

**AKSH**

# AKSH OPTIFIBRE LIMITED

J-1/1, B-1, Extension,  
Mohan Co-operative Industrial Estate  
Mathura Road, New Delhi-110044, INDIA  
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CIN NO. : L24305RJ1986PLC016132

July 12, 2016

To

**The National Stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai- 400 051.

**The Bombay Stock Exchange Ltd**  
Phirozee Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

**Sub: Announcement of Postal Ballot Voting Results.**

Dear Sir,

Pursuant to provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable law for the time being in force, approval of the members of the Company was sought by way of Postal ballot including voting through electronic means ("e-voting") on the special resolutions proposed in the Postal Ballot Notice as described below:

Special Resolutions	
1.	To Alter the object Clause by adding sub clauses 12 to 19 after sub clause 11 of Clause III (A) of the Memorandum of Association of the Company.
2.	To amend the heading of Clause III (B) as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" & deletion of Clause III (C) of the Memorandum of Association of the Company.
3.	To amend the Liability clause as "The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them" of the Memorandum of Association of the Company.

**Mr. Suresh Kumar**, Company Secretary into whole time practice was appointed as scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

As per Scrutinizer's Report dated July 12, 2016, the following result of Postal Ballot is announced:

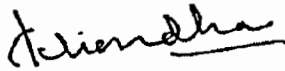


Particulars	Voting Details Resolution no. 1	Voting Details Resolution no. 2	Voting Details Resolution no. 3
Total Postal Ballot Forms received and e-voting	188	187	191
Less: Invalid Postal Ballot Forms received and e-voting	10	10	10
<b>Total valid Postal Ballot Forms received and e-voting</b>	<b>178</b>	<b>177</b>	<b>181</b>
Total no. of valid Votes	63809490	63808490	63810740
No. of votes with Assent for the Resolution	63754696	63753696	63796793
No. of Votes with Dissent for the Resolution	54794	54794	13947
<b>Percentage of Votes in favour to total valid votes</b>	<b>99.91</b>	<b>99.91</b>	<b>99.98</b>
<b>Percentage of Votes in against to total valid votes</b>	<b>0.09</b>	<b>0.09</b>	<b>0.02</b>

I declare that the Special Resolutions set out in the Postal Ballot Notice have been passed with requisite majority.

Thanking you

for Aksh Optifibre Limited



Dr. Kailash S Choudhari  
Chairman & Managing Director



# RMG & ASSOCIATES

Company Secretaries

## SCRUTINIZER'S REPORT

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

Dear Sir,

The Board of Directors of the Company at its meeting held on Saturday, April 23, 2016 has appointed me as Scrutinizer to conduct the Postal Ballot process in respect of the Special Resolution(s) proposed in the Postal Ballot Notice dated Saturday, April 23, 2016 (hereinafter referred to as "Postal Ballot Notice"), as described below:

Type and description of the Special Resolution(s)
1. Special Resolution to approve Alteration of Object Clause of the Memorandum of Association of the Company.
2. Special Resolution to approve the amendment to Clause III (B) & III (C) of the Memorandum of Association of the Company.
3. Special Resolution to approve the amendment of the Liability Clause of the Memorandum of Association of the Company.

I hereby submit my report on the voting on the Special Resolution(s) proposed in the Postal Ballot Notice, as under:

1. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has made arrangement with National Securities Depository Limited ("NSDL") for providing facility of voting through electronic means ("e-voting") to its members. The members of the Company had option to cast their vote either through e-voting or by physical postal ballot form.
2. The Company has completed dispatch of Postal Ballot Notice along with postal ballot form and postage prepaid self-addressed business reply envelope (in case of documents sent in physical form) on Friday, June 10, 2016. The aforesaid documents have been mailed electronically to those members who have registered their email addresses with the Company or their depository participant and in physical form to those members who have not registered their email addresses as specified above.

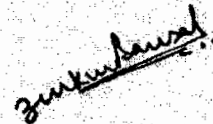


**RMG & Associates**  
Company Secretaries

3. The Company has published on Saturday, June 11, 2016, an advertisement about the dispatch of Postal Ballot Notice in The Financial Express (English Newspaper - All Editions) and Dainik Lokmat (Hindi Newspaper - Jaipur Edition).
4. The members of the Company whose names recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on Friday, May 27, 2016, being the cut-off date for determining the list of members were entitled to vote on the Special Resolution(s) as set out in the Postal Ballot Notice.
5. The votes exercised through e-voting facility at NSDL platform from Saturday, June 11, 2016 (0900 Hours) to Sunday, July 10, 2016 (1700 Hours) and all physical postal ballot forms received till Sunday, July 10, 2016 (1700 Hours), being the last date for e-voting and receipt of postal ballot forms, were considered for my scrutiny.
6. The votes casted through e-voting facility at NSDL platform were unblocked on Sunday, July 10, 2016 in the presence of two witnesses, Mr. Puran Singh R/o A-195, Pradhan Enclave, Burari, Delhi - 110 084 and Mr. Ankur Bansal R/o M/s Laxmi Narayan Ashok Kumar, 33-A, Old Anaj Mandi, Sonapat, Haryana - 131 001, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



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**Witness 1:**



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**Witness 2:**

7. The physical postal ballot forms were duly opened in my presence.
8. The envelopes containing postal ballot forms, if any, received after Sunday, July 10, 2016 (1700 hours) were not considered for my scrutiny.
9. The physical ballot papers received and votes cast through e-voting were matched with the Register of Members / list of beneficial owners of the Company as on Friday, May 27, 2016.
10. The votes cast through physical ballot forms and e-voting were scrutinised by me for verification of votes cast in favour and against the resolution.
11. No postal ballot form was found torn or defaced or mutilated and accordingly marked invalid.
12. The particulars of voting and other requisite details have been entered in a separate Register maintained for the purpose.
13. One (1) member holding 3,77,370 equity shares have voted through e-voting as well as physical postal ballot. The votes cast by such members through physical postal ballots have been considered



4. The details of the voting are as under:

i) **Voting through Postal Ballot Forms:**

Particulars	Special Resolution No. 1 To approve Alteration of Object Clause of the Memorandum of Association of the Company		Special Resolution No. 2 To approve the amendment to Clause III (B) & III (C) of the Memorandum of Association of the Company		Special Resolution No. 3 To approve the amendment of the Liability Clause of the Memorandum of Association of the Company	
	No. of postal ballot forms	No. of equity shares	No. of postal ballot forms	No. of equity shares	No. of postal ballot forms	No. of equity shares
Total Postal Ballot Forms received	30	67393645	30	67393645	30	67393645
Less : Invalid Postal Ballot Forms	9	4225433	9	4225433	9	4225433
Total Valid Postal Ballot Forms	21	63168212	21	63168212	21	63168212
Votes with Assent for the Resolution	21	63168212	21	63168212	21	63168212
Votes with Dissent for the Resolution	0	0	0	0	0	0



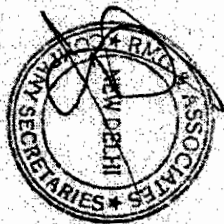
**b) Voting through Electronic Mode (e-voting):**

Particulars	Special Resolution No. 1 To approve Alteration of Object Clause of the Memorandum of Association of the Company		Special Resolution No. 2 To approve the amendment to Clause III (B) & III ( C) of the Memorandum of Association of the Company		Special Resolution No. 3 To approve the amendment of the Liability Clause of the Memorandum of Association of the Company	
	No. of Member	No. of equity shares	No. of Member	No. of equity shares	No. of Member	No. of equity shares
Votes cast through e-voting	158	661278	157	660278	161	662528
Less : Invalid votes	1	20000	1	20000	1	20000
Total Number of Valid Votes	157	641278	156	640278	160	642528
Votes with Assent for the Resolution	143	586484	142	585484	145	628581
Votes with Dissent for the Resolution	14	54794	14	54794	15	13947



(c) The consolidated summary of valid Votes (voting through physical postal ballot forms and e voting) is as under:

Particulars	Special Resolution No. 1 To approve Alteration of Object Clause of the Memorandum of Association of the Company			Special Resolution No. 2 To approve the amendment to Clause III (B) & III ( C) of the Memorandum of Association of the Company			Special Resolution No. 3 To approve the amendment of the Liability Clause of the Memorandum of Association of the Company		
	No. of members	No. of equity shares	% of valid votes received	No. of members	No. of equity shares	% of valid votes received	No. of members	No. of equity shares	% of valid votes received
Total Valid Votes	178	63809490	100.00	177	63808490	100.00	181	63810740	100.00
Votes with Assent for the Resolution	164	63754696	99.91	163	63753696	99.91	166	63796793	99.98
Votes with Dissent for the Resolution	14	54794	0.09	14	54794	0.09	15	13947	0.02



15. Details of voting (through physical postal ballot forms and e-voting) as per Regulation 44(3) of the Listing Regulations are as under:

**SPECIAL RESOLUTION NUMBER 1**

Resolution required: (Ordinary/ Special)			Special Resolution to approve Alteration of Object Clause of the Memorandum of Association of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	47837815	-	-	-	-	-	-
	Postal Ballot		42228097	88.27	42228097	-	100.00	-
	Total		42228097	88.27	42228097	-	100.00	-
Public - Instituti ons	E-Voting	21910515	-	-	-	-	-	-
	Postal Ballot		380502	1.74	380502	-	100.00	-
	Total		380502	1.74	380502	-	100.00	-
Public- Non Instituti ons	E-Voting	92916740	641278	0.69	586484	54794	91.46	8.54
	Postal Ballot		20559613	22.13	20559613	-	100.00	-
	Total		21200891	22.82	21146097	54794	99.74	0.26
<b>Total</b>		<b>162665070</b>	<b>63809490</b>	<b>39.23</b>	<b>63754696</b>	<b>54794</b>	<b>99.91</b>	<b>0.09</b>





**SPECIAL REOLUTION NUMBER 2**

Resolution required: (Ordinary/ Special)			Special Resolution to approve the amendment to Clause III (B) & III (C) of the Memorandum of Association of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	47837815	-	-	-	-	-	-
	Postal Ballot		42228097	88.27	42228097	-	100.00	-
	Total		42228097	88.27	42228097	-	100.00	-
Public - Institutions	E-Voting	21910515	-	-	-	-	-	-
	Postal Ballot		380502	1.74	380502	-	100.00	-
	Total		380502	1.74	380502	-	100.00	-
Public- Non Institutions	E-Voting	92916740	640278	0.69	585484	54794	91.44	8.56
	Postal Ballot		20559613	22.13	20559613	-	100.00	-
	Total		21199891	22.82	21145097	54794	99.74	0.26
<b>Total</b>		<b>162665070</b>	<b>63808490</b>	<b>39.23</b>	<b>63753696</b>	<b>54794</b>	<b>99.91</b>	<b>0.09</b>



**SPECIAL RESOLUTION NUMBER 3**

Resolution required: (Ordinary/ Special)			Special Resolution to approve the amendment of the Liability Clause of the Memorandum of Association of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47837815	-	-	-	-	-	-
	Postal Ballot		42228097	88.27	42228097	-	100.00	-
	Total		42228097	88.27	42228097	-	100.00	-
Public - Institutions	E-Voting	21910515	-	-	-	-	-	-
	Postal Ballot		380502	1.74	380502	-	100.00	-
	Total		380502	1.74	380502	-	100.00	-
Public- Non Institutions	E-Voting	92916740	642528	0.69	628581	13947	97.83	2.17
	Postal Ballot		20559613	22.13	20559613	-	100.00	-
	Total		21202141	22.81	21188194	13947	99.93	0.07
<b>Total</b>		<b>162665070</b>	<b>63810740</b>	<b>39.23</b>	<b>63796793</b>	<b>13947</b>	<b>99.98</b>	<b>0.02</b>

16. The special resolution(s) as set out in the postal ballot notice has been approved by the shareholders with requisite majority.
17. You may kindly declare the result of voting by Postal Ballot in respect of the Special Resolution mentioned in the Postal Ballot Notice.

Date: 12-07-2016  
Place: New Delhi

For RMG & Associates  
Company Secretaries

CS Suresh Kumar  
Partner

FCS - 7776, C.P NO. - 8529

Countersigned by:

*K. S. Choudhary*  
Dr. K. S. Choudhary  
Chairman & Managing Director

