tool to check and enhance the efficacy of systems, processes and controls of the Company. It is carried out by an independent agency and internal enterprise risk management team. The review plan, drawn in consultation with the senior management, covers all major areas. The standard operating procedure compliance and management-approved policies are reviewed and areas of improvement, if any, are identified. The observations and suggestions for improvement form a part of the report. The report is discussed with Senior Management and the Board's Audit Committee. Wherever necessary, adequate corrective measures are initiated to ensure compliance.

HUMAN RESOURCES

Human resource is our most important resource and we have prime focus to develop and enable our employees. As we promote a culture of transparency, development, equality and recognition we look into the year as one where we would realign ourselves better. Our focus from HR front is to create a performance driven organization where each employee goals contributing in fulfilling the shareholder value. Our people policy related to development, growth and operational excellence is being restructured. Further the company has well defined talent identification process to tap internal and external resources for diversification and growth.

FINANCIAL PERFORMANCE

SOURCE OF FUNDS

1. Share capital

Presently, the Company has only one class of shares – equity shares of par value Rs.5/- each. Authorized share capital is Rs.8,505.00 Lacs, divided into 1,701.00 Lacs equity shares of Rs.5/-each. The issued, subscribed and paid up capital stood at Rs.8,133.25 Lacs as at March 31, 2016, as compared to Rs.7,576.98 Lacs as at March 31, 2015.

2. Reserves and surplus

Capital Reserve

The balance as at March 31, 2016 amounted to Rs.15.00 Lacs, same as at March 31, 2015.

Securities Premium

During the year ended March 31, 2016, there was an increase of Rs.1308.34 Lacs. in share premium account consequent to conversion of FCCBs in to equity share capital .

Statement of Profit and Loss

There is a net surplus of Rs.3,354.76 Lacs in the Profit and Loss as at March 31, 2016, as compared to net surplus of Rs.2.88 Lacs at March 31, 2015.

During the year ended March 31, 2016, the Company earned a net profit after tax of Rs.3,351.88 Lacs, as compared to Rs.3,210.92 Lacs during the year ended March 31, 2015.

Shareholder funds

The total shareholder funds increased to Rs.44,567.12 Lacs as at March 31, 2016 as compared to Rs.39,350.63 Lacs as at March 31, 2015.

The book value per share increased to Rs.27.40 as at March 31, 2016, as compared to Rs.25.97 as at March 31, 2015.

APPLICATION OF FUNDS

3. Fixed assets

Addition to gross block

During the year ended March 31, 2016, an amount of Rs.635.89 Lacs was added to gross block as compared Rs.113.24 Lacs, during the previous year ended March 31, 2015.

Deductions to gross block

During the year ended March 31, 2016, assets aggregating Rs.12.33 Lacs were sold as compared to Rs.1.81 Lacs, as at March 31, 2015.

Capital expenditure commitments

The Company has a capital commitment (net of advances) of Rs.2,276.93 Lacs as at March 31, 2016 as compared to Rs.28.00 Lacs as at March 31, 2015.

4. Investments

Wholly- Owned Subsidiary

AOL FZE

Established as a Limited liability Company, incorporated and licensed at Sharjah International Free Zone (SAIF Zone) for the purpose of developing related business outside India and also for making telecom initiative in the continent of Africa.

AOL Projects DMCC (wholly owned subsidiary of AOL FZE)

Established as a Limited liability Company, incorporated and licensed at Jumeirah Lakes Towers. AOL Projects is engaged in consultancy services in the field of telecommunication and project management, which includes the services like concept framing, designing, specification and sizing.

Majority-Owned Subsidiary - APAKSH Broadband Limited

Incorporated as a public limited Company under the provisions of the Companies Act, 2013. The Company is setting up a Broadband Project in the State of Andhra Pradesh.

Please refer statement pursuant to section 2(87) of the Companies Act, 2013 for the summary financial performance of our subsidiaries.

There is no change in the investment of this Company.

5. Loans and Advances (current and non-current)

Loans and Advances amounted to Rs.9,719.92 Lacs as March 31, 2016, includes capital advances and long term security deposits amounted to Rs.254.18 Lacs and Rs.108.14 Lacs respectively, as compared to Rs.7,256.86 Lacs as at March 31, 2015, which included capital advances and long term security deposits Rs.1.76 and Rs.86.52 Lacs respectively as at March 31, 2015.

6. Trade Receivables (current and non-current)

Trade receivables were Rs.14,150.86 Lacs as at March 31, 2016 as compared to Rs.12,695.54 Lacs as at March 31, 2015. which are

considered good and realizable. Debtors are at 30.65% of gross revenues, representing 112 days of gross revenues for the year ended March 31, 2016, as compared to 33.95 % of gross revenues representing 124 days of the gross revenues for the previous year ended March 31, 2015.

7. Other Non-current Assets

Margin money deposits pledged with banks as security for various facilities, are having a carrying amount of Rs.2,151.55 Lacs as at March 31, 2016 as compared to Rs.1,536.05 Lacs as at March 31, 2015. Interest accrued includes Rs.75.03 Lacs on fixed deposits and Rs.131.90 Lacs on other deposits as at March 31, 2016, as compared to Rs.65.29 Lacs and Rs.82.65 Lacs respectively as at March 31, 2015.

8. Inventories

Inventories amounted to Rs.2,402.05 Lacs as at March 31, 2016 as compared to Rs.2,842.91 Lacs as at March 31, 2015. Inventories are valued at lower of cost or net realizable value.

9. Cash and cash Equivalents

The bank balances in India and outside India include both rupee accounts and foreign currency accounts aggregating Rs.146.49 Lacs as at March 31, 2016 as compared to Rs.64.77 Lacs as at March 31, 2015.

The cash equivalents also include balance in unpaid dividend account amounted to Rs.1.46 Lacs as at March 31, 2016 as compared to Rs.2.49 Lacs as at March 31, 2015.

Cash on hand amounted to Rs.7.91 Lacs as at March 31, 2016 as compared to Rs.6.41 Lacs at March 31, 2015.

LIABILITIES

10. Trade Payables (current and non-current)

Trade payables amounted to Rs.7,619.38 Lacs as at March 31, 2016, as compared to Rs.6,743.25 Lacs as at March 31, 2015.

11. Provisions (current and non-current)

Long term and short term provisions amounted to Rs.748.07 Lacs (Rs.286.31 Lacs for employee benefits, Rs.461.76 Lacs for provision for taxes on income,) as at March 31, 2016, as compared to Rs.862.37 Lacs (Rs.232.30 Lacs for employee benefits, Rs.630.07 Lacs for provision for taxes on income) as at March 31, 2015.

12. Short Term Borrowings

Short term borrowings amounted to Rs.4,018.78 Lacs (including secured borrowings of Rs.3,343.17 Lacs) as at March 31, 2016, as compared to Rs.4,149.98 Lacs (including secured borrowings of Rs.3,503.66 Lacs) as at March 31, 2015.

13. Other Current Liabilities

Other current liabilities amounted to Rs.3,387.21 Lacs (including Rs.2,151.73 Lacs relating to current maturities of long term debts) as at March 31, 2016, as compared to Rs.3,312.51 Lacs (including Rs.1,725.74 relating to current maturities of long term debts) as at March 31, 2015.

RESULTS OF OPERATIONS

The Company has reported a net profit after tax amounted to Rs.3351.88 Lacs for the year ended March 31, 2016, as compared to Rs.3,210.92 Lacs for the previous year ended March 31, 2015.

1. Revenue from Operations

Revenues are generated from mainly from sale of finished goods, traded goods and services. During the year ended March 31, 2016, the Company's gross revenue was Rs.46,169.07 Lacs as compared to Rs.37,392.34 Lacs during the previous year ended March 31, 2015. This gross revenue includes excise duty of Rs.2,692.60 Lacs (previous year Rs.2,562.42 Lacs).

2. Other Income

Other income amounted to Rs.354.99 Lacs for the year ended March 31, 2016, as compared to Rs.583.54 Lacs during the previous year ended March 31, 2015.

3. Cost of goods sold

Cost of goods sold amounted to Rs.25,962.94 Lacs (56.23 % of gross revenue) during the year ended March 31, 2016 as compared to Rs.21,677.25 Lacs (57.97 % of gross revenue) during the previous year ended March 31, 2015. It includes Rs.25,081.32 Lacs (previous year Rs.20,883.01 Lacs) relating to raw material consumed, Rs.355.64 Lacs (previous year Rs.584.61 Lacs) relating to purchase of traded goods and Rs.525.98 Lacs {previous year (Rs.209.63 Lacs)} relating to increase in inventories.

4. Employee Benefit Expense

Employee benefit expense amounted to Rs.2,109.75 Lacs during the year ended March 31, 2016, as compared to Rs.1,836.50 Lacs during the previous year ended March 31, 2015.

5. Other Expenses

Other expenses amounted to Rs.8,394.26 Lacs during the year ended March 31, 2016 as compared to Rs.6,396.44 Lacs during the previous year ended March 31, 2015.

6. Depreciation

Depreciation and amortization amounted to Rs.1,872.44 Lacs during the year ended March 31, 2016 as compared to Rs.1,630.88 Lacs during the previous year ended March 31, 2015

7. Finance Cost

Finance Cost amounted to Rs.1,040.12 Lacs during the year ended March 31, 2016 as compared to Rs.705.80 Lacs during the previous year ended March 31, 2015. Finance cost includes Rs.360.54 Lacs on interest on Cash credit facility as compared to Rs.358.33 Lacs, during the previous year ended March 31, 2015.

8. Exceptional Items

Exceptional expenses amounted to Rs.729.26 Lacs during the year ended March 31, 2016 as compared to exceptional income Rs.115.51 Lacs during the previous year ended March 31, 2015.

9. Tax Expenses

Income Tax

During the year ended March 31, 2016 the Company has made a provision for tax amounting of Rs.794.48 Lacs, as compared to Rs.687.95 Lacs for the previous year. The Company has taken the MAT credit of Rs.657.67 Lacs for the year ended March 31, 2016, as

compared to 687.95 Lacs, taken during the year ended March 31, 2015. Earlier year taxes amounted Nil during the year ended March, 2016, as compared to Rs.71.18 during the previous year ended March 31, 2015.

Deferred Tax

During the year ended March 31, 2016, the Company has made provision for deferred tax of Rs.234.00 Lacs as compared to Nil during the previous year ended March 31, 2015.

10. Net Profit after Tax and Exceptional Item

Net profit increased to Rs.3,351.88 Lacs, as compared to Rs. 3,210.92 Lacs Lacs during the previous year.

11. Earnings Per Share (EPS) after exceptional item

Basic EPS

Basic EPS after exceptional item increased to Rs.2.14 per share for the year ended March 31, 2016, from Rs.2.13 per share for the year ended March 31, 2015. The weighted average shares used in computing basic EPS is 156,916,562 for the year ending March 31, 2016, as compare to 150,685,485 for the previous year ended March, 2015.

Diluted EPS

Diluted EPS after exceptional item increase to Rs.2.14 per share for year ending March, 2016, from Rs.1.98 per share in the previous year ended March 31, 2015. The weighted average shares used in computing diluted EPS is 156,916,562 for the year ending March 31, 2016, as compared to 161,810,869 for the previous year ended March 31, 2015.

12. Segmental Profitability

- Company's operations predominantly relate to production and sales of Optical fibre, Optical fibre cable, Fibre Reinforced Plastic rods and Impregnated Glass Roving Reinforcement. In services segment, the Company currently has around 8500 Kiosks operating in all districts of Rajasthan The Company is offering 250 G2C (Government to Citizen) and 15 B2C (Business to Citizen) services. The Company also trades in Telecom and electronic items. The details of segment as per the business are as follows:

Segment Results	Rs.in Lacs		
	Year ended 31-Mar-16	Year ended 31-Mar-15	% Increase/ (Decrease)
Manufacturing			
Revenues	39,689.70	32,718.06	21.31
EBIT	5,691.11	4,207.12	35.27
EBIT %	14.34	12.86	
Trading			
Revenues	380.56	762.03	(50.06)
EBIT	20.30	181.20	(88.80)
EBIT %	5.33	23.78	
Services			
Revenues	3,490.11	1359.38	156.74
EBIT	(574.33)	(920.14)	(37.58)
EBIT %	-	-	

CONSOLIDATED FINANCIAL PERFORMANCE

Company's gross revenue amounted to Rs.47,571.29 Lacs during the year ended March 31, 2016, as compared to Rs.38,167.06 Lacs in the previous year ended March 31, 2015.

Manufacturing revenue is Rs.41,081.24 Lacs for the year ended March 31, 2016 as against Rs.33,168.23 Lacs for the previous year ended March 31, 2015, an increase of 23.86 % as over previous year.

The Profit before interest, depreciation, taxes, amortization and exceptional items amounted to Rs.6877.51 Lacs (14.46 % of revenue) during the year ended March 31, 2016 as against Rs.5,003.50 Lacs (13.11 % of revenue) for the previous year ended on March 31, 2015.

Profit before tax and exceptional item amounted to Rs.3660.43 (7.69 % of revenue) for the year ended March 31, 2016 as against Rs.2,488.61 (6.52 % of revenue) for the previous year ended on March 31, 2015.

The net profit after tax and exceptional item is Rs.2560.36 Lacs (5.38% of revenue) for the year ended March 31, 2016 as against Rs.2,532.94 Lacs (6.64% of revenue) for the previous year ended March 31, 2015.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AKSH OPTIFIBRE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of AKSH OPTIFIBRE LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2016, Statement of Profit and Loss and Cash Flow Statement for the year than ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act as applicable. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matter's which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion proper books of account as required by law relating to preparation of the standalone financial statements have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act as applicable;
 - e) On the basis of written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies

(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 33 to the Standalone Financial Statements;

- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For P.C. Bindal & Co.
Firm Registration Number: 003824N
Chartered Accountants

CA K.C. Gupta
Partner
Membership No 088638

Date: May 28, 2016
Place: New Delhi

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of AKSH Optifibre Limited (“the Company”) for the year ended March 31, 2016:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, fixed assets except the assets installed at customer premises have been physically verified by the management during the year. No material discrepancies were noticed on such verification. In our opinion, frequency of physical verification of fixed assets is reasonable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. According to the information & explanation given to us, physical verification of inventory has been conducted at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the book of accounts.
- iii. According to the information & explanation given to us, the Company has granted unsecured loans to its wholly owned subsidiary, covered in the register maintained under Section 189 of Companies Act 2013.
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loan has been granted to its subsidiary, covered in the register maintained under Section 189 of the Act was not, prima facie, prejudicial to the interest of the Company.
 - (b) In respect of loans granted to subsidiary covered under section 189 of the Act, the terms of arrangement for payment of principal and interest are payable on demand. Accordingly, the provisions of paragraph 3 (iii) (b) of the Order are not applicable to the Company.
- (c) In respect of the aforesaid advances, as per the information made available to us, there is no overdue amount as at year end.
- iv. According to the information & explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, to the extent applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public as mentioned in the directives issued by Reserve Bank of India and provisions of sections 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the Act and the rules framed thereunder.
- vi. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 the Companies, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii. (a) According to the information and explanations given to us and according to the books and records produced before us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees’ state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute except of the following amounts:-

Name of the Statute	Nature of Dues	Disputed amount (Rs.In Lacs)	Period to which mount relates	Forum where dispute is pending
SALES TAX				
Sales Tax Act	Sales Tax Demand	41.12	2001-02	Hon'ble High Court Jaipur
Sales Tax Act	MVAT Demand	7.85	2007-08	Joint Commissioner of Sales Tax (Appeals), Mumbai
COUSTOM				
Customs Act, 1962	Duty, Interest & Penalty	416.36	2000-01, 2005-06, 2008-09 & 2013-14	CESTAT, New Delhi
EXCISE				
Central Excise Act, 1944	Excise duty, Interest & Penalty	84.38	2003-05	CESTAT, New Delhi
Central Excise Act, 1944	Excise duty	32.79	2011-12	Assistant Commissioner, Bhiwadi
Central Excise Act, 1944	Excise duty	22.35	2010-11	Assistant Commissioner, Bhiwadi
SERVICE TAX				
Finance Act, 1994	Service tax	7.50	2004-05	Hon'ble High Court, Jaipur
Finance Act, 1994	Service tax	0.54	2005-06	Commissioner of Central Excise (Appeals), Jaipur
Finance Act, 1994	Service tax	0.42	2005-06	Deputy Commissioner
Finance Act, 1994	Service tax & Interest	219.70	2004-06, 2009-10 & 2011-12	CESTAT, New Delhi
Finance Act, 1994	Service tax	0.91	2010-11	Assistant Commissioner, Bhiwadi
Finance Act, 1994	Service tax	1.94	2014-15	Commissioner (Appeals), Jaipur
INCOME TAX				
Income Tax Act, 1961	Income Tax	91.01	2010-11	CIT (Appeals), Alwar (Rajasthan)
PROVIDENT FUND				
Provident Fund Act	Provident Fund	7.60	2004-05	Hon'ble High Court, Jaipur

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders.

ix. According to the information and explanations given to us and our examination of the records of the Company, the term loans have been applied for the purposes for which they were obtained. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments).

x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3 (xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and our examination of the records of the Company, all transactions with the related parties are in compliance with

section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit. However, Company has issued 11,125,381 share in pursuant to conversion of FCCBs during the year.

xv. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of paragraph 3 (xv) of the Order are not applicable to the Company.

xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For P.C. Bindal & Co.
Firm Registration Number: 003824N
Chartered Accountants

CA K.C. Gupta
Partner
Membership No 088638

Date: May 28, 2016
Place: New Delhi

“Annexure B” to the Independent Auditor’s Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of AKSH OPTIFIBRE LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the ‘Guidance Note’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.C. Bindal & Co.

Firm Registration Number: 003824N

Chartered Accountants

CA K.C. Gupta

Partner

Membership No 088638

Date: May 28, 2016

Place: New Delhi

Balance Sheet

as at March 31, 2016

		Rs. in Lacs	
Particulars	Note	31-Mar-16	31-Mar-15
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	8,133.25	7,576.98
Reserves and surplus	4	36,433.87	31,773.65
		44,567.12	39,350.63
Non-current liabilities			
Long-term borrowings	5	2,650.93	5,978.04
Deferred tax liabilities (net)	6	234.00	-
Other non current liabilities	7	644.25	798.95
Long-term provisions	8	275.93	223.77
		3,805.11	7,000.76
Current liabilities			
Short-term borrowings	9	4,018.78	4,149.98
Trade payables	10		
- Micro, Small and Medium Enterprises		4.85	-
- Others		6,970.28	5,944.30
Other current liabilities	11	3,387.21	3,312.51
Short-term provisions	12	472.14	638.60
		14,853.26	14,045.39
TOTAL		63,225.49	60,396.78
ASSETS			
Non-current assets			
Fixed assets			
Property, Plant and Equipment	13	7,400.82	8,609.35
Intangible assets	14	621.83	747.78
Capital work-in-progress including intangible assets		200.94	107.95
Non-current investments	15	26,033.73	26,033.73
Long-term loans and advances	16	415.13	141.91
Other non-current assets	17	2,171.55	1,561.05
		36,844.00	37,201.77
Current assets			
Inventories	18	2,402.05	2,842.91
Trade receivables	19	14,150.86	12,695.54
Cash and cash equivalents	20	316.86	393.67
Short-term loans and advances	21	9,304.79	7,114.95
Other current assets	22	206.93	147.94
		26,381.49	23,195.01
TOTAL		63,225.49	60,396.78
Summary of Significant Accounting Policies	2.1		
See accompanying Notes forming part of the Financial Statements	1-51		

As per our report of even date
For P. C. Bindal & Co.
 Firm Registration Number: 003824N
Chartered Accountants

CA K. C. Gupta
Partner
 Membership No.: 088638

Date: May 28, 2016
 Place: New Delhi

Satyendra Gupta
Deputy Managing Director
 DIN : 00035141

Gaurav Mehta
Chief - Corporate Affairs & Company Secretary

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director
 DIN : 00023824

Pawan Kumar Gambhir
Chief Financial Officer

Statement of Profit and Loss

For the Year Ended March 31, 2016

Rs.in Lacs			
Particulars	Note	31-Mar-16	31-Mar-15
Income			
Revenue from operations (gross)	23	46,169.07	37,392.34
Less: excise duty		2,692.60	2,562.42
Revenue from operations (net)		43,476.47	34,829.92
Other income	24	354.99	583.54
Total revenue (I)		43,831.46	35,413.46
Expenses			
Cost of raw material and components consumed	25	25,081.32	20,883.01
Purchase of traded goods	26	355.64	584.61
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	27	525.98	209.63
Employee benefits expense	28	2,109.75	1,836.50
Other expense	29	8,394.26	6,396.44
Total expense (II)		36,466.95	29,910.19
Earnings before interest ,depreciation & amortization, exceptional items and tax (EBITDA), (I) – (II)		7,364.51	5,503.27
Depreciation and amortization expense	30	1,872.44	1,630.88
Finance costs	31	1,040.12	705.80
Profit before exceptional items and tax		4,451.95	3,166.59
Exceptional Item's income / (expense)	32	(729.26)	115.51
Profit before tax		3,722.69	3,282.10
Tax expenses			
Income Tax		794.48	687.95
Earlier Year Taxes		-	71.18
Deferred Tax expense		234.00	-
MAT Credit Entitlement		657.67	687.95
Total tax expense		370.81	71.18
Profit for the year		3,351.88	3,210.92
Earnings per equity share [nominal value of share Rs.5/- (March 31, 2015: Rs.5/-)]	40		
Basic		2.14	2.13
Diluted		2.14	1.98
Summary of Significant Accounting Policies	2.1		
See accompanying Notes forming part of the Financial Statements	1-51		

As per our report of even date
For P. C. Bindal & Co.
 Firm Registration Number: 003824N
Chartered Accountants

CA K. C. Gupta
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Membership No.: 088638

Date: May 28, 2016
 Place: New Delhi

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For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director
DIN : 00023824

Pawan Kumar Gambhir
Chief Financial Officer

Cash Flow Statement

For the year ended March 31, 2016

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
A. Cash flow from operating activities		
Profit before tax	3,722.69	3,282.10
Profit before tax	3,722.69	3,282.10
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/ amortization on continuing operation	1,872.44	1,630.88
Profit on sale of Investment	-	(11.45)
Loss on sale of fixed Assets	1.16	0.62
Finance costs	1,040.12	705.80
Interest (income)	(354.99)	(404.21)
Operating profit before working capital changes	6,281.42	5,203.74
Movements in working capital :		
Increase in trade and other payables	1,373.33	3,843.09
(Increase) in trade receivables	(1,455.32)	(5,910.00)
Decrease / (increase) in inventories	440.86	(386.65)
(Increase) in other receivables	(2,986.03)	(1,509.72)
Cash generated from operations	3,654.26	1,240.46
Direct taxes paid (net of refunds)	(962.79)	(531.52)
Net cash flow from operating activities (A)	2,691.47	708.94
B. Cash flows from investing activities		
Purchase of fixed assets, including CWIP	(635.89)	(113.24)
Proceeds from sale of fixed assets	3.78	0.66
Proceeds from sale of non-current investments	-	13.22
Interest income	71.66	242.85
Net cash flow (used in) / from investing activities (B)	(560.45)	143.49
C. Cash flows from financing activities		
Repayment of long-term borrowings	(1,036.51)	(922.09)
(Repayment) / Proceeds of Short-term borrowings	(131.20)	1,558.18
Dividend paid including tax	-	(443.23)
Finance costs	(1,040.12)	(705.80)
Net cash flow (used in) in financing activities (C)	(2,207.83)	(512.94)
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(76.81)	339.49
Cash and cash equivalents at the beginning of the year	393.67	54.18
Cash and cash equivalents at the end of the year	316.86	393.67
Components of cash and cash equivalents		
Cash on hand	7.91	6.41
With banks- on current account	146.49	64.77
Deposits with original maturity of less than 12 months	161.00	320.00
Unpaid dividend accounts	1.46	2.49
Total cash and cash equivalents (refer note no. 20)	316.86	393.67
Summary of Significant Accounting Policies		
The accompanying Notes (1-51) are an integral part of the Financial Statements		

As per our report of even date
For P. C. Bindal & Co.
 Firm Registration Number: 003824N
Chartered Accountants

CA K. C. Gupta
Partner
Membership No.: 088638

Date: May 28, 2016
 Place: New Delhi

Satyendra Gupta
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For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director
DIN : 00023824

Pawan Kumar Gambhir
Chief Financial Officer

Notes to financial statements for the year ended March 31, 2016

1 CORPORATE INFORMATION

Aksh Optifibre Limited is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed at The Bombay Stock Exchange Limited and The National Stock Exchange Limited in India. The Company is engaged in the manufacturing and selling of Optical Fibre, Optical Fibre Cable, Fibre Reinforced Plastic Rods and Impregnated Glass Roving Reinforcement. The Company caters to both domestic and international markets. The Company also provides the E Governance services, FTTH and Internet Protocol Television (IPTV) services in North India.

2 BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Companies Act, 2013. Additional disclosures specified in the Accounting Standards shall be made in the notes to accounts or by way of additional statement unless required to be disclosed on the face of the Financial Statements. Similarly, all other disclosures as required by the Companies Act, 2013 shall be made in the notes to accounts in addition to the requirements set out in this Schedule.

2.1 SIGNIFICANT ACCOUNTING POLICIES

a) Use of Estimates

The preparation of the financial statements is in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Difference between the actual result and estimates are recognized in the year in which the results are known/ materialized.

b) Fixed Assets

- i) Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment. Cost includes any borrowing costs directly attributable to the acquisition/ construction of fixed assets and bringing the assets to its working condition for its intended use.
- ii) Exchange difference arising on account of liabilities incurred for acquisition or construction of Fixed Assets is adjusted in the carrying amount of related Fixed Assets.

c) Capital Work-in-Progress

Advances paid towards the acquisition of fixed assets, costs of assets not ready for use before the year-end and expenditure during construction period that is directly or indirectly related to construction, including borrowing costs are included under Capital Work-in-Progress.

d) Depreciation

"Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:"

Particulars	Useful life in years
Factory Buildings	28
Plant and equipment including Telecom Networking, Testing instrument, electrical equipments, Fork lift and office equipment	20
Furniture and fixtures	15
Data Processing System	5

Leasehold land is amortized over the duration of the lease.

Intangible assets are amortized over their estimated useful life on straight line method.

e) Impairment of Assets

- i) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted at their present value at the weighted average cost of capital.
- ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
- iii) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

f) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long Term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such diminution is other than temporary. Current Investments are carried at the lower of cost and fair value and provisions are made to recognize the decline in the carrying value.

g) Inventories

- i) Raw materials, work-in-process, finished goods, trading stock, packing material and stores and spares parts are valued at the lower of cost and net realizable value except scrap which is valued at net realizable value.
- ii) Cost of inventories of items that are not ordinarily interchangeable or are meant for specific projects is assigned by specific identification of their individual cost. Cost of other inventories is ascertained on the FIFO basis. In determining the cost of work-in-process and finished goods, fixed production overheads are allocated on the basis of normal capacity of production facilities.
- iii) The comparison of cost and realizable value is made on an item-by-item basis.
- iv) Net realizable value of work-in-process is determined on the basis of selling prices of related finished products.
- v) Raw Material and other supplies held for use in production of inventories are not written down below cost unless their prices have declined and it is estimated that the cost of related finished goods will exceed their net realizable value.

h) Foreign Currency Transactions

- i) Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.
- ii) Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.
- iii) Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.
- iv) The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit & loss in the year in which exchange rate changes. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or expense for the year. None of the forward exchange contracts are taken for trading or speculation purpose.

i) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that Company incurs in connection with the borrowing of funds.

j) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be readily measured.

Sales of Goods and Services

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer (usually at the point of dispatch to customers). Sales include excise duty, sale of scrap and net of sale tax and quantity discount.

Income from services is recognized on the completion of services. Period based services are accounted for proportionately over the period of service.

Income from Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Other Incomes

Other Incomes are accrued as earned except where the receipt of income is uncertain.

k) Retirement and other Employee Benefits

- i) Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the statement of Profit and Loss for the year when the contributions to the respective funds are due. The Company has no other obligation other than the contribution payable.
- ii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method calculated at the end of each financial year. The liability with regard to gratuity in respect of any employee not covered under group gratuity scheme is provided on the basis of amount payable to such employees as if they were to retire on the last day of financial year.
- iii) Compensated Absences liability is provided for based on actuarial valuation done as per Projected Unit Credit Method calculated at the end of each financial year.
- iv) Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

l) Export Incentives

Export Incentive in the form of advance licenses / credit earned under duty entitlement pass book scheme are treated as income in the year of export at the estimated realizable value / actual credit earned on exports made during the year.

m) Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is determined as the amount of tax payable in respect of taxable income for the year based on provisions of Income Tax Act, 1961. Deferred income tax reflects the

impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if legally and enforceable right exist to set off current tax asset against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In case of unabsorbed depreciation and carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

n) Operating Leases

Assets given on operating leases are included in fixed assets. Lease income is recognized in the statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Profit and Loss Account.

o) Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Notified AS 20 under the Companies (Ac-

counting Standards) Rules, 2006 issued by The Institute of Chartered Accountants of India on 'Earnings Per Share'. Basic earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders after deducting attributable taxes by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Both profit for the year and weighted average numbers of shares are adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

p) Provisions, Contingent Liabilities and Contingent Assets

As per Notified AS 29 under the Companies (Accounting Standards) Rules, 2006, Provisions, Contingent Liabilities and Contingent Assets, issued by the Institute of Chartered Accountants of India, the Company recognizes provisions (without discounting to its present value) only when it has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation as and when a reliable estimate of the amount of the obligation can be made.

No provision is recognized for—

Any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or

Any present obligation that arises from past events but is not recognized because —

- It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- A reliable estimate of the amount of obligation cannot be made.

Such obligations are disclosed as Contingent Liabilities. These are assessed continually and only that part of the obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimate can be made.

q) Miscellaneous Expenditure

Expenditure on issue of shares / foreign currency convertible bonds (FCCBs) / Global Depository Receipts (GDRs) / shares under Qualified Institutional Placements (QIP) and premium on redemption of FCCBs are adjusted against Securities Premium account.

r) Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule III to the Companies Act, 2013, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

Notes to financial statements for the year ended March 31, 2016

3. Share capital

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Authorized shares (No.)		
170,100,000 (March 31, 2015: 170,100,000) Equity Shares of Rs.5/- each	8,505.00	8,505.00
Issued, subscribed and fully paid-up shares (No.)		
162,665,070 (March 31, 2015: 151,539,689) Equity Shares of Rs.5/- each fully paid up	8,133.25	7,576.98
	8,133.25	7,576.98

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

Particulars	As at 31-Mar-16		As at 31-Mar-15	
	No. of shares	Rs.in Lacs	No. of shares	Rs.in Lacs
At the beginning of the year	151,539,689	7,576.98	148,564,989	7,428.25
Add:				
- Issued pursuant to conversion of FCCBs	11,125,381	556.27	2,974,700	148.73
Outstanding at the end of the year	162,665,070	8,133.25	151,539,689	7,576.98

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.5/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(b) During the period of five years immediately preceeding to reporting date, the Company has not

- (i) issued any bonus shares
- (ii) issued shares for consideration other than cash
- (iii) Bought back any shares

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31-Mar-16		As at 31-Mar-15	
	No. of shares	%holding	No. of shares	%holding
Dr Kailash S Choudhari	22,301,918	13.7%	25,842,700	17.1%
Usha Jain	20,451,606	12.6%	17,425,000	11.5%

Notes to financial statements for the year ended March 31, 2016

4. Reserves and Surplus

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Capital reserve	15.00	15.00
Securities premium account		
Balance as per the last financial statements	31,755.77	31,405.95
Add/(Less) :		
- Premium on conversion of FCCBs into Shares	1,308.34	349.82
Closing Balance	33,064.11	31,755.77
Surplus/ (deficit) in the statement of profit and loss		
Balance as per the last financial statements	2.88	(3,199.34)
Profit for the year	3,351.88	3,210.92
Proposed Dividend	-	(7.44)
Tax on Dividend	-	(1.26)
Net Surplus in the statement of profit and loss	3,354.76	2.88
	36,433.87	31,773.65

5. Long-term borrowings

Rs.in Lacs

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Term Loans				
Secured Loans				
External Commercial Borrowings	2,207.78	3,868.12	1,892.39	1,487.74
USD 6.188 Mn (March 31, 2015 : USD 8.568 Mn)				
Term Loan from Bank	405.68	166.67	193.71	166.67
Term Loan from Others	1.51	9.66	8.15	8.25
Unsecured Loans				
Foreign Currency Convertible Bonds (FCCBs)				
USD Nil Mn (March 31, 2015: USD 2.992 Mn) 0% FCCBs due on February, 2019 of USD 1,000 each (unsecured)	-	1,870.30	-	-
Term Loan from Others	35.96	63.29	57.48	63.08
	2,650.93	5,978.04	2,151.73	1,725.74
The above amount includes				
Secured borrowings	2,614.97	4,044.45	2,094.25	1,662.66
Unsecured borrowings	35.96	1,933.59	57.48	63.08
Amount disclosed under the head "other current liabilities" (refer note no. 11)			(2,151.73)	(1,725.74)
	2,650.93	5,978.04	-	-

- External Commercial Borrowings are secured by way of first pari-passu charge on the fixed assets of the Company and personal guarantee of Dr. Kailash S Choudhari.
- Term Loan from Punjab National Bank are secured by way of exclusive charge on Plant and Machinery installed under the project, second pari-passu charge on current assets, third pari-passu charge on fixed assets of the Company and further secured by personal guarantee of Dr. Kailash S Choudhari.
- Term Loan from HDFC Bank are secured by way of first pari-passu charge on fixed assets, second pari-passu charge on current assets of the Company and further secured by personal guarantee of Dr. Kailash S Choudhari.
- Term Loan from others are secured by way of exclusive charge on Fixed assets installed under the subject project.
- Issue of Foreign Currency Convertible Bonds (FCCBs) convertible into ordinary shares, the particulars, terms of issue and the status of conversion as at March 31, 2016 are given below:-

Notes to financial statements for the year ended March 31, 2016

Issue	0% FCCBs (due February 2019)
Issued on	February 10, 2014
Issue Amount	USD 3.792 Mn
Face Value	USD 1000
Fixed Exchange Rate for conversion	USD 1 = INR 62.32
Redeemable on	February 10, 2019
Redemption Percentage of the principal amount	120%
FCCBs converted	USD 3.792 Million
Shares issued on conversion of FCCBs	14,100,081 shares
FCCBs outstanding as on March 31, 2016	Nil
Shares that could be issued on conversion of outstanding FCCBs	Nil

6. Deferred Tax Liabilities (net)

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	283.00	-
Gross deferred tax liability	283.00	-
Deferred tax asset		
Disallowances under the Income Tax Act, 1961	49.00	-
Gross deferred tax asset	49.00	-
Deferred Tax Liabilities (net)	234.00	-

7. Other non current liabilities

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Trade payable	540.35	798.95
(refer note no. 43 for details of dues to micro and small enterprises)		
Interest accrued but not due on borrowings	103.90	-
	644.25	798.95

8. Long Term Provisions

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Provision for Gratuity and Compensated Absences	275.93	223.77
	275.93	223.77

Notes to financial statements for the year ended March 31, 2016

9. Short-term borrowings

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Secured Loans		
- Working Capital Facilities	2,821.44	2,870.85
- Buyers Credit from Banks	521.73	632.81
Unsecured Loans		
Deposits		
15% Inter Corporate Deposit from others repayable on demand	200.00	200.00
Security Deposits	475.61	446.32
	4,018.78	4,149.98
The above amount includes:		
Secured borrowings	3,343.17	3,503.66
Unsecured Loans	675.61	646.32

- Working capital facilities from banks are secured by way of first pari-passu charge on Current Assets both present and future and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of first pari-passu charge on the immovable properties of the Company and personal guarantee of Dr. Kailash S. Choudhari. The cash credit is repayable on demand. The cash credit carries interest in the range of 11.55% to 12.40 % p.a.
- Non fund based limits are secured by first pari-passu charge on immovable properties of the Company and personal guarantee of Dr. Kailash S. Choudhari.

10. Trade Payable

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Micro, Small and Medium Enterprises	4.85	-
Others	6,970.28	5,944.30
(refer note no. 43 for details of dues to micro and small enterprises)		
	6,975.13	5,944.30

11. Other current liabilities

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Current maturities of long term debt (refer note no. 5)	2,151.73	1,725.74
Interest accrued but not due on borrowings	143.37	106.77
Advance from Customers	114.07	70.20
Unearned revenue	38.58	6.64
Unclaimed Dividend #		
Dividend 2006-07	-	1.01
Dividend 2013-14	1.46	1.48
Retention Money & Security Deposit	2.80	2.80
Other current liabilities	935.20	1,397.87
	3,387.21	3,312.51

Unclaimed dividend will be deposited in Investor Education and Protection Fund as and when due.

12. Short Term Provisions

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Provision for Gratuity and Compensated Absences	10.38	8.53
Provision for Income Tax (net of Prepaid Taxes)	461.76	630.07
	472.14	638.60

Notes to financial statements for the year ended March 31, 2016

13. Property, Plant and Equipment

	Freehold Land	Leasehold Land	Factory Buildings	Plant and equipment	Telecom Networking	Testing Instruments	Air Conditioners	Furniture and fixtures	Office Equipments	Data Processing System	Vehicles	Fork Lift	Total
Rs. in Lacs													
Cost or valuation													
At April 1, 2014	1.84	122.70	1,088.66	14,277.46	3,166.12	909.85	287.47	178.15	71.18	172.22	11.64	36.46	20,323.75
Additions	-	-	36.06	1,268.21	-	14.07	1.23	6.84	10.07	45.00	-	4.77	1,386.25
Disposals / adjustments	-	-	-	-	-	-	-	-	(1.44)	(0.36)	(0.01)	-	(1.81)
At March 31, 2015	1.84	122.70	1,124.72	15,545.67	3,166.12	923.92	288.70	184.99	79.81	216.86	11.63	41.23	21,708.19
Additions	-	-	5.89	283.04	98.66	14.70	0.28	4.68	15.85	6.24	-	-	429.34
Disposals / adjustments	-	-	-	(12.16)	-	-	-	-	(0.17)	-	-	-	(12.33)
At March 31, 2016	1.84	122.70	1,130.61	15,816.55	3,264.78	938.62	288.98	189.67	95.49	223.10	11.63	41.23	22,125.20
Depreciation													
At April 1, 2014	-	18.70	608.88	8,364.79	1,560.18	589.78	208.24	94.09	39.49	149.72	9.26	11.76	11,654.89
Charge for the year	-	1.25	36.56	1,191.54	150.39	30.04	9.25	14.60	3.54	4.40	1.10	1.80	1,444.47
Disposals / adjustments	-	-	-	-	-	-	-	-	(0.47)	(0.04)	(0.01)	-	(0.52)
At March 31, 2015	-	19.95	645.44	9,556.33	1,710.57	619.82	217.49	108.69	42.56	154.08	10.35	13.56	13,098.84
Charge for the year	-	1.25	37.66	1,371.89	150.88	28.58	9.53	14.06	4.10	11.84	0.70	2.44	1,632.93
Disposals / adjustments	-	-	-	(7.38)	-	-	-	-	(0.01)	-	-	-	(7.39)
At March 31, 2016	-	21.20	683.10	10,920.84	1,861.45	648.40	227.02	122.75	46.65	165.92	11.05	16.00	14,724.38
Net Block													
At March 31, 2015	1.84	102.75	479.28	5,989.34	1,455.55	304.10	71.21	76.30	37.25	62.78	1.28	27.67	8,609.35
At March 31, 2016	1.84	101.50	447.51	4,895.71	1,403.33	290.22	61.96	66.92	48.84	57.18	0.58	25.23	7,400.82

14. Intangible assets

	Computer software
Rs. in Lacs	
Gross block	
At April 1, 2014	2,239.16
Purchase	168.80
Disposals / adjustments	-
At March 31, 2015	2,407.96
Additions	113.56
Disposals / adjustments	-
At March 31, 2016	2,521.52
Amortization	
At April 1, 2014	1,473.77
Charge for the year	186.41
Disposals / adjustments	-
At March 31, 2015	1,660.18
Charge for the year	239.51
Disposals / adjustments	-
At March 31, 2016	1,899.69
Net block	
At March 31, 2015	747.78
At March 31, 2016	621.83

Notes to financial statements for the year ended March 31, 2016

15. Non-current investments

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Trade investments (valued at cost unless stated otherwise)		
Investment in subsidiaries		
Unquoted equity instruments		
586 (March 31, 2015: 586) equity share of Arab Emirates Dhiram (AED) 150,000 each fully paid-up in AOL FZE (Dubai)	14,736.18	14,736.18
225,950,000 (March 31, 2015: 225,950,000) Equity Shares of Rs.5/- each fully paid-up in APAKSH Broadband Limited	11,297.50	11,297.50
	26,033.68	26,033.68
Non-trade investments (valued at cost unless stated otherwise)		
Government and trust securities (unquoted)	0.05	0.05
National Saving Certificates (Deposited with Government Department as Security)		
	0.05	0.05
	26,033.73	26,033.73
Aggregate amount of unquoted investments	26,033.73	26,033.73

16. Long Term loans and advances (Unsecured, considered good unless stated otherwise)

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Capital advances	254.18	1.76
Security deposit	108.14	86.52
Income Tax Refund Due	52.81	53.63
	415.13	141.91

17. Other non current assets (Unsecured, considered good unless stated otherwise)

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Non-Current Bank Balances (refer note no. 20)	2,171.55	1,561.05
	2,171.55	1,561.05

18. Inventories (valued at lower of cost and net realizable value)

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
i) Finished Goods and Traded Goods	91.70	22.54
ii) Raw Material	1,738.75	1,635.84
iii) Semi Finished Goods	383.38	978.52
iv) Stores, Spares and others	188.22	206.01
	2,402.05	2,842.91

19. Trade receivables (Unsecured, considered good unless stated otherwise)

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Outstanding for a period exceeding six months from the date they are due for payment	2,648.35	2,163.60
Other receivables	11,502.51	10,531.94
	14,150.86	12,695.54
Trade receivables includes :		
Dues from subsidiaries (refer note no. 36)	1,709.87	1,589.83

Notes to financial statements for the year ended March 31, 2016

20. Cash and cash equivalents

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Cash and cash equivalents		
Balances with banks:		
– On current accounts	146.49	64.77
– Deposits with original maturity of less than 12 months	161.00	320.00
– On unpaid dividend account	1.46	2.49
Cash on hand	7.91	6.41
	316.86	393.67
Other bank balances		
– Deposits with original maturity for more than 12 months	20.00	25.00
– Margin money deposit #	2,151.55	1,536.05
	2,171.55	1,561.05
Less : Amount disclosed under other non current assets (refer note no. 17)	2,171.55	1,561.05
	-	-
	316.86	393.67

Cash and cash equivalents includes deposit maintained by the Company with banks which can be withdrawn by the Company at any point of time without prior notice or penalty of principal

Margin money deposits with a carrying amount of Rs.2,151.55 (March 31, 2015: Rs.1,536.05 Lacs) are pledged with Banks for various Facilities.

21. Short term loans and advances (Unsecured, considered good unless stated otherwise)

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Security deposit	45.43	43.00
Loan and advances to related parties	4,258.02	2,291.65
Advances recoverable in cash or kind	1,025.56	1,585.26
Other loans and advances		
MAT Credit Entitlement	2,126.42	1,468.75
Prepaid expenses	273.24	212.96
Balances with statutory / government authorities	1,576.12	1,513.33
	9,304.79	7,114.95

22. Other current assets (Unsecured, considered good unless stated otherwise)

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Interest accrued on fixed deposits	75.03	65.29
Interest accrued on other deposits	131.90	82.65
	206.93	147.94

Notes to financial statements for the year ended March 31, 2016

23. Revenue from operations

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Revenue from operations		
Sale of products		
- Finished goods	41,315.86	34,683.01
- Traded goods	380.56	762.03
Sale of services	3,487.93	1,365.71
Other operating revenue		
- Scrap sales	41.57	27.64
- Export Incentives	458.92	382.60
- Exchange Fluctuation	310.95	160.39
- Other operating revenue	173.28	10.96
Revenue from operations (gross)	46,169.07	37,392.34
Less: Excise duty #	2,692.60	2,562.42
Revenue from Operations (net)	43,476.47	34,829.92

Excise duty on sales amounting to Rs.2,692.60 Lacs (March 31, 2015 : Rs.2,562.42 Lacs) has been reduced from sales in statement of profit and loss and excise duty on increase/(decrease) in stock amounting to Rs.5.33 Lacs (March 31, 2015 : Rs.(38.72) Lacs) has been considered as (income)/expense in note no. 29 of financial statements.

Detail of products sold

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Finished goods		
Optical Fibre and Optical Fibre Cables	30,566.61	23,358.96
Fibre Reinforced Plastic Rod and Impregnated Glass Roving Reinforcement	10,749.25	11,324.05
	41,315.86	34,683.01
Traded goods		
Telecom and electronic items	380.56	762.03
	380.56	762.03
Detail of services rendered		
E-Governance activities	3038.41	1,227.16
Network Errection, Installation and Commissioning	385.28	52.77
Other (IPTV)	64.24	85.78
	3,487.93	1,365.71

24. Other income

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Interest income		
- on deposits	211.35	188.60
- on advances to Related parties	69.70	161.35
- on other advances	73.94	54.26
Other non-operating income	-	179.33
	354.99	583.54

Notes to financial statements for the year ended March 31, 2016

25. Cost of raw material and components consumed

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Inventory at the beginning of the year	1,635.84	1,030.87
Add: Purchases	25,184.23	21,487.98
	26,820.07	22,518.85
Less: inventory at the end of the year	1,738.75	1,635.84
Cost of raw material and components consumed	25,081.32	20,883.01

Details of raw material and components consumed

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Glass Fibre and Glass Preforms	13,139.51	9,983.94
Resin such as (PVC, HDPE, Nylon, MB, LSZH, PBT, Nucrel, UV resin and Polyster)	6,891.47	7,740.96
Others	5,050.34	3,158.11
	25,081.32	20,883.01

26. Purchase of traded goods

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Telecom and electronic items	355.64	584.61
	355.64	584.61

27. (Increase)/ decrease in inventories

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Inventories at the end of the year		
Finished/Traded goods	91.70	22.54
Semi Finished goods	383.38	978.52
	475.08	1,001.06
Inventories at the beginning of the year		
Finished/traded goods	22.54	376.19
Semi finished goods	978.52	834.50
	1,001.06	1,210.69
(Increase)/decrease in inventories	525.98	209.63

28. Employee benefits expense

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Salaries, wages and bonus	1,796.56	1,458.51
Contribution to provident and other funds	111.32	92.98
Gratuity	57.67	38.15
Staff welfare expenses	109.78	95.27
Directors' Remuneration	34.42	151.59
	2,109.75	1,836.50

Notes to financial statements for the year ended March 31, 2016

29. Other expenses

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Consumption of stores and spares	550.41	451.20
Increase/(Decrease) in Excise Duty Provision on Stock	5.33	(38.72)
Power and Fuel	810.45	714.66
Packing Material Consumed	1,771.17	1,899.96
Repair and Maintenance		
- Plant and Machinery	45.41	52.18
- Buildings	35.98	21.35
- Others	57.27	71.61
Sub-contracting expenses	2,249.67	802.37
Marketing and Service Charges	423.67	578.60
Freight and Cartage (Outward)	197.74	217.68
Travelling and Conveyance	288.82	270.29
CSR Expenditure	53.43	33.80
Postage and Telephone	66.21	38.89
Insurance	40.24	55.35
Rent	111.85	100.46
Professional and Legal Expenses	364.73	305.44
Auditors' Remuneration	42.98	36.38
Bank Charges (other than financing)	320.37	320.30
Other Expenses	1,011.88	474.19
	8,447.61	6,405.99
Less : Transfer to Capital Asset/ Capital Work in Progress	53.35	9.55
	8,394.26	6,396.44

Detail of payment to auditor

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
As auditor:		
Audit fee	30.00	26.00
Tax audit fee	4.00	4.00
In other capacity:		
Taxation matters	1.50	3.50
Other services (certification fees)	5.46	1.20
Reimbursement of expenses	2.02	1.68
	42.98	36.38

30. Depreciation and amortization expense

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Depreciation of Property, Plant and Equipment	1,632.93	1,444.47
Amortization of intangible assets	239.51	186.41
	1,872.44	1,630.88

31. Finance costs

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Interest on Cash Credit	360.54	358.33
Interest Others	679.58	347.47
	1,040.12	705.80

Notes to financial statements for the year ended March 31, 2016

32. Exceptional Item's income / (expense)

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
Foreign Exchange Fluctuations	(267.55)	104.68
Profit/(Loss) on sale of Investments	-	11.45
Profit/(Loss) on sale of fixed assets	(1.16)	(0.62)
Balances written off	(460.55)	-
	(729.26)	115.51

33. Contingent Liabilities:

Liabilities through contingent are provided for, if there are reasonable prospects of their maturity. Other contingent liabilities except frivolous claims are disclosed.

- a) Claims not acknowledged as debts

			Rs.in Lacs
S. No.	Particulars	31-Mar-16	31-Mar-15
1	Sales Tax Matters	124.88	69.11
2	Service Tax	232.89	231.17
3	Excise / Custom Duty	555.08	559.63
4	Stamp Duty	-	28.50
5	Income Tax Matters	91.01	-
6	Others	177.03	166.61

- b) Bank Guarantees, letters of credit (Net of margin) issued by banks and outstanding as on the reporting date is Rs.2,965.83 Lacs (March 31, 2015: Rs.1,940.99 Lacs)
- c) Estimated amounts of contracts remaining to be executed on Capital Account (net of advances) is Rs.2,276.93 Lacs (March 31, 2015 : Rs.28.00 Lacs)
- d) Corporate guarantee given by the Company in respect of Loans outstanding as on the reporting date is Rs.2,033.12 Lacs (March 31, 2015: Rs.2,376.07 Lacs).
- e) Liabilities of Letter of credit bill discounted with bank of Rs.4,055.19 Lacs (March 31, 2015 : Rs.344.21 Lacs) has been netted off from trade receivables.

34. Employee Benefits:

The disclosures as per the Notified AS 15 under the Companies (Accounting Standards) Rules, 2006 on "Employee Benefits", are as follows:

- a) The Company has classified various benefits provided to employees as under:
Defined Contribution Plans and amount recognized in Statement of Profit and Loss.

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
Employer's Contribution to Provident Fund	108.38	89.20
Employer's Contribution to ESI	2.94	3.78
	111.32	92.98

Notes to financial statements for the year ended March 31, 2016

b) Defined Benefit Plans

Gratuity and Compensated Absences – actuarial valuation done in accordance with the Accounting Standard -15 (Revised), details of the same are given:

i) Summary of results

Change in present value of obligation

Rs.in Lacs

S. No.	Particulars	Year Ended 31-Mar-16		Year Ended 31-Mar-15	
		Gratuity	Compensated Absences	Gratuity	Compensated Absences
a)	Present value of obligation as at the beginning of the period	170.89	61.41	148.16	54.86
b)	Acquisition adjustment	-	-	-	-
c)	Interest cost	13.24	4.76	12.59	4.66
d)	Past service cost	-	-	-	-
e)	Current service cost	25.41	12.39	20.21	10.22
f)	Curtailment cost/(Credit)	-	-	-	-
g)	Settlement cost/(Credit)	-	-	-	-
h)	Benefits paid	(15.38)	(18.30)	(20.51)	(8.94)
i)	Actuarial (gain)/loss on obligation	24.24	7.65	10.44	0.61
j)	Present value of obligation as at the end of period	218.40	67.91	170.89	61.41

Changes in the fair value of plan assets

Rs.in Lacs

S. No.	Particulars	Year Ended 31-Mar-16		Year Ended 31-Mar-15	
		Gratuity	Compensated Absences	Gratuity	Compensated Absences
a)	Fair value of plan assets at the beginning of the period	61.75	-	56.65	-
b)	Acquisition adjustment	-	-	-	-
c)	Expected return on plan assets	5.56	-	5.10	-
d)	Employer Contributions	2.13	-	-	-
e)	Benefits paid	-	-	-	-
f)	Actuarial gain/(loss) on plan assets	(0.34)	-	-	-
g)	Fair value of plan assets at the end of the period	69.10	-	61.75	-
Net liability recognized in balance sheet		218.40	67.91	170.89	61.41

Expense recognized in the Statement of Profit and Loss

Rs.in Lacs

S. No.	Particulars	Year Ended 31-Mar-16		Year Ended 31-Mar-15	
		Gratuity	Compensated Absences	Gratuity	Compensated Absences
a)	Current service cost	25.41	12.39	20.21	10.22
b)	Past service cost	-	-	-	-
c)	Interest cost	13.24	4.76	12.59	4.66
d)	Expected return on plan assets	(5.56)	-	(5.10)	-
e)	Curtailment cost / (Credit)	-	-	-	-
f)	Settlement cost / (Credit)	-	-	-	-
g)	Net actuarial (gain)/ loss recognized in the period	24.58	7.65	10.44	0.60
h)	Expenses recognized in the Statement of Profit and Losses	57.67	24.80	38.15	15.48

Notes to financial statements for the year ended March 31, 2016

ii) Actuarial Assumptions

S. No.	Particulars	Year Ended 31-Mar-16		Year Ended 31-Mar-15	
		Gratuity (Funded)	Compensated Absences	Gratuity (Funded)	Compensated Absences
a)	Discounting Rate	8.00%	8.00%	7.75%	7.75%
b)	Future salary Increase	5.50%	5.50%	5.25%	5.25%
c)	Expected Rate of return on plan assets	8.35%	0.00%	9.00%	0.00%

35. Detail of loans given, Investment made and guarantee given covered U/s 186 (4) of the Companies Act, 2013

Investment made are given under respective head (refer note no. 15)

Loans given by the Company at March 31, 2016

Particulars	Rs.in Lacs		
	31-Mar-16	31-Mar-15	Max. Balance during the year
AOL FZE (Dubai)	4,258.02	2,291.65	4,258.02

Corporate guarantee given by the Company in respect of Loans as at March 31, 2016

Name of the Company	Rs.in Lacs	
	31-Mar-16	31-Mar-15
APAKSH Broadband Limited	582.03	582.03
AOL FZE (Dubai)	1,451.09	1,794.04

36 Related Party Disclosures

Related party disclosures as required under Accounting Standard-18 on "Related Party Disclosures" issued by The Institute of Chartered Accountants of India are as given below as on March 31, 2016:

a) Subsidiary Companies :

- APAKSH Broadband Limited
- AOL FZE (Dubai)
- AOL PROJECTS DMCC (Fellow Subsidiary)

b) Individuals exercising significant influence and their relatives:

- Dr. Kailash S. Choudhari
- Dr. Rohan Choudhari (related till March 09, 2015)

c) Key Management personnel and their relatives:

- Mr. Chetan Choudhari (related till June 01, 2015)
- Mr. Satyendra Gupta (related w.e.f August 02, 2014)
- Mr. Gaurav Mehta (related w.e.f August 02, 2014)

d) Enterprise over which personnel referred in (b) and (c) aforementioned exercise significant influence :-

- Mangal Chand Tubes Private Limited (related till June 01, 2015)

Notes to financial statements for the year ended March 31, 2016

Related Party Transactions

Rs.in Lacs

S. No.	Particulars	Subsidiaries	Key Management Personnel	Others	Total
1	Re-imbursement of expenses	89.17 44.94	-	-	89.17 44.94
2	Interest income on Loan	69.70 161.35	-	-	69.70 161.35
3	Remuneration Paid *	-	167.60 275.40	-	167.60 280.49
4	Purchase / Services Received	53.16 165.34	-	3.39 25.48	56.55 190.82
5	Sale	168.46 31.65	-	-	168.46 31.65
6	Advance Given	1,912.03 720.69	-	-	1,912.03 720.69
7	Repayment of Advances	205.00	-	-	205.00
8	Loan Taken	-	-	-	-
		-	-	15.00	15.00
9	Repayment of Loan	-	-	-	-
		-	-	15.00	15.00
10	Sitting Fees	-	-	1.80	1.80
		-	-	0.95	0.95
11	Conversion of Loan into Investments	-	-	-	-
		7,133.37	-	-	7,133.37

Balance due to/(from) as at March 31, 2016					
1	Trade Receivables	(1,709.87)	-	-	(1,709.87)
		(1,589.83)	-	-	(1,589.83)
2	Loan and advances	(4,258.02)	-	-	(4,258.02)
		(2,291.65)	-	-	(2,291.65)
3	Trade and other Payables	-	6.27	-	6.27
		-	7.34	1.56	8.90

Figures in italic represents Previous Year

*Not comparable with previous year

37. The Company has taken assets on cancellable operating lease, the future minimum lease payments in respect of which are as follows:-

Name of the Company	Rs.in Lacs	
	31-Mar-16	31-Mar-15
Not later than 1 year	54.01	81.91
Later than 1 year and not later than 5 years	16.97	70.98
Later than 5 years	-	-

The Lease agreements provide for an option to the Company to renew the lease period. There are no exceptional/restrictive covenants in the lease agreements.

Lease rental expense in respect of operating leases is Rs.111.85 Lacs (March 31, 2015 : Rs.100.46 Lacs)

Notes to financial statements for the year ended March 31, 2016

38. Expenditure relating to corporate social responsibility as per section 135 of the Companies Act, 2013 read with schedule VII

	Rs.in Lacs	
Name of the Company	31-Mar-16	31-Mar-15
(a) Gross amount required to be spent during the year	52.89	40.17

(b) Amount spent during the year ending March 31, 2016:

	Rs.in Lacs		
Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/Acquisition of any asset	-	-	-
(ii) Purpose other than (i) above	53.43	-	53.43

(c) Amount spent during the year ending March 31, 2015:

	Rs.in Lacs		
Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/Acquisition of any asset	-	-	-
(ii) Purpose other than (i) above	33.80	-	33.80

39. Exceptional items represents net foreign exchange gain / (loss) on translation of Foreign Exchange assets and liabilities other than operational of Rs.(267.55) Lacs (March 31, 2015: Rs.104.68 Lacs), profit/(loss) on sale of fixed assets and Investments of Rs.(1.16) Lacs (March 31, 2015: Rs.10.83 Lacs) and balances written of Rs.(460.55) Lacs (March 31, 2015 : Nil).

40. Basic and diluted earnings per share

S. No.	Particulars	31-Mar-16	31-Mar-15
a.	Net Profit for the year (Rs.in Lacs)	3,351.88	3,210.92
b.	Weighted Average No of Equity Shares used in computing Basic-Earning per Share (Nos.)	156,916,562	150,685,485
c.	Impact of diluted instruments on Net Profit/(Loss) for the year	-	-
d.	Net Profit used for the computation of diluted earning per share (Rs.in Lacs)	3,351.88	3,210.92
e.	Weighted average number of equity shares from dilutive instruments (Nos.)	-	11,125,384
f.	Weighted Average No of Equity Shares used in computing Diluted Earning per Share (Nos.)	156,916,562	161,810,869
g.	Nominal Value of Equity Shares (Rs.)	5.00	5.00
h.	Basic-Earning Per Shares (Rs.)	2.14	2.13
i.	Diluted -Earning Per Share (Rs.)	2.14	1.98

41. The Company has an investment of Rs.11,297.50 Lacs (March 31, 2015 : Rs.11,297.50 Lacs) in the equity shares and has outstanding dues of Rs.1,539.10 Lacs (March 31, 2015 : Rs.1,576.55 Lacs) (net of advances) from APAKSH Broadband Limited (APAKSH), subsidiary acquired as a result of the amalgamation of erstwhile Aksh Broadband Limited with the Company. APAKSH's operations got suspended due to litigation by one of the shareholder of APAKSH. The Board of Directors has approved the merger of its subsidiary APAKSH with the Company subject to necessary statutory approvals and process to be finalised in due course with requisite agencies. Post merger synergies of APAKSH would be utilised to augment business domain of the Company. In view of this, no provision has been considered necessary in respect of the outstanding dues and investment at this stage.

Notes to financial statements for the year ended March 31, 2016

42 Derivative Instruments:

Forward contracts outstanding as at the reporting date:

		Amount in Lacs	
Particulars	Currency	31-Mar-16	31-Mar-15
Forward contracts to sell	USD	34.25	41.10
	EURO	1.00	2.50
Forward contracts to buy	USD	3.33	-

Particulars of foreign currency receivable as at the reporting date:

Particulars of foreign currency receivable as at the reporting date:				Amount in Lacs
S.No	Particulars	Currency	31-Mar-16	31-Mar-15
1	Export of goods	USD	89.46	47.73
		EURO	6.65	5.35
		GBP	0.02	0.02
		RINGGIT	22.10	14.11
2	Advance to Vendor	USD	4.02	8.27
		EURO	1.71	0.30
		JPY	-	3.98
		GBP	0.94	0.01
		RINGGIT	0.89	0.20
3	Loan and advances to related party	USD	37.80	11.25
4	Interest receivable on advances	USD	26.46	25.41

Particulars of foreign currency payable as at the reporting date:

Particulars of foreign currency payable as at the reporting date:				Amount in Lacs
S.No	Particulars	Currency	31-Mar-16	31-Mar-15
1	Import of goods and services	USD	22.50	25.18
		EURO	9.81	11.49
		GBP	-	0.05
2	Advance from customers	USD	1.11	0.50
		EURO	0.71	-
3	Buyer's Credit	USD	7.87	10.12
4	External Commercial Borrowing	USD	61.88	85.68
5	Foreign currency convertible bonds	USD	-	29.92

43 There are no Micro and Small Enterprises, to whom the Company owes, which are outstanding for more than 45 days as at March 31, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

44 During the year, Hon'ble High Court of Jaipur, Rajasthan admitted a winding up petition against the Company, being Corporate Guarantor for Rs.540.00 Lacs, for the alleged /disputed liability of its subsidiary, i.e. M/s APAKSH Broadband Limited. Consequently, Company filed an appeal in Double Bench of Hon'ble High Court of Jaipur, Rajasthan, which has been admitted by Court and pending for adjudication.

Notes to financial statements for the year ended March 31, 2016

45 Segmental Reporting for the year ended March 31, 2016

Based on the guiding principles given in Accounting Standard AS-17, "Segment Reporting" issued by The Institute of Chartered Accountants of India, the Company's business segments are Manufacturing, Services and Trading of goods. The information about business segments are given below:

Particulars	Manufacturing		Services		Trading		Total	
	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
1 Segment Revenue								
External Turnover	39,605.80	32,708.51	3,490.11	1,359.38	380.56	762.03	43,476.47	34,829.92
Inter Segment Turnover	83.90	9.55	-	-	-	-	-	-
Total Revenue	39,689.70	32,718.06	3,490.11	1,359.38	380.56	762.03	43,476.47	34,829.92
2 Segment Results before Interest and Taxes	5,691.11	4,207.12	(574.33)	(920.14)	20.30	181.20	5,137.08	3,468.18
Less : Finance Cost							1,040.12	705.80
Add : Interest Income							354.99	404.21
Add : Exceptional Items							(729.26)	115.51
Add/(Less): Unallocated (Expenses)/ Income							-	-
Profit before Tax							3,722.69	3,282.10
3 Other Information								
Segment Assets	20,177.82	18,823.53	12,755.97	13,247.91	-	-	32,933.79	32,071.44
Unallocated Assets							30,291.70	28,325.34
Total Assets	20,177.82	18,823.53	12,755.97	13,247.91	-	-	63,225.49	60,396.78
Segment Liabilities	11,392.91	11,531.48	7,031.46	9,514.67	-	-	18,424.37	21,046.15
Share Capital and reserves							44,801.12	39,350.63
Total Liabilities	11,392.91	11,531.48	7,031.46	9,514.67	-	-	63,225.49	60,396.78
Capital Expenditure	390.20	39.41	245.69	73.83	-	-	635.89	113.24
Depreciation and Amortization	462.64	380.43	1,409.80	1,250.45	-	-	1,872.44	1,630.88

Note: Total Revenue is after elimination of inter segment turnover of Rs.83.90 Lacs (March 31, 2015 : Rs.9.55 Lacs)

Notes to financial statements for the year ended March 31, 2016

	Particulars	31-Mar-16		31-Mar-15	
		Rs.In Lacs	%	Rs.In Lacs	%
46	Value and percentage of Imported/Indigenous				
	Raw - Material Consumed				
	Imported	11,213.02	45%	8,732.33	42%
	Indigenous	13,868.30	55%	12,150.68	58%
		25,081.32	100%	20,883.01	100%
47	Spare Parts and components Consumed				
	Imported	204.15	37%	127.55	28%
	Indigenous	346.26	63%	323.65	72%
		550.41	100%	451.20	100%
48	Value of Imports on CIF Basis				
	Raw Material	10,715.92		9,144.23	
	Spare Parts, Consumable and Packing Material	199.36		156.12	
	Accessories	9.55		53.02	
	Capital Goods	80.75		98.55	
49	Earning in Foreign Exchange on FOB Basis				
	Export of Goods and Services	17,465.46		11,792.40	
	Interest	69.70		161.35	
50	Expenditure in foreign currency				
	Travelling Expense	17.27		38.98	
	Sales Commission	293.71		153.47	
	Interest and Bank Charges	424.61		239.98	
	Dubai Branch Office Expenses	99.98		139.98	
	Other Charges	54.34		58.22	
51	Previous year's figures have been regrouped, rearranged and reclassified to conform to those of current year's figures wherever necessary. The accompanying notes (1-51) are an integral part of the financial statements				

As per our report of even date
For P. C. Bindal & Co.
 Firm Registration Number: 003824N
Chartered Accountants

CA K. C. Gupta
Partner
Membership No.: 088638

Date: May 28, 2016
 Place: New Delhi

Satyendra Gupta
Deputy Managing Director
DIN : 00035141

Gaurav Mehta
Chief - Corporate Affairs & Company Secretary

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director
DIN : 00023824

Pawan Kumar Gambhir
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS TO THE MEMBERS OF AKSH OPTIFIBRE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of AKSH OPTIFIBRE LIMITED (hereinafter referred to as "the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Aksh Group"), which comprise of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements.

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Company(Accounts) Rules, 2014. The respective Board of Directors of the Company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of these consolidated financial statements by the Board of Director of the Company.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In

making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors' on separate financial statement of the subsidiary, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- i. in the case of the Consolidated Balance sheet, of the state of affairs of the Group as at March 31, 2016;
- ii. in the case of the Consolidated Profit and Loss, of the Profit of the Group for the year ended on that date; and
- iii. in the case of the Consolidated Cash Flow Statement, of the cash flow of the Group for the year ended on that date.

Other Matters

We did not audit the financial statements of one foreign subsidiary Company, whose financial statements reflect total assets of Rs.21,244.55 Lacs as at March 31, 2016, total revenues of Rs.1,623.17 Lacs and net cash inflows/(outflows) amounting to Rs.(33.15) Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors' whose report has been furnished by the management and our opinion of consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of subsidiary is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act as applicable.
- (e) On the basis of the written representations received from the directors of the Company as on March 31, 2016 taken on record by the Board of Directors of the Company and the report of the statutory auditors of its subsidiary Companies incorporated in India, none of the Directors of the Group Companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a Director of that Company in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our report in “Annexure A”, which is based on the Auditors’ Reports of the Company and its subsidiary Companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary Companies incorporated in India; and
- (g) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 27 to the consolidated financial statements.
 - ii. The Company has made provisions in its consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts.: and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary Company incorporated in India.

For P.C. Bindal & Co.

Firm Registration Number: 003824N

Chartered Accountants

CA K.C. Gupta

Partner

Membership No 088638

Date: May 28, 2016

Place: New Delhi

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls over financial reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of AKSH OPTIFIBRE LIMITED ('the Holding Company') and its subsidiary companies which incorporated in India as at March 31, 2016, as of that date. In conjunction with our audit of the consolidated financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over

financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial

reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For P.C. Bindal & Co.

Firm Registration Number: 003824N

Chartered Accountants

CA K.C. Gupta

Partner

Membership No 088638

Date: May 28, 2016

Place: New Delhi

Consolidated Balance Sheet

as at March 31, 2016

		Rs.in Lacs	
Particulars	Note	31-Mar-16	31-Mar-15
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	10,347.78	9,791.51
Reserves and surplus	4	35,674.25	31,062.32
		46,022.03	40,853.83
Minority Interest		10.47	10.47
Non-current liabilities			
Long-term borrowings	5	3,670.88	7,372.36
Deferred tax liabilities (net)	6	234.00	-
Other non current liabilities	7	644.25	856.72
Long-term provisions	8	411.76	325.28
		4,960.89	8,554.36
Current liabilities			
Short-term borrowings	9	4,566.71	4,697.91
Trade payables	10		
- Micro, Small and Medium Enterprises		4.85	-
- Others		7,288.28	6,097.80
Other current liabilities	10	3,971.84	4,064.20
Short-term provisions	8	472.14	638.60
		16,303.82	15,498.51
TOTAL		67,297.21	64,917.17
ASSETS			
Non-current assets			
Fixed assets			
Property, Plant and Equipment	11	10,154.04	11,546.93
Intangible assets	12	621.82	747.77
Capital work-in-progress including intangible assets		15,077.86	14,653.71
Non-current investments	13	0.05	0.05
Long-term loans and advances	14	682.70	94.10
Other non-current assets	15.2	2,174.74	1,582.19
		28,711.21	28,624.75
Current assets			
Inventories	16	2,486.04	2,905.76
Trade receivables	15.1	16,567.80	14,951.68
Cash and cash equivalents	17	328.28	435.27
Short-term loans and advances	14	18,996.95	17,851.77
Other current assets	15.2	206.93	147.94
		38,586.00	36,292.42
TOTAL		67,297.21	64,917.17
Summary of Significant Accounting Policies	2.1		
See accompanying Notes forming part of the Financial Statements	1-38		

As per our report of even date
For P. C. Bindal & Co.
 Firm Registration Number: 003824N
 Chartered Accountants

CA K. C. Gupta
 Partner
 Membership No.: 088638

Date: May 28, 2016
 Place: New Delhi

Satyendra Gupta
 Deputy Managing Director
 DIN : 00035141

Gaurav Mehta
 Chief - Corporate Affairs & Company Secretary

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
 Chairman & Managing Director
 DIN : 00023824

Pawan Kumar Gambhir
 Chief Financial Officer

Consolidated Statement of Profit and Loss

For the Year Ended March 31, 2016

Rs.in Lacs			
Particulars	Note	31-Mar-16	31-Mar-15
Income			
Revenue from operations (gross)	18	47,571.29	38,167.06
Less: excise duty		2,692.60	2,562.42
Revenue from operations (net)		44,878.69	35,604.64
Other income	19	286.85	422.18
Total revenue (I)		45,165.54	36,026.82
Expenses			
Cost of raw material and components consumed	20	25,769.41	21,112.85
Purchase of traded goods	21	355.64	658.41
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	22	534.86	210.58
Employee benefits expense	23	2,797.54	2,344.73
Other expense	24	8,830.58	6,696.75
Total expense (II)		38,288.03	31,023.32
Earnings before interest ,depreciation & amortization, exceptional items and tax (EBITDA), (I) – (II)		6,877.51	5,003.50
Depreciation and amortization expense	25	2,061.20	1,721.14
Finance costs	26	1,155.88	793.75
Profit before exceptional items and tax		3,660.43	2,488.61
Exceptional Item's income / (expense)	32	(729.26)	115.51
Profit before tax		2,931.17	2,604.12
Tax expenses			
Income Tax		794.48	687.95
Earlier Year Taxes		-	71.18
Deferred Tax expense		234.00	-
MAT Credit Entitlement		657.67	687.95
Total tax expense		370.81	71.18
Profit for the year		2,560.36	2,532.94
Earnings per equity share	34		
[nominal value of share Rs.5/- (March 31, 2015: Rs.5/-)]			
Basic		1.63	1.68
Diluted		1.63	1.57
Summary of Significant Accounting Policies	2.1		
See accompanying Notes forming part of the Financial Statements	1-38		

As per our report of even date
For P. C. Bindal & Co.
 Firm Registration Number: 003824N
 Chartered Accountants

CA K. C. Gupta
Partner
 Membership No.: 088638

Date: May 28, 2016
 Place: New Delhi

Satyendra Gupta
 Deputy Managing Director
 DIN : 00035141

Gaurav Mehta
 Chief - Corporate Affairs & Company Secretary

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhary
 Chairman & Managing Director
 DIN : 00023824

Pawan Kumar Gambhir
 Chief Financial Officer

Consolidated Cash Flow Statement

For the year ended March 31, 2016

Particulars	Rs.in Lacs	
	31-Mar-16	31-Mar-15
A. Cash flow from operating activities		
Profit before tax	2,931.17	2,604.12
Profit before tax	2,931.17	2,604.12
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/ amortization on continuing operation	2,061.20	1,721.14
Loss/ (profit) on sale of investments	-	(11.45)
Loss/ (profit) on sale of fixed assets	1.16	0.62
Foreign Currency Translation Reserve	743.23	298.82
Finance costs	1,155.88	793.75
Interest (income)	(285.29)	(242.85)
Operating profit before working capital changes	6,607.35	5,164.15
Movements in working capital :		
Increase in trade and other payables	1,319.15	3,707.99
(Increase) in trade receivables	(1,616.00)	(5,804.69)
Decrease / (increase) in inventories	419.72	(416.57)
(Increase) in other receivables	(2,463.14)	804.96
Cash generated from operations	4,267.08	3,455.84
Direct taxes paid (net of refunds)	(962.79)	(531.52)
Net cash flow from operating activities (A)	3,304.29	2,924.32
B. Cash flows from investing activities		
Purchase of fixed assets, including CWIP	(971.44)	(2,780.38)
Proceeds from sale of fixed assets	3.78	0.66
Proceeds from sale of non-current investments	-	13.22
Interest income	226.30	242.85
Net cash flow (used in) / from investing activities (B)	(741.36)	(2,523.65)
C. Cash flows from financing activities		
(Repayment) of Long-term borrowings	(1,382.84)	(364.06)
Proceeds/(Repayment) of Short-term borrowings	(131.20)	1,558.18
Proposed Dividend	-	(443.23)
Finance costs	(1,155.88)	(793.75)
Net cash flow (used in) in financing activities (C)	(2,669.92)	(42.86)
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(106.99)	357.81
Cash and cash equivalents at the beginning of the year	435.27	77.46
Cash and cash equivalents at the end of the year	328.28	435.27
Components of cash and cash equivalents		
Cash on hand	7.91	6.41
With banks- on current account	157.91	106.37
Deposits with original maturity of less than 12 months	161.00	320.00
Unpaid dividend accounts	1.46	2.49
Total cash and cash equivalents (refer note no. 17)	328.28	435.27
Summary of Significant Accounting Policies		
The accompanying Notes (1-38) are an integral part of the Financial Statements		

As per our report of even date
For P. C. Bindal & Co.
 Firm Registration Number: 003824N
Chartered Accountants

CA K. C. Gupta
Partner
Membership No.: 088638

Date: May 28, 2016
 Place: New Delhi

Satyendra Gupta
Deputy Managing Director
DIN : 00035141

Gaurav Mehta
Chief - Corporate Affairs & Company Secretary

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director
DIN : 00023824

Pawan Kumar Gambhir
Chief Financial Officer

Notes to Consolidated financial statements for the year ended March 31, 2016

1 CORPORATE INFORMATION

Aksh Optifibre Limited is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed at The Bombay Stock Exchange Limited and The National Stock Exchange Limited in India. The Company is engaged in the manufacturing and selling of Optical Fibre, Optical Fibre Cable, Fibre Reinforced Plastic Rods and Impregnated Glass Roving Reinforcement. The Company caters to both domestic and international markets. The Company also provides the E Governance services, FTTH and Internet Protocol Television (IPTV) services in North India.

2 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The significant accounting policies adopted by Aksh Optifibre Limited (the Company) and its subsidiaries (hereinafter referred to as the "Group") in respect of these Consolidated Financial Statements, are set out below.

2.1 SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies Act, 2013. Additional disclosures specified in the Accounting Standards shall be made in the notes to accounts or by way of additional statement unless required to be disclosed on the face of the Financial Statements. Similarly, all other disclosures as required by the Companies Act, 2013 shall be made in the notes to accounts in addition to the requirements set out in this Schedule. These consolidated financial statements are prepared under the historical cost convention on the accrual basis of accounting and in accordance with the reporting requirements of Accounting Standard - 21 'Consolidated Financial Statements' issued by the ICAI.

b) Principles of Consolidation

These accounts represent consolidated accounts of the Group and its majority owned subsidiaries as follows:

Entity	Country of Incorporation	Shareholding as at March 31, 2016
APAKSH Broadband Limited (APAKSH)	India	99.92%
AOL FZE	UAE	100%
AOL Projects DMCC subsidiary of AOL FZE	UAE	100%

c) Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Difference between the actual result and estimates are recognized in the year in which the results are known/materialized.

d) Fixed Assets

- Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment. Cost includes any borrowing costs directly attributable to the acquisition/ construction of fixed assets and bringing the assets to its working condition for its intended use.

- Exchange difference arising on account of liabilities incurred for acquisition or construction of Fixed Assets is adjusted in the carrying amount of related Fixed Assets.

e) Capital Work-in-Progress

Advances paid towards the acquisition of fixed assets, costs of assets not ready for use before the year-end and expenditure during construction period that is directly or indirectly related to construction, including borrowing costs are included under Capital Work-in-Progress.

f) Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

Particulars	Useful life in years
Factory Buildings	28
Plant and equipment including Telecom Networking, Testing instrument, electrical equipments, Fork lift and office equipment	20
Furniture and fixtures	15
Data Processing System	5

Leasehold land is amortized over the duration of the lease.

Intangible assets are amortized over their estimated useful life on straight line method.

g) Impairment of Assets

- The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted at their present value at the weighted average cost of capital.
- After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
- A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

h) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long Term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such diminution is other than temporary. Current Investments are carried at the lower of cost and fair value and

Notes to Consolidated financial statements for the year ended March 31, 2016

provisions are made to recognize the decline in the carrying value.

i) Inventories

- i) Raw materials, work-in-process, finished goods, trading stock, packing material and stores and spares parts are valued at the lower of cost and net realizable value except scrap which is valued at net realizable value.
- ii) Cost of inventories of items that are not ordinarily interchangeable or are meant for specific projects is assigned by specific identification of their individual cost. Cost of other inventories is ascertained on the FIFO basis. In determining the cost of work-in-process and finished goods, fixed production overheads are allocated on the basis of normal capacity of production facilities.
- iii) The comparison of cost and realizable value is made on an item-by-item basis.
- iv) Net realizable value of work-in-process is determined on the basis of selling prices of related finished products.
- v) Raw Material and other supplies held for use in production of inventories are not written down below cost unless their prices have declined and it is estimated that cost of related finished goods will exceed their net realizable value.

j) Foreign Currency Transactions

- i) Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.
- ii) Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.
- iii) Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.
- iv) The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which exchange rate changes. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or expense for the year. None of the forward exchange contracts are taken for trading or speculation purpose.

k) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that company incurs in connection with the borrowing of funds.

l) Revenue Recognition

Revenue is recognized to the extent that it is probable that the

economic benefits will flow to the Company and the revenue can be readily measured.

Sales of Goods and Services

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer (usually at the point of dispatch to customers). Sales include excise duty, sale of scrap and net of sale tax and quantity discount.

Income from services is recognized on the completion of services. Period based services are accounted for proportionately over the period of service.

Income from Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Other Incomes

Other Incomes are accrued as earned except where the receipt of income is uncertain.

m) Retirement and other Employee Benefits

- i) Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Profit and Loss for the year when the contributions to the respective funds are due. The company has no other obligation other than the contribution payable.
- ii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method calculated at the end of each financial year. The liability with regard to gratuity in respect of any employee not covered under group gratuity scheme is provided on the basis of amount payable to such employees as if they were to retire on the last day of financial year.
- iii) Leave Encashment liability is provided for based on actuarial valuation done as per Projected Unit Credit Method calculated at the end of each financial year.
- iv) Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

n) Export Incentives

Export Incentive in the form of advance licenses / credit earned under duty entitlement pass book scheme are treated as income in the year of export at the estimated realizable value / actual credit earned on exports made during the year.

o) Taxes on Income

Income taxes are computed using the tax effect accounting method where taxes are accrued in the same period, as the related revenue and expenses to which they relate. The differences that result between profit offered for income tax and the profit before tax as per financial statements are identified and deferred tax assets or deferred tax liabilities are recorded for timing differences, namely differences that originate in one accounting period and are capable of reversal in future. Deferred tax assets and liabilities are measured using tax rates and tax laws enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized. However, where the Company has unabsorbed depreciation or carried forward losses under taxation laws, a much stricter test, viz, virtual certainty of realization, is applied for recognition of deferred tax assets. Deferred tax assets are reviewed for the continuing appropriateness of their respective carrying values at each balance sheet date and written down or written up to reflect

Notes to Consolidated financial statements for the year ended March 31, 2016

the amount that is reasonably/ virtually certain (as the case may be) of realization.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

p) Operating Leases

Assets given on operating leases are included in fixed assets. Lease income is recognized in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

q) Earnings Per Share

The Group reports basic and diluted earnings per share in accordance with Notified AS 20 under the Companies (Accounting Standards) Rules, 2006 issued by The Institute of Chartered Accountants of India on 'Earnings Per Share'. Basic earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders after deducting attributable taxes by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Both profit for the year and weighted average numbers of shares are adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

r) Provisions, Contingent Liabilities and Contingent Assets

As per Notified AS 29 under the Companies (Accounting Standards) Rules, 2006, Provisions, Contingent Liabilities and Contingent Assets, issued by the Institute of Chartered Accountants of India, the Company recognizes provisions (without discounting to its present value) only when it has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation as and when a reliable estimate of the amount of the obligation can be made.

No provision is recognized for:

Any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or

Any present obligation that arises from past events but is not recognized because –

- It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- A reliable estimate of the amount of obligation cannot be made.

Such obligations are disclosed as Contingent Liabilities. These are assessed continually and only that part of the obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimate can be made.

s) Project Development Expenditure

Expenses incurred relating to project prior to commencement of commercial production / start of the project is classified as Project Development Expenditure net of income earned during the project development stage.

t) Miscellaneous Expenditure

Expenditure on issue of shares / foreign currency convertible bonds (FCCBs) / Global Depository Receipts (GDRs) / shares under Qualified Institutional Placements (QIP) and premium on redemption of FCCBs are adjusted against Securities Premium account.

u) Translation of Foreign Subsidiary

In case of foreign subsidiary, the revenue and expense transactions at the year end reflected in the Statement of Profit and Loss have been translated at the average exchange rates for the period to which the financial statements relate. The assets and liabilities, both monetary and non-monetary, have been translated at the closing exchange rate prevailing on the date of the Balance Sheet.

Exchange difference arising on the Company's net investment in foreign subsidiary are accumulated in a foreign currency translation reserve until the disposal of such investment, at which time they are recognized as income and expense.

v) Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

w) Additional information, as required under Schedule III to the Companies Act 2013, "General instructions for the preparation of consolidated financial statements" for financial year 2015-16

S. No.	Name of the Enterprise	Net Assets, i.e., total assets minus total liabilities		Share in Profit or Loss	
		As % of consolidated net assets	Amount (Rs.in Lacs)	As % of consolidated profit or loss	Amount (Rs.in Lacs)
	Parent				
1	Aksh Optifibre Limited	96.84	44,567.12	130.91	3,351.58
	Subsidiaries				
	Indian				
2	Apaksh Broadband Limited	3.12	1,437.51	-	-
	Foreign				
3	AOL FZE	(2.61)	(1,201.46)	(30.34)	(776.72)
4	AOL Projects DMCC	2.67	1,229.33	(0.57)	(14.50)
	Minority Interests in subsidiaries	(0.02)	(10.47)	-	-
Total		100.00	46,022.03	100.00	2,560.36

Notes to Consolidated financial statements for the year ended March 31, 2016

3. Share capital

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Authorized shares (No.)		
170,100,000 (March 31, 2015: 170,100,000) Equity Shares of Rs.5/- each	8,505.00	8,505.00
Issued, subscribed and fully paid-up shares (No.)		
162,665,070 (March 31, 2015: 151,539,689) Equity Shares of Rs.5/- each fully paid up	8,133.25	7,576.98
Forfeited Shares in case of APAKSH Broadband Ltd.	2,214.53	2,214.53
Total issued, subscribed and fully paid-up share capital	10,347.78	9,791.51

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

Particulars	31-Mar-016		31-Mar-15	
	No. of shares	Rs.in Lacs	No. of shares	Rs.in Lacs
At the beginning of the year	151,539,689	7,576.98	148,564,989	7,428.25
Add:				
- Issued pursuant to conversion of FCCBs	11,125,381	556.27	2,974,700	148.73
Outstanding at the end of the year	162,665,070	8,133.25	151,539,689	7,576.98

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.5/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(b) During the period of five years immediately preceeding to reporting date, the Company has not

- (i) issued any bonus shares
- (ii) issued shares for consideration other than cash
- (iii) Bought back any shares

(c) Details of shareholders (as per register of shareholders) holding more than 5% shares in the Company

Name of the shareholder	31-Mar-16		31-Mar-15	
	No. of shares	%holding	No. of shares	%holding
Dr Kailash S Choudhari	22,301,918	13.7%	25,842,700	17.1%
Usha Jain	20,451,606	12.6%	17,425,000	11.5%

Notes to Consolidated financial statements for the year ended March 31, 2016

4. Reserves and Surplus

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Capital reserve	15.00	15.00
Securities premium account		
Balance as per the last financial statements	31,755.77	31,405.95
Add :		
- Premium on conversion of FCCB into Shares	1,308.34	349.82
Closing Balance	33,064.11	31,755.77
Foreign Currency Translation Reserve		
Balance as per the last financial statements	155.07	(143.77)
Add: Created on translation and incorporation of non integral foreign subsidiaries	743.23	298.84
Closing Balance	898.30	155.07
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(863.52)	(3,387.76)
Profit for the year	2,560.36	2,532.94
Proposed Dividend	-	(7.44)
Tax on dividend	-	(1.26)
Net Surplus / (Deficit) in the statement of profit and loss	1,696.84	(863.52)
Total reserves and surplus	35,674.25	31,062.32

5. Long-term borrowings

Rs.in Lacs

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Secured Loans				
Term Loans				
External Commercial Borrowings	2,207.78	3,868.12	1,892.39	1,487.74
6.188 Mn USD (March 31, 2015 : 8.568 Mn USD)				
Term Loan from Bank	1,404.85	1,529.68	643.67	589.92
Term Loan from Others	1.51	9.66	8.15	8.25
Car Loan from Banks	20.78	31.31	12.50	11.17
Unsecured Loans				
Foreign Currency Convertible Bonds (FCCBs)				
Nil (March 31, 2015: 2.992 Mn USD) 0% FCCBs due on February, 2019 of \$ 1,000 each	-	1,870.30	-	-
Term Loan from Others	35.96	63.29	57.48	63.08
	3,670.88	7,372.36	2,614.19	2,160.16
The above amount includes				
Secured borrowings	3,634.92	5,438.77	2,556.71	2,097.08
Unsecured borrowings	35.96	1,933.59	57.48	63.08
Amount disclosed under the head "other current liabilities" (refer note no. 10)	-	-	(2,614.19)	(2,160.16)
Net amount	3,670.88	7,372.36	-	-

- External Commercial Borrowings are secured by way of first pari-passu charge on fixed assets of the Company and personal guarantee of Dr. Kailash S Choudhari
- Term Loan from Punjab National Bank are secured by way of exclusive charge on Plant and Machinery installed under the project, second pari-passu charge on current assets, third pari-passu charge on fixed assets of the Company and further secured by personal guarantee of Dr. Kailash S Choudhari.
- Term Loan from HDFC Bank are secured by way of first pari-passu charge on fixed assets, second pari-passu charge on current assets of the Company and further secured by personal guarantee of Dr. Kailash S Choudhari.
- Term loan from Bank of Baroda are secured by way of charge on fixed assets of AOL FZE, personal guarantee of Dr. Kailash S Choudhari and Corporate guarantee of the Company.

Notes to Consolidated financial statements for the year ended March 31, 2016

5. Car loan from Banks are secured against the hypothecation of Car.
6. Term Loan from others are secured by way of exclusive charge on Fixed assets installed under the subject Project.
7. Issue of Foreign Currency Convertible Bonds (FCCBs) convertible into ordinary shares, the particulars, terms of issue and the status of conversion as at March 31, 2016 are given below :-

Issue	0% FCCBs (due February 2019)
Issued on	February 10, 2014
Issue Amount	USD 3.792 Mn
Face Value	USD 1000
Fixed Exchange Rate for conversion	USD 1 = INR 62.32
Redeemable on	February 10, 2019
Redemption Percentage of the principal amount	120%
FCCBs converted	USD 3.792 Mn
Shares issued on conversion of FCCBs	14,100,081 shares
FCCBs outstanding as on March 31, 2016	Nil
Shares that could be issued on conversion of outstanding FCCBs	Nil

6. Deferred Tax Liabilities (net)

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	283.00	-
Gross deferred tax liability	283.00	-
Deferred tax asset		
Disallowances under the Income Tax Act, 1961	49.00	-
Gross deferred tax asset	49.00	-
Deferred Tax Liabilities (net)	234.00	-

7. Other non current liabilities

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Trade payable	540.35	856.72
(refer note no. 35 for details of dues to micro and small enterprises)		
Interest accrued but not due on borrowings	103.90	-
	644.25	856.72

8. Provisions

Rs.in Lacs

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Provision for Gratuity and Compensated Absences	411.76	325.28	10.38	8.53
Provision for Income Tax (net of Prepaid Taxes)	-	-	461.76	630.07
	411.76	325.28	472.14	638.60

Notes to Consolidated financial statements for the year ended March 31, 2016

9. Short-term borrowings

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Secured Loans		
Working Capital Facilities from Banks		
- Working Capital Facilities	2,821.44	2,870.85
- Buyers Credit	521.73	632.81
Other Loans		
Cisco Systems Capital India Private Limited	497.93	497.93
Unsecured Loans		
Deposits		
Inter Corporate Deposit repayable on demand	50.00	50.00
15% Inter Corporate Deposit from others repayable on demand	200.00	200.00
Security Deposits	475.61	446.32
	4,566.71	4,697.91
The above amount includes :		
Secured borrowings	3,841.10	4,001.59
Unsecured borrowings	725.61	696.32

- Working capital facilities from banks are secured by way of first pari-passu charge on Current Assets both present and future and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of first pari-passu charge on the immovable properties of the Company and personal guarantee of Dr. Kailash S. Choudhari. The cash credit is repayable on demand. The cash credit carries interest in the range of 11.55% to 12.40 % p.a.
- Non fund based limits are secured by first pari-passu charge on immovable properties of the Company and personal guarantee of Dr. Kailash S. Choudhari.
- Loan from Cisco Systems Capital India Private Limited is secured against first and exclusive charge on plant and machinery of APAKSH Broadband Limited covered under loan agreement and corporate guarantee of Aksh Optifibre Limited.

10. Other Current Liabilities

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Trade payables (including acceptances)		
Micro, Small and Medium Enterprises	4.85	-
Others	7,288.28	6,097.80
(refer note no. 35 for details of dues to micro and small enterprises)	7,293.13	6,097.80
Other liabilities		
Current maturities of long term debt (refer note no. 5)	2,614.19	2,160.16
Interest accrued but not due on borrowings	149.04	112.45
Advance from Customers	114.07	70.20
Unearned revenue	38.58	6.64
Unclaimed Dividend #		
Dividend 2013-14	1.46	1.48
Dividend 2006-07	-	1.01
Other current liabilities	1,054.50	1,712.26
	3,971.84	4,064.20
	11,264.97	10,162.00

Unclaimed dividend will be deposited in Investor Education and Protection Fund as and when due.

Notes to Consolidated financial statements for the year ended March 31, 2016

11. Property, Plant and Equipment

	Freehold Land	Leasehold Land	Factory Buildings	Plant and equipment	Telecom Networking	Testing Instruments	Air Conditioners	Furniture and fixtures	Office Equipments	Data Processing System	Vehicles	Fork Lift	Total
Rs.in Lacs													
Cost or valuation													
At April 1, 2014	1.84	122.70	1,448.07	14,271.94	3,166.12	909.85	287.47	189.71	89.99	221.55	22.72	36.46	20,768.42
Additions	-	-	168.57	3,730.87	-	14.07	1.23	9.46	13.59	45.87	56.50	4.77	4,044.93
Disposals / adjustments	-	-	-	-	-	-	-	-	(1.44)	(0.36)	(0.01)	-	(1.81)
At March 31, 2015	1.84	122.70	1,616.64	18,002.81	3,166.12	923.92	288.70	199.17	102.14	267.06	79.21	41.23	24,811.54
Additions	-	-	5.89	288.92	98.66	14.70	0.28	5.23	16.25	6.24	-	-	436.17
Disposals / adjustments	-	-	-	(12.16)	-	-	-	-	(0.17)	-	-	-	(12.33)
At March 31, 2016	1.84	122.70	1,622.53	18,279.57	3,264.78	938.62	288.98	204.40	118.22	273.30	79.21	41.23	25,235.38
Depreciation													
At April 1, 2014	-	18.70	611.90	8,364.75	1,560.18	589.78	208.24	100.51	45.39	198.56	18.21	11.77	11,727.99
Charge for the year	-	1.25	42.03	1,274.51	150.39	30.04	9.25	14.78	3.66	4.63	2.39	1.80	1,534.73
Preoperative Expense Adjustment	-	-	-	-	-	-	-	0.73	0.63	-	1.05	-	2.41
Disposals / adjustments	-	-	-	-	-	-	-	-	(0.47)	(0.04)	(0.01)	-	(0.52)
At March 31, 2015	-	19.95	653.93	9,639.26	1,710.57	619.82	217.49	116.02	49.21	203.15	21.64	13.57	13,264.61
Charge for the year	-	1.25	54.45	1,535.43	150.88	28.58	9.53	14.34	4.80	12.23	7.76	2.44	1,821.69
Preoperative Expense Adjustment	-	-	-	-	-	-	-	0.74	0.63	-	1.06	-	2.43
Disposals / adjustments	-	-	-	(7.38)	-	-	-	-	(0.01)	-	-	-	(7.39)
At March 31, 2016	-	21.20	708.38	11,167.31	1,861.45	648.40	227.02	131.10	54.63	215.38	30.46	16.01	15,081.34
Net Block													
At March 31, 2015	1.84	102.75	962.71	8,363.55	1,455.55	304.10	71.21	83.15	52.93	63.91	57.57	27.66	11,546.93
At March 31, 2016	1.84	101.50	914.15	7,112.26	1,403.33	290.22	61.96	73.30	63.59	57.92	48.75	25.22	10,154.04

12. Intangible assets

	Computer software
Gross block	
At 1 April 2014	2,303.36
Purchase	168.80
At March 31, 2015	2,472.16
Purchase	113.56
At March 31, 2016	2,585.72
Amortization	
At April 1, 2014	1,537.98
Preoperative Expense Adjustment	-
Charge for the year	186.41
At March 31, 2015	1,724.39
Preoperative Expense Adjustment	-
Charge for the year	239.51
At March 31, 2016	1,963.90
Net block	
At March 31, 2015	747.77
At March 31, 2016	621.82

13. Non-current investments

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Trade investments (valued at cost unless stated otherwise)		
Non-trade investments (valued at cost unless stated otherwise)		
*Investment in equity instruments (Unquoted)		
1 (March 31, 2015: 1) equity shares of AED 3.67 (rounded off to AED 4) each fully paid-up in Eminent One Ventures Limited	-	-
Government and trust securities (unquoted)		
National Saving Certificates (Deposited with Government Department as Security)	0.05	0.05
	0.05	0.05
Aggregate amount of unquoted investments	0.05	0.05

* Investment made in Eminent One Ventures Limited by Rs.68 equivalent to 4 AED (March 31, 2015: Rs.68).

14. Loans and advances (Unsecured, considered good unless stated otherwise)

Rs.in Lacs

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Capital advances	574.56	7.58	-	-
Security deposit	108.14	86.52	45.70	63.47
Advances recoverable in cash or kind	-	-	14,921.97	14,480.76
Other loans and advances				
Income Tax Refund	-	-	52.81	57.41
MAT Credit Entitlement	-	-	2,126.42	1,468.75
Prepaid expenses	-	-	273.93	215.04
Balances with statutory / government authorities	-	-	1,576.12	1,566.34
	-	-	4,029.28	3,307.55
	682.70	94.10	18,996.95	17,851.77

15.1. Trade receivables (Unsecured, considered good unless stated otherwise)

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Outstanding for a period exceeding six months from the date they are due for payment	4,778.83	4,061.72
Other receivables	11,788.97	10,889.96
	16,567.80	14,951.68

15.2. Other current assets (Unsecured, considered good unless stated otherwise)

Rs.in Lacs

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Other bank balances (refer note no. 17)	2,174.74	1,582.19	-	-
Interest accrued on fixed deposits	-	-	75.03	65.29
Interest accrued on other deposits	-	-	131.90	82.65
	-	-	206.93	147.94
	2,174.74	1,582.19	206.93	147.94

16. Inventories (valued at lower of cost and net realizable value)

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
i) Finished Goods and Traded Goods	91.70	22.54
ii) Raw Material	1,775.80	1,666.71
iii) Semi Finished Goods	406.48	1,010.50
iv) Stores, Spares and others	212.06	206.01
	2,486.04	2,905.76

Notes to Consolidated financial statements for the year ended March 31, 2016

17. Cash and cash equivalents

Rs.in Lacs

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Cash and cash equivalents				
Balances with banks:				
– On current accounts	-	-	157.91	106.37
– Deposits with original maturity of less than 12 months	-	-	161.00	320.00
– On unpaid dividend account	-	-	1.46	2.49
Cash on hand	-	-	7.91	6.41
	-	-	328.28	435.27
Other bank balances				
– Deposits with original maturity for more than 12 months	20.00	25.00	-	-
– Margin money deposit #	2,154.74	1,557.19	-	-
	2,174.74	1,582.19	-	-
Amount disclosed under non-current assets (refer note 15.2)	(2,174.74)	(1,582.19)	-	-
	-	-	328.28	435.27

Cash and cash equivalents includes deposits maintained by the Company with banks, which can be withdrawn by the Company at any point of time without prior notice or penalty on the principal.

Margin money deposits with a carrying amount of Rs.2,154.74 Lacs (March 31, 2015: Rs.1,557.19 Lacs) are pledged with Banks for various Facilities.

18. Revenue from operations

Rs.in Lacs

Particulars	31-Mar-16	31-Mar-15
Revenue from operations		
Sale of products		
- Finished goods	42,710.74	35,149.86
- Traded goods	380.56	927.76
Sale of services	3,487.93	1,501.96
Other operating revenue		
- Scrap sales	49.21	28.85
- Export Incentives	458.92	382.60
- Exchange Fluctuation	310.95	165.37
- Other operating revenue	172.98	10.66
Revenue from operations (gross)	47,571.29	38,167.06
Less: Excise duty #	2,692.60	2,562.42
Revenue from operations (net)	44,878.69	35,604.64

Excise duty on sales amounting to Rs.2,692.60 Lacs (March 31, 2015 : Rs.2,562.42 Lacs) has been reduced from sales in statement of profit and loss and excise duty on increase/(decrease) in stock amounting to Rs.5.33 Lacs (March 31, 2015 : Rs.(38.72) Lacs) has been considered as (income)/expense in note 24 of financial statements.

Notes to Consolidated financial statements for the year ended March 31, 2016

Detail of products sold

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Finished goods		
Optical Fibre and Optical Fibre Cables	30,566.61	23,358.96
Fibre Reinforced Plastic Rod and Impregnated Glass Roving Reinforcement	12,144.13	11,790.90
	42,710.74	35,149.86
Traded goods		
Telecom and electronic items	380.56	927.76
	380.56	927.76
Detail of services rendered		
E-Governance activities	3,038.41	1,227.17
Network Erection, Installation and Commissioning	385.28	52.76
other (IPTV)	64.24	85.78
Consultancy Income	-	136.25
	3,487.93	1,501.96

19. Other income

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Interest income		
on deposits	211.35	188.60
on other advances	73.94	54.25
Other non-operating income	1.56	179.33
	286.85	422.18

20. Cost of raw material and components consumed

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Inventory at the beginning of the year	1,666.71	1,030.87
Add: Purchases	25,878.50	21,748.69
	27,545.21	22,779.56
Less: inventory at the end of the year	1,775.80	1,666.71
Cost of raw material and components consumed	25,769.41	21,112.85

Details of raw material and components consumed

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Glass Fibre and Glass Preforms	13,827.60	10,393.66
Resin such as (PVC, HDPE, Nylon, MB, LSZH, PBT, Nucrel, UV resin and Polyester)	6,891.47	7,740.96
Others	5,050.34	2,978.23
	25,769.41	21,112.85

21. Purchase of traded goods

	Rs.in Lacs	
Particulars	31-Mar-16	31-Mar-15
Telecom and electronic items	355.64	658.41
	355.64	658.41

Notes to Consolidated financial statements for the year ended March 31, 2016

22. (Increase)/ decrease in inventories

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
Inventories at the end of the year		
Finished/Traded Goods	91.70	22.54
Semi Finished Goods	406.48	1,010.50
	498.18	1,033.04
Inventories at the beginning of the year		
Finished/Traded Goods	22.54	409.12
Semi Finished Goods	1,010.50	834.50
	1,033.04	1,243.62
(Increase)/Decrease in Inventories	534.86	210.58

23. Employee benefits expense

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
Salaries, wages and bonus	2,384.33	1,942.94
Contribution to provident and other funds	111.32	92.98
Gratuity	83.43	40.36
Staff welfare expenses	184.04	116.86
Directors' Remuneration	34.42	151.59
	2,797.54	2,344.73

24. Other expenses

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
Consumption of stores and spares	572.75	474.58
Increase/(Decrease) in Excise Duty Provision on Stock	5.33	(38.72)
Power and Fuel	886.74	748.16
Packing Material Consumed	1,873.24	1,958.51
Repair and Maintenance		
- Plant and Machinery	49.92	53.93
- Buildings	35.98	21.35
- Others	70.87	79.11
Sub-contracting expenses	2,249.67	802.37
Marketing and Service Charges	476.79	596.03
Freight and Cartage (Outward)	225.37	237.67
Travelling and Conveyance	298.38	303.89
CSR Expenditure	53.43	33.80
Postage and Telephone	72.31	42.56
Insurance	47.39	61.27
Rent	167.98	136.00
Professional and Legal Expenses	368.81	315.75
Auditors' Remuneration	46.01	39.21
Bank Charges	344.94	328.18
Other Expenses	1,038.02	512.65
	8,883.93	6,706.30
Less : Transfer to Capital Asset/ Capital Work in Progress	53.35	9.55
	8,830.58	6,696.75

Notes to Consolidated financial statements for the year ended March 31, 2016

Detail of payment to auditor

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
As auditor:		
Audit fee	33.03	28.83
Tax audit fee	4.00	4.00
In other capacity:		
Taxation matters	1.50	3.50
Other services (certification fees)	5.46	1.20
Reimbursement of expenses	2.02	1.68
	46.01	39.21

25. Depreciation and amortization expense

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
Depreciation of Property, Plant and Equipment	1,821.69	1,534.73
Amortization of intangible assets	239.51	186.41
	2,061.20	1,721.14

26. Finance costs

		Rs.in Lacs
Particulars	31-Mar-16	31-Mar-15
Interest on Cash Credit	360.54	358.32
Interest	795.34	435.43
	1,155.88	793.75

27. Contingent Liabilities:

Liabilities through contingent are provided for, if there are reasonable prospects of their maturity. Other contingent liabilities except frivolous claims are disclosed.

a) Claims not acknowledged as debts

a) Claims not acknowledged as debts			Rs.in Lacs
S. No.	Particulars	31-Mar-16	31-Mar-15
1	VAT/Sales Tax Matters	124.88	387.78
2	Service Tax	232.89	231.17
3	Excise / Custom Duty	555.08	559.63
4	Stamp Duty	-	28.50
5	Income Tax matters	91.01	-
6	Others	177.03	166.61

b) Bank Guarantees, letters of credit (Net of margin) issued by banks and outstanding as on the reporting date is Rs.2,965.83 Lacs (March 31, 2015 : Rs.1,940.99 Lacs).

c) Estimated amounts of contracts remaining to be executed on Capital Account (net of advances) is Rs.5,673.64 Lacs (March 31, 2015 : Rs.30,291.28 Lacs).

d) Rs.350 Lacs (March 31, 2015 : Rs.350 Lacs) were demanded by M/s. Andhra Pradesh Technology Services Limited towards liquidated damages, not acknowledged as debt.

e) Rs.23.75 Lacs (March 31, 2015 : Rs.23.75 Lacs) claimed by M/s Broadband Net Inc towards supply of equipments, which were not approved and returned to the supplier. Case is under sub judice.

f) Liabilities of Letter of credit bill discounted with bank of Rs.4,055.19 Lacs (March 31, 2015 : Rs.344.21 Lacs) has been netted off from trade receivables.

28. With a view to have a global presence in telecom, the Company has incorporated a wholly owned subsidiary in Dubai, viz. "AOL FZE" for expansion of Companies businesses. The subsidiary Company has signed an agreement with Africa One, a Company which has been mandated to provide majority stake in Company, holding GSM licenses with spectrum in African continent for Broadband, IPTV and FTTH projects. In Compliance of the terms of the agreement, the subsidiary Company has advanced towards part consideration an amount aggregating Rs.11,900.82 Lacs (equivalent to AED 660.06 Lacs) (March 31, 2015 : 11,194.56 Lacs (equivalent to AED 660.06 Lacs)).

Notes to Consolidated financial statements for the year ended March 31, 2016

29 Related Party Disclosures

Related party disclosures as required under Accounting Standard - 18 on "Related Party Disclosures" issued by The Institute of Chartered Accountants of India are as given below as on March 31, 2016:

- Individuals exercising significant influence and their relatives:
 - Dr. Kailash S. Choudhari
 - Dr. Rohan Choudhari (related till March 09, 2015)
- Key Management personnel:
 - Mr. Chetan Choudhari (related till June 01, 2015)
 - Mr. Satyendra Gupta (related w.e.f August 02, 2014)
 - Mr. Gaurav Mehta (related w.e.f August 02, 2014)
- Enterprise over which personnel referred in (b) and (C) aforementioned exercise significant influence:-
 - Mangal Chand Tubes Private Limited (related till June 01, 2015)

Related Party Transactions

Rs.in Lacs

S. No.	Particulars	Key Management Personnel	Others	Total
1	Remuneration Paid*	661.67 710.83	- -	661.67 710.83
2	Purchase	- -	3.39 25.48	3.39 25.48
3	Loan taken	- -	- 15.00	- 15.00
4	Repayment of loan	- -	- 15.00	- 15.00
5	Sitting Fees	- -	1.80 0.95	1.80 0.95
Balance due to/(from) as at March 31, 2016				
	Trade and other Payables	47.74 46.35	- 1.56	47.74 47.91

Figures in italic represents Previous Year

*Not comparable with previous year

30 The Company has taken assets on cancellable operating lease, the future minimum lease payments in respect of which are as follows:

Rs.in Lacs

Name of the Company	31-Mar-16	31-Mar-15
Not later than 1 year	54.01	81.91
Later than 1 year and not later than 5 years	16.97	70.98
Later than 5 years	-	-

The Lease agreements provide for an option to the Company to renew the lease period. There are no exceptional/restrictive covenants in the lease agreements.

Lease rental expense in respect of operating leases is Rs.167.98 Lacs (March 31, 2015 : Rs.136.00 Lacs)

Notes to Consolidated financial statements for the year ended March 31, 2016

31 Expenditure relating to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII:

Rs.in Lacs		
Name of the Company	31-Mar-16	31-Mar-15
(a) Gross amount required to be spent during the year	52.89	40.17

(b) Amount spent during the year ending March 31, 2016:

Rs.in Lacs			
Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/Acquisition of any asset	-	-	-
(ii) On purpose other than (i) above	53.43	-	53.43

(c) Amount spent during the year ending March 31, 2015:

Rs.in Lacs			
Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/Acquisition of any asset	-	-	-
(ii) Purpose other than (i) above	33.80	-	33.80

- 32 Exceptional items represents net foreign exchange gain on translation of Foreign Exchange assets and liabilities other than operational of Rs.(267.55) Lacs (March 31, 2015: Rs.104.68 Lacs), profit/(loss) on sale of fixed assets & Investments of Rs.(1.16) Lacs (March 31, 2015: Rs.10.83 Lacs), balances written off of Rs.(460.55) Lacs (March 31, 2015: Nil).

33 Segmental Reporting

Based on the guiding principles given in Accounting Standard AS-17, "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company's business segments are Manufacturing, Services and Trading of goods. The information about business segments are given below:

Rs.in Lacs								
Particulars	Manufacturing		Services		Trading		Total	
	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
1 Segment Revenue								
External Turnover	40,997.34	33,158.68	3,500.80	1,512.27	380.55	933.69	44,878.69	35,604.64
Inter Segment Turnover	83.90	9.55	-	-	-	-	-	-
Total Revenue	41,081.24	33,168.23	3,500.80	1,512.27	380.55	933.69	44,878.69	35,604.64
2 Segment Results before Interest and Taxes	5,634.32	4,077.09	(1,109.10)	(829.48)	5.80	222.26	4,531.02	3,469.87
Less : Finance Cost							1,155.88	793.75
Add : Interest Income							285.29	242.85
Add : Exceptional Items							(729.26)	115.51
Add/(Less): Unallocated (Expenses)/ Income							-	(430.36)
Profit before Tax							2,931.17	2,604.12
3 Other Information								
Segment Assets	23,683.02	22,123.77	27,354.96	27,284.94	4,358.39	3,753.89	55,396.37	53,162.60
Unallocated Assets	-	-	-	-	-	-	11,900.84	11,754.57
Total Assets	23,683.02	22,123.77	27,354.96	27,284.94	4,358.39	3,753.89	67,297.21	64,917.17
Segment Liabilities	13,228.27	13,487.57	7,612.06	10,155.59	190.38	409.71	21,030.71	24,052.87
Share Capital & reserves	-	-	-	-	-	-	46,266.50	40,864.30
Total Liabilities	13,228.27	13,487.57	7,612.06	10,155.59	190.38	409.71	67,297.21	64,917.17
Capital Expenditure	456.92	2,669.02	514.52	73.82	-	37.54	971.44	2,780.38
Depreciation and Amortization	646.66	469.44	1,409.89	1,250.53	4.65	1.17	2,061.20	1,721.14

Note: Total Revenue is after elimination of inter segment turnover of Rs.83.90 Lacs (March 31, 2015 : Rs.9.55 Lacs)

Notes to Consolidated financial statements for the year ended March 31, 2016

34 Basic and diluted earnings per share

S. No.	Particulars	31-Mar-16	31-Mar-15
a.	Net Profit for the year (Rs.in Lacs)	2,560.36	2,532.94
b.	Weighted Average No of Equity Shares used in computing Basic-Earning per Share (Nos.)	156,916,562	150,658,485
c.	Impact of diluted instruments on Net Profit for the year (Rs.in Lacs)	-	-
d.	Net Profit used for the computation of diluted earning per share (Rs.in Lacs)	2,560.36	2,532.94
e.	Weighted average number of equity shares from dilutive instruments (Nos.)	-	11,125,384
f.	Weighted Average No of Equity Shares used in computing Diluted Earning per Share (Nos.)	156,916,562	161,783,869
g.	Nominal Value of Equity Shares (Rs.)	5.00	5.00
h.	Basic-Earning Per Shares (Rs.)	1.63	1.68
i.	Diluted -Earning Per Share (Rs.)	1.63	1.57

35 There are no Micro and Small Enterprises, to whom the Group owes any sum, which are outstanding for more than 45 days as at March 31, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information received from vendors. There are no Micro and Small Enterprises, to whom the Group owes any sum, which are outstanding for more than 45 days as at March 31, 2013. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information received from vendors.

36 APAKSH is setting up a Broadband Project in the state of Andhra Pradesh. No Statement of Profit and Loss has been prepared in respect of the said project since the Company has not commenced revenue operations. The expenditure incurred during the period are classified as "Project Development Expenses" pending capitalization and will be apportioned to the assets on the completion of the project.

37 During the year, Hon'ble High Court of Jaipur, Rajasthan admitted a winding up petition against the Company, being Corporate Guarantor for Rs.540.00 Lacs, for the alleged /disputed liability of its subsidiary, i.e. M/s APAKSH Broadband Limited. Consequently, Company filed an appeal in Double Bench of Hon'ble High Court of Jaipur, Rajasthan, which has been admitted by Court and pending for adjudication.

38 Previous year's figures have been reworked, regrouped, rearranged and reclassified to conform to those of current year's figures wherever necessary. Previous year's figures have been reworked, regrouped, rearranged and reclassified to conform to those of current year's figures wherever necessary.

The accompanying Notes (1-38) are an integral part of the Consolidated Financial Statements.

As per our report of even date

For P. C. Bindal & Co.

Firm Registration Number: 003824N

Chartered Accountants

CA K. C. Gupta

Partner

Membership No.: 088638

Date: May 28, 2016

Place: New Delhi

For and on behalf of the Board of Directors

Satyendra Gupta

Deputy Managing Director

DIN : 00035141

Gaurav Mehta

Chief - Corporate Affairs & Company Secretary

Dr. Kailash S. Choudhari

Chairman & Managing Director

DIN : 00023824

Pawan Kumar Gambhir

Chief Financial Officer

PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014}



Live Smart

AKSH OPTIFIBRE LIMITED

Regd. Office: F-1080, RIICO Industrial Area, Phase –III, Bhiwadi -301019, Rajasthan.

Phone No.: 91-1493-220763, 221333, Fax No. : 91-1493-221329

CIN: L24305RJ1986PLC016132 | Website:- www.akshoptifibre.com

Name of the Members(s): e-mail ID:

Registered Address: Folio No:

..... Client ID/DP ID:

I/We, being the member(s) of _____ shares of Aksh Optifibre Limited, hereby appoint:

- 1) _____ of _____ having E-mail Id _____ or failing him
- 2) _____ of _____ having E-mail Id _____ or failing him
- 3) _____ of _____ having E-mail Id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my behalf at the 29th Annual General Meeting of the Company, to be held at 11:30 AM on Saturday, September 24, 2016 at the Registered Office of the Company at F-1080, RIICO Industrial Area, Phase –III, Bhiwadi -301019, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

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

S.N.	Resolutions	For	Against
1	To consider and adopt the Audited Financial Statements as at 31 st March, 2016 and the Report of the Auditors' and Board of Director's thereon.		
2	To appoint a Director in place of Mr. B. R. Rakhecha, who retires by rotation and being eligible offers himself for re-appointment.		
3	Ratification of Appointment of Statutory Auditors for the financial year 2016-17 and fixing their remuneration.		
4	Appointment of Cost Auditors for the financial year 2016-17.		
5	Appointment of Mr. Satyendra Gupta as Director of the Company.		
6	Appointment of Mr. Satyendra Gupta as Deputy Managing Director for 3 year w.e.f May 28, 2016 to May 27, 2019.		

Signed this..... day of.....2016

Affix a
1 Rs.
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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AKSH OPTIFIBRE LIMITED

Regd. Office: F-1080, RIICO Industrial area, Phase –III, Bhiwadi -301019, Rajasthan.

Phone No.: 91-1493-220763, 221333, Fax No. : 91-1493-221329

CIN: L24305RJ1986PLC016132 | Website:- www.akshoptifibre.com

ATTENDANCE SLIP

(To be completed and handed over at the entrance of the meeting hall)

DP. Id.

Folio No.....

Client Id.....

No. of shares held.....

All particulars should tally with the Company's records

I hereby record my presence at the 29th Annual General Meeting of the Company held at 11.30 AM, on Saturday, September 24, 2016 at registered office of the company at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019 (Rajasthan).

Member's Name (Sole Applicant)

(1st Joint holder)

(2nd Joint holder)

Father's Name:

Complete Address

Proxy's Name :

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

(Member's/ Proxy's Signature)

NOTES :

1. Attendance slip which is not complete in all respects shall not be accepted.
2. This attendance slip is valid only in case shares are held on the date of the meeting.



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CIN: L24305RJ1986PLC016132 | Website:- www.akshoptifibre.com

BALLOT FORM

1. Name(s) & Registered Address of the Sole/First Named Member :
2. Name(s) of the Joint Holders(s), If Any :
3. Registered Folio Number/ DP ID No./Client ID No* :
(* Applicable To investors holding shares in demat form)
4. Number of Ordinary Share(s) held :
5. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 29th Annual General Meeting (AGM) of the Company to be held on Saturday, September 24, 2016 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Ordinary Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolutions	I / We dissent to the Resolutions
1	To consider and adopt the Audited Financial Statements as at 31 st March, 2016 and the Report of the Auditors' and Board of Director's thereon.			
2	To appoint a Director in place of Mr. B. R. Rakhecha, who retires by rotation and being eligible offers himself for re-appointment.			
3	Ratification of Appointment of Statutory Auditors for the financial year 2016-17 and fixing their remuneration.			
4	Appointment of Cost Auditors for the financial year 2016-17.			
5	Appointment of Mr. Satyendra Gupta as Director of the Company.			
6	Appointment of Mr. Satyendra Gupta as Deputy Managing Director for 3 year w.e.f May 28, 2016 to May 27, 2019.			

Place :

Date :

Signature of the Member

Notes: Please read the instructions printed below carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form

1. Please complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Pooja Anand, Company Secretary in Practice, at the Corporate Office of the Company i.e. J-1/1, B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Saturday, September 17, 2016 as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than September 23, 2016 (5:00 p.m. IST). Ballot Form received after September 23, 2016 will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.akshoptifibre.com and on the website of the Karvy Computershare Private Limited and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Dharuhera- Bhiwadi Bypass Road

RIICO Chowk

RIICO Office

Bank of Ratnakar

Hill Ton Hotel

Baush and lomb

Federal Mogul India

Relexo Chowk





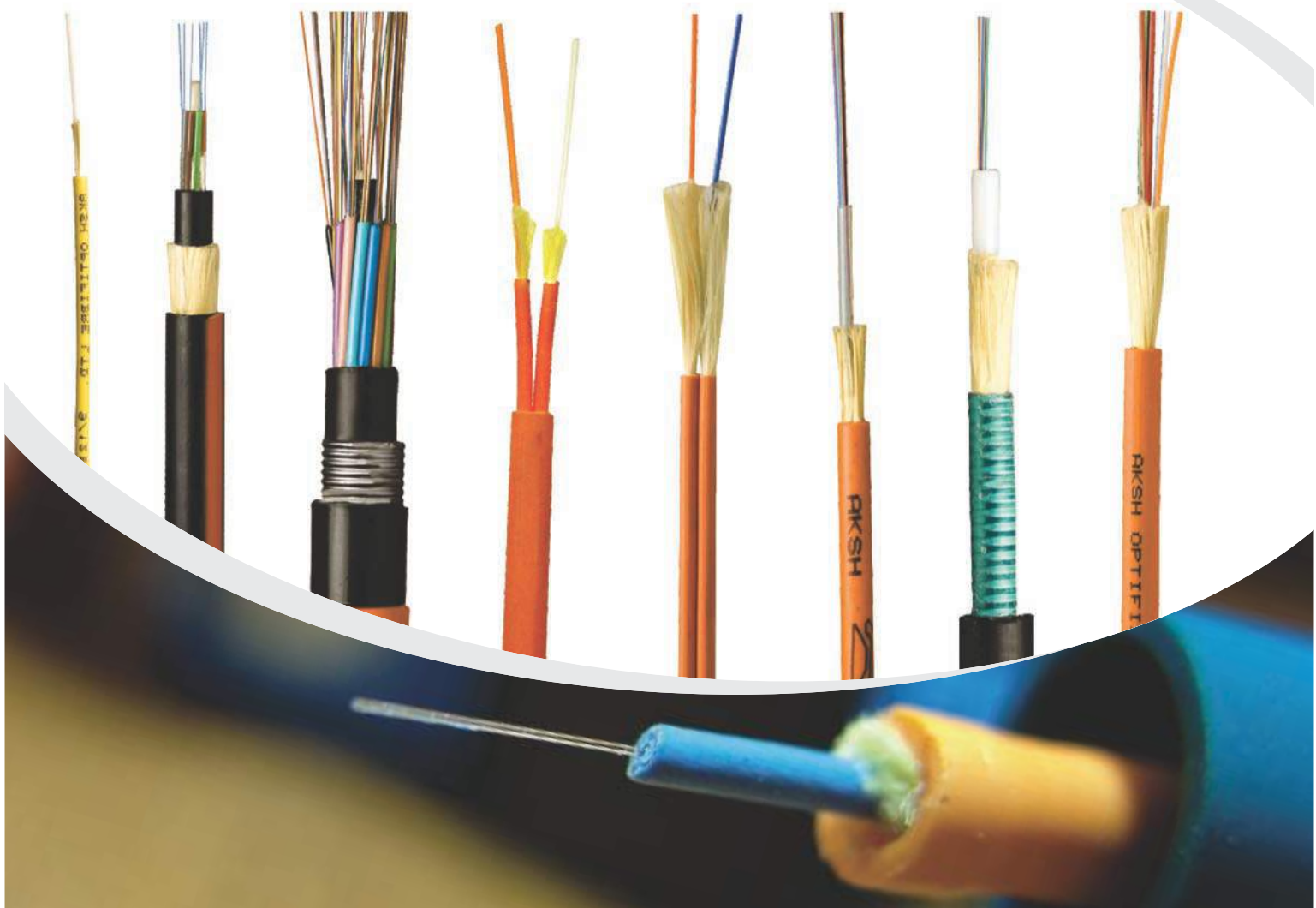
This image shows a full page of blank white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page, providing a guide for writing. There are no margins, text, or other markings on the paper.

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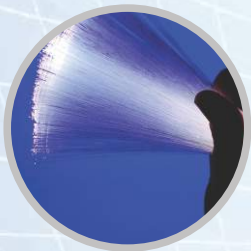


AKSH - Complete Solution Provider

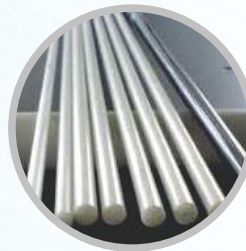
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E-Governance



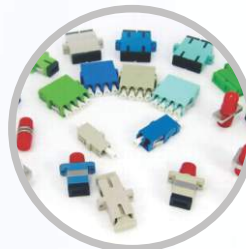
FTTH



Turnkey Solution



IPTV



Accessories & Equipment

If undelivered, please return to:

AKSH OPTIFIBRE LIMITED

📍 J-1/1, B-1 Extension, Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

📞 +91-11-26991508/09 📧 aksh@akshoptifibre.com

🌐 www.akshoptifibre.com