

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

**PURSUANT TO SECTION 230(5) OF THE COMPANIES ACT, 2013 AND RULE 8 OF
THE COMPANIES (COMPROMISES, ARRANGEMENT AND AMALGAMATIONS)
RULES, 2016**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AT PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA) 42(PB)/2017**

IN THE MATTERS OF:

The companies Act, 1956 AND Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force

AND

IN THE MATTER OF:

Sections 391 TO 394 of the Companies Act, 1956 and sections 230 to 236 of the companies act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications or re-enactments thereof for the time being in force

AND

IN THE MATTER OF:

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2



We smarten up your life..™

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

NOTICE TO STOCK EXCHANGES

Date: May 29, 2017

To,

The Manager,
Kautuk Upadhyay
National Stock Exchange of India Limited,
Exchange Plaza,
Plot No. C/1, G-Block
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051

The Manager,
Nitin Pujari
BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir,

Reference: DCS/AML/MD/R37/759/ 2016-17 BSE Observation Letter dated March 30, 2017

NSE/LIST/10642 NSE Observation Letter dated March 30, 2017

Subject: Notice of National Company Law Tribunal convened meetings of the AKSH Optifibre Limited ("Transferee Company")

Notice is hereby given in pursuance of sub-section (5) of section 230 of the Companies Act, 2013, that as directed by the Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**"), by an order dated 09th May, 2017 under sub-section (1) of section 230 of the Companies Act, 2013 a meeting of the Equity Shareholders, Secured Creditors and Unsecured Creditors (of the value of Rs. 10,000 and above) of the Transferee Company will be held as under to consider the Scheme of Amalgamation between **APAksh Broadband Ltd. ("Transferor Company")** and the **Aksh Optifibre Limited ("Transferee Company")** and their respective shareholders.

Sl. No.	Class of Meeting	Date of Meeting	Time	Place of Meeting
1.	Equity Shareholders	Thursday, 29 th day of June, 2017	11.00 A.M.	F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019
2.	Secured Creditors		12.00 Noon	
3.	Unsecured Creditors (of the value of Rs. 10,000 and above)		2.00 P.M.	

A copy of the notice and scheme of amalgamation are enclosed.



We smarten up your life..™

You are hereby informed that representations, if any, in connection with the proposed scheme of amalgamation may be made to the Tribunal within thirty days from the date of receipt of this notice. Copy of the representation may simultaneously be sent to the Transferee Company.

In case no representation is received within the stated period of thirty days, it shall be presumed that you have no representation to make on the proposed scheme of compromise or arrangement.

Yours faithfully

For Aksh Optifibre Limited


Gaurav Mehta
Chief-Corporate Affairs & Company Secretary



Enclosures:

(i) Copy of Notices of the meeting(s) with statement as required under Section 230(3), the Scheme of Amalgamation and other documents circulated to shareholders/ creditors.

AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, RIICO Industrial Area, Phase III, Bhiwadi RJ 301019 IN
Corporate Office: A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044
Tel: No. 011-26991508/09, Fax No. 011-26991510
E-mail: aksh@akshoptifibre.com Website www.akshoptifibre.com
CIN: L24305RJ1986PLC016132

NATIONAL COMPANY LAW TRIBUNAL (NCLT) CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE AKSH OPTIFIBRE LIMITED AND POSTAL BALLOT AND E-VOTING

NCLT CONVENED MEETING

Day	Thursday
Date	29th June, 2017
Time	11.00 A.M
Venue	F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019

POSTAL BALLOT AND E-VOTING

Start Date	May 30, 2017
Last Date	June 28, 2017

Sr. No.	Contents	Page
1.	Notice convening meeting of the Equity Shareholders of Aksh Optifibre Limited	2
2.	Notice of Postal Ballot & E-voting	5
3.	Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	11
4	Annexure A Scheme of Amalgamation between APAksh Broadband Limited (“ Transferor Company ”) and Aksh Optifibre Limited (“ Transferee Company ”) and their respective shareholders (“ Scheme ”)	24
5	Annexures B-1 and B-2 Copy of the Observation Letters both dated 30th March, 2017 issued by National Stock Exchange of India Limited (“ NSE ”) and BSE Limited (“ BSE ”) respectively.	38
6	Annexure C Copy of Independent Valuation Report obtained from Chhajed & Chhajed, Co. Chartered Accountants dated 12th January, 2017.	41
7	Annexure D Fairness Opinion on the Scheme dated 12th January, 2017 obtained from Chartered Capital and Investment Ltd.	51
8	Annexure E Complaint Report dated 10th March, 2017 submitted to NSE and BSE	55
9	Annexure F Report of the Board of Directors on the Draft Scheme of Amalgamation.	57
10	Annexure G Provisional Financial Statement for the period ended 31st December, 2016 and Audited Financial Statement for the period ended 31st March, 2016.	59
11	Annexure H Pre and Post Scheme Shareholding Pattern of Aksh Optifibre Limited and APAksh Broadband Limited	62
12	Proxy Form & Attendance Slip	65
13	Postal Ballot Form with instructions and Business Reply Envelope (in loose leaf form).	
14	Route Map to the venue of the meeting	67

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AT PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA) 42(PB)/2017**

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company
incorporated under the provisions of the
Companies Act, 1956 and having its
Registered Office at F-1080,
RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF THE AKSH OPTIFIBRE LIMITED
PURSUANT TO THE ORDER DATED 9TH MAY, 2017 OF THE NATIONAL COMPANY LAW TRIBUNAL,
PRINCIPAL BENCH, NEW DELHI**

To,

The Equity Shareholders of Aksh Optifibre Limited ("Applicant Company No.2/ Transferee Company"):

Notice is hereby given that by an order dated the **9th May, 2017** the Principal Bench, New Delhi of the National Company Law Tribunal ("**said Order**") has directed a meeting to be held of Equity Shareholders of the Transferee Company for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation proposed to be made between APaksh Broadband Limited ("**Transferor Company**") and Aksh Optifibre Limited ("**Transferee Company**") and their respective shareholders.

In pursuance of the said Order and as directed therein a meeting of the Equity Shareholders of the Transferee Company will be held at "F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 11.00 a.m. at which time and place members are requested to attend.

The National Company Law Tribunal, Principal Bench, New Delhi (“**Tribunal**”) has appointed Mr. Nikhil Singhvi, as Chairperson and Ms. Shardha Karol as Alternate Chairperson of the said meeting. The above mentioned Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

To transact the Special Business mentioned below, this notice is given for consideration of the resolution mentioned below to be passed at such Tribunal Convened Meeting and by way of Postal Ballot or by remote e-voting pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations, 2015**”) and applicable provisions of the Companies Act, 2013 read with the relevant rules.

The Audit Committee and the Board of Directors of the Company had at their respective meetings held on 14th January, 2017, approved the Scheme, subject to the sanction of the Court/ Tribunal and of such other authorities as may be necessary.

In the said Tribunal Convened Meeting, the following business will be transacted:

To consider and, if thought fit, approve with or without modification(s), the following Resolution under Section 230 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed amalgamation embodied in the Scheme of Amalgamation of APAksh Broadband Limited and the Aksh Optifibre Limited and their respective shareholders (“**Scheme**”):

*“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 236 and other applicable provisions, if any, of the Companies Act, 2013 and / or the Companies Act, 1956 and subject to approval of the National Company Law Tribunal (“NCLT”) and subject to other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (“**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Amalgamation between APAksh Broadband Limited and Aksh Optifibre Limited and their respective shareholders (“**Scheme**”) placed before this meeting, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board (which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and/or imposed by Hon’ble National Company Law Tribunal, while sanctioning the Scheme, or by any other authorities under applicable law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”*

TAKE FURTHER NOTICE that in pursuance of the said Order a meeting of the Equity Shareholders of the Company will be held at “F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 11.00 a.m. at which time and place you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, signed by you or your authorized representatives, is deposited with the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting. The form of proxy can be obtained at the Registered Office of the Company.

TAKE FURTHER NOTICE that each Equity Shareholder can opt for only one mode of voting i.e. at the venue of the meeting of the Equity Shareholders of the Company or by remote e-voting or by Postal Ballot. If you opt for remote e-voting or postal ballot, then do not vote at the venue of the meeting. In case of shareholders exercising their right to vote in all modes, then remote e-voting shall prevail over voting by the said shareholder at the venue of the meeting of the Equity Shareholders and postal ballot and the vote cast at the venue of the meeting by that shareholder shall be treated as invalid. In case of shareholders exercising their right to vote by postal ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot paper shall be treated as invalid, notwithstanding whichever is cast first. In case of shareholders exercising their right to vote in by Postal Ballot and at the venue of the meeting of the Equity Shareholders, then voting through Postal Ballot shall prevail and the vote cast at the venue of the meeting by that shareholder shall be treated as invalid.

Copies of the Scheme of Amalgamation, and of the statement under section 230(3) read with Section 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations)

Rules, 2016 along with enclosures to this notice can be obtained free of charge at the Registered Office of the Company or at the office of its advocates, M/s. Veda Legal, 208-A/3 Ground Floor, (opp. Syndicate Bank, Andolan Park), Savitri Nagar, New Delhi-110017.

Date: 24th May, 2017

Place : New Delhi

sd/-
Nikhil Singhvi
Advocate

Chairperson Appointed for the Meeting

Registered Office:

F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019

NOTES:

1. All alterations made in the Form of Proxy should be initialed.
2. Only registered Equity Shareholders of the Applicant Company No. 2 may attend and vote (either in person or by proxy or by Authorised Representative under Sections 112 and 113 of the Companies Act, 2013) at the Equity Shareholders' meeting. The Authorised Representative of a body corporate which is a registered Equity Shareholder of the Applicant Company No. 2 may attend and vote at the Equity Shareholders' meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Equity Shareholders' meeting is deposited at the Registered Office of the Applicant Company No. 2 not later than 48 hours before the meeting.
3. The quorum for the meeting of the Equity Shareholders of the Applicant Company No.2/ Transferee Company shall be 1000 (One Thousand) in number or more than 20% in value whichever is higher. In case the quorum is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the persons present and voting shall be deemed to constitute the quorum.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. Provided that 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 proxy for any other person or shareholder as provided under Rule 19 of the Companies (Management and Administration) Rules, 2014.
5. The Notice is being sent to all the Equity Shareholders, whose names appear in the records of the Company as on 12th May, 2017. This notice of the Tribunal convened meeting of the Equity Shareholders of the Company along with the relevant documents are placed on the website of the Company at www.akshoptifibre.com and Karvy Computershare Private Limited at www.karvycomputershare.com. The Explanatory Statement and reasons for the proposed resolution pursuant to Section 230 (3) and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, setting out material facts are annexed hereto.
6. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of members as on 12th May, 2017, i.e. the cut-off date for determining shareholders eligible for voting for the Tribunal convened meeting of the Equity Shareholders.
7. Only registered Equity Shareholders of the Company may attend (in person or by proxy) and vote at the Tribunal Convened Meeting of the Equity Shareholders.
8. A registered shareholder or his proxy is requested to bring a copy of the notice to the meeting, and produce it at the entrance of the meeting venue, along with the attendance slip duly completed and signed.
9. Registered shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification.
10. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme shall be acted upon only if at the meeting majority of persons representing three fourth in value of the Equity Shareholders of the Applicant Company No. 2, voting in person or by proxy or by postal ballot or e-voting, agree to the Scheme.
11. The Notice, together with the documents accompanying the same, is being sent to the Equity Shareholders either by registered post or speed post or by courier service or electronically by e-mail. The Notice will be displayed on the website of the Applicant Company No. 2 www.akshoptifibre.com.
12. The Notice convening the aforesaid meeting will be published through advertisement in English Daily Business Standard in English, and in Hindi Daily Jansatta vernacular.

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 FURTHER READ WITH REGULATION 44 AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR REGULATIONS”) (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF), AND CIRCULAR NO. CIR/CFD/CMD/16/2015 DATED 30 NOVEMBER, 2015 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”)

To,

The Equity Shareholders (including Public Shareholders) of Aksh Optifibre Ltd. (“Applicant Company No. 2/ Transferee Company”)

NOTICE is hereby given to the public Equity Shareholders of the Transferee Company pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) to consider, and if thought fit, approve the Scheme of Amalgamation between APAksh Broadband Ltd. and the Aksh Optifibre Limited and their respective shareholders (“**the Scheme**”) and to pass the Resolution set out below in this Notice through Postal Ballot and E-voting.

The Audit Committee and the Board of Directors of the Transferee Company, at their respective meetings held on 14th January, 2017, have approved the Scheme under Sections 391 to 394 of the Companies Act, 1956 and corresponding Section 230-236 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, as may be applicable, the rules and regulations made thereunder, subject to, inter alia, approval of the National Company Law Tribunal, Principal Bench, New Delhi and of such other authorities as may be necessary.

Consequently, in terms of Section 230 of the Act read with the Rules, the Company, on 19th April, 2017, filed an application with the Principal Bench, New Delhi of the National Company Law Tribunal for seeking necessary directions from the Tribunal in connection with, inter alia, holding meetings of the Equity Shareholders of the Company. Accordingly, the Principal Bench, New Delhi of the National Company Law Tribunal has vide its order dated 9th May, 2017, directed the Company to convene and conduct a meeting of the Equity Shareholders of the Company on Thursday, the 29th day of June, 2017 at 11.00 a.m. In addition to the Meeting, the Company also seeks the approval of its Equity Shareholders to the Scheme by way of Postal Ballot or E-Voting pursuant to applicable provisions of the Companies Act, 2013 read with the Companies (Compromise, Arrangements, and Amalgamations) Rules, 2016 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI LODR Regulations and SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the SEBI.

The notice convening the Meeting with the documents accompanying the same, being the Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013 and the rules issued thereunder, the Scheme, Fairness Opinion by Chartered Capital and Investment Ltd. Observation letters issued by BSE Limited and National Stock Exchange of India Limited, Independent Auditor's Valuation Report, Report of the Board of Directors on the Scheme, Complaints Reports, Provisional Financial Statement for the period ended 31st December, 2016, pre and post Scheme shareholding pattern, Attendance Slip, a Form of Proxy, Postal Ballot Form and Business Reply Envelope, are being sent to the members of the Company.

The National Company Law Tribunal, Principal Bench, New Delhi has appointed Mr. Vineet K. Chaudhary (Membership No. FCS 5327/ COP No. 4548) Practicing Company Secretary, as the Scrutinizer for conducting the (i) E-Voting process (ii) Postal Ballot and (iii) ballot or polling paper at the venue of meeting in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than 28th day of June, 2017.

The Scrutinizer will submit his combined report to the Chairperson of the meeting after completion of the scrutiny of votes cast by the Equity Shareholders, which include Public Shareholders, of the Applicant Company No. 2 through (i) e-voting process, (ii) postal ballot and (iii) ballot or polling paper at the venue of the meeting. The scrutinizer will also submit a separate report with regard to the result of the postal ballot and e-voting in respect of Public shareholders. The scrutinizer decision on the validity of the vote (including e-votes) shall be final. The results of votes cast through (i) e-voting process, (ii) postal ballot and (iii) ballot or polling paper at the venue of the meeting including the separate results of the postal ballot and e-voting exercised by the Public Shareholders will be announced on or before 1st day of July 2017 at the registered office of the Applicant Company No. 2.

The said result would be displayed at the Registered Office of the Company and intimated to the BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed and displayed along with the Scrutinizer report on the Company's website viz. www.akshoptifibre.com and also on the website of Karvy viz. www.karvycomputershare.com

Draft Resolution:

To consider and, if thought fit, approve with or without modification(s), the following Resolution under Section 230 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed amalgamation embodied in the Scheme of Amalgamation of APAksh Broadband Limited and Aksh Optifibre Limited and their respective shareholders ("Scheme"):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 236 and other applicable provisions, if any, of the Companies Act, 2013 and / or the Companies Act, 1956 and provisions of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 and subject to approval of the National Company Law Tribunal ("NCLT") and subject to other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors ("Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Amalgamation between APAksh Broadband Limited and Aksh Optifibre Limited and their respective shareholders ("Scheme") placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board (which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and/or imposed by NCLT, while sanctioning the Scheme, or by any other authorities under applicable law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Date: 24th May, 2017

Place : New Delhi

sd/-
Nikhil Singhvi
Advocate
Chairperson Appointed for the Meeting

Registered Office:

F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019

NOTES FOR POSTAL BALLOT & E-VOTING:

A. Notes for Postal Ballot:

1. A copy of the said Scheme of Amalgamation and Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is being sent to you for your consideration.
2. The Postal Ballot Form together with self-addressed postage pre-paid Business Reply Envelope is enclosed for use of the member(s).
3. The accompanying Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the close of business hours on 12th May, 2017. Accordingly, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on 12th May, 2017 ("**cut-off date**") will be reckoned for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on the cut-off date for dispatch of Postal Ballot Notice.
5. In case of shares held by Companies, Institutional Members (FPIs / Foreign Institutional Investors / Trust / Mutual Funds / Banks etc.), duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution / Other Authority Letter together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
6. As per the directions of the Principal Bench, New Delhi of the National Company Law Tribunal, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Notice of Postal Ballot may be served on the members through electronic transmission. Members who have registered their E-mail IDs with Depositories / RTA / Company for this purpose are being served with Postal Ballot Notice documents by e-mail and members who have not registered their E-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through Registered Post or Speed Post or Courier or other means. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may request the Company / Registrar and Share Transfer agent for a physical copy of Postal Ballot Form.
7. A Member cannot exercise his / her vote through proxy on postal ballot.
8. If Postal Ballot Form is sent using the Business Reply Envelope, the postage will be borne by the Company. However, any other envelopes containing Postal Ballots, if sent by Courier or Registered / Speed post at the expense of the members to the Scrutinizer will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
9. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 28th June, 2017, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.
10. The Postal Ballot Notice will be uploaded on the Company's website viz. www.akshoptifibre.com and on the website of Karvy viz. www.karvycomputershare.com
11. All the relevant documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m to 3.00 p.m. on any working day (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting.
12. Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th day of November 2015 ("**SEBI Circular**") inter alia, provides that approval of Public Shareholders of the Applicant Company No. 2 to the Scheme shall be obtained by way of voting through postal ballot and e-voting. Since, the Transferee Company/ Applicant Company No. 2 is seeking the approval of its Equity Shareholders (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for voting through postal ballot and e-voting would be required to be carried out by the Transferee

Company/ Applicant Company No. 2 for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the Equity Shareholders (which includes Public Shareholders) of the Transferee Company/ Applicant Company No. 2 would be deemed to be the notice sent to the Public Shareholders of the Transferee Company/ Applicant Company No. 2. For this purpose, the term “Public” shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term “Public Shareholders” shall be construed accordingly. In terms of SEBI Circular the Transferee Company/ Applicant Company No. 2 has provided the facility of voting by postal ballot and e-voting to its Public Shareholders.

13. The votes cast by the public shareholders (in accordance with SEBI Circular dated November 30, 2015) by way of postal ballot or e-voting will be taken into consideration for declaration of the results of the Tribunal Convened Meeting of the equity shareholders.
14. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through postal ballot or e-voting) in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.
15. Member(s) can opt only for one mode of voting. If a member has opted for e-voting, then he / she should not vote by Postal Ballot and vice-versa. However, in case members cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first.

Instructions for Postal Ballot:

1. A Shareholder desiring to exercise vote by Postal Ballot may complete Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Vineet K Chaudhary (Membership No. FCS 5327/ COP No. 4548), Practicing Company Secretary, in the enclosed self-addressed postage prepaid envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if deposited in person or if sent by Courier or Registered / Speed post to the Scrutinizer at the expense of the Shareholder will also be accepted.
2. The self-addressed postage prepaid envelope bears the name and address of the Scrutinizer appointed by the Board.
3. Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder.
4. The consent must be accorded by recording the assent in the column ‘FOR’ and dissent in the column ‘AGAINST’ by placing [√] in the appropriate column.
5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Form. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on 28th June, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
6. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint shareholder(s).
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. on or before 5.00 p.m. on 28th June, 2017.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form, as all such forms will be sent to the Scrutinizer and any extraneous paper found would be destroyed by the Scrutinizer.
9. The Scrutinizer decision on the validity of a Postal Ballot Form will be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

10. A Postal Ballot Form shall be considered invalid if: (a) A form other than one issued by the company has been used; (b) It has not been signed by or on behalf of the member; (c) Signature(s) on the Postal Ballot Form doesn't match the specimen signature(s) with the Company and RTA; (d) It is not possible to determine without any doubt the assent or dissent of the member; (e) Neither assent nor dissent is mentioned; (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the member; (g) The envelope containing the Postal Ballot Form is received after 5.00 p.m. on the last date of voting i.e. 28th June, 2017; (h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the relevant specific authority; (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; (j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

B. Notes for E-Voting:

1. In compliance with provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company.
2. For this purpose, the Company has entered into an arrangement with Karvy Computershare Private Limited ("**Karvy**") for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Ballot Form. E-voting is optional.
3. The e-voting period commences on May 30, 2017 at 9.00 a.m. and ends on June 28, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which shall be 12th May, 2017 may cast their vote electronically and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. The E-Voting module shall be disabled by Karvy for voting thereafter.
5. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on 12th May, 2017, have been considered.
6. The voting rights of members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on cut-off date.
7. In case Members cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first.
8. Mr. Vineet K. Chaudhary (Membership No. FCS 5327/ COP No. 4548), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from Karvy:

- (i) Open your e-mail. The login credentials (i.e., user-id & password) will be mentioned in the mail. Please note that the "password" is an initial password.
- (ii) Launch internet browser by typing the following <https://evoting.karvy.com>
- (iii) Put user ID and "password" as initial password noted in step (i) above. Click Login.
- (iv) Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric

value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) You need to log in again with the new credentials.
- (vi) On successful login system will prompt to select the e-voting event number of **Aksh Optifibre Limited**
- (vii) If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” and casted your vote earlier for any company, then your existing login id and password are to be used.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail: vkc.pcs@gmail.com with a copy marked to evoting@karvy.com.
- (xi) 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 – 67161500/9177404088 or call Karvy's toll free No. 1800-3454-001 for any further clarifications

(b) In case of Shareholders' receiving Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Ballot Form.

EVEN (E-Voting Event Number)	User ID	Password / PIN

Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.

- (ii) Please contact toll free No. 1800-3454-001 for any further clarifications.
- (iii) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID & Password for casting your vote.

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AT PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA) 42(PB)/2017

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company
incorporated under the provisions of the
Companies Act, 1956 and having its
Registered Office at F-1080,
RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 230(3) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. In this statement APaksh Broadband Limited is referred to as the “**Transferor Company**” and Aksh Optifibre Limited is referred to as the “**Transferee Company**”. The other definitions contained in the Scheme of Amalgamation between the Transferor Company and the Transferee Company and their respective shareholders (hereinafter referred to as the “**Scheme**”) will also apply to this statement under Section 230 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Explanatory Statement**”).
2. A copy of the Scheme between the Transferor Company and the Transferee Company setting out the terms and conditions of the Scheme is attached herewith.
3. Pursuant to the Order dated the 9th May, 2017, passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi in Company Application referred to above, a meeting is being convened on Thursday, 29th June, 2017 at 11.00 a.m. at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi

(Rajasthan)-301019, of the Equity Shareholders of the Transferee Company for the purpose of considering and, if thought fit, approving, the Scheme between the Transferor Company and the Transferee Company and their respective shareholders.

Overview

4. The Scheme envisages the amalgamation of the APAksh Broadband Limited ("**Transferor Company**") with the Aksh Optifibre Limited ("**Transferee Company**") under Sections 230 to 236 of the Companies Act, 2013 (corresponding Sections 391 to 394 of the Companies Act, 1956) and other applicable provisions of the Companies Act, 2013, with effect from 1st April, 2016 ("**Appointed Date**").

5. Background

Details of the Transferee Company

- (a) The Transferee Company is a public listed company and was incorporated on 19th March, 1986. The shares of the Transferee Company are listed on the BSE Ltd and National Stock Exchange of India Ltd.
- (b) Corporate Identification Number (CIN): L24305RJ1986PLC016132.
- (c) Permanent Account Number (PAN): AAACA0062F
- (d) Registered office address and e-mail address:
F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.
E-mail address: aksh@akshoptifibre.com
Website: www.akshoptifibre.com
- (e) The Transferee Company is a holding company of the Transferor Company within the meaning of Section 2(46) of the Companies Act, 2013.
- (f) The object for which the Transferee Company was established are set out in its Memorandum of Association; the main objects are, inter alia, as follows:
1. *To manufacture, refine, roll, reroll, draw, melt, import-export and to deal in all kinds of rods, strips, wires, circles, tube, squares, cables, alloys, iron and steel ferrous and nonferrous metals, machinery, machine parts, tools and implements of all kinds.*
 2. *To carry on manufacture, trade, sale import and export of all types of optical fibres such as step index, graded index and mono mode and other types of Fibres required for use in fibre optic systems and cables, for use in industrials applications , medical use, instrumentation, in defence systems, signaling, telecommunication, multi channel video communication, data communication and other communication and electronic applications.*
 3. *To carry on the manufacture, trade, sale, import and export of equipment used for Fibre Optic Network such as Line Terminal, Equipment, Multi Plexers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Materials and Accessories, Laser Device, Light Emitting Device, Testing and Measuring Equipments.*
 4. *To design, develop, install, erect, seek right of way, lay, write software, deploy, operate, maintain and provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning, operating of all or any type of networking and communication systems based on either Fibre Optic, Wireless, Satellite, Non-Fibre Optic systems or hybrid of any of these or any other systems/solutions providing bandwidth in various forms, in India or elsewhere.*
 5. *To carry on the manufacture, trade, sale, import, export, of all types of Telecommunication and Power cables including Fibre Optic Cables, Dry Core Cables, Jelly Filled Cables, Coaxial Cables, Switchboard Cables, Radio Frequency Cables, Cables for PCM System, Electronic Cables, Telephone hand Set Cords, Computer Codes, Cords required for Electric Appliances*

and Defence Purposes, Aerial Sell supporting cables, Jumper Wires, Drop Wires, Tinsel Conductors, Ribbin Cables, Control Cables, Instrumentation Cables, Signalling cables, Winding Wires, Aircraft and Ship Wiring Cables and all other type of wires and Cables and raw materials used in optical telecommunications.

6. *To design, develop, create, install ,maintain, provide, operate and manage(as owner or lease or under any arrangement or otherwise) voice and broadband network to deliver a whole range services in the field of telecommunication and information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, lease data circuits, ASP services, TAC services, Web Housing and co-location services, enterprise network management services, cable T.V. services, (analogous & Digital IP) Video-on- demand services, interactive T.V. (Video on digital IP TV) service, advertising services, WAP services, Call Centre Services, e-education services, e-banking and e-medicine services, corporate and other mail and data services , storage and back-up services, video streaming , video broadcasting , video conferencing and other multimedia services, satellite voice, data & messaging services, multicast and broadcast services, including convergence as also services including consulting, designing, development and implementation of software.*
7. *To design, develop, create, install and maintain state of art technology capable of simultaneously supporting triple play services viz, Voice(Over Public Switched Telephone Network),Video (television) and Data (internet through building Metro area Networks/Acess Nodes, Internet data centers, wireless LMDS/MMDS., Point –to- Point Radio, Direct to Home satellite, fibre to home/ kerb/ office, ADSL/DSL on copper, coax cable based network, VSAT based networks, infrared & laser data transmission systems and other systems and also provide / operate an infrastructure to transport voice data,video and images intra city and internationally using satellite under sea fiber ,DSL and fixed wireless technologies.*
8. *To provide telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, videotext, voicemail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network, Multimedia communication systems or the combinations thereof and for execution of undertakings, Works, projects or enterprises in the telecom industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere.*
9. *To carry on the business of content provider (including video, audio and gaming based contents) through voice or broadband network or otherwise in India or abroad.*
10. *To carry on the business of manufacturing, producing, processing, generating, accumulating, distributing, transferring, preserving, mixing, trading, supplying, installing, maintaining, contracting as consultants, importers, exporters, assemblers, hirers, repairers, dealers, distributors, stockist, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, marketing, managing, leasing, renting agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds and raw material, equipments and parts and components required for plants and machineries thereof in India and outside India for producing electricity, steam, power, solar energy ,wind energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy and other conventional and renewable energy sources, and waste treatment plants of all kinds."*
11. *To carry on the business of manufacturing, producing, processing, generating, dealing, distributing, retailing, trading, supplying, import, export, stockists, brokers, agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds of fabric having various applications made of fibre of any kind in India and outside India."*

Object clause No. B 41 of the Memorandum of Association of the Transferee Company/Applicant Company No 2 authorizes the Company to amalgamate with other company:

“Subject to Section 391 to 394 of the Act, to amalgamate with any other company having objects altogether or in part similar to those of this Company.”

- (g) Transferee Company is presently engaged in the business of manufacturing and selling Optical Fibres, Optical Fibre Cables and Fibre Reinforced Plastic (FRP) Rods.
- (h) Details of change of name, registered office and objects of the company during the last five years;

Date	Particulars
17.08.2016	Company has altered the provisions of its Memorandum of Association with respect to its objects.

- (i) The present share capital structure of the Transferee Company/Applicant Company No 2 is as follows:-

Particulars	Amount (In Rupees)
Authorized Capital	
Equity Shares	
17,01,00,000 Equity Shares of Rs. 5/- each	85,05,00,000
Total	85,05,00,000
Issued, Subscribed and Paid-up Capital	
Equity Shares	
16,26,65,070 Equity Shares of Rs. 5/- each fully paid up	81,33,25,350
Total	81,33,25,350

There is no change in the Authorised, Issued, Subscribed and Paid-up Capital of the Transferee Company as on date.

- (j) Names of the Promoters and Directors along with their addresses:

PROMOTERS

Sl. No.	Name of the Promoter	Address	Shareholding in Transferor Company as on 31st March, 2017	Shareholding in Transferee Company as on 31st March, 2017
1	Bharati Shailesh Sundesha	1201, Jahangir Towers, Setalwad Lane, Mumbai – 26	5000	2758402
2	Shailesh Popatlal	1201, Jahangir Towers, Setalwad Lane, Mumbai – 26	5000	5453753
3	Popatlal Fulchand	1201, Jahagir Towers, Setalwad Lane, Mumbai – 26	10000	5280060
4	Dr. Kailash Shantilal Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	20000	20539918
5	Sharda Popatlal	221, Creative Industrial Estate, 72, N. M. Joshi Marg, Mumbai-400011	NIL	3967682
6	Seema Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	7000000
7	Rohan Kailash Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	150500
8	Rashi Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	150500

DIRECTORS

Sl. No.	Name of Director	Designation	DIN	Address	No. of Shares held in Transferor Company	No. of Shares held in Transferee Company
1	Dr. Kailash Shantilal Choudhari	Chairman & Managing Director	00023824	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	20000	20539918
2	Amrit Nath	Director	00431866	4/101, GF Unit -II 19, Rajpur Road, Civil Lines Delhi-110054	NIL	NIL
3	Dinesh Kumar Mathur	Director	00026667	F - 10/4 Vasant Vihar, New Delhi-110057	NIL	30000
4	Bachh Raj Rakhecha	Director	00026729	D-16B, 2nd Floor, Hauz Khas, New Delhi-110016	NIL	NIL
5	Satyendra Kumar Gupta	Deputy Managing Director	00035141	88, Pocket E, Mayur Vihar, Phase II, Delhi-110091	50	100
6	Devika Raveendran	Director	07191153	A-3, 2nd Floor, Jangpura Extension, New Delhi-110014	NIL	NIL
7	Gauri Shankar	Additional Director (w.e.f. 08.04.2017)	06764026	Flat No. L-P4, Amrapali Sapphire, Plot No. GH-001, Sector-45, Noida, UP-201303	NIL	NIL

Details of the Transferor Company:

- (a) The Transferor Company is a public unlisted company and was incorporated on 3rd February, 2005.
- (b) Corporate Identification Number (CIN): U92111RJ2005PLC056369.
- (c) Permanent Account Number (PAN): AAFC A2681K
- (d) Registered office address and e-mail address:
F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India
E-mail address: aksh@akshoptifibre.com
- (e) The Transferor Company is a subsidiary of the Transferee Company within the meaning of section 2(87) of the Companies Act, 2013.
- (f) The objects for which the Transferor Company was established are set out in its Memorandum of Association; the main object is as follows:
 1. *To design, develop, install and maintain in the State of Andhra Pradesh either on its own or in alliance with any other persons, body/bodies corporate incorporated in India or abroad either under strategic alliance or Joint Venture or any other arrangement, the business of providing / operating voice and broadband networks to deliver a whole range of services in the field of telecommunications &*

information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, leases data circuits, ASP services, TAC services, Cable TV services, Video on demand services, interactive TV services, VVAP services, Call Center services, Corporate and other mail services, storage and back up services video streaming, video broadcasting, video conferencing and other multimedia services, satellite voice, data and messaging services, multicast and broadcast services including convergence as also services including consulting, designing, development and implementation of software.

2. *To design, develop, install and maintain in the State of Andhra Pradesh either on its own or in alliance with any other persons, body/bodies corporate incorporated in India or abroad either under strategic alliance or Joint Venture or any other arrangement, the business of providing/ operating a state of art technology for building Metro Area Networks/ Access Nodes, Internet Data Centers, wireless LMDS/MMDS, Point-to Point Radio, Direct to borne satellite, fiber to home /kerb/ office, ADSL/DSL on copper, coax cable based network ,VSAT based network, infrared and laser data transmission systems and also provide/ operate an infrastructure to transport voice data video and images intra city and internationally using satellite, under sea fiber, DSL and fixed wireless technologies and to market and sell and support various types of satellite/ data communications equipments and networks built using Routers, Frame relay Switches, ATMs.*
3. *To design, install, erect, lay, provide value added services/ basic telephone services eg. Electronic Data Interchange (eg. Email), INET, Internet, Electronic Interactive Information, Utility Kiosks, Voice Mail Services, VSAT, Cellular phones, Radio paging systems, video conferencing, wireless based technologies, digital systems, Convergent Broadband and individual Fibre Optic system for non-telecom applications in Security, Surveillance, Temperature, Oilfields, Defense, Healthcare, Home automation and all kinds of instruments, apparatus appliances and gadgets used for or in connection with any of the aforesaid applications/ items.*
4. *To carry on the business as manufacturers, importers, exporters, wholesalers, retailers and dealers in all kinds of Telecommunication and power cables for communication and other electronic applications, equipments, instruments, components required for laying and maintenance of Fibre Optic or any other Network such as Line Terminal, Equipment, Multi Pliers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, materials and accessories, laser device, light emitting device, testing and measuring equipment.*
5. *To carry on the business of operation of National Long Distance (NLD) Services and compliance with the licence agreement to carry on the business in this regard.*

Object clause No. B 2 of the Memorandum of Association of the Transferor Company/ Applicant Company No 1 authorizes the Company to:

"2. To enter into any scheme of arrangement/ amalgamation, partnership or into arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company or companies, foreign or otherwise, carrying on or engaged in or about to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the company.

- (g) Transferor Company is, inter alia, engaged in the business of Optical Fibre network and providing broadband network connectivity to government and other offices across the State of Andhra Pradesh.
- (h) Details of change of name, registered office and objects of the company during the last five years;

Registered Office of the Company, shifted from the State of Andhra Pradesh, Hyderabad to Bhiwadi, State of Rajasthan w.e.f. 30.09.2016.

- (i) The present share capital structure of the Transferor Company/Applicant Company No 1 is as follows:-

Particulars	Amount (In Rupees)
Authorized Capital	
Equity Shares	
35,00,00,000 Equity Shares of Rs. 5/- each	175,00,00,000
Total	175,00,00,000
Issued and Subscribed Capital	
Equity Shares	
30,00,00,000 Equity Shares of Rs. 5/- each fully paid-up	150,00,00,000
Total	150,00,00,000
Paid-up Capital	
Equity Shares	
226,125,000 Equity Shares of Rs. 5/- each	113,06,25,000
73,875,000 Equity Shares Forfeited of Rs. 3/- each.	22,16,25,000
Total	135,22,50,000

There is no change in the Authorised, Issued, Subscribed and Paid-up Capital of the Transferor Company as on date.

- (j) Names of the Promoters and Directors along with their addresses:

PROMOTERS

Sl. No.	Name of the Promoter	Address	Shareholding in Transferor Company as on 31st March, 2017	Shareholding in Transferee Company as on 31st March, 2017
1	Aksh Optifibre Limited (Promoter)	Regd. Ofc.: F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Rajasthan	225950000	N.A.
		Corp. Ofc.: A-25, 2nd Floor, Mohan Co-Operative Industrial Estate, New Delhi-110044		
2	Bharati Shailesh Sundesha (Promoter Group)	1201, Jahangir Towers, Setalwad Lane, Mumbai - 26	5000	2758402
3	Shailesh Popatlal (Promoter Group)	1201, Jahangir Towers, Setalwad Lane, Mumbai - 26	5000	5453753
4	Popatlal Fulchand (Promoter Group)	1201, Jahagir Towers, Setalwad Lane, Mumbai - 26	10000	5280060
5	Dr. Kailash Shantilal Choudhari (Promoter Group)	A-12, First Floor, Geetanjali Enclave, New Delhi - 17	20000	20539918

DIRECTORS

Sl. No.	Name of Director	Designation	DIN	Address	No. of Shares held in Transferor Company	No. of Shares held in Transferee Company
1	Chetan Choudhari	Managing Director	00872366	E-6, First Floor, Geetanjali Enclave, Near Aurobindo College, New Delhi 110017	9700	NIL
2	Dr. Kailash Shantilal Choudhari	Director	00023824	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	20000	20539918
3	Amrit Nath	Director	00431866	4/101, GF Unit -II 19, Rajpur Road, Civil Lines Delhi 110054	NIL	NIL
4	Ashish Bhanu	Director	02080159	1394, Sector -29 Noida 201303 UP	50	NIL
5	Savita Pandey	Director	07488000	H.NO. 400, Sector-19 Faridabad 121002 HR	NIL	NIL

6. Board Approval:

The Board of Directors of the Transferor Company and Transferee Company had approved the Scheme in their separate meetings held on 14th January, 2017.

a. Names of Directors of the Transferee Company who voted in favour of the resolution:

Dr. Kailash S. Choudhari Chairman & Managing Director (Interested Director)

Mr. Satyendra Gupta Deputy Managing Director

Mr. Amrit Nath Director (Interested Director)

Mr. B. R. Rakhecha Director

Ms. Devika Raveendran Director

Scheme is approved by all the disinterested Directors (validly voting at the Board meeting).

Names of Directors of the Transferee Company who voted against the resolution:

NIL

Names of Directors of the Transferee Company who did not vote or participate in the resolution:

NIL

b. Names of Directors of the Transferor Company who voted in favour of the resolution:

Dr. Kailash S. Choudhari Director (Interested Director)

Mr. Amrit Nath Director (Interested Director)

Ms. Savita Pandey, Director

Mr. Ashish Bhanu Director

Scheme is approved by all the disinterested Directors (validly voting at the Board meeting).

Names of Directors of the Transferor Company who voted against the resolution:

NIL

Names of Directors of the Transferor Company who did not vote or participate in the resolution:

NIL

7. Details of the Scheme

- (i) **Appointed Date:** is 1st April, 2016 or such other date(s) as the Hon'ble Tribunal may direct;
- (ii) **Effective Date:** shall mean the last of the dates on which the conditions referred to in Clause 18 of the scheme have been fulfilled. References in the Scheme to the date of the "coming into effect of this scheme" or "effectiveness of this Scheme" shall mean the Effective date;
- (iii) **Share Exchange Ratio:**
 - (a) 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("New Equity Shares")
- (iv) **Rationale and benefits for the Scheme:**

Both the companies are in similar line of business and consolidation is expected to bring strengths that each company may not necessarily possess individually. In order to optimally utilize the available resources and to achieve synergies in the combined business entity, the Board of Directors of the Transferor Company and the Transferee Company decided to amalgamate the Transferor Company into the Transferee Company. The amalgamation will result in better, efficient and economical management, achieve cost savings, pooling of resources, reduction in administrative and operational expenses and greater control. Without prejudice to the generality of the above, the proposed amalgamation is expected to achieve the following objectives in particular;

 - (a) *To economize on administrative and other expenses;*
 - (b) *To increase the efficiency of combined business by pooling of resources and their optimum utilization, thereby availing synergies from combined resources;*
 - (c) *The Transferee Company would have diversified product portfolio and merger would facilitate expansion of business offerings;*
 - (d) *Improve management focus to respective businesses and facilitate the unified control over operations;*
 - (e) *Leverage the operational, capital and corporate synergies and help optimal utilization of resources viz business promotion, managerial pool, etc.;*
 - (f) *Reduce overheads, administrative, managerial and other expenditure; and*
 - (g) *Facilitate greater integration, provide greater financial strength, tax savings and stronger balance sheet of the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.*

THE FEATURES / DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALGAMATION, THE EQUITY SHAREHOLDERS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

8. Valuation Report and Fairness Opinion:

Valuation is done to ascertain number of shares that are required to be issued to the shareholders of APaksh Broadband Limited in Exchange for every share held by them in APaksh Broadband Limited consequent upon amalgamation for the swap ratio. The Transferor Company and Transferee Company has obtained a Valuation Report dated 12th January, 2017, from Chhajed & Chhajed Co. Chartered Accountants.

Basis of Valuation

Aksh Optifibre Limited (Transferee Company)	APaksh Broadband Limited (Transferor Company)
Discounted Cash Flow Method;	Net Asset Value Method
Market Capitalization Method; and	
Net Asset Value Method	

The valuation report is available for inspection at the registered office of the company up to one day prior to the date of the meeting between 10.00 am and 3.00 pm on all working days (except Saturdays and Sundays).

The Transferee Company has obtained a Fairness Opinion dated 12th January, 2017, from Chartered Capital and Investment Limited.

The pre and post Scheme shareholding pattern of the Transferor and Transferee Company is annexed as **Annexure H** to the Notice convening the meeting of the shareholders of the Company.

9. In the opinion of management of the Companies, the Scheme would not be prejudicial to the interests of the creditors (secured and unsecured) of either of the companies. The secured or unsecured creditor of either of the companies would not lose or be prejudiced as a result of the Scheme being sanctioned nor are their rights sought to be modified in any manner. Hence, the amalgamation of the Transferor Company with the Transferee Company pursuant to the Scheme may not adversely affect the interest of any of the shareholders or creditors.

10. Amount due to creditors: As on 28th February, 2017:

- The Transferee Company has 10 secured creditors to whom a total amount of Rs. 1,083,058,263.00 is due. The Transferee Company also has 2517 unsecured creditors to whom a total amount of Rs. 1,122,960,885.00 is due.
- The Transferor Company has 1 secured creditor to whom an amount of Rs. 49,792,559.00 is due. The Transferor Company also has 2 unsecured creditors to whom a total amount of Rs. 159,853,287.00 is due.

11. Disclosure about the effect of the compromise or arrangement on:

(a) Key Managerial Personnel:

In case of the Transferee Company Dr. Kailash S. Choudhari, Chairman & Managing Director, Mr. Gaurav Mehta, Chief-Corporate Affairs & Company Secretary and Mr. Satyendra Gupta, Deputy Managing Director will get shares of Aksh Optifibre Limited upon merger as they are the shareholders of APaksh Broadband Limited.

In case of Transferor Company Mr. Chetan Choudhari, Managing Director will get the shares of Aksh Optifibre Limited upon merger as he is the shareholder of APaksh Broadband Limited.

(b) Directors:

Two Directors are common i.e Dr. Kailash S. Choudhari and Mr. Amrit Nath.

Other Directors of the Transferee Company and / or its relatives are not in any manner interested in the Scheme.

In case of Transferor Company Dr. Kailash S. Choudhari and Mr. Ashish Bhanu will get the shares of Aksh Optifibre Limited upon merger as they are the shareholder of APaksh Broadband Limited.

(c) Promoters:

In case of Transferee Company Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholder of APaksh Broadband Limited.

The promoter members shareholding may remain almost same at 27.85%.

In case of Transferor Company Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholder of APaksh Broadband Limited.

(d) Non-promoter members:

The non-promoter members shareholding (public shareholding) of Transferee Company may increase by 0.02%.

The Non-promoter members of the Transferor Company will get the shares of Transferee Company.

(e) Depositors:

There are no Depositors in the Transferor Company and Transferee Company within the meaning of section 73 of the Companies Act, 2013.

(f) Creditors:

The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together).

Further, even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further, post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.

(g) Debenture Holders:

There are no debenture holders in the Transferor Company and Transferee Company.

(h) Employees:

On the coming into effect of the Scheme, all staff and employees of APAKSH in service on such date shall be deemed to have become staff and employees of AKSH without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with AKSH shall not be less favourable than those applicable to them with reference to APAKSH on the Effective Date.

Upon the Scheme coming into effect, all staff welfare schemes including the existing Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, created by APAKSH for its employees shall be transferred to AKSH. APAKSH shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme, to AKSH. All obligations of APAKSH with regard to the said Fund or Funds as defined in the respective trust deed and rules shall be taken over by AKSH from the Effective Date to the end and intent that all rights, duties, powers and obligations of APAKSH in relation to such Fund or Funds shall become those of AKSH and all the rights, duties and benefits of the employees employed in APAKSH under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of APAKSH will be treated as having been continuous for the purpose of the said Fund or Funds.

12. **Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and Debenture Trustee**

The Directors and Key Managerial Personnel (KMP) does not have any material interest in the Scheme, except to the extent of their shareholding in the Transferor Company and Transferee Company.

There are no debenture trustee in the Transferor and Transferee Company.

13. **Investigation or proceedings, if any, pending against the company under the Act:**

There are no investigations or proceedings pending under section 235 to 251 of the Companies Act, 1956 or the corresponding provisions of section 206 to 229 of the Companies Act, 2013 against of the Transferor and Transferee Company.

14. **There are two common Directors on the Board of Directors of the Transferor and Transferee Companies namely Dr. Kailash S. Choudhari and Mr. Amrit Nath.**

15. **Details of Approval from regulatory authorities:**

- a. Pursuant to the SEBI Circular read with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Transferee Company had filed necessary applications before the stock exchanges viz., BSE Limited and National Stock Exchange of India Limited, on 27th January, 2017 seeking its no-objection to the Scheme. The Company has received Observation Letters from BSE Limited and National Stock Exchange of India Limited, dated 30th March, 2017. Copies of the Observation Letters are enclosed as **ANNEXURES B-1 and B-2**, to this Notice.
- b. As required by the SEBI Circular, the Transferee Company has filed the Complaint Report with BSE Limited and National Stock Exchange of India Limited, on 10th March, 2017. After filing of the Complaints Reports the Transferee Company has received NIL complaints. A copy of the aforementioned Complaints Report is enclosed as **ANNEXURE E** to this Notice.
- c. The Transferee Company and Transferor Company has made joint application before the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi for the sanction of the Scheme of Amalgamation under Sections 230 to 236 of the Companies Act, 2013, and the corresponding Sections 391 to 394 of the Companies Act, 1956.
- d. A copy of the Scheme along with the necessary statement under Section 230 read with Rules 6 and 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is also being forwarded to the Registrar of Companies, in terms of the order dated 9th May, 2017 of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi.

16. **Inspection:**

The following documents will be open for inspection at the Registered Office of the Transferor and Transferee Company, on any working day (except Saturdays, Sundays and public holidays) between 10.00 a.m. to 3.00 p.m., prior to the date of the meeting:

- a. Certified copy of the order dated 9th May, 2017, passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi in Company Application No. (CAA) 42(PB)/2017;
- b. Copies of the Memorandum and Articles of Association of the Transferee Company and Transferor Company;

- c. Latest Audited Financial Statements of the Transferor Company and Transferee Company including consolidated financial statements.
 - d. Copies of the Unaudited Financial Statements of the Transferor Company and Transferee Company for the period ended 31st December, 2016.
 - e. Copy of the Scheme of Amalgamation;
 - f. Contracts or agreements material to the amalgamation.
 - g. the certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
 - h. such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the Scheme.
17. The persons may vote in the meeting either in person or by proxies or by voting through electronic means, as specifically provided for in the Notice convening the meeting of the shareholders of the Company.

**SCHEME OF AMALGAMATION
BETWEEN
APAKSH BROADBAND LIMITED
(Transferor Company)
AND
AKSH OPTIFIBRE LIMITED
(Transferee Company)
AND
THEIR RESPECTIVE SHAREHOLDERS**

**UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230-236 OF THE
COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956
AND THE COMPANIES ACT, 2013**

PART I – PREAMBLE, RATIONALE, DEFINITIONS & INTERPRETATION

1.1 PREAMBLE

- 1.1.1 This Scheme of Amalgamation (hereinafter referred to as the “**Scheme**”) provides for the amalgamation of APAKSH Broadband Limited (hereinafter referred to as “**Transferor Company**” or “**APAKSH**”) with Aksh Optifibre Limited (hereinafter referred to as “**Transferee Company**” or “**AKSH**”). The Scheme is made pursuant to the provisions of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 including the corresponding provisions of section 230 to 236 of the Companies Act, 2013, if applicable or any statutory modifications or re-enactment thereof.
- 1.1.2 Aksh Optifibre Limited is a public limited company incorporated under the Companies Act, 1956 having CIN L24305RJ1986PLC016132 is listed on BSE and NSE and is presently engaged in the business of manufacturing and selling optical fibres, optical fibre cables, and fibre reinforced plastic (FRP) rods.
- 1.1.3 APAKSH Broadband Limited is an unlisted public limited company incorporated under the Companies Act, 1956 having CIN U92111RJ2005PLC 056369 to carry on the business of optical fibre network and providing broadband network connectivity to government and other offices across the State of Andhra Pradesh.

1.1.4 This Scheme is divided into the following parts:

Part I: Preamble, Rationale, Definitions & Interpretation

Part II: Share Capital

Part III: Transfer and vesting of APAKSH into AKSH

Part IV: Other conditions applicable to the Scheme

1.2 RATIONALE OF THE SCHEME

Both the companies are in similar line of business and consolidation is expected to bring strengths that each company may not necessarily possess individually. In order to optimally utilize the available resources and to achieve synergies in the combined business entity, the Board of Directors of the Transferor Company and the Transferee Company decided to amalgamate the Transferor Company into the Transferee Company. The amalgamation will result in better, efficient and economical management, achieve cost savings, pooling of resources, reduction in administrative and operational expenses and greater control. Without prejudice to the generality of the above, the proposed amalgamation is expected to achieve the following objectives in particular:

- (a) To economize on administrative and other expenses;
- (b) To increase the efficiency of combined business by pooling of resources and their optimum utilization, thereby availing synergies from combined resources;
- (c) The Transferee Company would have diversified product portfolio and merger would facilitate expansion of business offerings;
- (d) Improve management focus to respective businesses and facilitate the unified control over operations;
- (e) Leverage the operational, capital and corporate synergies and help optimal utilization of resources viz business promotion, managerial pool, etc.;
- (f) Reduce overheads, administrative, managerial and other expenditure; and
- (g) Facilitate greater integration, provide greater financial strength, tax savings and stronger balance sheet of the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below;

- (a) “**Act**” or “**the Act**” means the Companies Act, 1956 and/or the Companies Act, 2013 (as the context may require) or any statutory amendments thereto or re-enactment thereof for the time being in force;
- (b) “**Accounting Standards**” means accounting standards prescribed under the Companies (Accounting Standards) Rules, 2006 or the Companies Indian Accounting Standards Rules, 2015 as applicable to the Companies.
- (c) “**Appointed Date**” for the purposes of this Scheme means April 1, 2016, or such other date as the Hon’ble Tribunal may direct;
- (d) “**Board**” or “**Board of Directors**” means the board of directors of the Transferor Company or the Transferee Company, as the case may be, and shall, unless it is repugnant to the context or otherwise, include a committee of directors or any person authorized by the Board of Directors or such committee of directors;
- (e) “**Effective Date**” shall mean the last of the dates on which the conditions referred to in Clause 18 of the Scheme have been fulfilled. References in this Scheme to the date of the “**coming into effect of this Scheme**” or “**effectiveness of this Scheme**” shall mean the Effective date;
- (f) “**Merged Undertaking**” shall mean and include the whole of the businesses and undertakings of APAKSH on a going concern basis, being carried on by APAKSH as on the Appointed Date and shall include (without limitation):
 - all the properties and assets whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building, all fixed and movable plant & machinery, broadband infrastructure providing broadband access services, customer network equipment, the network connection and broadband access services, bandwidth permissions, factory, sheds, offices, truck, car, material handling equipments, earth moving equipments, construction equipment and machinery, all other kinds of machinery, tools, equipments and spares, weight machine, leasehold or freehold, including all computers and accessories, software and related data, leasehold improvements, capital work-in-progress, vehicles, furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipments, electricals, fibre optic cables, appliances, accessories, deferred tax assets and investments;
 - all liabilities, present and future, including the contingent liabilities;

- all rights and licenses including contract for development, implementation, operation and maintenance of AP broadband network, right of way permission for provision of broadband infrastructure issued by the Government of Andhra Pradesh, all assignments and grants thereof, all permits, clearances and registrations whether under Central, State or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent, or any other contracts), subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits), incentives or schemes of central/ state/ local governments, certifications and approvals, regulatory approvals, entitlements, other licenses, environmental clearances, municipal permissions, approvals, consents, tenancies, investments and/ or interest (whether vested, contingent or otherwise), cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverable, receivables, benefit of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, assets or equipment rental agreements, the benefits of bank guarantees issued by APAKSH, funds belonging to or proposed to be utilised by APAKSH, privileges, all other claims, rights and benefits (including under any powers of attorney issued by APAKSH or any powers of attorney issued in favour of APAKSH or from or by virtue of any proceeding before a legal, quasi judicial authority or any other statutory authority to which APAKSH was a party), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds; benefits, duties and obligations of all agreements, contracts and arrangements and all other rights and interests;
- all employees on rolls of APAKSH on the date immediately preceding the Effective Date;
- all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, earnest moneys and/ or security deposits paid or received by APAKSH;
- all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and backup copies, designs and drawings, other manuals, data catalogues, quotations, sales and advertising materials, and other data and records whether in physical or electronic form;
- all intellectual property rights including all trademarks, trademark applications, trade names, right of way permission, patents and patent applications and all other interests exclusively relating to APAKSH.

It is intended that the definition of Merged Undertaking under this Clause would enable the transfer of entire business and undertakings including all properties, assets, rights, duties and liabilities of APAKSH into AKSH pursuant to this Scheme.

- (g) **“Record Date”** means the date to be fixed by the Board of the Transferor Company in consultation with the Transferee Company, with reference to which the eligibility of the shareholders of the Transferor Company for the purposes of issue and allotment of New Equity Shares of the Transferee Company in terms of the Scheme shall be determined.
- (h) **“Registrar of Companies”** means Registrar of Companies, Jaipur, having jurisdiction over the transferor and transferee companies.
- (i) **“Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Amalgamation in its present form, with any amendment/modifications approved or imposed or directed by the Board and/or shareholders and/or creditors and/or by the Tribunal;
- (j) **“Share Exchange Ratio”** means the ratio in which the New Equity Shares of the Transferee Company are to be allotted to the equity shareholders of the Transferor Company by the Transferee Company as per Clause 5.1 of the Scheme.
- (k) **“Stock Exchanges”** shall mean and include the Bombay Stock Exchange Limited (**“BSE”**) and/or National Stock Exchange of India Limited (**“NSE”**).

- (l) **“Transferor Company”** means APAKSH Broadband Limited, a unlisted public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.
- (m) **“Transferee Company”** means Aksh Optifibre Limited, a listed public limited company incorporated under the Companies Act, 1956 and presently having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.
- (n) **“Tribunal”** means the Hon’ble National Company Law Tribunal, New Delhi Bench or such other Bench having jurisdiction in respect to the Transferee Company and the Transferor Company or any other appropriate forum or authority or Court empowered to approve the Scheme as per the law for the time being in force.

2.2 INTERPRETATION

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be including any statutory amendments thereto or re-enactment thereof. Reference to Companies Act, 1956 shall also mean corresponding provisions of Companies Act, 2013 as applicable.

2.3 COMPLIANCE WITH TAX LAWS

The Scheme proposes to meet the commercial and business interest of the parties as specified hereinbefore. This Scheme, in so far as it relates to the merger and has been also drawn-up to comply with the conditions relating to “Amalgamation” as specified under the tax laws, including section 2(1B), section 47 and section 72A (if applicable) and all other relevant Sections of the Income Tax Act, 1961 or any amendment or reenactment thereto. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme, and the power to make any such amendments shall vest with the Board of Directors of APAKSH and AKSH.

PART II – SHARE CAPITAL

3. CAPITAL STRUCTURE

- 3.1 The position of the authorized, issued, subscribed and paid up capital of the Transferor Company and the Transferee Company as on March 31, 2016 is as follows:

Name of the Company	Authorized Share Capital	Issued Subscribed and Paid Up Capital
APAKSH Broadband Limited (“Transferor Company”)	Rs. 175,00,00,000/ (Rupees One Seventy Five Crores only) consisting of 35,00,00,000 (Thirty Five Crores) equity shares of Rs. 5/- each.	Total issued and subscribed capital- Rs. 150,00,00,000/- (Rupees One Fifty Crores only) consisting of 30,00,00,000 (Thirty Crores) equity shares of Rs. 5/- each. Total Paid-up share capital- Rs. 1,352,250,000/- (Rupees One Thirty Five Crores Twenty Two Lakh Fifty Thousand only) consisting of 226,125,000 (Twenty Two Crores Sixty One Lakh Twenty Five Thousand)

		equity shares of Rs. 5/- each and 73,875,000 (Seven Crore Thirty Eight Lakh Seventy Five Thousand) equity shares forfeited of Rs. 3/- each.
APAKSH Broadband Limited ("Transferor Company")	Rs. 85,05,00,000/- (Rupees Eighty Five Crores Five Lakhs only) consisting of 17,01,00,000 Seventeen Crores One Lakhs) equity shares of Rs. 5/- each.	Rs. 81,33,25,350/- (Rupees Eighty One Crores Thirty Three Lakhs Twenty Five Thousand and Three Hundred Fifty only) consisting of 16,26,65,070 (Sixteen Crores Twenty Six Lakhs Sixty Five Thousand and Seventy only) equity shares of Rs. 5/- each.

- 3.2 It is provided that till the Scheme becomes effective both the companies i.e. Transferor Company and the Transferee Company are free to alter their share capital as required by respective businesses subject to the necessary approvals from their respective Board of Directors and/or shareholders, if required.

PART III –TRANSFER AND VESTING OF APAKSH INTO AKSH

4. TRANSFER OF UNDERTAKING

- 4.1 With effect from the Appointed Date, the whole of the Merged Undertaking, comprising inter-alia all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 391 read with Section 394 and all other applicable provisions, if any, of the Act, without any further act or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in AKSH as a going concern so as to become as and from the Appointed Date the assets and liabilities of AKSH and to vest in AKSH all the rights, title, interest or obligations of APAKSH therein. With effect from the Effective Date, the Transferee Company shall be liable for ground rent and municipal taxes in relation to such properties subject to such taxes, if any. The mutation of title to the immovable properties shall be made and duly recorded by appropriate authorities pursuant to the sanction of the Scheme and upon the Scheme becoming effective in accordance with terms hereof in favour of the Transferee Company.
- 4.2 All assets acquired by APAKSH after the Appointed Date and prior to the Effective Date shall also stand transferred to and vested in AKSH upon the coming into effect of the Scheme. Where any of the assets of APAKSH as on the Appointed Date deemed to be transferred to AKSH have been sold or transferred by APAKSH after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of AKSH. As regards transfer of specified movable assets, Clauses 4.3 and 4.4 below provide for the physical mode of effecting transfer.
- 4.3 In respect of such of the assets of the Merged Undertaking as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery, the same may be so delivered, paid over, or endorsed and delivered, by APAKSH shall become the property of AKSH as an integral part of the Merged Undertaking transferred to it. The aforesaid transfer shall be deemed to take effect from the Appointed Date without requiring any deed or instrument of conveyance for the same. Such transfer may not be liable to stamp duty in accordance with law. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of AKSH and the Board of Directors of APAKSH.
- 4.4 All debts, advance tax, loans and advances recoverable in cash or in kind or for value to be received, deposits, outstanding and receivables of Merged Undertaking/ APAKSH other than the movable assets specified in Clause 4.3 shall on and from the Appointed Date stand transferred to and vested in AKSH without any further actions or deed (although AKSH may, if it deems appropriate, give notice to the third party that the debts, outstanding and receivables do stand transferred to and vested in AKSH), and the debtors shall be obliged to make payments to AKSH on and after the Effective Date.
- 4.5 With effect from the Appointed Date, all debts payable, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of Merged Undertaking/ APAKSH shall also, under the provisions of Sections 391 to 394 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to AKSH so as to become as and from the Appointed Date the debts payable, liabilities, contingent liabilities, duties and obligations of AKSH.

- 4.6 Where any of the liabilities and obligations, if any, of the Merged Undertaking/ Transferor Company, as on the Appointed Date, transferred to the Transferee Company has been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 4.7 All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations, if any, incurred or undertaken by the Merged Undertaking/ Transferor Company, after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of section 394(2) of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company.
- 4.8 The transfer and vesting of the Merged Undertaking as aforesaid, shall be subject to the existing securities, charges and mortgages, if any, subsisting over or in respect of the property and assets or any part thereof of APAKSH.

Provided however that any reference in any security documents or arrangements (to which APAKSH is a party) to the assets of APAKSH offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Merged Undertaking of APAKSH as are vested in AKSH by virtue of this Scheme, to the end and intent that such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of APAKSH or any of the assets of AKSH.

Provided further that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of AKSH shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of APAKSH vested in AKSH.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by APAKSH which shall vest in AKSH by virtue of merger of APAKSH into AKSH and AKSH shall not be obliged to create any further or additional security after the Scheme has become operative.

5. CONSIDERATION AND RE-ORGANISATION OF SHARE CAPITAL

- 5.1 Upon Scheme becoming effective and without any further application, act or deed, the Transferee Company, in consideration of the transfer and vesting of the Merged Undertaking (with all its assets, liabilities, rights and obligations) of the Transferor Company in the Transferee Company, the Transferee Company shall issue and allot on the proportionate basis to all the members of the Transferor Company as on the Record Date ("**Members**"), or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Transferor Company in the following manner:

25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("**New Equity Shares**")

In the event of any increase in the issued, subscribed or paid up share capital of the Transferor Company or the Transferee Company or issuance of any instruments convertible into equity shares or restructuring of its equity share capital including by way of share split/consolidation/issue of bonus shares, free distribution of shares or instruments convertible into equity shares or other similar action in relation to share capital of the Transferor Company or the Transferee Company at any time before the Record Date, the Share Exchange Ratio shall be adjusted appropriately to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.

- 5.2 Upon coming into effect of this Scheme all the equity shares held by Aksh in APAKSH shall stand cancelled in accordance with law without the need to issue any New Equity Shares.

- 5.3 The New Equity Shares unless otherwise requested by the Members to be issued in depository /physical form, shall be credited in the demat account of the Members of the Transferor Company provided that the Members shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required.
- 5.4 The fractional entitlement arising in terms of Clause 5.1 above in the hands of the shareholder(s) of the Transferor Company (with reference to their holding as on the date of approval of the Scheme by the Board of the Transferor Company and the Transferee Company) shall be rounded up to the next number. The decision of the Board of Directors of the Transferee Company shall be considered final in this regard. .
- 5.5 The New Equity Shares to be issued in terms hereof shall be subject to the Memorandum and Articles of Association of the Transferee Company.
- 5.6 The New Equity Shares of the Transferee Company to be issued and allotted in lieu of the equity shares of the Transferor Company shall rank, for dividend, voting rights and for all other benefits and in all other respects, pari-passu with the existing equity shares of the Transferee Company with effect from the date of allotment of New Equity Shares.
- 5.7 All the New Equity Shares and allotted by the Transferee Company shall be listed and/or admitted to trading on the Stock Exchange(s). The Stock Exchanges shall list the said New Equity Shares, the issuance of which shall be considered as due compliance of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable and other applicable provisions of law. The Transferee Company will enter into such arrangements and give such confirmations and/or undertakings and/or file such necessary applications, as may be necessary in accordance with applicable laws or regulations for complying with formalities of the said Stock Exchanges/SEBI.
- 5.8 The New Equity Shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the relevant Stock Exchange(s).

6. ACCOUNTING TREATMENT

- 6.1 Upon the Scheme becoming finally effective, the Transferee Company shall incorporate the assets and liabilities of the Transferor Company in accordance with the Accounting Standards and more particularly as specified hereunder:
 - a) Upon the Scheme becoming effective, AKSH shall record the Merged Undertaking vested in it pursuant to the Scheme, at their respective book values as appearing in the financial statements of APAKSH constituting Merged Undertaking at the close of business of the day immediately preceding the Appointed Date in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 or any other applicable provisions of the Act.
 - b) To the extent that there are inter-corporate loans, investments or balances between and amongst APAKSH and AKSH, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of AKSH for the reduction of any assets or liabilities or other appropriate treatment, as the case may be. It is agreed by APAKSH and AKSH that all the requirements of the Act and any other applicable law with respect to such amounts shall be deemed to have been duly complied with.
 - c) In so far as the balances in “Reserves and Surplus” of APAKSH is concerned, AKSH shall record the balances, if any, in the Profit and Loss Account or any other reserves in the same form and at the same values as they appear in the financial statements of APAKSH at the close of business of the day immediately preceding the Appointed Date.
 - d) The aggregate of the excess of the value of the assets over the value of the liabilities and reserves of Merged Undertaking vested in AKSH pursuant to this Scheme including value of New Equity Shares issued under the Scheme and as recorded in the books of accounts of AKSH, shall be credited to the Capital Reserve Account of AKSH. In case of excess of the value of liabilities and reserves over value of assets transferred in the Scheme including value of New Equity Shares issued under the Scheme

the same shall be adjusted firstly against the Securities Premium Account and then against Capital Reserve. The reduction of the Securities Premium Account, (if any) of the Transferee Company as per the terms of this Scheme, shall be deemed to be in compliance with Section 100 to 103 of Companies Act, 1956 (including the corresponding applicable provisions of the Companies Act, 2013) and the Transferee Company shall not be required to add "and reduced" as part of its name.

- e) In case of any differences in accounting policy between APAKSH and AKSH, the impact of the same till the Appointed Date will be quantified and adjusted in the balance sheet of AKSH in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 or any other applicable provisions of the Act, to ensure that the financial statements of AKSH reflect the financial position on the basis of consistent accounting policy.

6.2 For the removal of doubts, it is hereby clarified that there would be no accrual of income including interest or other expenses/ charges in respect of any inter-company loans or balances between AKSH and APAKSH during the period between the Appointed Date and Effective Date. It is also clarified that there would be no accrual of income or expense on account of any other transactions, including inter alia any transactions in the nature of sale or transfer of any goods or services between AKSH and APAKSH, during the period between the Appointed Date and the Effective Date.

6.3 It is hereby clarified that, all transactions during the period between the Appointed Date and Effective Date relating to the Merged Undertaking would be duly reflected in the financial statements of AKSH, upon the coming into effect of this Scheme.

6.4 Notwithstanding anything contained in this Clause 6, the Board of Directors of AKSH is authorized to account for any of these transaction/ balances in any manner whatsoever, as may be deemed fit, in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 or any other applicable provisions of the Act.

7. BUSINESS AND PROPERTY IN TRUST FOR TRANSFeree COMPANY

As and from the Appointed Date and upto and including the Effective Date:

7.1 The Transferor Company shall carry on and be deemed to have carried on its business and activities and shall stand possessed of all its assets and properties referred to in Clause 4 above, in trust for the Transferee Company and shall account for the same to the Transferee Company.

7.2 The Transferor Company shall carry on its business and activities with reasonable diligence and business prudence.

7.3 Any income or profit accruing or arising to the Transferor Company and all costs, charges, expenses and losses or taxes (including deferred tax balances, if any) incurred by the Transferor Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes (including deferred tax balances, if any), as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.

8. CONDUCT OF BUSINESS

With effect from the date of approval of the Scheme by the Board of Directors of APAKSH and upto the Effective Date:

8.1 APAKSH shall carry on its business with reasonable diligence and in the same manner as it had been doing it theretofore.

8.2 APAKSH shall not alter or substantially expand the business except with the written concurrence of the Transferee Company.

8.3 APAKSH shall not, without the written concurrence of the Transferee Company, alienate charge or encumber any of its properties, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of APAKSH.

- 8.4 APAKSH shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of APAKSH, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with employees.
- 8.5 APAKSH shall not revalue its respective assets and liabilities in its balance sheets without the express written consent of AKSH.
- 8.6 Notwithstanding anything else contained in this Scheme, AKSH or APAKSH may declare any dividend (interim or final) or bonus shares as per applicable law with the consent of Board of Directors of the Transferor Company and the Transferee Company.
- 8.7 It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any shareholder of Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Directors of the Transferor Company and the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Company and the Transferee Company, respectively.
- 8.8 Notwithstanding anything else contained in this Scheme, during the pendency of the Scheme, APAKSH and AKSH are expressly authorized to raise capital for the purpose of funding growth or any other purpose, in any manner as considered suitable by their Board of Directors, whether by means of rights issue, preferential issue, public issue or any other manner whatsoever. Further, such funds may be raised by means of any instrument considered suitable by their respective Board of Directors, including warrants, equity/ equity linked instruments, preference shares, convertible/ non convertible bonds, debentures, debt, etc. Provided that any such capital raising exercise shall be approved in writing by the Board of Directors of APAKSH/ AKSH to preserve the interests of its shareholders.
- 8.9 With effect from the Effective Date and until such time the names of the bank accounts of the Transferor Company are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in its name, in so far as may be necessary.

9. CONTRACTS AND DEEDS

- 9.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, memorandum of understanding, insurance policies, licenses, leases, (including all tenancies, leases, licenses and other assurances in favour of the Transferor Company or powers or authorities granted by or to it), hire-purchase arrangements and other instruments, if any, of whatsoever nature to which the Transferor Company is a party and subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.
- 9.2 The Transferee Company may enter into and/ or issue and/ or execute deeds, writings or confirmations, affidavits, declarations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme. It is clarified that any inter-se contracts between the Transferor Company and the Transferee Company as on the Effective Date shall stand merged and vest in the Transferee Company.
- 9.3 All subsisting agreements/ arrangements/ licenses/ permissions/ registrations/ applications of the Transferor Company relating to the use of patents, patent applications, trade marks (including logos), brands, copyrights, websites, and / or technology, know-how, designs, process and all other intellectual property and rights, as on the Effective Date shall accrue to and for the benefit of the Transferee Company.

10. MERGER OF AUTHORISED SHARE CAPITAL OF TRANSFEROR COMPANY WITH TRANSFeree COMPANY

- 10.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Company shall stand transferred to and be added with the authorized equity share capital of Transferee Company, without any liability for payment of any additional fees (including fee to Registrar of Companies) or stamp duty. Further, if required the Transferee Company shall take necessary steps to further increase and/or alter its authorised share capital suitably to enable it to issue and allot shares under the Scheme.
- 10.2 Consequently, subject to any increase and/or alteration in the authorized share capital of the Transferee Company as may be effected with the approval of its shareholders during the pendency of the Scheme for issue and allotment of shares under the Scheme, upon coming into effect of the Scheme and particularly the Clause 10.1 mentioned herein above, the authorized share capital of the Transferee Company shall be increased and accordingly, the Memorandum and Articles of Association of the Transferee Company shall automatically stand amended and words and figures in Clause V of the Memorandum of Association shall be substituted. It is hereby clarified that the Transferee Company through its Board, if required, would be entitled to make appropriate classification of its authorized share capital and provide suitable clarifications to the Registrar of Companies with regard to the addition of the authorized share capital of the Transferor Company with the Transferee Company in Clause V in its Memorandum of Association to facilitate issue and allotment of shares under the Scheme.
- 10.3 The filing fee and stamp duty already paid by the Transferor Company on its Authorized Share Capital, which is being clubbed to the Authorized Share Capital of the Transferee Company and/or the reorganization of the authorised share capital of the Transferee Company in terms of sub-clause hereinabove, shall be deemed to have been paid by the Transferee Company and accordingly, the fee paid by the Transferor Company on its authorized share capital will be eligible for adjustment against the fee on the increased authorized share capital of the Transferee Company so increased or reorganised pursuant to the Scheme.
- 10.4 All steps for reorganizing of share capital and changes to the memorandum of association of the companies under this Scheme, shall be undertaken as an integral part of this Scheme in accordance with the provisions of Sections 391-394 of the Act read with section 100 to 103 of the Act and shall be deemed to be in compliance of Section 100 to 103 of the Companies Act, 1956 and Sections 5, 13, 14, 42, 52, 61, 62 of the Companies Act, 2013 or other applicable Sections of the Act and no other steps or procedures would need to be undertaken by the concerned companies to give effect to the same. Consequential changes shall also apply with respect to the existing issued, subscribed and paid up capital of the Transferor Company and the Transferee Company.

11. DISSOLUTION OF TRANSFEROR COMPANY

On the Scheme coming into effect, the Transferor Company shall, without any further act or deed, stand dissolved without the process of winding up.

12. LEGAL PROCEEDINGS

- 12.1 All legal proceedings of whatsoever nature by or against the Transferor Company pending and/ or arising at the Appointed Date and relating to the Transferor Company or its properties, assets, debts, rights, liabilities, duties and obligations referred to in Clause 2.1 (f), shall be continued and/ or enforced until the Effective Date as desired by the Transferee Company and as and from the Effective Date shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. On and from the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings in its name in relation to the Transferor Company in the same manner and to the same extent as would or might have been initiated by the Transferor Company.
- 12.2 After the Appointed Date, if any proceedings are taken against the Transferor Company, the same shall be defended by and at the cost of the Transferee Company.

13. STAFF, WORKMEN AND EMPLOYEES

- 13.1 On the coming into effect of the Scheme, all staff and employees of APAKSH in service on such date shall be deemed to have become staff and employees of AKSH without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with AKSH shall not be less favourable than those applicable to them with reference to APAKSH on the Effective Date.
- 13.2 Upon the Scheme coming into effect, all staff welfare schemes including the existing Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, created by APAKSH for its employees shall be transferred to AKSH. APAKSH shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme, to AKSH. All obligations of APAKSH with regard to the said Fund or Funds as defined in the respective trust deed and rules shall be taken over by AKSH from the Effective Date to the end and intent that all rights, duties, powers and obligations of APAKSH in relation to such Fund or Funds shall become those of AKSH and all the rights, duties and benefits of the employees employed in APAKSH under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of APAKSH will be treated as having been continuous for the purpose of the said Fund or Funds.

14. TREATMENT OF TAXES

- 14.1 The Tax Deducted at Source (TDS)/advance tax including MAT credit entitlement, provision for income tax, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferor Company assessable for the period commencing from Appointed Date shall be deemed to be the tax deducted from/advance tax paid by the Transferee Company and credit for such TDS/advance tax (including MAT credit) shall be allowed to the Transferee Company notwithstanding that certificates or challans for TDS/advance tax/ MAT are in the name of the Transferor Company and not in the name of the Transferee Company. The income tax, if any, paid by the Transferor Company on or after the Appointed Date, in respect of income assessable from that date, shall be deemed to have been paid by or for the benefit of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date notwithstanding that the period for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme becoming effective; notwithstanding that the time prescribed for such revision may have elapsed.
- 14.2 The wealth tax, if any, paid by the Transferor Company in respect of its assets under the Wealth Tax Act, 1957, on or after the Appointed Date shall be deemed to have been paid by the Transferee Company. The Transferee Company shall, after the Scheme becomes effective, be entitled to file the wealth tax return for the relevant valuation date notwithstanding that the time prescribed for filing such returns may have elapsed. Further the Transferee Company shall, after the Scheme becomes effective, be entitled to revise the wealth tax returns, if any, filed by the Transferor Company for any year if so necessitated or consequent to this Scheme becoming effective; notwithstanding that the time prescribed for such revision may have elapsed.
- 14.3 Similarly, any other taxes including but not limited to excise duty, CENVAT, cess, service tax, value added tax, sales tax etc. paid by the Transferor Company on or after the Appointed Date, in respect of the period after such date shall be deemed to have been paid by or for the benefit of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date, notwithstanding that the time prescribed for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme becoming effective, notwithstanding that the time prescribed for such revision may have elapsed.
- 14.4 Without prejudice to generality of the aforesaid, any concessional or statutory forms under the laws of the Central or State Sales Tax or Value Added Tax (VAT), Service Tax or local levies issued or received by the Transferor Company, if any, in respect of period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Company.

15. SAVING OF CONCLUDED TRANSACTIONS

- 15.1 The transfer of Merged Undertaking (including assets, liabilities, rights and obligations) under Clause 4 above and the continuance of proceedings by or against the Transferee Company under Clause 12 herein above shall not affect any transaction or proceedings already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of Transferee Company.
- 15.2 Since each of the permissions, approvals, registrations, consents, sanctions, remissions, special reservations, right of way, insurance policy, incentives, concessions and other authorizations of the Transferor Company shall stand transferred by the order of the Hon'ble Tribunal to the Transferee Company, the Transferee Company may file the relevant intimations, for the record of the statutory authorities or any relevant authority or person who shall take them on file, pursuant to the vesting order of the Tribunal.

PART IV –OTHER CONDITIONS APPLICABLE TO THE SCHEME

16. APPLICATIONS TO TRIBUNAL

- 16.1 The Transferee Company and the Transferor Company shall, with all reasonable dispatch, make applications to the Tribunal under Section 391 of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the shareholders and/ or creditors of the Transferor Company and the Transferee Company as may be directed by the Tribunal.
- 16.2 That the Scheme, in no way, is a Scheme of compromise or arrangement with the creditors as all the creditors of the Transferor Company and the Transferee Company will be paid in the usual course of business and therefore, the present Scheme of Amalgamation will not be affecting the rights of the creditors of the Transferor and Transferee Companies in any manner as the aggregate assets of the Transferor Company and the Transferee Company are more than sufficient to meet the liabilities of all the creditors of the Transferor Company and the Transferee Company in full.
- 16.3 On the Scheme being agreed to by the requisite majorities of the classes of the shareholders and/ or creditors of the Transferee Company and the Transferor Company as directed by the Tribunal or their meetings dispensed with, the Transferee Company and the Transferor Company shall, with all reasonable dispatch, apply to the Tribunal, for sanctioning the Scheme under Sections 391 to 394 of the Act and other provisions of the Act (if any) and for such other order or orders, as the said Tribunal may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up.
- 16.4 The Transferee Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or borrower, statutory or regulatory authorities as the case may be that pursuant to the Tribunal having sanctioned the Scheme, the said person, debtor or borrower shall pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realize the same is in substitution of the right of the Transferor Company.

17. MODIFICATION OR CLARIFICATION OR WITHDRAWAL

- 17.1 The Transferor Company (by their Board of Directors or their committee thereof) and the Transferee Company (by their Board of Directors or their committee thereof) may assent to any modification(s) or amendment(s) in this Scheme which the Tribunal and/ or any other authority or any other body may deem fit to direct or impose or which may otherwise be considered necessary or desirable for implementing and/ or carrying out the Scheme or which may be considered necessary due to any change in law or other reason; and the Transferor Company (by their Boards of Directors or their committee thereof) and the Transferee Company (by their Boards of Directors or their committee thereof) be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme, or to withdraw the Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the Tribunal or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerning or connected therewith.

- 17.2 For the purpose of carrying on the business of APAKSH pursuant to the Scheme, AKSH shall, if and to the extent required, apply for and obtain the necessary approvals from the appropriate regulatory authority, if required for the carrying on the business of APAKSH.
- 17.3 If any part of this Scheme is found to be unworkable, invalid or unenforceable for any reason whatsoever, the same shall not, subject to the decision of the respective Boards of Directors of the Transferor Company and Transferee Company, affect the adoption or validity or interpretation of the other parts and/ or provisions of this Scheme. It is hereby clarified that the Board of Directors of the Transferor Company and Transferee Company may in their absolute discretion, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such case each company shall bear its own cost or bear costs as may be mutually agreed. It is made clear that no further approval of shareholders or creditors shall be necessary for giving effect to the provisions contained in this Clause 17.
- 17.4 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Board of the Transferor Company and Transferee Company may give and are authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 17.5 No party claiming to have acted or not acted or changed his position in anticipation of this Scheme, will have any cause of action against the Transferor Company or the Transferee Company or any of their directors, officers, if the scheme is not effective for any reason whatsoever, or is withdrawn or modified. The decision of the Board of Directors of the Transferor Company and the Transferee Company shall be final and binding on all the parties.
- 17.6 The scheme set out herein in its present form or with any modification(s) to be approved or imposed or directed by the Tribunal, shall be operative from the Appointed Date but shall be effective from the Effective Date.
- 17.7 Upon the coming into effect of this Scheme:
- (a) the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.
 - (b) the borrowing limits of the Transferee Company, shall without further act or deed stand enhanced by an amount being the aggregate limits of the Transferor Company which are being transferred to the Transferee Company pursuant to this Scheme and the Transferee Company will not be required to pass any fresh resolution(s) in this regard.

18 CONDITIONALITY OF THE SCHEME

- 18.1 This Scheme is conditional upon and subject to all of the following:
- (a) approval of Scheme by SEBI in terms of the SEBI Circulars and the Stock Exchanges pursuant to Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
 - (b) the consents by the requisite majority of the shareholders and/ or creditors, if any, of the Transferor Company and Transferee Company to the Scheme, if required or their meeting being dispensed with; and the requisite orders of the Hon'ble Tribunal sanctioning the Scheme in exercise of the powers vested in it under the Act;
 - (c) such other sanctions and approvals including sanctions of any government or regulatory authority as may be required by law in respect of the Scheme;

- (d) approval of the scheme by the public shareholders of the Transferee Company (in case required) in accordance with the provisions of the SEBI Circulars and such approval shall be obtained through resolution passed through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.
- (e) the certified copies of the Tribunal order being filed with the jurisdictional Registrar of Companies by the Transferor Company and the Transferee Company.

18.2 The approval to this Scheme under Sections 230 and 236 of the Act by the shareholders and/or creditors of the Transferor Company and Transferee Company, shall be deemed to have the approval of the shareholders and/or creditors, as the case may be, for all matters under the applicable provisions of the Act, rules and regulations made there under, including but not limited to Sections 5, 13, 14, 42, 52, 61, 62 and 66 of the Companies Act, 2013 and rules made thereunder.

19 EFFECT OF NON-APPROVALS

In the event any of the said sanctions and approvals referred to in Clause 18 above not being obtained and/ or the Scheme not being passed as aforesaid before December 31, 2017 or within such further period or periods as may be agreed upon between Transferee Company by its Directors and the Transferor Company by its Directors (and which the Board of Directors of the Company are hereby empowered and authorised to agree to and extend from time to time without any limitations), this Scheme of Amalgamation shall stand revoked, cancelled and be of no effect and null and void save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as may otherwise arise in law and in such event each party shall bear their respective costs, charges and expenses in connection with the Scheme.

20 COSTS, CHARGES AND EXPENSES

- 20.1 All costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to this Scheme), levies, fees and all other expenses, if any (save as expressly otherwise agreed) of AKSH and APAKSH arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by AKSH. These shall be deemed as expenses of the Scheme.
- 20.2 Since the transfer of properties will take effect in the state of Rajasthan pursuant to the order of Tribunal under section 394 of the Act, Amalgamating Company (whose more than 90% of the issued share capital is beneficially held by AKSH) and AKSH shall be entitled to avail the stamp duty exemption/remission under the stamp duty remission Notification No. 1, dated 16th January, 1937 or any other prevailing notification/ order in accordance with law and the concerned authorities shall grant the same.

APAKSH BROADBAND LIMITED

Authorized Signatory

AKSH OPTIFIBRE LIMITED

Authorized Signatory

Ref: NSE/LIST/10642

March 30, 2017

The Chief – Corporate Affairs & Company Secretary
Aksh Optifibre Limited
A-25, 2nd floor
Mohan Cooperative Industrial Estate,
Mathura Road,
New Delhi - 110004

Kind Attn.: Mr. Gaurav Mehta

Dear Sir,

Sub: Observation letter for draft Scheme of amalgamation of APAKSH Broadband Limited with Aksh Optifibre Limited and their respective shareholders

This has reference to Scheme of Amalgamation of APAKSH Broadband Limited with Aksh Optifibre Limited and their respect shareholders submitted to NSE on January 27, 2017.

Based on our letter reference no Ref: NSE/LIST/1078 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated March 30, 2017, has given following comments on the draft Scheme of Amalgamation:

- 1. Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
- 2. Company shall duly comply with various provisions of the circular.*
- 3. Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- 4. It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments /observations /representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

1



The validity of this “Observation Letter” shall be six months from March 30, 2017, within which the Scheme shall be submitted to the NCLT. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by NCLT, you shall submit to NSE the following:

- a) Copy of Scheme as approved by the NCLT;
- b) Result of voting by shareholders for approving the Scheme;
- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme,
- d) Status of compliance with the Observation Letter/s of the stock exchanges.
- e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f) Complaints Report as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

DCS/AMAL/MD/R37/759/2016-17

March 30, 2017

The Company Secretary
AKSH OPTIFIBRE LTD.
 F 1080 RIICO Industrial Area,
 Phase-III ,Bhiwadi – 301019, Rajasthan.

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement of APAKSH Broadband Limited with Aksh Optifibre Limited.

We are in receipt of Draft Scheme of Arrangement involving Amalgamation of Apaksh Broadband Limited with Aksh Optifibre Limited and their respective shareholders and creditors filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated March 30, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company shall ensure that additional information, if any, submitted by the company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- “Company shall duly comply with various provisions of the Circulars.”
- “Company is advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230 (5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

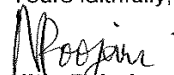
S&P  BSE
 SENSEX

:2:

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
 Manager



Chhajed & Chhajed Co.
CHARTERED ACCOUNTANTS

5311-A, Hardhyan Singh Road, Dev Nagar,
Karol Bagh, New Delhi - 110005
[Mobile: 9899997603, 011-45034170]
[E-mail:- rahul.girdhar87@gmail.com]

January 12, 2017

STRICTLY PRIVATE AND CONFIDENTIAL

The Board of Directors

AKSH OPTIFIBRE LIMITED

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

The Board of Directors

APAKSH BROADBAND LIMITED

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

Dear Sirs,

Subject: Recommendation of share swap ratio for the purpose of the proposed amalgamation of APAKsh Broadband Limited ("APAKSH") into Aksh Optifibre Limited ("AKSH")

This has reference to our appointment as independent valuers, vide Letter of Engagement dated October 3, 2016 pursuant to which we have carried out valuation of AKSH, and APAKSH, with a view to recommend a fair exchange ratio of equity shares for the proposed amalgamation of APAKSH into AKSH, (hereinafter collectively referred to as "Companies"), with an Appointed Date of April 1, 2016.

The detailed scope and purpose of our report is described hereunder:

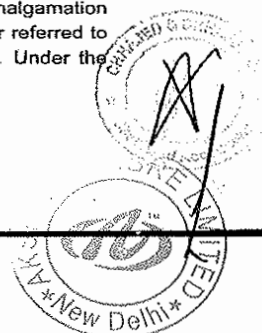
SCOPE AND PURPOSE OF THIS REPORT

AKSH is the flagship company for AKSH group and is engaged in manufacturing of OF, OFC, FRP wires and providing E-Governance services (1 Stop Aksh), IPTV, FTTH services in India.

APAKSH is one of the group companies of AKSH incorporated to design, develop, install, and maintain in the State of Andhra Pradesh voice and broadband network. The Board of Directors of the Companies have proposed to amalgamate APAKSH into AKSH with effect from the Appointed Date of April 1, 2016 (opening of business hours).

The aforesaid amalgamation is proposed to be achieved by a Scheme of Amalgamation under the provisions of Section 391-394 of the Companies Act, 1956, (hereinafter referred to as the "Scheme of Amalgamation"), a draft of which has been provided to us. Under the

1 of 10



The aforesaid amalgamation is proposed to be achieved by a Scheme of Amalgamation under the provisions of Section 391-394 of the Companies Act, 1956, (hereinafter referred to as the "Scheme of Amalgamation"), a draft of which has been provided to us. Under the Scheme of Amalgamation, the shareholders of APAKSH (other than AKSH) be issued equity shares of AKSH as consideration for the said amalgamation.

In this connection, Chhajed & Chhajed Co has been engaged to submit a report recommending the share swap ratio for the purpose of the aforesaid amalgamation.

This report is our deliverable in respect of the above engagement.

SOURCES OF INFORMATION

The following information has been received from the management of the Companies:

- Audited financial statements of AKSH and its wholly owned Subsidiary for the financial years ended March 31, 2014, March 31, 2015 and March 31, 2016;
- Financial projections of AKSH and its wholly owned subsidiary for the period April 1, 2016 to March 31, 2022;
- Other representations, information and explanations as were required and provided to us by the management of the Companies, specifically including those provided to us vide representation letters dated January 12, 2017 by AKSH, and January 12, 2017 by APAKSH.

We have discussed in detail the industry trends, operations of the businesses, current and future market potential and the assumptions underlying the financial projections with the management of the Companies to augment our understanding of the businesses and to incorporate their views in order to arrive at a fair valuation of the businesses.

BACKGROUND OF THE COMPANIES

AKSH

AKSH is the flagship company of the group engaged in manufacturing of OF, OFC, FRP wires and providing E-Governance services (1 Stop Aksh), IPTV, FTTH services in India. The company exports its products in more than 60 countries and has been instrumental in implementing international turnkey projects in Bhutan and Mauritius. AKSH has two manufacturing facility being in Bhiwadi and Reengus. The Company also has manufacturing facility in JAFZA which is owned and operated by fully owned subsidiary AOL FZE, Dubai

In terms of business segments, the operations of the Company could be divided into 2 business segments, namely,

- ✓ Manufacturing business (including sale of OF and OFC wires) and
- ✓ Service business taking care of the turnkey projects and consultancy services



Capital structure of AKSH (As on March 31, 2016)

Share Capital	Amount (In INR)
Authorized Share Capital: 170,100,000 equity shares of Rs 5 each	8,50,500,000
Issued, Subscribed and Paid up Share Capital: 162,665,070 equity shares of Rs 5 each	8,13,325,350

There has been no change in capital structure of AKSH post March 31, 2016. The Company is listed on the stock exchange and its shareholding pattern as on September 30, 2016 are as under:

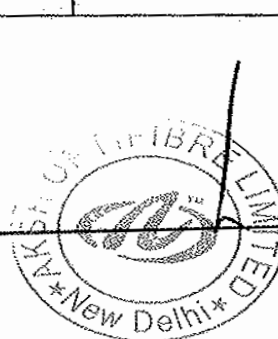
Particulars	Shareholding (%)
Promoter & Promoter Group	29.41%
Public Shareholders	70.59%
Total	100.00%

APAKSH

APAKSH is one of the group companies of AKSH incorporated to undertake to design, develop, install, and maintain in the State of Andhra Pradesh voice and broadband network. The operations so so planned could not be launched in the past. .

Capital structure of APAKSH (As on March 31, 2016)

Share Capital	Amount (In INR)
Authorized Share Capital: 350,000,000 equity shares of Rs 5 each	1,750,000,000
Issued, Subscribed and Paid up Share Capital: 300,000,000 equity shares of Rs 5 each 226,125,000 equity shares of Rs 5 each fully paid up 73,875,000 equity shares of Rs 3 each- Forfeited	1,352,250,000



There has been no change in capital structure of APAKSH post March 31, 2016. The shareholding pattern as on March 31, 2016 is as under

Particulars	Shareholding (%)
Aksh	99.92%
Other shareholders	00.08%
Total	100.00%

APPROACH - FAIR BASIS OF AMALGAMATION

For the purpose of arriving at the share swap ratio for the aforesaid amalgamation, we have placed reliance on various judicial precedents laid down by Hon'ble Courts while deciding the matters involving determination of share swap ratios.

For instance, the Supreme Court in the matter of merger of Tata Oil Mills Company Limited ("TOMCO") with Hindustan Lever Limited ("HLL") held that in case of amalgamation, a combination of all or some of the accepted methods of valuation may be adopted for the purpose of fixation of share swap ratio of the shares of two companies. Similar principles have been laid down in other judicial precedents including in the merger of Mafatlal Fine Spinning and Manufacturing Company Limited ("MFL") with Mafatlal Industries Limited ("MIL").

Based on the underlying principle laid down in the judicial precedents, we have described below the methodologies used by us and the recommended share swap ratios.

- Net Asset Value method;
- Comparable Companies Multiples method;
- Discounted Cash Flows method; and
- Market Capitalization method.

Net Asset Value (NAV) method

The Net Asset Value approach indicates the fair value of shares based on their asset backing. The fair value/ realizable value of all assets appearing in the balance sheet of a company are aggregated and the value of all external liabilities is reduced to arrive at 'Net Assets' owned by the company. This valuation approach is used in case where the enterprise is to be liquidated i.e. it does not meet the 'going concern' criteria. Also, in certain situations, where assets are primary value drivers, NAV method may be used.



In view of the current operational profile of APAKSH, we have found NAV, as the most appropriate methodology for valuation of APAKSH. For computing the NAV, we have considered the audited financials of the Companies as on March 31, 2016 based on management representation that the aggregate of fair values/ realizable values of the assets and liabilities should be equal to the aggregate of book values disclosed in the aforesaid financials.

Further given the current operational profile of Aksh, we have also undertaken NAV valuation of the consolidated entity as on March 31, 2016 based on management representation on management representation that the fair values/ realizable values of the assets and liabilities are equal to the book values disclosed in the aforesaid financials.

Comparable Companies Multiple (CCM) method

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

AKSH is a listed company and there are some listed comparable companies to AKSH and APAKSH in India and overseas, but there are significant differences in operational and financial positions of such companies. Considering the same, we have not used this method for valuation of the Companies.

Discounted Cash Flows (DCF) method

The DCF method is one of the most scientific methods among all the valuation methods in terms of conceptual framework. As per this method, enterprise value is defined as following:

'Enterprise Value = Present value of future cash flows that are available to debt holders and equity shareholders of the Company'

The enterprise value so derived is not impacted by accounting practices as it is based on cash flows and not book profits. Further, DCF method incorporates all factors relevant to business (e.g. tangible and intangible assets, current and future competitive position, financial and business risks, etc.).

We have used the DCF method for computing the equity value for AKSH and its Subsidiary AOL FZE on standalone basis.

Based on the financial projections provided by the management for AKSH and AOL FZE, we have arrived at the free cash flows to the firm, which then have been discounted by the Weighted Average Cost of Capital ("WACC").



WACC of 14.8% has been computed for Aksh based on Cost of Equity ("COE") and post-tax cost of debt, which is considered reasonable given the nature of business and its financing pattern.

For AOL FZE, a WACC of 11.4% has been computed, based on risk free rates and market risk premia appropriate to the geography in which it operates.

In computing the COE, we have considered the following parameters:

We have applied Capital Asset Pricing Model ("CAPM") to estimate the cost of equity. The cost of equity as per the model is arithmetically expressed as follows:

$$\text{Cost of equity} = \text{Risk free rate} + (\text{Beta} \times \text{Market risk premium})$$

- Risk free rate ("Rf") - Rf has been assumed at 6.63%¹ per annum for Aksh and 2.6% per annum for AOL FZE respectively based on broad average of daily YTMs of long term Indian and US government bonds (with ten year residual maturity), which is widely accepted as a good indicator of the risk free rate
- Market risk premium - Market risk premium is the difference between the expected rate of return on the market portfolio and the risk free rate. Appropriate market risk premia have been considered for both AOL and AOL FZE based on the geographies in which they operate
- Beta - We have considered beta based on our understanding of the industry, the size, nature of operations and risks associated with the business model.

The Enterprise Value so arrived based on the above is being adjusted for net debt including surplus cash, value of investments and non-operational assets and liabilities to arrive at Equity Value of AKSH.

Market Capitalization method

We have used this method to compute the value of AKSH only. Under this method, the valuation is computed on market price per share in line with the guidelines laid down by SEBI in relation to the preferential allotment rules. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. AKSH is a listed company and has an actively traded shares. We have computed the value of AKSH as per the market price as on the latest day i.e January 11, 2017.

<https://rbidocs.rbi.org.in/rdocs/Wss/PDFs/WSSF06012017FDBB715A4AAB47A4B7E5C79E87A1DEBE.PDF>

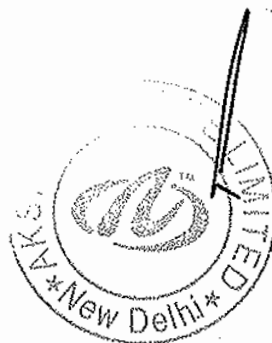
<https://www.treasury.gov/resource-center/data-chart-center/interest-rates/Pages/TextView.aspx?data=yield>



SHARE SWAP RATIOS FOR AMALGAMATION

The fair basis for share swap computation for amalgamation of APAKSH into AKSH has been determined after taking into consideration all the factors and methodologies mentioned hereinabove. Further, we have applied suitable weights to each of the methodologies for arriving at the fair value of the Companies. For AKSH, given the fact that it is a listed company, maximum weight has been given to the market capitalization method. Further, it may be noted that while the appointed date for the proposed amalgamation is April 1, 2016, the valuation results given below should apply as of date as well based on the understanding that there are no significant changes to the financial position and business outlook of the respective companies after this date.

Valuation Methodologies Adopted		
AKSH	DCF - 15% MARKET CAP - 70% NAV - 15%	INR 5,028.2 MN i.e. INR 30.91 per share
APAKSH	DCF - 0% NAV - 100% CCM - 0%	INR 1,314.9 MN i.e. INR 5.81 per share

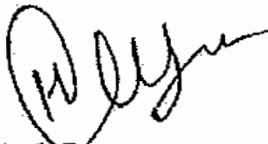


In the light of the above, and in consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion a fair share swap ratio for the aforementioned amalgamation should be as follows:

Amalgamation of APAKSH into AKSH	25 fully paid-up equity shares of Rs. 5/- each of AKSH for every 133 fully paid-up equity share of Rs. 5/- each of APAKSH held by the members of APAKSH (other than AKSH*).
----------------------------------	---

**AKSH holds 225,950,000 fully paid-up equity shares in APAKSH, which will be cancelled at the time of the amalgamation of two entities in accordance with law. Accordingly, only the balance 175,000 fully paid-up equity shares of APAKSH held by the members other than AKSH will be entitled to new equity shares in merger.*

Yours faithfully,



Chhajed & Chhajed Co

CA HEMANT KUMAR CHHAJED

M NO. 074664



SCOPE LIMITATIONS

This report is subject to the limitations detailed hereinafter. As such the report has to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

- Computation of share swap ratio is specific to the intended purpose as agreed in the terms of our engagement letter. Also, the share swap ratio recommended in this report is as on April 1, 2016 with the proposed Appointed Date of amalgamation (April 1, 2016). Accordingly, the share swap ratio should not be used for any other purpose nor would it be applicable as at any other date.
- We owe responsibility only to the Board of Directors of the Companies, who have retained us and do not accept any liability to any third party, in relation to this report. Neither the report nor the contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Amalgamation, without our prior written consent.
- The determination of share swap ratio involves considerable exercise of professional judgment as regards alternative methodologies and is also significantly influenced by prevailing industry, economic and market (including capital market) conditions. We have exercised reasonable care while exercising professional judgment and consideration of the aforesaid factors; however, it is possible that any other valuer may not agree with the methodologies used by us and the relevant factors considered by us.
- Our valuation results are, to a significant extent, subject to continuance of prevailing industry, economic and market (including capital market) trends beyond the date of report. We, however have no obligation to update this report for events, trends or transactions occurring subsequent to the date of our report.
- We have not carried out any due diligence, audit or other tests to establish the accuracy or sufficiency of the financial statements referred hereinabove, or the information or explanations provided to us by the management of the Companies. Further, we are not required to nor do we accept responsibility for the same.
- We have relied on the financial projections prepared by the management of AKSH and its subsidiaries. While we have broadly reviewed and discussed our comments on the assumptions underlying the projections, we have not independently verified the assumptions provided to us and accordingly, there can be no assurance that these assumptions are accurate. We do not express an opinion on the achievability of projections provided to us. We must emphasize that the realizations of the financial projections are dependent on the continuing validity of the assumptions on which such financial projections are based. Since these financial projections relate to the future, actual results may be different from the projected results because events and circumstances do not occur as expected, and differences may be material.



- We have not independently validated the book value of the assets and liabilities as on March 31, 2016 and has completely relied on the numbers provided by the management
- We have not independently validated the information provided to us or explanations given by the management with actual records maintained by the Companies, or any regulatory authorities or any other external source.
- We have not verified the authenticity, legality or completeness of agreements entered into by the Companies with related or third parties or the title deeds of various assets owned by the respective Companies.
- This report includes information not available to the public. Accordingly, this report is strictly confidential, and no part thereof may be reproduced or used by any other party other than the respective companies for its intended use.
- While all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither we, our directors / employees, nor any of our affiliates, their partners / employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied in respect of the completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report.
- While arriving at our conclusions, we have considered and relied on management representation letters dated January 12, 2017 along with management representations explanations provided to us from time to time, without independently validating the same. We take no responsibility for the incorrectness, incompleteness, or inaccuracy of such representations and explanations, and the impact thereof on our conclusions herein. The management of the Companies take full responsibility of the information, explanations and representations provided to us, and it has been agreed in our Engagement Letter that we shall be held harmless and kept fully indemnified by the Companies in the eventuality such information, explanations and representations, are incorrect, incomplete, inaccurate or misleading.





Chartered Capital And Investment Ltd.

418-C, "215 ATRIUM", Andheri Kurla Road, Andheri (East), Mumbai-400 093.

Tel.: 91-22-6692 4111 / 6222 • Fax : 91-22-6692 6222

Website : www.charteredcapital.net

CIN NO: L45201GJ1986PLC008577

Dated: January 12, 2017

The Board of Directors

AKSH OPTIFIBRE LIMITED

(CIN NO: L24305RJ1986PLC016132)

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

The Board of Directors

APAKSH BROADBAND LIMITED

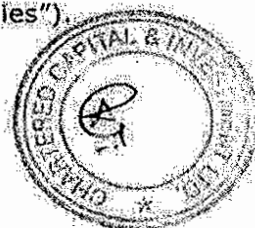
(CIN No: U92111RJ2005PLC056369)

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

Subject: Fairness Opinion on Valuation Report for the purpose of proposed scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited.

Dear Sir/s,

We M/s Chartered Capital and Investment Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000004018 have been appointed by Aksh Optifibre Limited to provide a fairness opinion on the valuation done by Chhajed & Chhajed Co., Chartered Accountants having its office at 364, GH-1, Paschim Vihar, New Delhi -110063, who were the appointed valuer for the captioned proposed scheme of amalgamation of Aksh Optifibre Limited and APAksh Broadband Limited (hereinafter collectively referred to as the "Companies").





Since the scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited (hereinafter referred as the "Scheme") is common for both the Companies, we deem it imperative to issue a consolidated fairness opinion on the valuation report in relation to both the Companies concerned.

Scope and Purpose of the Opinion

Pursuant to the requirements of SEBI circular no. CIR/CFD/CMD/16/2015 dated 30th November, 2015, a fairness opinion has to be obtained from an independent merchant banker on the valuation of assets/shares done by the valuer for the listed as well as unlisted companies. The purpose of the opinion is to safeguard the interest of the shareholders and that of the companies involved in the proposed Scheme and this opinion shall be made available to the shareholders of the relevant Companies at the time of their meeting to pass the necessary resolution for the proposed Scheme and to any other relevant authority.

We have not made an appraisal or independent valuation of any of the assets or liabilities of any of the Companies and have not conducted an audit or due diligence or reviewed/ validated the financial data except what is provided for in the Valuation Report and financial data provided to us by the Company or Valuer.

Disclaimer: This report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Company and should also not be considered as a final equity value of the Company.

Our report does not, in any way, guarantee that the equity shares of Companies will continue to remain at the price on which the valuation of the shares takes place.





This letter is for the benefit of and confidential use by the Company. This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

In no circumstances whatsoever, will Chartered Capital and Investment Limited, its Directors and employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Draft Scheme of Amalgamation.
2. Valuation Report given by Chhajed & Chhajed Co., Chartered Accountants, dated January 12, 2017.

Approach followed for valuation

The share exchange ratio calculated in the valuation report has been arrived at by the adoption of several commonly used and accepted methods for determining the fair value of the equity shares of a company, to the extent relevant and applicable, including:

1. Net Asset Value method;
2. Discounted Cash Flows method; and
3. Market Capitalization method.





Fairness Opinion

We in the capacity of SEBI registered Merchant Banker do hereby certify that the valuation done by Chhajed & Chhajed Co., Chartered Accountants the valuer for determining the share exchange ratio in respect of proposed scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited, in the ratio that the shareholders of APAksh Broadband Limited (excluding Aksh Optifibre Limited) would receive 25 fully paid-up equity shares of face value of Rs 5/- each of Aksh Optifibre Limited for every 133 fully paid-up equity shares of face value of Rs 5/- each held by the shareholders in APAksh Broadband Limited as a consideration for the proposed amalgamation on the basis of the aforesaid methodologies is fair and reasonable.

Thanking You

For Chartered Capital and Investment Limited

A.K. Gattani

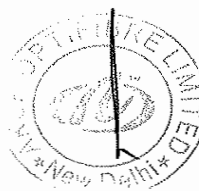
Amit Gattani

Assistant Vice President



Date: January 12, 2017

Place: Mumbai



4


AKSH

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
 Mohan Co-operative Industrial Estate
 Mathura Road, New Delhi-110044, INDIA
 Tel. : +91-11-26991508, 26991509
 Fax : +91-11-26991510
 E-mail : aksh@akshoptifibre.com
 Website : www.akshoptifibre.com
 CIN NO. : L24305RJ1986PLC016132

March 10, 2017

The Listing Compliance Department
 The Manager- Listing
National Stock Exchange of India Limited,
 Exchange Plaza, 5th Floor
 Plot No. C/1, G. Block
 Bandra-Kurla Complex, Bandra (East)
 Mumbai-400051

To,
 The General Manager,
 Department of Corporate Services,
BSE Limited,
 Phiroze Jeejeebhoy Towers,
 Dalal Street,
 Mumbai-400001

Dear Sir,

Ref: Complaints Report as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub: Scheme of Amalgamation of APAKSH Broadband Limited ("Transferor Company") with Aksh Optifibre Limited ("Transferee Company") and their respective shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956 and Sections 230-236 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013.

With reference to our application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of APAKSH Broadband Limited ("Transferor Company") with Aksh Optifibre Limited ("Transferee Company") and their respective shareholders and Creditors filed on January 27, 2017, we are enclosing herewith the Complaint Report in accordance with the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

We enclose herewith Complaints Report dated March 10, 2017 for the period February 16, 2017 to March 10, 2017.

Kindly take the above on your records.

Thanking You,

For Aksh Optifibre Limited.


Gaurav Mehta
 Chief-Corporate Affairs & Company Secretary
 Encl: A/a



We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
 Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

Complaints Report for the period February 16, 2017 to March 10, 2017

PART A

Sr. No.	Particulars	Number
1	Number of Complaints received directly	NIL
2	Number of Complaints forwarded by Stock Exchanges	NIL
3	Total Number of Complaints/comments received (1+2)	NIL
4	Number of Complaints resolved	NIL
5	Number of Complaints pending	NIL

PART B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
NIL			

For Aksh Optifibre Limited


Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Date : March 10, 2017

Place: New Delhi

We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

Report of the Board of Directors on the Draft Scheme of Amalgamation ("Scheme") between APAksh Broadband Limited ("Transferor Company") and AKSH Optifibre Limited ("Transferee Company") and their respective shareholders

The Company has placed before the Board of Directors on 14th January, 2017, the Draft Scheme of Amalgamation between APAksh Broadband Limited ("Transferor Company") and AKSH Optifibre Limited ("Transferee Company") and their respective shareholders ("Scheme") under the applicable provisions of the Companies Act, 2013.

At the Board Meeting the following documents were placed before the Board of Directors for their consideration-

- Scheme of Amalgamation of the Transferor Company with the Transferee Company;
- Memorandum of Association and Article of Association of the Companies;
- Audited accounts of Companies as on March 31, 2016;
- Provisional financial statements of the Companies as on December 31, 2016
- Valuation Report dated 12.01.2017, issued by M/s Chhajed & Chhajed, Co. Chartered Accountants, recommending the 25:133 as Share Entitlement Ratio for the Amalgamation of the Transferor Company with the Transferee Company.
- Fairness Opinion dated 12.01.2017 issued by Chartered Capital and Investment Ltd., SEBI Registered Merchant Banker recommending the Share Entitlement Ratio of 25:133 as for the Amalgamation of the Transferor Company with the Transferee Company as fair and reasonable.
- Report from the Audit Committee recommending the draft scheme;
- Statutory Auditor's Certificate confirming the compliance of the accounting treatment;

Report

- Based on review of the Draft Scheme of Amalgamation between the Transferor Company and the Transferee Company, Valuation Report dated 12.01. 2017, issued by M/s Chhajed & Chhajed, Co. Chartered Accountants and the Fairness Opinion dated 12.01. 2017 issued by Chartered Capital and Investment Ltd. SEBI registered Merchant Banker, and the recommendation of Audit Committee, the Board of Directors believe that the Scheme of Amalgamation and the Share Entitlement Ratio of 25:133 [i.e. 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("New Equity Shares")] is fair and reasonable.

Chandha



We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

2. The Board of Directors observe that no issues or difficulties regarding the valuation has been mentioned in the Valuation Report dated 12.01.2017, issued by M/s Chhajer & Chhajer, Co. Chartered Accountants.
3. The Draft Scheme of Amalgamation relates to transfer of the entire business/ undertaking of the Transferor Company including its assets and liabilities to the Transferee Company. Upon the Scheme becoming effective, the shareholders of the Transferor Company shall be allotted shares in the Transferee Company.
4. The effect of the proposed Scheme of Amalgamation on the shareholders and creditors of the Company would be as follows-

Effect of the compromise or arrangement on:	
(a) Key Managerial Personnel;	Dr. Kailash S. Choudhari, Chairman & Managing Director, Mr. Gaurav Mehta, Chief-Corporate Affairs & Company Secretary and Mr. Satyendra Gupta, Deputy Managing Director will get shares of Aksh Optifibre Limited after merger as they are the shareholder of APAKsh Broadband Limited.
(b) Directors;	Two Directors are common i.e Dr. Kailash S. Choudhari and Mr. Amrit Nath in Transferor and Transferee Company. Other Directors of the Transferee Company and / or its relatives are not in any manner interested in the Scheme.
(c) Promoters;	Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholders of APAKsh Broadband Limited. The promoter members shareholding percentage may remain almost same at 27.85%.
(d) Non-promoter Members;	The non-promoter members shareholding (public shareholding) may increase by 0.02%.
(e) Depositors;	There are no Depositors in the Transferee Company within the meaning of section 73 of the Companies Act, 2013.
(f) Creditors;	No adverse impact
(g) Debenture Holders;	There are no debenture holders in the Transferee Company.
(h) Deposit Trustee and Debenture Trustee;	Not Applicable
(i) Employees of the Company	No adverse impact

*The % change has been calculated based on shareholding as on March 31, 2017.

In the opinion of the Board, the said scheme will be of advantage and beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. It is for these reasons that the Board of Directors of AKSH Optifibre Limited approved the Scheme at their meeting held on 14th January, 2017.

Date: 22.05.2017
Place: New Delhi

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director

APAKSH BROADBAND LIMITED
BALANCE SHEET

	(Provisional) 31 December 2016 Amount in Rs.	(Audited) 31 March 2016 Amount in Rs.
Equity and liabilities		
Shareholders' funds		
Share capital	1,352,250,000	1,352,250,000
	1,352,250,000	1,352,250,000
Non-current liabilities		
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	0	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	154,642,052	153,909,957
	154,642,052	153,909,957
Current liabilities		
Short-term borrowings	54,792,559	54,792,559
Other Short-term liabilities	693,989	667,480
	55,486,548	55,460,039
TOTAL	1,562,378,600	1,561,619,996
Assets		
Non-current assets		
Fixed assets		
Property, Plant and Equipment	876,418	982,081
Intangible assets	-	-
Capital work-in-progress	1,462,191,325	1,462,191,325
Project Development Expenditure	99,222,323	98,259,987
	1,562,290,066	1,561,433,393
Current assets		
Cash and bank balances	48,037	90,925
Short-term loans and advances	40,497	95,678
	88,534	186,603
TOTAL	1,562,378,600	1,561,619,996

AKSH OPTIFIBRE LIMITED
BALANCE SHEET

	(Provisional) 31-Dec-16 Rs. in lacs	(Audited) 31-Mar-16 Rs. in lacs
Equity and liabilities		
Shareholders' funds		
Share capital	8,133.25	8,133.25
Reserves and surplus	37,729.22	36,433.87
	45,862.47	44,567.12
Non-current liabilities		
Long-term borrowings	5,410.71	2,650.93
Deferred Tax Liabilities (net)	389.36	234.00
Other non current liabilities	475.00	644.25
Long-term provisions	332.02	275.93
	6,607.09	3,805.11
Current liabilities		
Short-term borrowings	5,233.34	4,018.78
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	-	4.85
Total outstanding dues of creditors other than micro enterprises and small enterprises	7,480.55	6,970.28
Other current liabilities	4,444.43	3,387.21
Short-term provisions	390.75	472.14
	17,549.07	14,853.26
TOTAL	70,018.63	63,225.49
Assets		
Non-current assets		
Fixed assets		
Property, Plant and Equipment	8,703.16	7,400.82
Intangible assets	453.70	621.83
Capital work-in-progress including intangible assets	790.03	200.94
Non-current investments	26,371.15	26,033.73
Long-term loans and advances	1,150.64	415.13
Other non-current assets	1,911.95	2,171.55
	39,380.63	36,844.00
Current assets		
Inventories	4,053.96	2,402.05
Trade receivables	16,260.80	14,150.86
Cash and cash equivalents	206.72	316.86
Short-term loans and advances	9,927.68	9,304.79
Other current assets	188.84	206.93
	30,638.00	26,381.49
TOTAL	70,018.63	63,225.49

AKSH OPTIFIBRE LIMITED
STATEMENT OF PROFIT AND LOSS

	(Provisional) 31-Dec-16 Rs. in lacs	(Audited) 31-Mar-16 Rs. in lacs
Income		
Revenue from operations (gross)	33,680.13	46,169.07
Less: excise duty	1,348.92	2,692.60
Revenue from operations (net)	32,331.21	43,476.47
Other income	324.05	354.99
Total revenue (I)	32,655.26	43,831.46
Expenses		
Cost of raw material and components consumed	21,358.63	25,081.32
Purchase of traded goods	865.75	355.64
(Increase)/ decrease in inventories of finished goods,work-in-progress and traded goods	(1,701.79)	525.98
Employee benefits expense	2,009.79	2,109.75
Other expense	5,652.01	8,394.26
Total expense (II)	28,184.39	36,466.95
Earnings before interest ,depreciation & amortization, exceptional items and tax (EBITDA), (I) – (II)	4,470.87	7,364.51
Depreciation and amortization expense	1,453.85	1,872.44
Finance costs	658.71	1,040.12
Profit before exceptional items and tax	2,358.31	4,451.95
Exceptional Item's income / (expense)	(12.99)	(729.26)
Profit before tax	2,345.32	3,722.69
Tax expenses		
Income Tax	894.62	794.48
Earlier Year Taxes	-	
Deferred Tax expense	155.36	234.00
MAT Credit Entitlement	-	657.67
Total tax expense	1,049.98	370.81
Profit for the year	1,295.34	3,351.88
Earnings per equity share [nominal value of share Rs 5/- (March 31, 2016: Rs 5/-)]		
Basic	0.80	2.14
Diluted	0.80	2.14

**PRE & POST SCHEME SHAREHOLDING PATTERN OF
TRANSFEROR COMPANY & TRANSFEREE COMPANY**

Sr. No.	Description	Name of Shareholder	Transferor Company				Transferee company			
			Pre-arrangement (31.03.2017)		Post-arrangement		Pre-arrangement (31.03.2017)		Post-arrangement	
			No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
	Individuals/ Hindu Undivided Family	Names of Promoter								
		Bharati Shailesh Sundesha	5,000	0.005	0	0	2,758,402	1.70	2,759,342	1.70
		Shailesh Popatlal	5,000	0.005	0	0	5,453,753	3.35	5,454,693	3.35
		Sharda Popatlal	-	-	-	-	3,967,682	2.44	3,967,682	2.44
		Seema Choudhari	-	-	-	-	7,000,000	4.30	7,000,000	4.30
		Rohan Kailash Choudhari	-	-	-	-	150,500	0.09	150,500	0.09
		Rashi Choudhari	-	-	-	-	150,500	0.09	150,500	0.09
(b)	Central Government/ State Government(s)		0	0	0	0	0	0	0	0
(c)	Bodies Corporate	Names								
		Aksh Optifibre Limited	225,950,000	99.92	0	0	0	0	0	0
(d)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0
(e)	Any Others		0	0	0	0	0	0	0	0
	Sub Total(A)(1)		225,960,000	99.93	0	0	19,480,837	11.98	19,482,717	11.98
2	Foreign									
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	Name								
		Popatlal Fulchand	10,000	0.005	0	0	5,280,060	3.25	5,281,940	3.25
		Kailash Shantilal Choudhari	20,000	0.005	0	0	20,539,918	12.63	20,543,678	12.63
(b)	Bodies Corporate		0	0	0	0	0	0	0	0
(c)	Institutions		0	0	0	0	0	0	0	0
(d)	Any Others		0	0	0	0	0	0	0	0
	Sub Total(A)(2)		30,000	0.01	0	0	25,819,978	15.87	25,825,618	15.87
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		225,990,000	99.94	0	0	45,300,815	27.85	45,308,335	27.85
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI		-	-	-	-	0	0	0	0
(b)	Financial Institutions / Banks		-	-	-	-	1,994,925	1.23	1,994,925	1.23
(c)	Central Government/ State Government(s)		-	-	-	-	0	0	0	0
(d)	Venture Capital Funds		-	-	-	-	0	0	0	0
(e)	Insurance Companies		-	-	-	-	0	0	0	0
(f)	Foreign Institutional Investors/ Foreign Portfolio Investor		-	-	-	-	82,708	0.05	82,708	0.05

(g)	Foreign Venture Capital Investors		-	-	-	-	0	0	0	0
(h)	Any Other		-	-	-	-	0	0	0	0
	Sub-Total (B)(1)		-	-	-	-	2,077,633	1.28	2,077,633	1.28
2	Non-institutions									
(a)	Bodies Corporate		75,000	0.03	0	0	19,089,923	11.74	19,104,023	11.74
(b)	Individuals									
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		60,000	0.03	0	0	70,712,269	43.47	70,723,550	43.47
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		0	0	0	0	19,993,583	12.29	19,993,583	12.29
(c)	Any Other									
	Trusts		-	-	-	-	99,750	0.06	99,750	0.06
	Overseas Corporate Bodies		-	-	-	-	7,000	0.00	7,000	0.00
	Non Resident Indians		-	-	-	-	2,578,638	1.59	2,578,638	1.58
	Non Resident Indians (Non - Repat)		-	-	-	-	359,336	0.23	359,336	0.22
	Clearing Members		-	-	-	-	2,021,753	1.24	2,021,753	1.24
	Foreign Nationals		-	-	-	-	2,000	0.00	2,000	
	NBFCs Registered with RBI		-	-	-	-	9,000	0.01	9,000	0.01
	Employee Trusts*		-	-	-	-	41,3370	0.25	41,3370	0.25
	Sub-Total (B)(2)		135,000	0.06	0	0	115,286,622	70.87	115,312,003	70.89
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)		135,000	0.06	0	0	117,364,255	72.15	117,389,636	72.17
	TOTAL (A)+(B)		226,125,000	100	0	0	162,665,070	100	162,697,971	100.00
(C)	Shares held by Custodians and against which DRs have been issued		0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)		226,125,000	100	0	0	162,665,070	100	162,697,971	100.00

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AT PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA) 42(PB)/2017**

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company
incorporated under the provisions of the
Companies Act, 1956 and having its
Registered Office at F-1080,
RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

**FORM MGT-11
PROXY FORM**

CIN: L24305RJ1986PLC016132

Name of the Company: Aksh Optifibre Limited

Registered Office: F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Rajasthan

Name of the Shareholder(s) :

Registered Address :

E- Mail ID :

Folio No/DP ID & Client ID :

No. of Shares held :

I/We, being the shareholder(s) of _____ shares of the AKSH OPTIFIBRE LIMITED, hereby appoint Mr. / Ms. _____ and failing him / her Mr. /Ms. _____ and failing him / her Mr. /Ms. _____ as my / our proxy and whose signature(s) are appended below to attend and vote (on Poll) for me/us and on my/our behalf at the NCLT CONVENED MEETING of the Company to be held on Thursday the 29th June, 2017 at 11.00 a.m. at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Description of Resolution	For	Against
Resolution pursuant to provisions of Section 230 of the Companies, Act 2013 read with relevant Rules and Regulation 44 of SEBI LODR Regulations and SEBI Circulars and under relevant provisions of applicable law for approval of the Scheme of Amalgamation of APAksh Broadband Limited and Aksh Optifibre Limited and their respective shareholders.		

Signed this _____ day of _____, 2017

Signature of Shareholder _____

Signature of first Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please select 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
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the Proxy later in time shall be accepted.
5. Proxy need not be shareholder of the Transferee Company.

AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, RIICO Industrial Area, Phase III, Bhiwadi RJ 301019 IN
Corporate Office: A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044
Tel: No. 011-26991508/09, Fax No. 011-26991510
E-mail: aksh@akshoptifibre.com Website www.akshoptifibre.com
CIN: L24305RJ1986PLC016132

ATTENDANCE SLIP

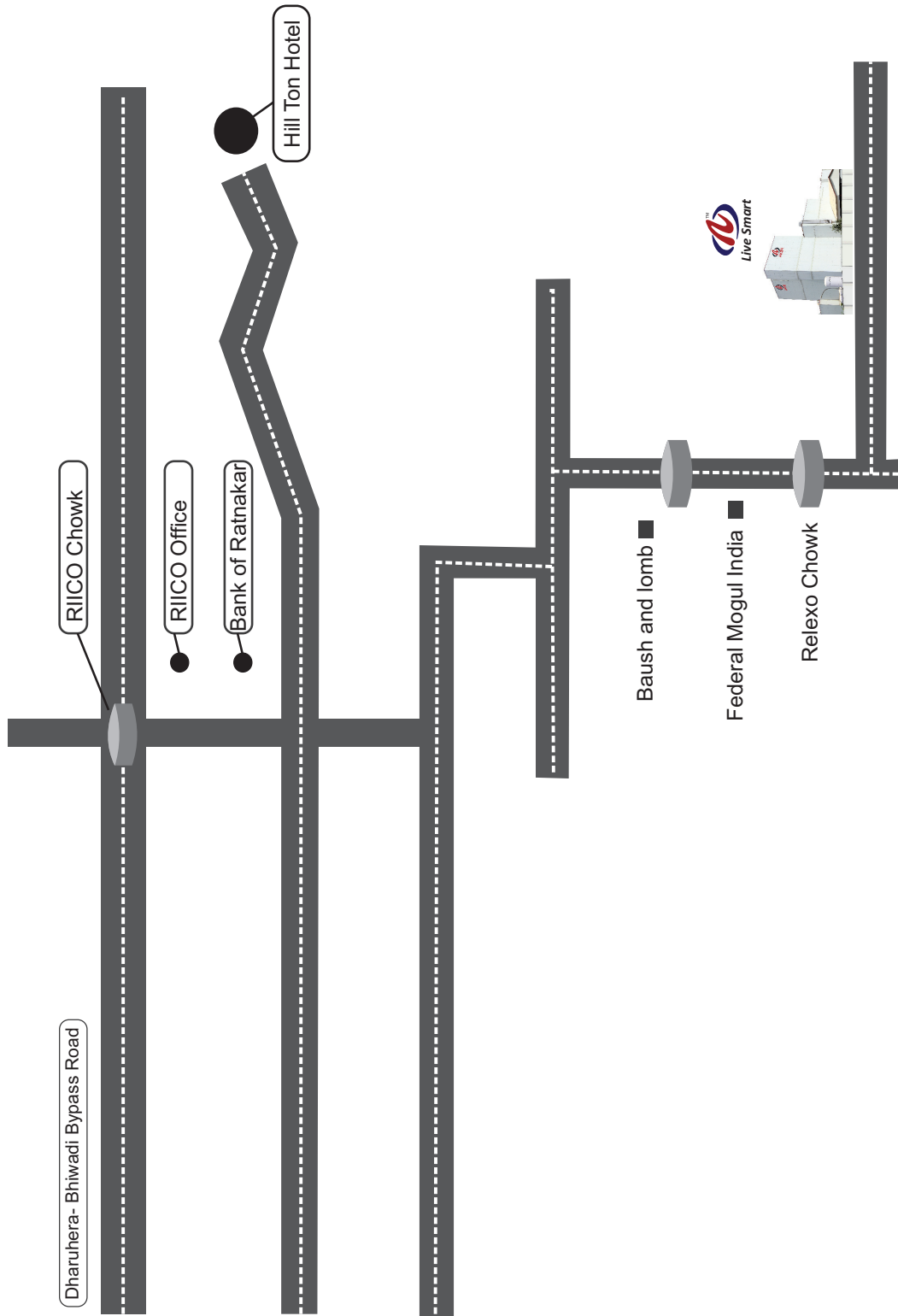
PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL OF NCLT CONVENED MEETING ON THURSDAY THE 29TH JUNE, 2017 AT 11.00 A.M. AT F-1080, RIICO INDUSTRIAL AREA, PHASE-III, BHIWADI (RAJASTHAN)-301019, INDIA

Name of the Shareholder	
Folio No. / DP ID & Client ID	
No. of Shares held	

I/ We certify that I/ We am/ are registered shareholder/ proxy for the registered shareholder of the Company.

I/ We hereby record my presence at the NCLT CONVENED MEETING of the Company to be held at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India on Thursday the 29th June, 2017 at 11.00 a.m.

Route Map to the venue of the meeting



AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, RIICO Industrial Area, Phase III, Bhiwadi RJ 301019 IN

Corporate Office: A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044

Tel: No. 011-26991508/09, Fax No. 011-26991510

E-mail: aksh@akshoptifibre.com Website www.akshoptifibre.com

CIN: L24305RJ1986PLC016132

POSTAL BALLOT FORM

1. Name & registered address of the sole/ first named shareholder :

2. Name(s) of the Joint Shareholder(s), if any :

3. Registered folio Number or DPID No. & Client ID No. :

4. Number of equity shares held :

I / We hereby exercise my/our vote in respect of the resolution to be passed through postal ballot for the business stated in the notice dated 24th May, 2017, of Aksh Optifibre Limited (the "Notice") by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate column below.

Description of Resolution	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution pursuant to provisions of Section 230 of the Companies, Act 2013 read with relevant Rules and Regulation 44 of SEBI LODR Regulations and SEBI Circulars and under relevant provisions of applicable law for approval of the Scheme of Amalgamation of APAksh Broadband Limited and Aksh Optifibre Limited and their respective shareholders.			

Date:

Place:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E- Voting Event Number)	User ID	Password
3031		

Note: Kindly read the instructions printed overleaf before filling the form. Only valid Postal Ballot Forms received by the scrutinizer by 5:00 pm on 28th June, 2017, shall be considered.

INSTRUCTIONS

1. Shareholders, desiring to exercise vote by postal ballot, may fill up the Postal Ballot Form printed overleaf and submit the same in the attached self-addressed postage paid envelope which shall be properly sealed with adhesive or adhesive tape so as to reach the Scrutinizer by 5:00 pm on 28th June, 2017. Postal Ballot Form received thereafter will strictly be treated as if not received.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Company.
3. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
5. A shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done through e-Voting shall prevail and Postal Ballot shall be treated as invalid.
6. The right of voting by Postal Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the Shareholders holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL. Shareholders are requested to keep the same updated.
8. There will be only one Postal Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint holders.
9. In case of joint holders, the Postal Ballot Form should be signed by the first named shareholder and in his/her absence by the next named Shareholder. Postal Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Postal Ballot Form from other joint holders.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholder(s) as on the cut-off date i.e. 12th May, 2017.
11. Where the Postal Ballot Form has been signed by an authorized representative of the body corporate/trust/society, etc. A certified copy of the relevant authorisation/board resolution to vote should accompany the Postal Ballot Form.
12. The consent must be accorded by recording the Assent in the column for or Dissent in the column against by placing a tick mark (✓) in the appropriate column in the postal ballot form.

AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, RIICO Industrial Area, Phase III, Bhiwadi RJ 301019 IN
Corporate Office: A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044
Tel: No. 011-26991508/09, Fax No. 011-26991510
E-mail: aksh@akshoptifibre.com, Website www.akshoptifibre.com
CIN: L24305RJ1986PLC016132

NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE SECURED CREDITORS OF THE AKSH OPTIFIBRE LIMITED**NCLT CONVENED MEETING**

Day	Thursday
Date	29 th June, 2017
Time	12.00 Noon
Venue	F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019

INDEX

S. No.	Contents	Page No.
1.	Notice convening meeting of the Secured Creditors of Aksh Optifibre Limited.	2
2.	Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	6
3.	Annexure A Scheme of Amalgamation between APAksh Broadband Limited ("Transferor Company") and Aksh Optifibre Limited ("Transferee Company") and their respective shareholders (" Scheme ").	20
4.	Annexures B-1 and B-2 Copy of the Observation Letters both dated 30 th March, 2017 issued by National Stock Exchange of India Limited (" NSE ") and BSE Limited (" BSE ") respectively.	33
5.	Annexure C Copy of Independent Valuation Report obtained from Chhajer & Chhajer, Co. Chartered Accountants dated 12 th January, 2017.	36
6.	Annexure D Fairness Opinion on the Scheme dated 12 th January, 2017 obtained from Chartered Capital and Investment Ltd.	46
7.	Annexure E Complaint Report dated 10 th March, 2017 submitted to NSE and BSE	50
8.	Annexure F Report of the Board of Directors on the Draft Scheme of Amalgamation.	52
9.	Annexure G Provisional Financial Statement for the period ended 31 st December, 2016 and Audited Financial Statement for the period ended 31 st March, 2016.	54
10.	Annexure H Pre and Post Scheme Shareholding Pattern of Aksh Optifibre Limited and APAksh Broadband Limited	57
11.	Proxy Form	61
12.	Attendance Slip	63
13.	Route Map to the venue of the meeting	65

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

AT PRINCIPAL BENCH, NEW DELHI

COMPANY APPLICATION NO. (CAA) 42(PB)/2017

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

NOTICE CONVENING THE MEETING OF THE SECURED CREDITOR OF THE AKSH OPTIFIBRE LIMITED PURSUANT TO THE ORDER DATED 9TH MAY, 2017 OF THE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL BENCH, NEW DELHI

To,

The Secured Creditors of Aksh Optifibre Limited (“Applicant Company No. 2/ Transferee Company”):

Notice is hereby given that by an order dated the **9th May, 2017** the Principal Bench, New Delhi of the National Company Law Tribunal (“**said Order**”) has directed a meeting to be held of Secured Creditor of the Transferee Company for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation proposed to be made between APAksh Broadband Limited (“**Transferor Company**”) and Aksh Optifibre Limited (**Transferee Company**) and their respective shareholders.

In pursuance of the said Order and as directed therein a meeting of the Secured Creditor of the Transferee Company will be held at “F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 12.00 Noon at which time and place Secured Creditors are requested to attend.

The National Company Law Tribunal, Principal Bench, New Delhi (“**Tribunal**”) has appointed Mr. Nikhil Singhvi as Chairperson and Ms. Shardha Karol as Alternate Chairperson of the said meeting. The above mentioned Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

To transact the Special Business mentioned below, this notice is given for consideration of the resolution mentioned below to be passed at such Tribunal Convened Meeting pursuant to the applicable provisions of the Companies Act, 2013 read with the relevant rules.

The Audit Committee and the Board of Directors of the Company had at their respective meetings held on 14th January, 2017, approved the Scheme, subject to the sanction of the Court/ Tribunal and of such other authorities as may be necessary.

In the said Tribunal Convened Meeting, the following business will be transacted:

To consider and, if thought fit, approve with or without modification(s), the following Resolution under Section 230 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed amalgamation embodied in the Scheme of Amalgamation of APAksh Broadband Limited and the Aksh Optifibre Limited and their respective shareholders (“**Scheme**”):

“RESOLVED THAT pursuant to the provisions of Sections 230 to 236 and other applicable provisions, if any, of the Companies Act, 2013 and / or the Companies Act, 1956 and subject to approval of the National Company Law Tribunal (“NCLT”) and subject to other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors (“Board”, which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Amalgamation between APAksh Broadband Limited and Aksh Optifibre Limited and their respective shareholders (“Scheme”) placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board (which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and/or imposed by Hon'ble National Company Law Tribunal, while sanctioning the Scheme, or by any other authorities under applicable law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

TAKE FURTHER NOTICE that in pursuance of the said Order a meeting of the Secured Creditors of the Company will be held at "F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 12.00 Noon at which time and place you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, signed by you or your authorized representatives, is deposited with the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting. The form of proxy can be obtained at the Registered Office of the Company.

Copies of the Scheme of Amalgamation, and of the statement under section 230(3) read with Section 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with enclosures to this notice can be obtained free of charge at the Registered Office of the Company or at the office of its advocates, M/s. Veda Legal, 208-A/3 Ground Floor, (opp. Syndicate Bank, Andolan Park), Savitri Nagar, New Delhi-110017.

Date: 24.05.2017
Place: New Delhi

sd/-
Nikhil Singhvi
Advocate
Chairperson Appointed for the Meeting

Registered Office:

F-1080, RIICO Industrial Area,
Phase-III, Bhiwadi (Rajasthan)-
301019

NOTES:

1. All alterations made in the Form of Proxy should be initialed.
2. Only Secured Creditor of the Applicant Company No. 2 may attend and vote either in person or by proxy (a proxy need not be an secured creditor of the Applicant Company No, 2 or by Authorised Representative under Sections 112 and 113 of the Companies Act, 2013) at the Secured Creditors meeting. The Authorised Representative of a body corporate which is a 'Secured Creditor of the Applicant Company No. 2 may attend and vote at the Secured Creditors' meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Secured Creditors' meeting is deposited at the Registered Office of the Applicant Company No. 2 not later than 48 hours before the meeting.
3. The quorum for the meeting of the Secured Creditors of the Applicant Company No.2/ Transferee Company shall be 10 (Ten) in number. In case the quorum is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the persons present and voting shall be deemed to constitute the quorum.
4. The form of proxy can be obtained free of charge from the registered office of the Applicant Company No. 2.
5. Secured Creditor or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Secured Creditors at the registered office of the Applicant Company No. 2 between 10.00 a.m. to 3.00 p.m. on all days (except Saturdays, Sundays and public holidays) upto the date of the meeting.
7. NCLT by its said Order has directed that a meeting of the Secured Creditors of the Applicant Company No. 2 shall be convened and held at "F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 12.00 Noon for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Secured Creditors would be entitled to vote in the said meeting either in person or through proxy.
8. In accordance with the provisions of Sections 230–232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the Secured Creditors of the Applicant Company No. 2, voting in person or by proxy, agree to the Scheme.
9. The Notice, together with the documents accompanying the same, is being sent to the Secured Creditors either by registered post or speed post or by courier service or electronically by e-mail. The Notice will be displayed on the website of the Applicant Company No. 2 www.akshoptifibre.com.
10. The Notice convening the aforesaid meeting will be published through advertisement in English Daily Business Standard in English, and in Hindi Daily Jansatta vernacular.
11. Mr. Vineet K. Chaudhary, Practicing Company Secretary (Membership No. FCS 5327/ COP No. 4548) has been appointed as the scrutinizer to conduct the voting process through ballot or polling paper at the venue of the meeting in a fair and transparent manner.
12. The scrutinizer will submit his report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the secured creditors of the Applicant Company No. 2 through ballot or polling paper at the venue of the meeting. The scrutinizer's decision on the validity of the vote shall be final. The results of votes cast through ballot or polling paper at the venue of the meeting will be announced on or before 1st day of July, 2017 at the registered office of the Applicant Company No. 2. The results, together with the scrutinizer's Reports, will be displayed at the registered office of the Applicant Company No. 2 and on the website of the Applicant Company No. 2 www.akshoptifibre.com.
13. Secured Creditors as per the books of accounts as on 28th February, 2017 will be entitled to exercise their right to vote on the above meeting.

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

AT PRINCIPAL BENCH, NEW DELHI

COMPANY APPLICATION NO. (CAA) 42(PB)/2017

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 230(3) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. In this statement APAksh Broadband Limited is referred to as the “**Transferor Company**” and Aksh Optifibre Limited is referred to as the “**Transferee Company**”. The other definitions contained in the Scheme of Amalgamation between the Transferor Company and the Transferee Company and their respective shareholders (hereinafter referred to as the “**Scheme**”) will also apply to this statement under Section 230 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Explanatory Statement**”).
2. A copy of the Scheme between the Transferor Company and the Transferee Company setting out the terms and conditions of the Scheme is attached herewith.
3. Pursuant to the Order dated the 9th May, 2017, passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi in Company Application referred to above, a meeting is being convened on Thursday, 29th June, 2017 at 12.00 Noon at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, of the Secured Creditors of the Transferee Company for the purpose of considering and, if thought fit, approving, the Scheme between the Transferor Company and the Transferee Company and their respective shareholders.

Overview

4. The Scheme envisages the amalgamation of the APAksh Broadband Limited (“**Transferor Company**”) with the Aksh Optifibre Limited (“**Transferee Company**”) under Sections 230 to 236 of the Companies Act, 2013 (corresponding Sections 391 to 394 of the Companies Act, 1956) and other applicable provisions of the Companies Act, 2013, with effect from 1st April, 2016 (“**Appointed Date**”).

5. Background

Details of the Transferee Company

- (a) The Transferee Company is a public listed company and was incorporated on 19th March, 1986. The shares of the Transferee Company are listed on the BSE Ltd and National Stock Exchange of India Ltd.
- (b) Corporate Identification Number (CIN): L24305RJ1986PLC016132.
- (c) Permanent Account Number (PAN): AAACA0062F
- (d) Registered office address and e-mail address:
F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.
E-mail address: aksh@akshoptifibre.com
Website: www.akshoptifibre.com
- (e) The Transferee Company is a holding company of the Transferor Company within the meaning of Section 2(46) of the Companies Act, 2013.
- (f) The object for which the Transferee Company was established are set out in its Memorandum of Association; the main objects are, *inter alia*, as follows:
 1. *To manufacture, refine, roll, reroll, draw, melt, import-export and to deal in all kinds of rods, strips, wires, circles, tube, squares, cables, alloys, iron and steel ferrous and nonferrous metals, machinery, machine parts, tools and implements of all kinds.*
 2. *To carry on manufacture, trade, sale import and export of all types of optical fibres such as step index, graded index and mono mode and other types of Fibres required for use in fibre optic systems and cables, for use in industrials applications , medical use, instrumentation, in defence systems, signaling, telecommunication, multi channel video communication, data communication and other communication and electronic applications.*

3. To carry on the manufacture, trade, sale, import and export of equipment used for Fibre Optic Network such as Line Terminal, Equipment, Multi Plexers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Materials and Accessories, Laser Device, Light Emitting Device, Testing and Measuring Equipments.
4. To design, develop, install, erect, seek right of way, lay, write software, deploy, operate, maintain and provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning, operating of all or any type of networking and communication systems based on either Fibre Optic, Wireless, Satellite, Non-Fibre Optic systems or hybrid of any of these or any other systems/solutions providing bandwidth in various forms, in India or elsewhere.
5. To carry on the manufacture, trade, sale, import, export, of all types of Telecommunication and Power cables including Fibre Optic Cables, Dry Core Cables, Jelly Filled Cables, Coaxial Cables, Switchboard Cables, Radio Frequency Cables, Cables for PCM System, Electronic Cables, Telephone hand Set Cords, Computer Cords, Cords required for Electric Appliances and Defence Purposes, Aerial Sill supporting cables, Jumper Wires, Drop Wires, Tinsel Conductors, Ribbon Cables, Control Cables, Instrumentation Cables, Signalling cables, Winding Wires, Aircraft and Ship Wiring Cables and all other type of wires and Cables and raw materials used in optical telecommunications.
6. To design, develop, create, install ,maintain, provide, operate and manage(as owner or lease or under any arrangement or otherwise) voice and broadband network to deliver a whole range services in the field of telecommunication and information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, lease data circuits, ASP services, TAC services, Web Hosting and co-location services, enterprise network management services, cable T.V. services, (analogous & Digital IP) Video-on- demand services, interactive T.V. (Video on digital IP TV) service, advertising services, WAP services, Call Centre Services, e-education services, e-banking and e-medicine services, corporate and other mail and data services , storage and back-up services, video streaming , video broadcasting , video conferencing and other multimedia services, satellite voice, data & messaging services, multicast and broadcast services, including convergence as also services including consulting, designing, development and implementation of software.
7. To design, develop, create, install and maintain state of art technology capable of simultaneously supporting triple play services viz, Voice(Over Public Switched Telephone Network),Video (television) and Data (internet through building Metro area Networks/Access Nodes, Internet data centers, wireless LMDS/MMDS., Point –to- Point Radio, Direct to Home satellite, fibre to home/kerb/ office, ADSL/DSL on copper, coax cable based network, VSAT based networks, infrared & laser data transmission systems and other systems and also provide / operate an infrastructure to transport voice data,video and images intra city and internationally using satellite undersea fiber ,DSL and fixed wireless technologies.
8. To provide telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, videotext, voicemail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network, Multimedia communication systems or the combinations thereof and for execution of undertakings, Works, projects or enterprises in the telecom industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere.
9. To carry on the business of content provider (including video, audio and gaming based contents) through voice or broadband network or otherwise in India or abroad.
10. To carry on the business of manufacturing, producing, processing, generating, accumulating, distributing, transferring, preserving, mixing, trading, supplying, installing, maintaining, contracting as consultants, importers, exporters, assemblers, hirers, repairers, dealers, distributors, stockist, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, marketing, managing, leasing, renting agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds and raw material, equipments and parts and components required for plants and machineries thereof in India and outside India for producing electricity, steam, power, solar energy ,wind energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy and

other conventional and renewable energy sources, and waste treatment plants of all kinds.”

11. *To carry on the business of manufacturing, producing, processing, generating, dealing, distributing, retailing, trading, supplying, import, export, stockists, brokers, agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds of fabric having various applications made of fibre of any kind in India and outside India.”*

Object clause No. B 41 of the Memorandum of Association of the Transferee Company/Applicant Company No 2 authorizes the Company to amalgamate with other company:

“Subject to Section 391 to 394 of the Act, to amalgamate with any other company having objects altogether or in part similar to those of this Company.”

- (g) Transferee Company is presently engaged in the business of manufacturing and selling optical fibres, optical fibre cables, and fibre reinforced plastic (FRP) rods.
- (h) Details of change of name, registered office and objects of the company during the last five years;

Date	Particulars
17.08.2016	Company has altered the provisions of its Memorandum of Association with respect to its objects.

- (i) The present share capital structure of the Transferee Company/Applicant Company No 2 is as follow:-

Particulars	Amount
	(In Rupees)
<u>Authorized Capital</u>	
Equity Shares	
17,01,00,000 Equity Shares of Rs. 5/- each	85,05,00,000
Total	85,05,00,000
<u>Issued, Subscribed and Paid-up Capital</u>	
Equity Shares	
16,26,65,070 Equity Shares of Rs. 5/- each fully paid up	81,33,25,350
Total	81,33,25,350

There is no change in the Authorised, Issued, Subscribed and Paid-up Capital of the Transferee Company as on date.

(j) Names of the Promoters and Directors along with their addresses:

PROMOTERS

Sl. No.	Name of the Promoter	Address	Shareholding in Transferor Company as on 31 st March, 2017	Shareholding in Transferee Company as on 31 st March, 2017
1	Bharati Shailesh Sundesha	1201, Jahangir Towers, Setalwad Lane, Mumbai – 26	5000	2758402
2	Shailesh Popatlal	1201, Jahangir Towers, Setalwad Lane, Mumbai – 26	5000	5453753
3	Popatlal Fulchand	1201, Jahagir Towers, Setalwad Lane, Mumbai – 26	10000	5280060
4	Dr. Kailash Shantilal Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	20000	20539918
5	Sharda Popatlal	221, Creative Industrial Estate, 72, N. M. Joshi Marg, Mumbai-400011	NIL	3967682
6	Seema Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	7000000
7	Rohan Kailash Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	150500
8	Rashi Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	150500

DIRECTORS

Sl. No.	Name of Director	Designation	DIN	Address	No. of Shares held in Transferor Company	No. of Shares held in Transferee Company
1	Dr. Kailash Shantilal Choudhari	Chairman & Managing Director	00023824	A-12, First Floor, Geetanjali Enclave, New Delhi –110017	20000	20539918
2	Amrit Nath	Director	00431866	4/101, GF Unit -II 19, Rajpur Road, Civil Lines Delhi 110054	NIL	NIL
3	Dinesh Kumar Mathur	Director	00026667	F - 10/4 Vasant Vihar New Delhi 110057	NIL	30000
4	Bachh Raj Rakhecha	Director	00026729	D-16B, 2nd Floor Hauz Khas New Delhi 110016	NIL	NIL
5	Satyendra Kumar Gupta	Deputy Managing Director	00035141	88, Pocket E Mayur Vihar, Phase II Delhi 110091	50	100
6	Devika Raveendran	Director	07191153	A-3, 2nd Floor Jangpura Extension New Delhi 110014	NIL	NIL
7	Gauri Shankar	Additional Director (w.e.f. 08.04.2017)	06764026	Flat No. L-P4, Amrapali Sapphire, Plot GH-001, Sec-45, Noida, UP-201303	NIL	NIL

Details of the Transferor Company:

- (a) The Transferor Company is a public unlisted company and was incorporated on 3rd February, 2005.
- (b) Corporate Identification Number (CIN): U92111RJ2005PLC056369.
- (c) Permanent Account Number (PAN): AAFC A2681K
- (d) Registered office address and e-mail address:
F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India
E-mail address: aksh@akshoptifibre.com
- (e) The Transferor Company is a subsidiary of the Transferee Company within the meaning of section 2(87) of the Companies Act, 2013.
- (f) The objects for which the Transferor Company was established are set out in its Memorandum of Association; the main object is as follows:
 - 1. To design, develop, install and maintain in the State of Andhra Pradesh either on its own or in alliance with any other persons, body/bodies corporate incorporated in India or abroad either under strategic alliance or Joint Venture or any other arrangement, the business of providing / operating voice and broadband networks to deliver a whole range of services in the field of telecommunications & information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, leases data circuits, ASP services, TAC services, Cable TV services, Video on demand services, interactive TV services, VVAP services, Call Center services, Corporate and other mail services, storage and back up services video streaming, video broadcasting, video conferencing and other multimedia services, satellite voice, data and messaging services, multicast and broadcast services including convergence as also services including consulting, designing, development and implementation of software.
 - 2. To design, develop, install and maintain in the State of Andhra Pradesh either on its own or in alliance with any other persons, body/bodies corporate incorporated in India or abroad either under strategic alliance or Joint Venture or any other arrangement, the business of providing/ operating a state of art technology for building Metro Area Networks/ Access Nodes, Internet Data Centers, wireless LMDS/MMDS, Point-to Point Radio, Direct to borne satellite, fiber to home /kerb/ office, ADSL/DSL on copper, coax cable based network ,VSAT based network, infrared and laser data transmission systems and also provide/ operate an infrastructure to transport voice data video and images intra city and internationally using satellite, under sea fiber, DSL and fixed wireless technologies and to market and sell and support various types of satellite/ data communications equipments and networks built using Routers, Frame relay Switches, ATMs.
 - 3. To design, install, erect, lay, provide value added services/ basic telephone services eg. Electronic Data Interchange (eg. Email), INET, Internet, Electronic Interactive Information, Utility Kiosks, Voice Mail Services, VSAT, Cellular phones, Radio paging systems, video conferencing, wireless based technologies, digital systems, Convergent Broadband and individual Fibre Optic system for non- telecom applications in Security, Surveillance, Temperature, Oilfields, Defense, Healthcare, Home automation and all kinds of instruments, apparatus appliances and gadgets used for or in connection with any of the aforesaid applications/ items.
 - 4. To carry on the business as manufacturers, importers, exporters, wholesalers, retailers and dealers in all kinds of Telecommunication and power cables for communication and other electronic applications, equipments, instruments, components required for laying and maintenance of Fibre Optic or any other Network such as Line Terminal, Equipment, Multi

Pliers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, materials and accessories, laser device, light emitting device, testing and measuring equipment.

5. *To carry on the business of operation of National Long Distance (NLD) Services and compliance with the licence agreement to carry on the business in this regard.*

Object clause No. B 2 of the Memorandum of Association of the Transferor Company/ Applicant Company No 1 authorizes the Company to:

"2. To enter into any scheme of arrangement/ amalgamation, partnership or into arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company or companies, foreign or otherwise, carrying on or engaged in or about to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the company.

- (g) The Transferor Company is, inter alia, engaged in the business of optical fibre network and providing broadband network connectivity to government and other offices across the State of Andhra Pradesh.
- (h) Details of change of name, registered office and objects of the company during the last five years;

Registered Office of the Company, shifted from the State of Andhra Pradesh, Hyderabad to Bhiwadi, State of Rajasthan w.e.f. 30.09.2016.

- (i) The present share capital structure of the Transferor Company/Applicant Company No 1 is as follow:-

Particulars	Amount
	(In Rupees)
<u>Authorized Capital</u>	
<u>Equity Shares</u>	
35,00,00,000 Equity Shares of Rs. 5/- each	175,00,00,000
Total	175,00,00,000
<u>Issued and Subscribed Capital</u>	
<u>Equity Shares</u>	
30,00,00,000 equity shares of Rs. 5/- each fully paid-up	150,00,00,000
Total	150,00,00,000
<u>Paid-up Capital</u>	
<u>Equity Shares</u>	
226,125,000 Equity Shares of Rs. 5/- each	113,06,25,000
73,875,000 Equity Shares Forfeited of Rs. 3/- each.	22,16,25,000
Total	135,22,50,000

There is no change in the Authorised, Issued, Subscribed and Paid-up Capital of the Transferor Company as on date.

(j) Names of the Promoters and Directors along with their addresses:

PROMOTERS

Sl. No.	Name of the Promoter	Address	Shareholding in Transferor Company as on 31 st March, 2017	Shareholding in Transferee Company as on 31 st March, 2017
1	Aksh Optifibre Limited (Promoter)	Regd. Ofc.: F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Rajasthan	225950000	NA
		Corp. Ofc.: A-25, 2nd Floor, Mohan Co-Operative Industrial Estate, New Delhi-110044		
2	Bharati Shailesh Sundesha (Promoter Group)	1201, Jahangir Towers, Setalwad Lane, Mumbai - 26	5000	2758402
3	Shailesh Popatlal (Promoter Group)	1201, Jahangir Towers, Setalwad Lane, Mumbai - 26	5000	5453753
4	Popatlal Fulchand (Promoter Group)	1201, Jahagir Towers, Setalwad Lane, Mumbai - 26	10000	5280060
5	Dr. Kailash S. Choudhari (Promoter Group)	A-12, First Floor, Geetanjali Enclave, New Delhi - 17	20000	20539918

DIRECTORS

Sl. No.	Name of Director	Designation	DIN	Address	No. of Shares held in Transferor Company	No. of Shares held in Transferee Company
1	Dr. Kailash S. Choudhari	Director	00023824	A-12, First Floor, Geetanjali Enclave, New Delhi - 17	20000	20539918
2	Amrit Nath	Director	00431866	4/101, GF Unit -II 19, Rajpur Road, Civil Lines Delhi 110054	NIL	NIL
3	Chetan Choudhari	Managing Director	00872366	E-6, First Floor, Geetanjali Enclave, Near Aurobindo College, New Delhi 110017	9700	NIL
4	Ashish Bhanu	Director	02080159	1394, Sector -29 Noida 201303 UP	50	NIL
5	Savita Pandey	Director	07488000	H.No. 400, Sector-19 Faridabad 121002 HR	NIL	NIL

6. Board Approval:

The Board of Directors of the Transferor Company and Transferee Company had approved the Scheme in their separate meetings held on 14th January, 2017.

a. Names of Directors of the Transferee Company who voted in favour of the resolution:

Dr. Kailash S. Choudhari	Chairman & Managing Director (Interested Director)
--------------------------	--

Mr. Satyendra Gupta	Deputy Managing Director
---------------------	--------------------------

Mr. Amrit Nath	Director (Interested Director)
----------------	--------------------------------

Mr. B. R. Rakhecha	Director
--------------------	----------

Ms. Devika Raveendran	Director
-----------------------	----------

Scheme is approved by all the disinterested Directors (validly voting at the Board meeting).

Names of Directors of the Transferee Company who voted against the resolution:

NIL

Names of Directors of the Transferee Company who did not vote or participate in the resolution:

NIL

b. Names of Directors of the Transferor Company who voted in favour of the resolution:

Dr. Kailash S. Choudhari	Director (Interested Director)
--------------------------	--------------------------------

Mr. Amrit Nath	Director (Interested Director)
----------------	--------------------------------

Ms. Savita Pandey,	Director
--------------------	----------

Mr. Ashish Bhanu	Director
------------------	----------

Scheme is approved by all the disinterested Directors (validly voting at the Board meeting).

Names of Directors of the Transferor Company who voted against the resolution:

NIL

Names of Directors of the Transferor Company who did not vote or participate in the resolution:

NIL

7. Details of the Scheme

- (i) **Appointed Date:** is 1st April, 2016 or such other date(s) as the Hon'ble Tribunal may direct;
- (ii) **Effective Date:** shall mean the last of the dates on which the conditions referred to in Clause 18 of the scheme have been fulfilled. References in the Scheme to the date of the "coming into effect of this scheme" or "effectiveness of this Scheme" shall mean the Effective date;
- (iii) **Share Exchange Ratio:**
 - (a) 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("New Equity Shares")
- (iv) **Rationale and benefits for the Scheme:**

Both the companies are in similar line of business and consolidation is expected to bring strengths that each company may not necessarily possess individually. In order to optimally utilize the available resources and to achieve synergies in the combined business entity, the Board of Directors of the Transferor Company and the Transferee Company decided to amalgamate the Transferor Company into the Transferee Company. The amalgamation will result in better, efficient and economical management, achieve cost savings, pooling of resources, reduction in administrative and operational expenses and greater control. Without prejudice to the generality of the above, the proposed amalgamation is expected to achieve the following objectives in particular:

 - a. *To economize on administrative and other expenses;*
 - b. *To increase the efficiency of combined business by pooling of resources and their optimum utilization, thereby availing synergies from combined resources;*
 - c. *The Transferee Company would have diversified product portfolio and merger would facilitate expansion of business offerings;*
 - d. *Improve management focus to respective businesses and facilitate the unified control over operations;*
 - e. *Leverage the operational, capital and corporate synergies and help optimal utilization of resources viz business promotion, managerial pool, etc.;*
 - f. *Reduce overheads, administrative, managerial and other expenditure; and*
 - g. *Facilitate greater integration, provide greater financial strength, tax savings and stronger balance sheet of the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.*

THE FEATURES / DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALGAMATION, THE SECURED CREDITORS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

8. Valuation Report and Fairness Opinion:

Valuation is done to ascertain number of shares that are required to be issued to the shareholders of Apaksh Broadband Limited in Exchange for every share held by them in Apaksh Broadband Limited consequent upon amalgamation for the swap ratio. The Transferor Company and Transferee Company has obtained a Valuation Report dated 12th January, 2017, from Chhajer & Chhajer Co. Chartered Accountants.

Basis of Valuation

Aksh Optifibre Limited (Transferee Company)	APAksh Broadband Limited (Transferor Company)
Discounted Cash Flow Method; Market Capitalization Method; and Net Asset Value Method	Net Asset Value Method

The valuation report is available for inspection at the registered office of the company up to one day prior to the date of the meeting between 10.00 am and 3.00 pm on all working days (except Saturdays and Sundays):

The Transferee Company has obtained a Fairness Opinion dated 12th January, 2017, from Chartered Capital and Investment Limited.

The pre and post Scheme shareholding pattern of the Transferor and Transferee Company is annexed as **Annexure H** to the Notice convening the meeting of the shareholders of the Company.

9. In the opinion of management of the Companies, the Scheme would not be prejudicial to the interests of the creditors (secured and unsecured) of either of the companies. The secured or unsecured creditor of either of the companies would not lose or be prejudiced as a result of the Scheme being sanctioned nor are their rights sought to be modified in any manner. Hence, the amalgamation of the Transferor Company with the Transferee Company pursuant to the Scheme may not adversely affect the interest of any of the shareholders or creditors.
10. **Amount due to creditors:** As on 28th February, 2017:
- The Transferee Company has 10 secured creditors to whom a total amount of Rs. 1,083,058,263.00 is due. The Transferee Company also has 2517 unsecured creditors to whom a total amount of Rs. 1,122,960,885.00 is due.
 - The Transferor Company has 1 secured creditor to whom an amount of Rs. 49,792,559.00 is due. The Transferor Company also has 2 unsecured creditors to whom a total amount of Rs. 159,853,287.00 is due.

11. Disclosure about the effect of the compromise or arrangement on:

(a) Key Managerial Personnel:

In case of the Transferee Company Dr. Kailash S. Choudhari, Chairman & Managing Director, Mr. Gaurav Mehta, Chief-Corporate Affairs & Company Secretary and Mr. Satyendra Gupta, Deputy Managing Director will get shares of Aksh Optifibre Limited upon merger as he is the shareholder of APAksh Broadband Limited.

In case of Transferor Company Mr. Chetan Choudhari, Managing Director will get the shares of Aksh Optifibre Limited upon merger as he is the shareholder of APAksh Broadband Limited.

(b) Directors:

Two Directors are common i.e Dr. Kailash S. Choudhari and Mr. Amrit Nath

Other Directors of the Transferee Company and / or its relatives are not in any manner interested in the Scheme.

In case of Transferor Company Dr. Kailash S. Choudhari and Mr. Ashish Bhanu will get the

shares of Aksh Optifibre Limited upon merger as they are the shareholder of APAksh Broadband Limited.

(c) Promoters:

In case of Transferee Company Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholder of APAksh Broadband Limited.

The promoter members shareholding may remain almost same at 27.85%.

In case of Transferor Company Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholder of APAksh Broadband Limited.

(d) Non-promoter members:

The non-promoter members shareholding (public shareholding) of Transferee Company may increase by 0.02%.

The Non-promoter members of the Transferor Company will get the shares of Transferee Company.

(e) Depositors:

There are no Depositors in the Transferor Company and Transferee Company within the meaning of section 73 of the Companies Act, 2013.

(f) Creditors:

The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together).

Further, even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further, post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.

(g) Debenture Holders:

There are no debenture holders in the Transferor Company and Transferee Company.

(h) Employees:

On the coming into effect of the Scheme, all staff and employees of APAKSH in service on such date shall be deemed to have become staff and employees of AKSH without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with AKSH shall not be less favourable than those applicable to them with reference to APAKSH on the Effective Date.

Upon the Scheme coming into effect, all staff welfare schemes including the existing Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, created by APAKSH for its employees shall be transferred to AKSH. APAKSH shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme, to AKSH. All obligations of APAKSH with regard to the said Fund or Funds as defined in the respective trust deed and rules shall be taken over by AKSH from the Effective Date to the end and intent that all rights, duties, powers and obligations of APAKSH in relation to such Fund or Funds shall become those of AKSH and all the rights, duties and benefits of the employees employed in APAKSH under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of APAKSH will be treated as having been continuous for the purpose of the said Fund or Funds.

12. Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee

The Directors and Key Managerial Personnel (KMP) does not have any material interest in the Scheme, except to the extent of their shareholding in the Transferor Company and Transferee Company.

There are no debenture trustee in the Transferor and Transferee Company

13. Investigation or proceedings, if any, pending against the company under the Act:

There are no investigations or proceedings pending under section 235 to 251 of the Companies Act, 1956 or the corresponding provisions of section 206 to 229 of the Companies Act, 2013 against of the Transferor and Transferee Company.

14. There are two common directors on the Board of Directors of the Transferor and Transferee Companies namely Dr. Kailash S. Choudhari and Mr. Amrit Nath.

15. Details of Approval from regulatory authorities:

- a. Pursuant to the SEBI Circular read with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Transferee Company had filed necessary applications before the stock exchanges viz., BSE Limited and National Stock Exchange of India Limited, on 27th January, 2017 seeking its no-objection to the Scheme. The Company has received Observation Letters from BSE Limited and National Stock Exchange of India Limited, dated 30th March, 2017. Copies of the Observation Letters are enclosed as **ANNEXURES B-1 and B-2**, to this Notice.
- b. As required by the SEBI Circular, the Transferee Company has filed the Complaint Report with BSE Limited and National Stock Exchange of India Limited, on 10th March, 2017. After filing of the Complaints Reports the Transferee Company has received NIL complaints. A copy of the aforementioned Complaints Report is enclosed as **ANNEXURE E** to this Notice.
- c. The Transferee Company and Transferor Company has made joint application before the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi for the sanction of the Scheme of Amalgamation under Sections 230 to 236 of the Companies Act, 2013, and the corresponding Sections 391 to 394 of the Companies Act, 1956.
- d. A copy of the Scheme along with the necessary statement under Section 230 read with Rules 6 and 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is also being forwarded to the Registrar of Companies, in terms of the order dated 09.05.2017 of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi.

16. Inspection:

The following documents will be open for inspection at the Registered Office of the Transferor and Transferee Company, on any working day (except Saturdays, Sundays and public holidays) between 10.00 a.m. to 3.00 p.m., prior to the date of the meeting:

- a. Certified copy of the order dated 9th May, 2017 passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi in Company Application No. (CAA) 42(PB)/2017;
- b. Copies of the Memorandum and Articles of Association of the Transferee Company and Transferor Company;
- c. Latest audited financial statements of the Transferor Company and Transferee Company including consolidated financial statements.

- d. Copies of the unaudited financial statements of the Transferor Company and Transferee Company for the period ended 31st December, 2016.
 - e. Copy of the scheme of Amalgamation;
 - f. Contracts or agreements material to the amalgamation.
 - g. the certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
 - h. such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the Scheme.
- 17.** The persons may vote in the meeting either in person or by proxies or by voting through electronic means, as specifically provided for in the Notice convening the meeting of the shareholders of the Company.

**SCHEME OF AMALGAMATION
BETWEEN
APAKSH BROADBAND LIMITED
(Transferor Company)
AND
AKSH OPTIFIBRE LIMITED
(Transferee Company)
AND
THEIR RESPECTIVE SHAREHOLDERS**

**UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230-236 OF THE
COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956
AND THE COMPANIES ACT, 2013**

PART I – PREAMBLE, RATIONALE, DEFINITIONS & INTERPRETATION

1.1 PREAMBLE

- 1.1.1 This Scheme of Amalgamation (hereinafter referred to as the “**Scheme**”) provides for the amalgamation of APAKSH Broadband Limited (hereinafter referred to as “**Transferor Company**” or “**APAKSH**”) with Aksh Optifibre Limited (hereinafter referred to as “**Transferee Company**” or “**AKSH**”). The Scheme is made pursuant to the provisions of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 including the corresponding provisions of section 230 to 236 of the Companies Act, 2013, if applicable or any statutory modifications or re-enactment thereof.
- 1.1.2 Aksh Optifibre Limited is a public limited company incorporated under the Companies Act, 1956 having CIN L24305RJ1986PLC016132 is listed on BSE and NSE and is presently engaged in the business of manufacturing and selling optical fibres, optical fibre cables, and fibre reinforced plastic (FRP) rods.
- 1.1.3 APAKSH Broadband Limited is an unlisted public limited company incorporated under the Companies Act, 1956 having CIN U92111RJ2005PLC 056369 to carry on the business of optical fibre network and providing broadband network connectivity to government and other offices across the State of Andhra Pradesh.

1.1.4 This Scheme is divided into the following parts:

Part I: Preamble, Rationale, Definitions & Interpretation

Part II: Share Capital

Part III: Transfer and vesting of APAKSH into AKSH

Part IV: Other conditions applicable to the Scheme

1.2 RATIONALE OF THE SCHEME

Both the companies are in similar line of business and consolidation is expected to bring strengths that each company may not necessarily possess individually. In order to optimally utilize the available resources and to achieve synergies in the combined business entity, the Board of Directors of the Transferor Company and the Transferee Company decided to amalgamate the Transferor Company into the Transferee Company. The amalgamation will result in better, efficient and economical management, achieve cost savings, pooling of resources, reduction in administrative and operational expenses and greater control. Without prejudice to the generality of the above, the proposed amalgamation is expected to achieve the following objectives in particular:

- (a) To economize on administrative and other expenses;
- (b) To increase the efficiency of combined business by pooling of resources and their optimum utilization, thereby availing synergies from combined resources;
- (c) The Transferee Company would have diversified product portfolio and merger would facilitate expansion of business offerings;
- (d) Improve management focus to respective businesses and facilitate the unified control over operations;
- (e) Leverage the operational, capital and corporate synergies and help optimal utilization of resources viz business promotion, managerial pool, etc.;
- (f) Reduce overheads, administrative, managerial and other expenditure; and
- (g) Facilitate greater integration, provide greater financial strength, tax savings and stronger balance sheet of the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below;

- (a) **“Act”** or **“the Act”** means the Companies Act, 1956 and/or the Companies Act, 2013 (as the context may require) or any statutory amendments thereto or re-enactment thereof for the time being in force;
- (b) **“Accounting Standards”** means accounting standards prescribed under the Companies (Accounting Standards) Rules, 2006 or the Companies Indian Accounting Standards Rules, 2015 as applicable to the Companies.
- (c) **“Appointed Date”** for the purposes of this Scheme means April 1, 2016, or such other date as the Hon’ble Tribunal may direct;
- (d) **“Board”** or **“Board of Directors”** means the board of directors of the Transferor Company or the Transferee Company, as the case may be, and shall, unless it is repugnant to the context or otherwise, include a committee of directors or any person authorized by the Board of Directors or such committee of directors;
- (e) **“Effective Date”** shall mean the last of the dates on which the conditions referred to in Clause 18 of the Scheme have been fulfilled. References in this Scheme to the date of the **“coming into effect of this Scheme”** or **“effectiveness of this Scheme”** shall mean the Effective date;
- (f) **“Merged Undertaking”** shall mean and include the whole of the businesses and undertakings of APAKSH on a going concern basis, being carried on by APAKSH as on the Appointed Date and shall include (without limitation):
 - all the properties and assets whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building, all fixed and movable plant & machinery, broadband infrastructure providing broadband access services, customer network equipment, the network connection and broadband access services, bandwidth permissions, factory, sheds, offices, truck, car, material handling equipments, earth moving equipments, construction equipment and machinery, all other kinds of machinery, tools, equipments and spares, weight machine, leasehold or freehold, including all computers and accessories, software and related data, leasehold improvements, capital work-in-progress, vehicles, furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipments, electricals, fibre optic cables, appliances, accessories, deferred tax assets and investments;
 - all liabilities, present and future, including the contingent liabilities;

- all rights and licenses including contract for development, implementation, operation and maintenance of AP broadband network, right of way permission for provision of broadband infrastructure issued by the Government of Andhra Pradesh, all assignments and grants thereof, all permits, clearances and registrations whether under Central, State or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent, or any other contracts), subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits), incentives or schemes of central/ state/ local governments, certifications and approvals, regulatory approvals, entitlements, other licenses, environmental clearances, municipal permissions, approvals, consents, tenancies, investments and/ or interest (whether vested, contingent or otherwise), cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverable, receivables, benefit of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, assets or equipment rental agreements, the benefits of bank guarantees issued by APAKSH, funds belonging to or proposed to be utilised by APAKSH, privileges, all other claims, rights and benefits (including under any powers of attorney issued by APAKSH or any powers of attorney issued in favour of APAKSH or from or by virtue of any proceeding before a legal, quasi judicial authority or any other statutory authority to which APAKSH was a party), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds; benefits, duties and obligations of all agreements, contracts and arrangements and all other rights and interests;
- all employees on rolls of APAKSH on the date immediately preceding the Effective Date;
- all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, earnest moneys and/ or security deposits paid or received by APAKSH;
- all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and backup copies, designs and drawings, other manuals, data catalogues, quotations, sales and advertising materials, and other data and records whether in physical or electronic form;
- all intellectual property rights including all trademarks, trademark applications, trade names, right of way permission, patents and patent applications and all other interests exclusively relating to APAKSH.

It is intended that the definition of Merged Undertaking under this Clause would enable the transfer of entire business and undertakings including all properties, assets, rights, duties and liabilities of APAKSH into AKSH pursuant to this Scheme.

- (g) **“Record Date”** means the date to be fixed by the Board of the Transferor Company in consultation with the Transferee Company, with reference to which the eligibility of the shareholders of the Transferor Company for the purposes of issue and allotment of New Equity Shares of the Transferee Company in terms of the Scheme shall be determined.
- (h) **“Registrar of Companies”** means Registrar of Companies, Jaipur, having jurisdiction over the transferor and transferee companies.
- (i) **“Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Amalgamation in its present form, with any amendment/modifications approved or imposed or directed by the Board and/or shareholders and/or creditors and/or by the Tribunal;
- (j) **“Share Exchange Ratio”** means the ratio in which the New Equity Shares of the Transferee Company are to be allotted to the equity shareholders of the Transferor Company by the Transferee Company as per Clause 5.1 of the Scheme.
- (k) **“Stock Exchanges”** shall mean and include the Bombay Stock Exchange Limited (**“BSE”**) and/or National Stock Exchange of India Limited (**“NSE”**).
- (l) **“Transferor Company”** means APAKSH Broadband Limited, a unlisted public limited company

incorporated under the provisions of the Companies Act, 1956 and having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.

- (m) **“Transferee Company”** means Aksh Optifibre Limited, a listed public limited company incorporated under the Companies Act, 1956 and presently having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.
- (n) **“Tribunal”** means the Hon’ble National Company Law Tribunal, New Delhi Bench or such other Bench having jurisdiction in respect to the Transferee Company and the Transferor Company or any other appropriate forum or authority or Court empowered to approve the Scheme as per the law for the time being in force.

2.2 INTERPRETATION

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be including any statutory amendments thereto or re-enactment thereof. Reference to Companies Act, 1956 shall also mean corresponding provisions of Companies Act, 2013 as applicable.

2.3 COMPLIANCE WITH TAX LAWS

The Scheme proposes to meet the commercial and business interest of the parties as specified hereinbefore. This Scheme, in so far as it relates to the merger and has been also drawn-up to comply with the conditions relating to “Amalgamation” as specified under the tax laws, including section 2(1B), section 47 and section 72A (if applicable) and all other relevant Sections of the Income Tax Act, 1961 or any amendment or reenactment thereto. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme, and the power to make any such amendments shall vest with the Board of Directors of APAKSH and AKSH.

PART II – SHARE CAPITAL

3. CAPITAL STRUCTURE

- 3.1 The position of the authorized, issued, subscribed and paid up capital of the Transferor Company and the Transferee Company as on March 31, 2016 is as follows:

Name of the Company	Authorized Share Capital	Issued Subscribed and Paid Up Capital
APAKSH Broadband Limited ("Transferor Company")	Rs. 175,00,00,000/ (Rupees One Seventy Five Crores only) consisting of 35,00,00,000 (Thirty Five Crores) equity shares of Rs. 5/- each.	Total issued and subscribed capital- Rs. 150,00,00,000/- (Rupees One Fifty Crores only) consisting of 30,00,00,000 (Thirty Crores) equity shares of Rs. 5/- each. Total Paid-up share capital- Rs. 1,352,250,000/- (Rupees One Thirty Five Crores Twenty Two Lakh Fifty Thousand only) consisting of 226,125,000 (Twenty Two Crores Sixty One Lakh Twenty Five Thousand)

		equity shares of Rs. 5/- each and 73,875,000 (Seven Crore Thirty Eight Lakh Seventy Five Thousand) equity shares forfeited of Rs. 3/- each.
APAKSH Broadband Limited ("Transferor Company")	Rs. 85,05,00,000/- (Rupees Eighty Five Crores Five Lakhs only) consisting of 17,01,00,000 Seventeen Crores One Lakhs) equity shares of Rs. 5/- each.	Rs. 81,33,25,350/- (Rupees Eighty One Crores Thirty Three Lakhs Twenty Five Thousand and Three Hundred Fifty only) consisting of 16,26,65,070 (Sixteen Crores Twenty Six Lakhs Sixty Five Thousand and Seventy only) equity shares of Rs. 5/- each.

- 3.2 It is provided that till the Scheme becomes effective both the companies i.e. Transferor Company and the Transferee Company are free to alter their share capital as required by respective businesses subject to the necessary approvals from their respective Board of Directors and/or shareholders, if required.

PART III –TRANSFER AND VESTING OF APAKSH INTO AKSH

4. TRANSFER OF UNDERTAKING

- 4.1 With effect from the Appointed Date, the whole of the Merged Undertaking, comprising inter-alia all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 391 read with Section 394 and all other applicable provisions, if any, of the Act, without any further act or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in AKSH as a going concern so as to become as and from the Appointed Date the assets and liabilities of AKSH and to vest in AKSH all the rights, title, interest or obligations of APAKSH therein. With effect from the Effective Date, the Transferee Company shall be liable for ground rent and municipal taxes in relation to such properties subject to such taxes, if any. The mutation of title to the immovable properties shall be made and duly recorded by appropriate authorities pursuant to the sanction of the Scheme and upon the Scheme becoming effective in accordance with terms hereof in favour of the Transferee Company.
- 4.2 All assets acquired by APAKSH after the Appointed Date and prior to the Effective Date shall also stand transferred to and vested in AKSH upon the coming into effect of the Scheme. Where any of the assets of APAKSH as on the Appointed Date deemed to be transferred to AKSH have been sold or transferred by APAKSH after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of AKSH. As regards transfer of specified movable assets, Clauses 4.3 and 4.4 below provide for the physical mode of effecting transfer.
- 4.3 In respect of such of the assets of the Merged Undertaking as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery, the same may be so delivered, paid over, or endorsed and delivered, by APAKSH shall become the property of AKSH as an integral part of the Merged Undertaking transferred to it. The aforesaid transfer shall be deemed to take effect from the Appointed Date without requiring any deed or instrument of conveyance for the same. Such transfer may not be liable to stamp duty in accordance with law. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of AKSH and the Board of Directors of APAKSH.
- 4.4 All debts, advance tax, loans and advances recoverable in cash or in kind or for value to be received, deposits, outstanding and receivables of Merged Undertaking/ APAKSH other than the movable assets specified in Clause 4.3 shall on and from the Appointed Date stand transferred to and vested in AKSH without any further actions or deed (although AKSH may, if it deems appropriate, give notice to the third party that the debts, outstanding and receivables do stand transferred to and vested in AKSH), and the debtors shall be obliged to make payments to AKSH on and after the Effective Date.
- 4.5 With effect from the Appointed Date, all debts payable, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of Merged Undertaking/ APAKSH shall also, under the provisions of Sections 391 to 394 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to AKSH so as to become as and from the Appointed Date the debts payable, liabilities, contingent liabilities, duties and obligations of AKSH.

- 4.6 Where any of the liabilities and obligations, if any, of the Merged Undertaking/ Transferor Company, as on the Appointed Date, transferred to the Transferee Company has been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 4.7 All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations, if any, incurred or undertaken by the Merged Undertaking/ Transferor Company, after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of section 394(2) of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company.
- 4.8 The transfer and vesting of the Merged Undertaking as aforesaid, shall be subject to the existing securities, charges and mortgages, if any, subsisting over or in respect of the property and assets or any part thereof of APAKSH.

Provided however that any reference in any security documents or arrangements (to which APAKSH is a party) to the assets of APAKSH offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Merged Undertaking of APAKSH as are vested in AKSH by virtue of this Scheme, to the end and intent that such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of APAKSH or any of the assets of AKSH.

Provided further that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of AKSH shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of APAKSH vested in AKSH.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by APAKSH which shall vest in AKSH by virtue of merger of APAKSH into AKSH and AKSH shall not be obliged to create any further or additional security after the Scheme has become operative.

5. **CONSIDERATION AND RE-ORGANISATION OF SHARE CAPITAL**

- 5.1 Upon Scheme becoming effective and without any further application, act or deed, the Transferee Company, in consideration of the transfer and vesting of the Merged Undertaking (with all its assets, liabilities, rights and obligations) of the Transferor Company in the Transferee Company, the Transferee Company shall issue and allot on the proportionate basis to all the members of the Transferor Company as on the Record Date ("**Members**"), or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Transferor Company in the following manner:
- 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("**New Equity Shares**")
- In the event of any increase in the issued, subscribed or paid up share capital of the Transferor Company or the Transferee Company or issuance of any instruments convertible into equity shares or restructuring of its equity share capital including by way of share split/consolidation/issue of bonus shares, free distribution of shares or instruments convertible into equity shares or other similar action in relation to share capital of the Transferor Company or the Transferee Company at any time before the Record Date, the Share Exchange Ratio shall be adjusted appropriately to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.
- 5.2 Upon coming into effect of this Scheme all the equity shares held by Aksh in APAKSH shall stand cancelled in accordance with law without the need to issue any New Equity Shares.
- 5.3 The New Equity Shares unless otherwise requested by the Members to be issued in depository /physical form, shall be credited in the demat account of the Members of the Transferor Company provided that the Members shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required.

- 5.4 The fractional entitlement arising in terms of Clause 5.1 above in the hands of the shareholder(s) of the Transferor Company (with reference to their holding as on the date of approval of the Scheme by the Board of the Transferor Company and the Transferee Company) shall be rounded up to the next number. The decision of the Board of Directors of the Transferee Company shall be considered final in this regard. .
- 5.5 The New Equity Shares to be issued in terms hereof shall be subject to the Memorandum and Articles of Association of the Transferee Company.
- 5.6 The New Equity Shares of the Transferee Company to be issued and allotted in lieu of the equity shares of the Transferor Company shall rank, for dividend, voting rights and for all other benefits and in all other respects, pari-passu with the existing equity shares of the Transferee Company with effect from the date of allotment of New Equity Shares.
- 5.7 All the New Equity Shares and allotted by the Transferee Company shall be listed and/or admitted to trading on the Stock Exchange(s). The Stock Exchanges shall list the said New Equity Shares, the issuance of which shall be considered as due compliance of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable and other applicable provisions of law. The Transferee Company will enter into such arrangements and give such confirmations and/or undertakings and/or file such necessary applications, as may be necessary in accordance with applicable laws or regulations for complying with formalities of the said Stock Exchanges/SEBI.
- 5.8 The New Equity Shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the relevant Stock Exchange(s).

6. ACCOUNTING TREATMENT

- 6.1 Upon the Scheme becoming finally effective, the Transferee Company shall incorporate the assets and liabilities of the Transferor Company in accordance with the Accounting Standards and more particularly as specified hereunder:
- a) Upon the Scheme becoming effective, AKSH shall record the Merged Undertaking vested in it pursuant to the Scheme, at their respective book values as appearing in the financial statements of APAKSH constituting Merged Undertaking at the close of business of the day immediately preceding the Appointed Date in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 or any other applicable provisions of the Act.
 - b) To the extent that there are inter-corporate loans, investments or balances between and amongst APAKSH and AKSH, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of AKSH for the reduction of any assets or liabilities or other appropriate treatment, as the case may be. It is agreed by APAKSH and AKSH that all the requirements of the Act and any other applicable law with respect to such amounts shall be deemed to have been duly complied with.
 - c) In so far as the balances in "Reserves and Surplus" of APAKSH is concerned, AKSH shall record the balances, if any, in the Profit and Loss Account or any other reserves in the same form and at the same values as they appear in the financial statements of APAKSH at the close of business of the day immediately preceding the Appointed Date.
 - d) The aggregate of the excess of the value of the assets over the value of the liabilities and reserves of Merged Undertaking vested in AKSH pursuant to this Scheme including value of New Equity Shares issued under the Scheme and as recorded in the books of accounts of AKSH, shall be credited to the Capital Reserve Account of AKSH. In case of excess of the value of liabilities and reserves over value of assets transferred in the Scheme including value of New Equity Shares issued under the Scheme the same shall be adjusted firstly against the Securities Premium Account and then against Capital Reserve. The reduction of the Securities Premium Account, (if any) of the Transferee Company as per the terms of this Scheme, shall be deemed to be in compliance with Section 100 to 103 of Companies Act, 1956 (including the corresponding applicable provisions of the Companies Act, 2013) and the Transferee Company shall not be required to add "and reduced" as part of its name.
 - e) In case of any differences in accounting policy between APAKSH and AKSH, the impact of the same till the Appointed Date will be quantified and adjusted in the balance sheet of AKSH in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 or any other applicable provisions of the Act, to ensure that the financial statements of AKSH reflect the financial position on the basis of consistent accounting policy.

- 6.2 For the removal of doubts, it is hereby clarified that there would be no accrual of income including interest or other expenses/ charges in respect of any inter-company loans or balances between AKSH and APAKSH during the period between the Appointed Date and Effective Date. It is also clarified that there would be no accrual of income or expense on account of any other transactions, including inter alia any transactions in the nature of sale or transfer of any goods or services between AKSH and APAKSH, during the period between the Appointed Date and the Effective Date.
- 6.3 It is hereby clarified that, all transactions during the period between the Appointed Date and Effective Date relating to the Merged Undertaking would be duly reflected in the financial statements of AKSH, upon the coming into effect of this Scheme.
- 6.4 Notwithstanding anything contained in this Clause 6, the Board of Directors of AKSH is authorized to account for any of these transaction/ balances in any manner whatsoever, as may be deemed fit, in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 or any other applicable provisions of the Act.
- 7. BUSINESS AND PROPERTY IN TRUST FOR TRANSFEREE COMPANY**
- As and from the Appointed Date and upto and including the Effective Date:
- 7.1 The Transferor Company shall carry on and be deemed to have carried on its business and activities and shall stand possessed of all its assets and properties referred to in Clause 4 above, in trust for the Transferee Company and shall account for the same to the Transferee Company.
- 7.2 The Transferor Company shall carry on its business and activities with reasonable diligence and business prudence.
- 7.3 Any income or profit accruing or arising to the Transferor Company and all costs, charges, expenses and losses or taxes (including deferred tax balances, if any) incurred by the Transferor Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes (including deferred tax balances, if any), as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.
- 8. CONDUCT OF BUSINESS**
- With effect from the date of approval of the Scheme by the Board of Directors of APAKSH and upto the Effective Date:
- 8.1 APAKSH shall carry on its business with reasonable diligence and in the same manner as it had been doing it theretofore.
- 8.2 APAKSH shall not alter or substantially expand the business except with the written concurrence of the Transferee Company.
- 8.3 APAKSH shall not, without the written concurrence of the Transferee Company, alienate charge or encumber any of its properties, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of APAKSH.
- 8.4 APAKSH shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of APAKSH, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with employees.
- 8.5 APAKSH shall not revalue its respective assets and liabilities in its balance sheets without the express written consent of AKSH.
- 8.6 Notwithstanding anything else contained in this Scheme, AKSH or APAKSH may declare any dividend (interim or final) or bonus shares as per applicable law with the consent of Board of Directors of the Transferor Company and the Transferee Company.
- 8.7 It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any shareholder of Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Directors of the Transferor Company and the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Company and the Transferee Company, respectively.
- 8.8 Notwithstanding anything else contained in this Scheme, during the pendency of the Scheme, APAKSH and AKSH are expressly authorized to raise capital for the purpose of funding growth or any other purpose, in

any manner as considered suitable by their Board of Directors, whether by means of rights issue, preferential issue, public issue or any other manner whatsoever. Further, such funds may be raised by means of any instrument considered suitable by their respective Board of Directors, including warrants, equity/ equity linked instruments, preference shares, convertible/ non convertible bonds, debentures, debt, etc. Provided that any such capital raising exercise shall be approved in writing by the Board of Directors of APAKSH/ AKSH to preserve the interests of its shareholders.

- 8.9 With effect from the Effective Date and until such time the names of the bank accounts of the Transferor Company are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in its name, in so far as may be necessary.

9. CONTRACTS AND DEEDS

- 9.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, memorandum of understanding, insurance policies, licenses, leases, (including all tenancies, leases, licenses and other assurances in favour of the Transferor Company or powers or authorities granted by or to it), hire-purchase arrangements and other instruments, if any, of whatsoever nature to which the Transferor Company is a party and subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.
- 9.2 The Transferee Company may enter into and/ or issue and/ or execute deeds, writings or confirmations, affidavits, declarations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme. It is clarified that any inter-se contracts between the Transferor Company and the Transferee Company as on the Effective Date shall stand merged and vest in the Transferee Company.
- 9.3 All subsisting agreements/ arrangements/ licenses/ permissions/ registrations/ applications of the Transferor Company relating to the use of patents, patent applications, trade marks (including logos), brands, copyrights, websites, and / or technology, know-how, designs, process and all other intellectual property and rights, as on the Effective Date shall accrue to and for the benefit of the Transferee Company.

10. MERGER OF AUTHORISED SHARE CAPITAL OF TRANSFEROR COMPANY WITH TRANSFEE COMPANY

- 10.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Company shall stand transferred to and be added with the authorized equity share capital of Transferee Company, without any liability for payment of any additional fees (including fee to Registrar of Companies) or stamp duty. Further, if required the Transferee Company shall take necessary steps to further increase and/or alter its authorised share capital suitably to enable it to issue and allot shares under the Scheme.
- 10.2 Consequently, subject to any increase and/or alteration in the authorized share capital of the Transferee Company as may be effected with the approval of its shareholders during the pendency of the Scheme for issue and allotment of shares under the Scheme, upon coming into effect of the Scheme and particularly the Clause 10.1 mentioned herein above, the authorized share capital of the Transferee Company shall be increased and accordingly, the Memorandum and Articles of Association of the Transferee Company shall automatically stand amended and words and figures in Clause V of the Memorandum of Association shall be substituted. It is hereby clarified that the Transferee Company through its Board, if required, would be entitled to make appropriate classification of its authorized share capital and provide suitable clarifications to the Registrar of Companies with regard to the addition of the authorized share capital of the Transferor Company with the Transferee Company in Clause V in its Memorandum of Association to facilitate issue and allotment of shares under the Scheme.
- 10.3 The filing fee and stamp duty already paid by the Transferor Company on its Authorized Share Capital, which is being clubbed to the Authorized Share Capital of the Transferee Company and/or the reorganization of the authorised share capital of the Transferee Company in terms of sub-clause hereinabove, shall be deemed to have been paid by the Transferee Company and accordingly, the fee paid by the Transferor Company on its authorized share capital will be eligible for adjustment against the fee on the increased authorized share capital of the Transferee Company so increased or reorganised pursuant to the Scheme.

- 10.4 All steps for reorganizing of share capital and changes to the memorandum of association of the companies under this Scheme, shall be undertaken as an integral part of this Scheme in accordance with the provisions of Sections 391-394 of the Act read with section 100 to 103 of the Act and shall be deemed to be in compliance of Section 100 to 103 of the Companies Act, 1956 and Sections 5, 13, 14, 42, 52, 61, 62 of the Companies Act, 2013 or other applicable Sections of the Act and no other steps or procedures would need to be undertaken by the concerned companies to give effect to the same. Consequential changes shall also apply with respect to the existing issued, subscribed and paid up capital of the Transferor Company and the Transferee Company.

11. DISSOLUTION OF TRANSFEROR COMPANY

On the Scheme coming into effect, the Transferor Company shall, without any further act or deed, stand dissolved without the process of winding up.

12. LEGAL PROCEEDINGS

- 12.1 All legal proceedings of whatsoever nature by or against the Transferor Company pending and/ or arising at the Appointed Date and relating to the Transferor Company or its properties, assets, debts, rights, liabilities, duties and obligations referred to in Clause 2.1 (f), shall be continued and/ or enforced until the Effective Date as desired by the Transferee Company and as and from the Effective Date shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. On and from the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings in its name in relation to the Transferor Company in the same manner and to the same extent as would or might have been initiated by the Transferor Company.
- 12.2 After the Appointed Date, if any proceedings are taken against the Transferor Company, the same shall be defended by and at the cost of the Transferee Company.

13. STAFF, WORKMEN AND EMPLOYEES

- 13.1 On the coming into effect of the Scheme, all staff and employees of APAKSH in service on such date shall be deemed to have become staff and employees of AKSH without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with AKSH shall not be less favourable than those applicable to them with reference to APAKSH on the Effective Date.
- 13.2 Upon the Scheme coming into effect, all staff welfare schemes including the existing Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, created by APAKSH for its employees shall be transferred to AKSH. APAKSH shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme, to AKSH. All obligations of APAKSH with regard to the said Fund or Funds as defined in the respective trust deed and rules shall be taken over by AKSH from the Effective Date to the end and intent that all rights, duties, powers and obligations of APAKSH in relation to such Fund or Funds shall become those of AKSH and all the rights, duties and benefits of the employees employed in APAKSH under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of APAKSH will be treated as having been continuous for the purpose of the said Fund or Funds.

14. TREATMENT OF TAXES

- 14.1 The Tax Deducted at Source (TDS)/advance tax including MAT credit entitlement, provision for income tax, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferor Company assessable for the period commencing from Appointed Date shall be deemed to be the tax deducted from/advance tax paid by the Transferee Company and credit for such TDS/advance tax (including MAT credit) shall be allowed to the Transferee Company notwithstanding that certificates or challans for TDS/advance tax/ MAT are in the name of the Transferor Company and not in the name of the Transferee Company. The income tax, if any, paid by the Transferor Company on or after the Appointed Date, in respect of income assessable from that date, shall be deemed to have been paid by or for the benefit of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date notwithstanding that the period for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme becoming effective; notwithstanding that the time prescribed for such revision may have elapsed.

- 14.2 The wealth tax, if any, paid by the Transferor Company in respect of its assets under the Wealth Tax Act, 1957, on or after the Appointed Date shall be deemed to have been paid by the Transferee Company. The Transferee Company shall, after the Scheme becomes effective, be entitled to file the wealth tax return for the relevant valuation date notwithstanding that the time prescribed for filing such returns may have lapsed. Further the Transferee Company shall, after the Scheme becomes effective, be entitled to revise the wealth tax returns, if any, filed by the Transferor Company for any year if so necessitated or consequent to this Scheme becoming effective; notwithstanding that the time prescribed for such revision may have elapsed.
- 14.3 Similarly, any other taxes including but not limited to excise duty, CENVAT, cess, service tax, value added tax, sales tax etc. paid by the Transferor Company on or after the Appointed Date, in respect of the period after such date shall be deemed to have been paid by or for the benefit of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date, notwithstanding that the time prescribed for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme becoming effective, notwithstanding that the time prescribed for such revision may have elapsed.
- 14.4 Without prejudice to generality of the aforesaid, any concessional or statutory forms under the laws of the Central or State Sales Tax or Value Added Tax (VAT), Service Tax or local levies issued or received by the Transferor Company, if any, in respect of period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Company.
- 15. SAVING OF CONCLUDED TRANSACTIONS**
- 15.1 The transfer of Merged Undertaking (including assets, liabilities, rights and obligations) under Clause 4 above and the continuance of proceedings by or against the Transferee Company under Clause 12 herein above shall not affect any transaction or proceedings already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of Transferee Company.
- 15.2 Since each of the permissions, approvals, registrations, consents, sanctions, remissions, special reservations, right of way, insurance policy, incentives, concessions and other authorizations of the Transferor Company shall stand transferred by the order of the Hon'ble Tribunal to the Transferee Company, the Transferee Company may file the relevant intimations, for the record of the statutory authorities or any relevant authority or person who shall take them on file, pursuant to the vesting order of the Tribunal.

PART IV –OTHER CONDITIONS APPLICABLE TO THE SCHEME

16. APPLICATIONS TO TRIBUNAL

- 16.1 The Transferee Company and the Transferor Company shall, with all reasonable dispatch, make applications to the Tribunal under Section 391 of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the shareholders and/ or creditors of the Transferor Company and the Transferee Company as may be directed by the Tribunal.
- 16.2 That the Scheme, in no way, is a Scheme of compromise or arrangement with the creditors as all the creditors of the Transferor Company and the Transferee Company will be paid in the usual course of business and therefore, the present Scheme of Amalgamation will not be affecting the rights of the creditors of the Transferor and Transferee Companies in any manner as the aggregate assets of the Transferor Company and the Transferee Company are more than sufficient to meet the liabilities of all the creditors of the Transferor Company and the Transferee Company in full.
- 16.3 On the Scheme being agreed to by the requisite majorities of the classes of the shareholders and/ or creditors of the Transferee Company and the Transferor Company as directed by the Tribunal or their meetings dispensed with, the Transferee Company and the Transferor Company shall, with all reasonable dispatch, apply to the Tribunal, for sanctioning the Scheme under Sections 391 to 394 of the Act and other provisions of the Act (if any) and for such other order or orders, as the said Tribunal may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up.

- 16.4 The Transferee Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or borrower, statutory or regulatory authorities as the case may be that pursuant to the Tribunal having sanctioned the Scheme, the said person, debtor or borrower shall pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realize the same is in substitution of the right of the Transferor Company.

17. MODIFICATION OR CLARIFICATION OR WITHDRAWAL

- 17.1 The Transferor Company (by their Board of Directors or their committee thereof) and the Transferee Company (by their Board of Directors or their committee thereof) may assent to any modification(s) or amendment(s) in this Scheme which the Tribunal and/ or any other authority or any other body may deem fit to direct or impose or which may otherwise be considered necessary or desirable for implementing and/ or carrying out the Scheme or which may be considered necessary due to any change in law or other reason; and the Transferor Company (by their Boards of Directors or their committee thereof) and the Transferee Company (by their Boards of Directors or their committee thereof) be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme, or to withdraw the Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the Tribunal or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerning or connected therewith.
- 17.2 For the purpose of carrying on the business of APAKSH pursuant to the Scheme, AKSH shall, if and to the extent required, apply for and obtain the necessary approvals from the appropriate regulatory authority, if required for the carrying on the business of APAKSH.
- 17.3 If any part of this Scheme is found to be unworkable, invalid or unenforceable for any reason whatsoever, the same shall not, subject to the decision of the respective Boards of Directors of the Transferor Company and Transferee Company, affect the adoption or validity or interpretation of the other parts and/ or provisions of this Scheme. It is hereby clarified that the Board of Directors of the Transferor Company and Transferee Company may in their absolute discretion, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such case each company shall bear its own cost or bear costs as may be mutually agreed. It is made clear that no further approval of shareholders or creditors shall be necessary for giving effect to the provisions contained in this Clause 17.
- 17.4 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Board of the Transferor Company and Transferee Company may give and are authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 17.5 No party claiming to have acted or not acted or changed his position in anticipation of this Scheme, will have any cause of action against the Transferor Company or the Transferee Company or any of their directors, officers, if the scheme is not effective for any reason whatsoever, or is withdrawn or modified. The decision of the Board of Directors of the Transferor Company and the Transferee Company shall be final and binding on all the parties.
- 17.6 The scheme set out herein in its present form or with any modification(s) to be approved or imposed or directed by the Tribunal, shall be operative from the Appointed Date but shall be effective from the Effective Date.
- 17.7 Upon the coming into effect of this Scheme:
- (a) the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.
 - (b) the borrowing limits of the Transferee Company, shall without further act or deed stand enhanced by an amount being the aggregate limits of the Transferor Company which are being transferred to the Transferee Company pursuant to this Scheme and the Transferee Company will not be required to pass any fresh resolution(s) in this regard.

18 CONDITIONALITY OF THE SCHEME

18.1 This Scheme is conditional upon and subject to all of the following:

- (a) approval of Scheme by SEBI in terms of the SEBI Circulars and the Stock Exchanges pursuant to Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
- (b) the consents by the requisite majority of the shareholders and/ or creditors, if any, of the Transferor Company and Transferee Company to the Scheme, if required or their meeting being dispensed with; and the requisite orders of the Hon'ble Tribunal sanctioning the Scheme in exercise of the powers vested in it under the Act;
- (c) such other sanctions and approvals including sanctions of any government or regulatory authority as may be required by law in respect of the Scheme;
- (d) approval of the scheme by the public shareholders of the Transferee Company (in case required) in accordance with the provisions of the SEBI Circulars and such approval shall be obtained through resolution passed through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.
- (e) the certified copies of the Tribunal order being filed with the jurisdictional Registrar of Companies by the Transferor Company and the Transferee Company.

18.2 The approval to this Scheme under Sections 230 and 236 of the Act by the shareholders and/or creditors of the Transferor Company and Transferee Company, shall be deemed to have the approval of the shareholders and/or creditors, as the case may be, for all matters under the applicable provisions of the Act, rules and regulations made there under, including but not limited to Sections 5, 13, 14, 42, 52, 61, 62 and 66 of the Companies Act, 2013 and rules made thereunder.

19 EFFECT OF NON-APPROVALS

In the event any of the said sanctions and approvals referred to in Clause 18 above not being obtained and/ or the Scheme not being passed as aforesaid before December 31, 2017 or within such further period or periods as may be agreed upon between Transferee Company by its Directors and the Transferor Company by its Directors (and which the Board of Directors of the Company are hereby empowered and authorised to agree to and extend from time to time without any limitations), this Scheme of Amalgamation shall stand revoked, cancelled and be of no effect and null and void save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as may otherwise arise in law and in such event each party shall bear their respective costs, charges and expenses in connection with the Scheme.

20 COSTS, CHARGES AND EXPENSES

- 20.1 All costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to this Scheme), levies, fees and all other expenses, if any (save as expressly otherwise agreed) of AKSH and APAKSH arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by AKSH. These shall be deemed as expenses of the Scheme.
- 20.2 Since the transfer of properties will take effect in the state of Rajasthan pursuant to the order of Tribunal under section 394 of the Act, Amalgamating Company (whose more than 90% of the issued share capital is beneficially held by AKSH) and AKSH shall be entitled to avail the stamp duty exemption/remission under the stamp duty remission Notification No. 1, dated 16th January, 1937 or any other prevailing notification/ order in accordance with law and the concerned authorities shall grant the same.

APAKSH BROADBAND LIMITED

Authorized Signatory

AKSH OPTIFIBRE LIMITED

Authorized Signatory

Ref: NSE/LIST/10642

March 30, 2017

The Chief – Corporate Affairs & Company Secretary
Aksh Optifibre Limited
A-25, 2nd floor
Mohan Cooperative Industrial Estate,
Mathura Road,
New Delhi - 110004

Kind Attn.: Mr. Gaurav Mehta

Dear Sir,

Sub: Observation letter for draft Scheme of amalgamation of APAKSH Broadband Limited with Aksh Optifibre Limited and their respective shareholders

This has reference to Scheme of Amalgamation of APAKSH Broadband Limited with Aksh Optifibre Limited and their respect shareholders submitted to NSE on January 27, 2017.

Based on our letter reference no Ref: NSE/LIST/1078 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated March 30, 2017, has given following comments on the draft Scheme of Amalgamation:

- 1. Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
- 2. Company shall duly comply with various provisions of the circular.*
- 3. Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- 4. It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments /observations /representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

1



The validity of this “Observation Letter” shall be six months from March 30, 2017, within which the Scheme shall be submitted to the NCLT. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by NCLT, you shall submit to NSE the following:

- a) Copy of Scheme as approved by the NCLT;
- b) Result of voting by shareholders for approving the Scheme;
- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme,
- d) Status of compliance with the Observation Letter/s of the stock exchanges.
- e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f) Complaints Report as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

DCS/AMAL/MD/R37/759/2016-17

March 30, 2017

The Company Secretary
AKSH OPTIFIBRE LTD.
 F 1080 RIICO Industrial Area,
 Phase-III ,Bhiwadi – 301019, Rajasthan.

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement of APAKSH Broadband Limited with Aksh Optifibre Limited.

We are in receipt of Draft Scheme of Arrangement involving Amalgamation of Apaksh Broadband Limited with Aksh Optifibre Limited and their respective shareholders and creditors filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated March 30, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company shall ensure that additional information, if any, submitted by the company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- “Company shall duly comply with various provisions of the Circulars.”
- “Company is advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230 (5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

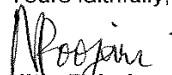
S&P  BSE
 SENSEX

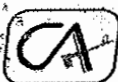
:2:

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
 Manager



Chhajed & Chhajed Co.
CHARTERED ACCOUNTANTS

5311-A, Hardhyan Singh Road, Dev Nagar,
Karol Bagh, New Delhi - 110005
[Mobile: 9899997603, 011-45034170]
[E-mail:- rahul.girdhar87@gmail.com]

January 12, 2017

STRICTLY PRIVATE AND CONFIDENTIAL

The Board of Directors

AKSH OPTIFIBRE LIMITED

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

The Board of Directors

APAKSH BROADBAND LIMITED

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

Dear Sirs,

Subject: Recommendation of share swap ratio for the purpose of the proposed amalgamation of APaksh Broadband Limited ("APAKSH") into Aksh Optifibre Limited ("AKSH")

This has reference to our appointment as independent valuers, vide Letter of Engagement dated October 3, 2016 pursuant to which we have carried out valuation of AKSH, and APAKSH, with a view to recommend a fair exchange ratio of equity shares for the proposed amalgamation of APAKSH into AKSH, (hereinafter collectively referred to as "Companies"), with an Appointed Date of April 1, 2016.

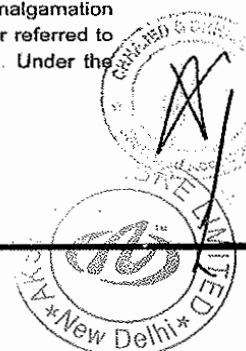
The detailed scope and purpose of our report is described hereunder:

SCOPE AND PURPOSE OF THIS REPORT

AKSH is the flagship company for AKSH group and is engaged in manufacturing of OF, OFC, FRP wires and providing E-Governance services (1 Stop Aksh), IPTV, FTTH services in India.

APAKSH is one of the group companies of AKSH incorporated to design, develop, install, and maintain in the State of Andhra Pradesh voice and broadband network. The Board of Directors of the Companies have proposed to amalgamate APAKSH into AKSH with effect from the Appointed Date of April 1, 2016 (opening of business hours).

The aforesaid amalgamation is proposed to be achieved by a Scheme of Amalgamation under the provisions of Section 391-394 of the Companies Act, 1956, (hereinafter referred to as the "Scheme of Amalgamation"), a draft of which has been provided to us. Under the



The aforesaid amalgamation is proposed to be achieved by a Scheme of Amalgamation under the provisions of Section 391-394 of the Companies Act, 1956, (hereinafter referred to as the "Scheme of Amalgamation"), a draft of which has been provided to us. Under the Scheme of Amalgamation, the shareholders of APAKSH (other than AKSH) be issued equity shares of AKSH as consideration for the said amalgamation.

In this connection, Chhajed & Chhajed Co has been engaged to submit a report recommending the share swap ratio for the purpose of the aforesaid amalgamation.

This report is our deliverable in respect of the above engagement.

SOURCES OF INFORMATION

The following information has been received from the management of the Companies:

- Audited financial statements of AKSH and its wholly owned Subsidiary for the financial years ended March 31, 2014, March 31, 2015 and March 31, 2016;
- Financial projections of AKSH and its wholly owned subsidiary for the period April 1, 2016 to March 31, 2022;
- Other representations, information and explanations as were required and provided to us by the management of the Companies, specifically including those provided to us vide representation letters dated January 12, 2017 by AKSH, and January 12, 2017 by APAKSH.

We have discussed in detail the industry trends, operations of the businesses, current and future market potential and the assumptions underlying the financial projections with the management of the Companies to augment our understanding of the businesses and to incorporate their views in order to arrive at a fair valuation of the businesses.

BACKGROUND OF THE COMPANIES

AKSH

AKSH is the flagship company of the group engaged in manufacturing of OF, OFC, FRP wires and providing E-Governance services (1 Stop Aksh), IPTV, FTTH services in India. The company exports its products in more than 60 countries and has been instrumental in implementing international turnkey projects in Bhutan and Mauritius. AKSH has two manufacturing facility being in Bhiwadi and Reengus. The Company also has manufacturing facility in JAFZA which is owned and operated by fully owned subsidiary AOL FZE, Dubai

In terms of business segments, the operations of the Company could be divided into 2 business segments, namely,

- ✓ Manufacturing business (including sale of OF and OFC wires) and
- ✓ Service business taking care of the turnkey projects and consultancy services



Capital structure of AKSH (As on March 31, 2016)

Share Capital	Amount (In INR)
Authorized Share Capital: 170,100,000 equity shares of Rs 5 each	8,50,500,000
Issued, Subscribed and Paid up Share Capital: 162,665,070 equity shares of Rs 5 each	8,13,325,350

There has been no change in capital structure of AKSH post March 31, 2016. The Company is listed on the stock exchange and its shareholding pattern as on September 30, 2016 are as under:

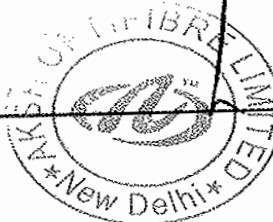
Particulars	Shareholding (%)
Promoter & Promoter Group	29.41%
Public Shareholders	70.59%
Total	100.00%

APAKSH

APAKSH is one of the group companies of AKSH incorporated to undertake to design, develop, install, and maintain in the State of Andhra Pradesh voice and broadband network. The operations so so planned could not be launched in the past. .

Capital structure of APAKSH (As on March 31, 2016)

Share Capital	Amount (In INR)
Authorized Share Capital: 350,000,000 equity shares of Rs 5 each	1,750,000,000
Issued, Subscribed and Paid up Share Capital: 300,000,000 equity shares of Rs 5 each 226,125,000 equity shares of Rs 5 each fully paid up 73,875,000 equity shares of Rs 3 each- Forfeited	1,352,250,000



There has been no change in capital structure of APAKSH post March 31, 2016. The shareholding pattern as on March 31, 2016 is as under

Particulars	Shareholding (%)
Aksh	99.92%
Other shareholders	00.08%
Total	100.00%

APPROACH - FAIR BASIS OF AMALGAMATION

For the purpose of arriving at the share swap ratio for the aforesaid amalgamation, we have placed reliance on various judicial precedents laid down by Hon'ble Courts while deciding the matters involving determination of share swap ratios.

For instance, the Supreme Court in the matter of merger of Tata Oil Mills Company Limited ("TOMCO") with Hindustan Lever Limited ("HLL") held that in case of amalgamation, a combination of all or some of the accepted methods of valuation may be adopted for the purpose of fixation of share swap ratio of the shares of two companies. Similar principles have been laid down in other judicial precedents including in the merger of Mafatlal Fine Spinning and Manufacturing Company Limited ("MFL") with Mafatlal Industries Limited ("MIL").

Based on the underlying principle laid down in the judicial precedents, we have described below the methodologies used by us and the recommended share swap ratios.

- Net Asset Value method;
- Comparable Companies Multiples method;
- Discounted Cash Flows method; and
- Market Capitalization method.

Net Asset Value (NAV) method

The Net Asset Value approach indicates the fair value of shares based on their asset backing. The fair value/ realizable value of all assets appearing in the balance sheet of a company are aggregated and the value of all external liabilities is reduced to arrive at 'Net Assets' owned by the company. This valuation approach is used in case where the enterprise is to be liquidated i.e. it does not meet the 'going concern' criteria. Also, in certain situations, where assets are primary value drivers, NAV method may be used.



In view of the current operational profile of APAKSH, we have found NAV, as the most appropriate methodology for valuation of APAKSH. For computing the NAV, we have considered the audited financials of the Companies as on March 31, 2016 based on management representation that the aggregate of fair values/ realizable values of the assets and liabilities should be equal to the aggregate of book values disclosed in the aforesaid financials.

Further given the current operational profile of Aksh, we have also undertaken NAV valuation of the consolidated entity as on March 31, 2016 based on management representation on management representation that the fair values/ realizable values of the assets and liabilities are equal to the book values disclosed in the aforesaid financials.

Comparable Companies Multiple (CCM) method

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

AKSH is a listed company and there are some listed comparable companies to AKSH and APAKSH in India and overseas, but there are significant differences in operational and financial positions of such companies. Considering the same, we have not used this method for valuation of the Companies.

Discounted Cash Flows (DCF) method

The DCF method is one of the most scientific methods among all the valuation methods in terms of conceptual framework. As per this method, enterprise value is defined as following:

'Enterprise Value = Present value of future cash flows that are available to debt holders and equity shareholders of the Company'

The enterprise value so derived is not impacted by accounting practices as it is based on cash flows and not book profits. Further, DCF method incorporates all factors relevant to business (e.g. tangible and intangible assets, current and future competitive position, financial and business risks, etc.).

We have used the DCF method for computing the equity value for AKSH and its Subsidiary AOL FZE on standalone basis.

Based on the financial projections provided by the management for AKSH and AOL FZE, we have arrived at the free cash flows to the firm, which then have been discounted by the Weighted Average Cost of Capital ("WACC").



WACC of 14.8% has been computed for Aksh based on Cost of Equity ("COE") and post-tax cost of debt, which is considered reasonable given the nature of business and its financing pattern.

For AOL FZE, a WACC of 11.4% has been computed, based on risk free rates and market risk premia appropriate to the geography in which it operates.

In computing the COE, we have considered the following parameters:

We have applied Capital Asset Pricing Model ("CAPM") to estimate the cost of equity. The cost of equity as per the model is arithmetically expressed as follows:

$$\text{Cost of equity} = \text{Risk free rate} + (\text{Beta} \times \text{Market risk premium})$$

- Risk free rate ("Rf") - Rf has been assumed at 6.63%¹ per annum for Aksh and 2.6% per annum for AOL FZE respectively based on broad average of daily YTMs of long term Indian and US government bonds (with ten year residual maturity), which is widely accepted as a good indicator of the risk free rate
- Market risk premium - Market risk premium is the difference between the expected rate of return on the market portfolio and the risk free rate. Appropriate market risk premia have been considered for both AOL and AOL FZE based on the geographies in which they operate
- Beta - We have considered beta based on our understanding of the industry, the size, nature of operations and risks associated with the business model.

The Enterprise Value so arrived based on the above is being adjusted for net debt including surplus cash, value of investments and non-operational assets and liabilities to arrive at Equity Value of AKSH.

Market Capitalization method

We have used this method to compute the value of AKSH only. Under this method, the valuation is computed on market price per share in line with the guidelines laid down by SEBI in relation to the preferential allotment rules. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. AKSH is a listed company and has an actively traded shares. We have computed the value of AKSH as per the market price as on the latest day i.e January 11, 2017.

<https://rbidocs.rbi.org.in/rdocs/Wss/PDFs/WSSF06012017FDBB715A4AAB47A4B7E5C79E87A1DEBE.PDF>

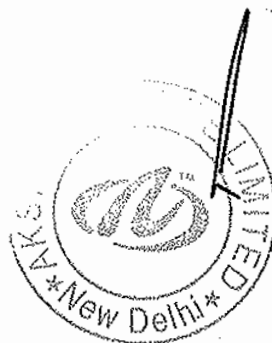
<https://www.treasury.gov/resource-center/data-chart-center/interest-rates/Pages/TextView.aspx?data=yield>



SHARE SWAP RATIOS FOR AMALGAMATION

The fair basis for share swap computation for amalgamation of APAKSH into AKSH has been determined after taking into consideration all the factors and methodologies mentioned hereinabove. Further, we have applied suitable weights to each of the methodologies for arriving at the fair value of the Companies. For AKSH, given the fact that it is a listed company, maximum weight has been given to the market capitalization method. Further, it may be noted that while the appointed date for the proposed amalgamation is April 1, 2016, the valuation results given below should apply as of date as well based on the understanding that there are no significant changes to the financial position and business outlook of the respective companies after this date.

Valuation Methodologies Adopted		
AKSH	DCF - 15% MARKET CAP - 70% NAV - 15%	INR 5,028.2 MN i.e. INR 30.91 per share
APAKSH	DCF - 0% NAV - 100% CCM - 0%	INR 1,314.9 MN i.e. INR 5.81 per share



In the light of the above, and in consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion a fair share swap ratio for the aforementioned amalgamation should be as follows:

Amalgamation of APAKSH into AKSH	25 fully paid-up equity shares of Rs. 5/- each of AKSH for every 133 fully paid-up equity share of Rs. 5/- each of APAKSH held by the members of APAKSH (other than AKSH*).
----------------------------------	---

**AKSH holds 225,950,000 fully paid-up equity shares in APAKSH, which will be cancelled at the time of the amalgamation of two entities in accordance with law. Accordingly, only the balance 175,000 fully paid-up equity shares of APAKSH held by the members other than AKSH will be entitled to new equity shares in merger.*

Yours faithfully,

Chhajed & Chhajed Co

CA HEMANT KUMAR CHHAJED

M NO. 074664



SCOPE LIMITATIONS

This report is subject to the limitations detailed hereinafter. As such the report has to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

- Computation of share swap ratio is specific to the intended purpose as agreed in the terms of our engagement letter. Also, the share swap ratio recommended in this report is as on April 1, 2016 with the proposed Appointed Date of amalgamation (April 1, 2016). Accordingly, the share swap ratio should not be used for any other purpose nor would it be applicable as at any other date.
- We owe responsibility only to the Board of Directors of the Companies, who have retained us and do not accept any liability to any third party, in relation to this report. Neither the report nor the contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Amalgamation, without our prior written consent.
- The determination of share swap ratio involves considerable exercise of professional judgment as regards alternative methodologies and is also significantly influenced by prevailing industry, economic and market (including capital market) conditions. We have exercised reasonable care while exercising professional judgment and consideration of the aforesaid factors; however, it is possible that any other valuer may not agree with the methodologies used by us and the relevant factors considered by us.
- Our valuation results are, to a significant extent, subject to continuance of prevailing industry, economic and market (including capital market) trends beyond the date of report. We, however have no obligation to update this report for events, trends or transactions occurring subsequent to the date of our report.
- We have not carried out any due diligence, audit or other tests to establish the accuracy or sufficiency of the financial statements referred hereinabove, or the information or explanations provided to us by the management of the Companies. Further, we are not required to nor do we accept responsibility for the same.
- We have relied on the financial projections prepared by the management of AKSH and its subsidiaries. While we have broadly reviewed and discussed our comments on the assumptions underlying the projections, we have not independently verified the assumptions provided to us and accordingly, there can be no assurance that these assumptions are accurate. We do not express an opinion on the achievability of projections provided to us. We must emphasize that the realizations of the financial projections are dependent on the continuing validity of the assumptions on which such financial projections are based. Since these financial projections relate to the future, actual results may be different from the projected results because events and circumstances do not occur as expected, and differences may be material.



- We have not independently validated the book value of the assets and liabilities as on March 31, 2016 and has completely relied on the numbers provided by the management
- We have not independently validated the information provided to us or explanations given by the management with actual records maintained by the Companies, or any regulatory authorities or any other external source.
- We have not verified the authenticity, legality or completeness of agreements entered into by the Companies with related or third parties or the title deeds of various assets owned by the respective Companies.
- This report includes information not available to the public. Accordingly, this report is strictly confidential, and no part thereof may be reproduced or used by any other party other than the respective companies for its intended use.
- While all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither we, our directors / employees, nor any of our affiliates, their partners / employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied in respect of the completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report.
- While arriving at our conclusions, we have considered and relied on management representation letters dated January 12, 2017 along with management representations explanations provided to us from time to time, without independently validating the same. We take no responsibility for the incorrectness, incompleteness, or inaccuracy of such representations and explanations, and the impact thereof on our conclusions herein. The management of the Companies take full responsibility of the information, explanations and representations provided to us, and it has been agreed in our Engagement Letter that we shall be held harmless and kept fully indemnified by the Companies in the eventuality such information, explanations and representations, are incorrect, incomplete, inaccurate or misleading.





Chartered Capital And Investment Ltd.

418-C, "215 ATRIUM", Andheri Kurla Road, Andheri (East), Mumbai-400 093.

Tel.: 91-22-6692 4111 / 6222 • Fax : 91-22-6692 6222

Website : www.charteredcapital.net

CIN NO: L45201GJ1986PLC008577

Dated: January 12, 2017

The Board of Directors

AKSH OPTIFIBRE LIMITED

(CIN NO: L24305RJ1986PLC016132)

F-1080, RIICO Industrial Area, Phase-III,

Bhiwadi (Rajasthan)-301019

The Board of Directors

APAKSH BROADBAND LIMITED

(CIN No: U92111RJ2005PLC056369)

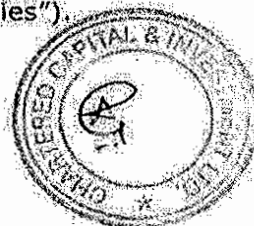
F-1080, RIICO Industrial Area, Phase-III,

Bhiwadi (Rajasthan)-301019

Subject: Fairness Opinion on Valuation Report for the purpose of proposed scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited.

Dear Sir/s,

We M/s Chartered Capital and Investment Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000004018 have been appointed by Aksh Optifibre Limited to provide a fairness opinion on the valuation done by CHhaged & Chhaged Co., Chartered Accountants having its office at 364, GH-1, Paschim Vihar, New Delhi -110063, who were the appointed valuer for the captioned proposed scheme of amalgamation of Aksh Optifibre Limited and APAksh Broadband Limited (hereinafter collectively referred to as the "Companies").





Since the scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited (hereinafter referred as the "Scheme") is common for both the Companies, we deem it imperative to issue a consolidated fairness opinion on the valuation report in relation to both the Companies concerned.

Scope and Purpose of the Opinion

Pursuant to the requirements of SEBI circular no. CIR/CFD/CMD/16/2015 dated 30th November, 2015, a fairness opinion has to be obtained from an independent merchant banker on the valuation of assets/shares done by the valuer for the listed as well as unlisted companies. The purpose of the opinion is to safeguard the interest of the shareholders and that of the companies involved in the proposed Scheme and this opinion shall be made available to the shareholders of the relevant Companies at the time of their meeting to pass the necessary resolution for the proposed Scheme and to any other relevant authority.

We have not made an appraisal or independent valuation of any of the assets or liabilities of any of the Companies and have not conducted an audit or due diligence or reviewed/ validated the financial data except what is provided for in the Valuation Report and financial data provided to us by the Company or Valuer.

Disclaimer: This report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Company and should also not be considered as a final equity value of the Company.

Our report does not, in any way, guarantee that the equity shares of Companies will continue to remain at the price on which the valuation of the shares takes place.





This letter is for the benefit of and confidential use by the Company. This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

In no circumstances whatsoever, will Chartered Capital and Investment Limited, its Directors and employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Draft Scheme of Amalgamation.
2. Valuation Report given by Chhajed & Chhajed Co., Chartered Accountants, dated January 12, 2017.

Approach followed for valuation

The share exchange ratio calculated in the valuation report has been arrived at by the adoption of several commonly used and accepted methods for determining the fair value of the equity shares of a company, to the extent relevant and applicable, including:

1. Net Asset Value method;
2. Discounted Cash Flows method; and
3. Market Capitalization method.





Fairness Opinion

We in the capacity of SEBI registered Merchant Banker do hereby certify that the valuation done by Chhajed & Chhajed Co., Chartered Accountants the valuer for determining the share exchange ratio in respect of proposed scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited, in the ratio that the shareholders of APAksh Broadband Limited (excluding Aksh Optifibre Limited) would receive 25 fully paid-up equity shares of face value of Rs 5/- each of Aksh Optifibre Limited for every 133 fully paid-up equity shares of face value of Rs 5/- each held by the shareholders in APAksh Broadband Limited as a consideration for the proposed amalgamation on the basis of the aforesaid methodologies is fair and reasonable.

Thanking You

For Chartered Capital and Investment Limited

A.K. Gattani

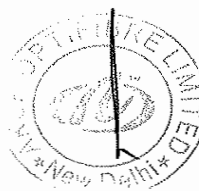
Amit Gattani

Assistant Vice President



Date: January 12, 2017

Place: Mumbai



4


AKSH

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

March 10, 2017

The Listing Compliance Department
The Manager- Listing
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir,

Ref: Complaints Report as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub: Scheme of Amalgamation of APAKsh Broadband Limited ("Transferor Company") with Aksh Optifibre Limited ("Transferee Company") and their respective shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956 and Sections 230-236 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013.

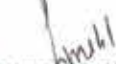
With reference to our application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of APAKSH Broadband Limited ("Transferor Company") with Aksh Optifibre Limited ("Transferee Company") and their respective shareholders and Creditors filed on January 27, 2017, we are enclosing herewith the Complaint Report in accordance with the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

We enclose herewith Complaints Report dated March 10, 2017 for the period February 16, 2017 to March 10, 2017.

Kindly take the above on your records.

Thanking You,

For Aksh Optifibre Limited.


Gaurav Mehta
Chief-Corporate Affairs & Company Secretary
Encl: A/a



We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

Complaints Report for the period February 16, 2017 to March 10, 2017

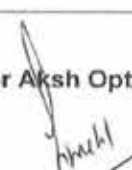
PART A

Sr. No.	Particulars	Number
1	Number of Complaints received directly	NIL
2	Number of Complaints forwarded by Stock Exchanges	NIL
3	Total Number of Complaints/comments received (1+2)	NIL
4	Number of Complaints resolved	NIL
5	Number of Complaints pending	NIL

PART B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
NIL			

For Aksh Optifibre Limited


Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Date : March 10, 2017

Place: New Delhi

We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

Report of the Board of Directors on the Draft Scheme of Amalgamation ("Scheme") between APaksh Broadband Limited ("Transferor Company") and AKSH Optifibre Limited ("Transferee Company") and their respective shareholders

The Company has placed before the Board of Directors on 14th January, 2017, the Draft Scheme of Amalgamation between APaksh Broadband Limited ("Transferor Company") and AKSH Optifibre Limited ("Transferee Company") and their respective shareholders ("Scheme") under the applicable provisions of the Companies Act, 2013.

At the Board Meeting the following documents were placed before the Board of Directors for their consideration-

- Scheme of Amalgamation of the Transferor Company with the Transferee Company;
- Memorandum of Association and Article of Association of the Companies;
- Audited accounts of Companies as on March 31, 2016;
- Provisional financial statements of the Companies as on December 31, 2016
- Valuation Report dated 12.01.2017, issued by M/s Chhajed & Chhajed, Co. Chartered Accountants, recommending the 25:133 as Share Entitlement Ratio for the Amalgamation of the Transferor Company with the Transferee Company.
- Fairness Opinion dated 12.01.2017 issued by Chartered Capital and Investment Ltd., SEBI Registered Merchant Banker recommending the Share Entitlement Ratio of 25:133 as for the Amalgamation of the Transferor Company with the Transferee Company as fair and reasonable.
- Report from the Audit Committee recommending the draft scheme;
- Statutory Auditor's Certificate confirming the compliance of the accounting treatment;

Report

- Based on review of the Draft Scheme of Amalgamation between the Transferor Company and the Transferee Company, Valuation Report dated 12.01. 2017, issued by M/s Chhajed & Chhajed, Co. Chartered Accountants and the Fairness Opinion dated 12.01. 2017 issued by Chartered Capital and Investment Ltd. SEBI registered Merchant Banker, and the recommendation of Audit Committee, the Board of Directors believe that the Scheme of Amalgamation and the Share Entitlement Ratio of 25:133 [i.e. 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("New Equity Shares")] is fair and reasonable.

Chandha



We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

2. The Board of Directors observe that no issues or difficulties regarding the valuation has been mentioned in the Valuation Report dated 12.01.2017, issued by M/s Chhajer & Chhajer. Co. Chartered Accountants.
3. The Draft Scheme of Amalgamation relates to transfer of the entire business/ undertaking of the Transferor Company including its assets and liabilities to the Transferee Company. Upon the Scheme becoming effective, the shareholders of the Transferor Company shall be allotted shares in the Transferee Company.
4. The effect of the proposed Scheme of Amalgamation on the shareholders and creditors of the Company would be as follows:-

Effect of the compromise or arrangement on:	
(a) Key Managerial Personnel;	Dr. Kailash S. Choudhari, Chairman & Managing Director, Mr. Gaurav Mehta, Chief-Corporate Affairs & Company Secretary and Mr. Satyendra Gupta, Deputy Managing Director will get shares of Aksh Optifibre Limited after merger as they are the shareholder of APAksh Broadband Limited.
(b) Directors;	Two Directors are common i.e Dr. Kailash S. Choudhari and Mr. Amrit Nath in Transferor and Transferee Company. Other Directors of the Transferee Company and / or its relatives are not in any manner interested in the Scheme.
(c) Promoters;	Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholders of APAksh Broadband Limited. The promoter members shareholding percentage may remain almost same at 27.85%.
(d) Non-promoter Members;	The non-promoter members shareholding (public shareholding) may increase by 0.02%.
(e) Depositors;	There are no Depositors in the Transferee Company within the meaning of section 73 of the Companies Act, 2013.
(f) Creditors;	No adverse impact
(g) Debenture Holders;	There are no debenture holders in the Transferee Company.
(h) Deposit Trustee and Debenture Trustee;	Not Applicable
(i) Employees of the Company	No adverse impact

*The % change has been calculated based on shareholding as on March 31, 2017.

In the opinion of the Board, the said scheme will be of advantage and beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. It is for these reasons that the Board of Directors of AKSH Optifibre Limited approved the Scheme at their meeting held on 14th January, 2017.

Date: 22.05.2017
Place: New Delhi

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director

APAKSH BROADBAND LIMITED**BALANCE SHEET**

	(Provisional) 31 December 2016 Amount in Rs.	(Audited) 31 March 2016 Amount in Rs.
Equity and liabilities		
Shareholders' funds		
Share capital	1,352,250,000	1,352,250,000
	1,352,250,000	1,352,250,000
Non-current liabilities		
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	0	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	154,642,052	153,909,957
	154,642,052	153,909,957
Current liabilities		
Short-term borrowings	54,792,559	54,792,559
Other Short-term liabilities	693,989	667,480
	55,486,548	55,460,039
TOTAL	1,562,378,600	1,561,619,996
Assets		
Non-current assets		
Fixed assets		
Property, Plant and Equipment	876,418	982,081
Intangible assets	-	-
Capital work-in-progress	1,462,191,325	1,462,191,325
Project Development Expenditure	99,222,323	98,259,987
	1,562,290,066	1,561,433,393
Current assets		
Cash and bank balances	48,037	90,925
Short-term loans and advances	40,497	95,678
	88,534	186,603
TOTAL	1,562,378,600	1,561,619,996

AKSH OPTIFIBRE LIMITED
BALANCE SHEET

	(Provisional) 31-Dec-16 Rs. in lacs	(Audited) 31-Mar-16 Rs. in lacs
Equity and liabilities		
Shareholders' funds		
Share capital	8,133.25	8,133.25
Reserves and surplus	37,729.22	36,433.87
	45,862.47	44,567.12
Non-current liabilities		
Long-term borrowings	5,410.71	2,650.93
Deferred Tax Liabilities (net)	389.36	234.00
Other non current liabilities	475.00	644.25
Long-term provisions	332.02	275.93
	6,607.09	3,805.11
Current liabilities		
Short-term borrowings	5,233.34	4,018.78
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	-	4.85
Total outstanding dues of creditors other than micro enterprises and small enterprises	7,480.55	6,970.28
Other current liabilities	4,444.43	3,387.21
Short-term provisions	390.75	472.14
	17,549.07	14,853.26
TOTAL	70,018.63	63,225.49
Assets		
Non-current assets		
Fixed assets		
Property, Plant and Equipment	8,703.16	7,400.82
Intangible assets	453.70	621.83
Capital work-in-progress including intangible assets	790.03	200.94
Non-current investments	26,371.15	26,033.73
Long-term loans and advances	1,150.64	415.13
Other non-current assets	1,911.95	2,171.55
	39,380.63	36,844.00
Current assets		
Inventories	4,053.96	2,402.05
Trade receivables	16,260.80	14,150.86
Cash and cash equivalents	206.72	316.86
Short-term loans and advances	9,927.68	9,304.79
Other current assets	188.84	206.93
	30,638.00	26,381.49
TOTAL	70,018.63	63,225.49

AKSH OPTIFIBRE LIMITED
STATEMENT OF PROFIT AND LOSS

	(Provisional) 31-Dec-16 Rs. in lacs	(Audited) 31-Mar-16 Rs. in lacs
Income		
Revenue from operations (gross)	33,680.13	46,169.07
Less: excise duty	1,348.92	2,692.60
Revenue from operations (net)	32,331.21	43,476.47
Other income	324.05	354.99
Total revenue (I)	32,655.26	43,831.46
Expenses		
Cost of raw material and components consumed	21,358.63	25,081.32
Purchase of traded goods	865.75	355.64
(Increase)/ decrease in inventories of finished goods,work-in-progress and traded goods	(1,701.79)	525.98
Employee benefits expense	2,009.79	2,109.75
Other expense	5,652.01	8,394.26
Total expense (II)	28,184.39	36,466.95
Earnings before interest ,depreciation & amortization, exceptional items and tax (EBITDA), (I) – (II)	4,470.87	7,364.51
Depreciation and amortization expense	1,453.85	1,872.44
Finance costs	658.71	1,040.12
Profit before exceptional items and tax	2,358.31	4,451.95
Exceptional Item's income / (expense)	(12.99)	(729.26)
Profit before tax	2,345.32	3,722.69
Tax expenses		
Income Tax	894.62	794.48
Earlier Year Taxes	-	
Deferred Tax expense	155.36	234.00
MAT Credit Entitlement	-	657.67
Total tax expense	1,049.98	370.81
Profit for the year	1,295.34	3,351.88
Earnings per equity share [nominal value of share Rs 5/- (March 31, 2016: Rs 5/-)] (refer note no. 39)		
Basic	0.80	2.14
Diluted	0.80	2.14

AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, RIICO Industrial Area, Phase III, Bhiwadi RJ 301019 IN

Corporate Office: A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044

Tel: No. 011-26991508/09, Fax No. 011-26991510

E-mail: aksh@akshoptifibre.com Website www.akshoptifibre.com

CIN: L24305RJ1986PLC016132

NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS (OF THE VALUE OF RS. 10,000 AND ABOVE) OF THE AKSH OPTIFIBRE LIMITED

NCLT CONVENED MEETING

Day	Thursday
Date	29th June, 2017
Time	2.00 P.M
Venue	F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019

INDEX

Sr. No.	Contents	Page
1.	Notice convening meeting of the Unsecured Creditors of Aksh Optifibre Limited.	2
2.	Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	5
3.	Annexure A Scheme of Amalgamation between APAksh Broadband Limited (“ Transferor Company ”) and Aksh Optifibre Limited (“ Transferee Company ”) and their respective shareholders (“ Scheme ”).	17
4.	Annexures B-1 and B-2 Copy of the Observation Letters both dated 30th March, 2017 issued by National Stock Exchange of India Limited (“ NSE ”) and BSE Limited (“ BSE ”) respectively.	30
5.	Annexure C Copy of Independent Valuation Report obtained from Chhajed & Chhajed, Co. Chartered Accountants dated 12th January, 2017.	33
6.	Annexure D Fairness Opinion on the Scheme dated 12th January, 2017 obtained from Chartered Capital and Investment Ltd.	43
7.	Annexure E Complaint Report dated 10th March, 2017 submitted to NSE and BSE .	47
8.	Annexure F Report of the Board of Directors on the Draft Scheme of Amalgamation.	49
9.	Annexure G Provisional Financial Statement for the period ended 31st December, 2016 and Audited Financial Statement for the period ended 31st March, 2016.	51
10.	Annexure H Pre and Post Scheme Shareholding Pattern of Aksh Optifibre Limited and APAksh Broadband Limited.	54
11.	Proxy Form & Attendance Slip	57
12.	Route Map to the venue of the meeting	59

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AT PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA) 42(PB)/2017**

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITOR (OF THE VALUE OF RS. 10,000 AND ABOVE) OF THE AKSH OPTIFIBRE LIMITED PURSUANT TO THE ORDER DATED 9TH MAY, 2017 OF THE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL BENCH, NEW DELHI

To,

The Unsecured Creditors (of the value of Rs. 10,000 and above) of Aksh Optifibre Limited ("Transferee Company"):

Notice is hereby given that by an order dated the **9th May, 2017** the Principal Bench, New Delhi of the National Company Law Tribunal ("**said Order**") has directed a meeting to be held of Unsecured Creditor of the value of Rs. 10,000 and above of the Transferee Company for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation proposed to be made between APaksh Broadband Limited ("**Transferor Company**") and Aksh Optifibre Limited ("**Transferee Company**") and their respective shareholders.

In pursuance of the said Order and as directed therein a meeting of the Unsecured Creditor of the value of Rs. 10,000 and above of the Transferee Company will be held at "F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 2.00 p.m. at which time and place Unsecured Creditors are requested to attend.

The National Company Law Tribunal, Principal Bench, New Delhi ("**Tribunal**") has appointed Mr. Nikhil Singhvi, as Chairperson and Ms. Shardha Karol, as Alternate Chairperson of the said meeting. The above mentioned Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

To transact the Special Business mentioned below, this notice is given for consideration of the resolution mentioned below to be passed at such Tribunal Convened Meeting pursuant to the applicable provisions of the Companies Act, 2013 read with the relevant rules.

The Audit Committee and the Board of Directors of the Company had at their respective meetings held on 14th January, 2017, approved the Scheme, subject to the sanction of the Court/ Tribunal and of such other authorities as may be necessary.

In the said Tribunal Convened Meeting, the following business will be transacted:

To consider and, if thought fit, approve with or without modification(s), the following Resolution under Section 230 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed amalgamation embodied in the Scheme of Amalgamation of APAksh Broadband Limited and the Aksh Optifibre Limited and their respective shareholders ("**Scheme**"):

***"RESOLVED THAT** pursuant to the provisions of Sections 230 to 236 and other applicable provisions, if any, of the Companies Act, 2013 and / or the Companies Act, 1956 and subject to approval of the National Company Law Tribunal ("**NCLT**") and subject to other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors ("**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Amalgamation between APAksh Broadband Limited and Aksh Optifibre Limited and their respective shareholders ("**Scheme**") placed before this meeting, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board (which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and/or imposed by Hon'ble National Company Law Tribunal, while sanctioning the Scheme, or by any other authorities under applicable law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that in pursuance of the said Order a meeting of the Unsecured Creditors of the value of Rs. 10,000 and above of the Transferee Company will be held at "F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 2.00 p.m. at which time and place you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, signed by you or your authorized representatives, is deposited with the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting. The form of proxy can be obtained at the Registered Office of the Company.

Copies of the Scheme of Amalgamation, and of the statement under section 230(3) read with Section 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with enclosures to this notice can be obtained free of charge at the Registered Office of the Company or at the office of its advocates, M/s. Veda Legal, 208-A/3 Ground Floor, (opp. Syndicate Bank, Andolan Park), Savitri Nagar, New Delhi-110017.

Date: 24th May, 2017

Place : New Delhi

sd/-
Nikhil Singhvi
Advocate
Chairperson Appointed for the Meeting

Registered Office:

F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019

NOTES:

1. All alterations made in the Form of Proxy should be initialed.
2. Only Unsecured Creditor of the Applicant Company No. 2 may attend and vote either in person or by proxy (a proxy need not be an Unsecured Creditor of the Applicant Company No. 2 or by Authorised Representative under Sections 112 and 113 of the Companies Act, 2013) at the Unsecured Creditors meeting. The Authorised Representative of a body corporate which is a 'Unsecured Creditor of the Applicant Company No. 2 may attend and vote at the Unsecured Creditors' meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Unsecured Creditors' meeting is deposited at the Registered Office of the Applicant Company No. 2 not later than 48 hours before the meeting.
3. The quorum for the meeting of the Unsecured Creditors of the Applicant Company No. 2/ Transferee Company shall be 130 (One Hundred and Thirty) in number. In case the quorum is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the persons present and voting shall be deemed to constitute the quorum.
4. The form of proxy can be obtained free of charge from the registered office of the Applicant Company No. 2.
5. Unsecured Creditor or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Unsecured Creditors at the registered office of the Applicant Company No. 2 between 10.00 a.m. to 3.00 p.m. on all days (except Saturdays, Sundays and public holidays) upto the date of the meeting.
7. NCLT by its said Order has directed that a meeting of the Unsecured Creditors of the value of Rs. 10,000 and above of the Applicant Company No. 2 shall be convened and held at "F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019 on Thursday, the 29th day of June, 2017 at 2.00 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Unsecured creditors would be entitled to vote in the said meeting either in person or through proxy.
8. In accordance with the provisions of Sections 230–232 of the Companies Act, 2013, the Scheme shall be acted upon only if at the meeting majority in number representing three fourth in value of the unsecured creditors of the Applicant Company No. 2, voting in person or by proxy, agree to the Scheme.
9. The Notice, together with the documents accompanying the same, is being sent to the unsecured creditors either by registered post or speed post or by courier service or electronically by e-mail. The Notice will be displayed on the website of the Applicant Company No. 2 www.akshoptifibre.com.
10. The Notice convening the aforesaid meeting will be published through advertisement in English Daily Business Standard in English, and in Hindi Daily Jansatta vernacular.
11. Mr. Vineet K. Chaudhary Practicing Company Secretary (Membership No. FCS 5327/ COP No. 4548) has been appointed as the scrutinizer to conduct the voting process through ballot or polling paper at the venue of the meeting in a fair and transparent manner.
12. The scrutinizer will submit his report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the unsecured creditors of the Applicant Company No. 2 through ballot or polling paper at the venue of the meeting. The scrutinizer's decision on the validity of the vote shall be final. The results of votes cast through ballot or polling paper at the venue of the meeting will be announced on or before 1st day of July, 2017 at the registered office of the Applicant Company No. 2. The results, together with the Scrutinizer's Reports, will be displayed at the registered office of the Applicant Company No. 2 and on the website of the Applicant Company No.2 www.akshoptifibre.com.
13. Unsecured Creditors as per the books of accounts as on 28th February, 2017 will be entitled to exercise their right to vote on the above meeting.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AT PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA) 42(PB)/2017**

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company
incorporated under the provisions of the
Companies Act, 1956 and having its
Registered Office at F-1080,
RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 230(3) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. In this statement APAksh Broadband Limited is referred to as the "Transferor Company" and Aksh Optifibre Limited is referred to as the "Transferee Company". The other definitions contained in the Scheme of Amalgamation between the Transferor Company and the Transferee Company and their respective shareholders (hereinafter referred to as the "Scheme") will also apply to this statement under Section 230 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Explanatory Statement").
2. A copy of the Scheme between the Transferor Company and the Transferee Company setting out the terms and conditions of the Scheme is attached herewith.
3. Pursuant to the Order dated the 09.05.2017, passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi in Company Application referred to above, a meeting is being convened on Thursday,

29th June, 2017 at 2.00 p.m. at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, of the Unsecured Creditors of the value of Rs. 10,000 and above of the Transferee Company for the purpose of considering and, if thought fit, approving, the Scheme between the Transferor Company and the Transferee Company and their respective shareholders.

Overview

4. The Scheme envisages the amalgamation of the APAksh Broadband Limited ("Transferor Company") with the Aksh Optifibre Limited ("Transferee Company") under Sections 230 to 236 of the Companies Act, 2013 (corresponding Sections 391 to 394 of the Companies Act, 1956) and other applicable provisions of the Companies Act, 2013, with effect from 1st April, 2016 ("Appointed Date").

5. Background

Details of the Transferee Company

- (a) The Transferee Company is a public listed company and was incorporated on 19th March, 1986. The shares of the Transferee Company are listed on the BSE Ltd and National Stock Exchange of India Ltd.
- (b) Corporate Identification Number (CIN): L24305RJ1986PLC016132.
- (c) Permanent Account Number (PAN): AAACA0062F
- (d) Registered office address and e-mail address:
F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.
E-mail address: aksh@akshoptifibre.com
Website: www.akshoptifibre.com
- (e) The Transferee Company is a holding company of the Transferor Company within the meaning of Section 2(46) of the Companies Act, 2013.
- (f) The object for which the Transferee Company was established are set out in its Memorandum of Association; the main objects are, inter alia, as follows:
 1. *To manufacture, refine, roll, reroll, draw, melt, import-export and to deal in all kinds of rods, strips, wires, circles, tube, squares, cables, alloys, iron and steel ferrous and nonferrous metals, machinery, machine parts, tools and implements of all kinds.*
 2. *To carry on manufacture, trade, sale import and export of all types of optical fibres such as step index, graded index and mono mode and other types of Fibres required for use in fibre optic systems and cables, for use in industrials applications , medical use, instrumentation, in defence systems, signaling, telecommunication, multi channel video communication, data communication and other communication and electronic applications.*
 3. *To carry on the manufacture, trade, sale, import and export of equipment used for Fibre Optic Network such as Line Terminal, Equipment, Multi Plexers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Materials and Accessories, Laser Device, Light Emitting Device, Testing and Measuring Equipments.*
 4. *To design, develop, install, erect, seek right of way, lay, write software, deploy, operate, maintain and provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning, operating of all or any type of networking and communication systems based on either Fibre Optic, Wireless, Satellite, Non-Fibre Optic systems or hybrid of any of these or any other systems/solutions providing bandwidth in various forms, in India or elsewhere.*
 5. *To carry on the manufacture, trade, sale, import, export, of all types of Telecommunication and Power cables including Fibre Optic Cables, Dry Core Cables, Jelly Filled Cables, Coaxial Cables, Switchboard Cables, Radio Frequency Cables, Cables for PCM System, Electronic*

Cables, Telephone hand Set Cords, Computer Codes, Cords required for Electric Appliances and Defence Purposes, Aerial Sell supporting cables, Jumper Wires, Drop Wires, Tinsel Conductors, Ribbin Cables, Control Cables, Instrumentation Cables, Signalling cables, Winding Wires, Aircraft and Ship Wiring Cables and all other type of wires and Cables and raw materials used in optical telecommunications.

6. *To design, develop, create, install ,maintain, provide, operate and manage(as owner or lease or under any arrangement or otherwise) voice and broadband network to deliver a whole range services in the field of telecommunication and information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, lease data circuits, ASP services, TAC services, Web Housing and co-location services, enterprise network management services, cable T.V. services, (analogous & Digital IP) Video-on-demand services, interactive T.V. (Video on digital IP TV) service, advertising services, WAP services, Call Centre Services, e-education services, e-banking and e-medicine services, corporate and other mail and data services , storage and back-up services, video streaming , video broadcasting , video conferencing and other multimedia services, satellite voice, data & messaging services, multicast and broadcast services, including convergence as also services including consulting, designing, development and implementation of software.*
7. *To design, develop, create, install and maintain state of art technology capable of simultaneously supporting triple play services viz, Voice(Over Public Switched Telephone Network),Video (television) and Data (internet through building Metro area Networks/Acess Nodes, Internet data centers, wireless LMDS/MMDS., Point –to- Point Radio, Direct to Home satellite, fibre to home/ kerb/ office, ADSL/DSL on copper, coax cable based network, VSAT based networks, infrared & laser data transmission systems and other systems and also provide / operate an infrastructure to transport voice data,video and images intra city and internationally using satellite under sea fiber ,DSL and fixed wireless technologies.*
8. *To provide telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, videotext, voicemail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network, Multimedia communication systems or the combinations thereof and for execution of undertakings, Works, projects or enterprises in the telecom industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere.*
9. *To carry on the business of content provider (including video, audio and gaming based contents) through voice or broadband network or otherwise in India or abroad.*
10. *To carry on the business of manufacturing, producing, processing, generating, accumulating, distributing, transferring, preserving, mixing, trading, supplying, installing, maintaining, contracting as consultants, importers, exporters, assemblers, hirers, repairers, dealers, distributors, stockist, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, marketing, managing, leasing, renting agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds and raw material, equipments and parts and components required for plants and machineries thereof in India and outside India for producing electricity, steam, power, solar energy ,wind energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy and other conventional and renewable energy sources, and waste treatment plants of all kinds.”*
11. *To carry on the business of manufacturing, producing, processing, generating, dealing, distributing, retailing, trading, supplying, import, export, stockists, brokers, agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds of fabric having various applications made of fibre of any kind in India and outside India.”*

Object clause No. B 41 of the Memorandum of Association of the Transferee Company/ Applicant Company No 2 authorizes the Company to amalgamate with other company:

“Subject to Section 391 to 394 of the Act, to amalgamate with any other company having objects altogether or in part similar to those of this Company.”

- (g) Transferee Company is presently engaged in the business of manufacturing and selling optical fibres, optical fibre cables, and fibre reinforced plastic (FRP) rods.
- (h) Details of change of name, registered office and objects of the company during the last five years;

Date	Particulars
17.08.2016	Company has altered the provisions of its Memorandum of Association with respect to its objects.

- (i) The present share capital structure of the Transferee Company/Applicant Company No 2 is as follow:-

Particulars	Amount (In Rupees)
Authorized Capital	
Equity Shares	
17,01,00,000 Equity Shares of Rs. 5/- each	85,05,00,000
Total	85,05,00,000
Issued, Subscribed and Paid-up Capital	
Equity Shares	
16,26,65,070 Equity Shares of Rs. 5/- each fully paid up	81,33,25,350
Total	81,33,25,350

- (j) **Names of the Promoters and Directors along with their addresses:**

PROMOTERS

Sl. No.	Name of the Promoter	Address	Shareholding in Transferor Company as on 31st March, 2017	Shareholding in Transferee Company as on 31st March, 2017
1	Bharati Shailesh Sundesha	1201, Jahangir Towers, Setalwad Lane, Mumbai – 26	5000	2758402
2	Shailesh Popatlal	1201, Jahangir Towers, Setalwad Lane, Mumbai – 26	5000	5453753
3	Popatlal Fulchand	1201, Jahagir Towers, Setalwad Lane, Mumbai – 26	10000	5280060
4	Dr. Kailash Shantilal Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	20000	20539918
5	Sharda Popatlal	221, Creative Industrial Estate, 72, N. M. Joshi Marg, Mumbai-400011	NIL	3967682
6	Seema Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	7000000
7	Rohan Kailash Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	150500
8	Rashi Choudhari	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	NIL	150500

DIRECTORS

Sl. No.	Name of Director	Designation	DIN	Address	No. of Shares held in Transferor Company	No. of Shares held in Transferee Company
1	Dr. Kailash Shantilal Choudhari	Chairman & Managing Director	00023824	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	20000	20539918
2	Amrit Nath	Director	00431866	4/101, GF Unit -II 19, Rajpur Road, Civil Lines, Delhi-110054	NIL	NIL
3	Dinesh Kumar Mathur	Director	00026667	F - 10/4 Vasant Vihar, New Delhi-110057	NIL	30000
4	Bachh Raj Rakhecha	Director	00026729	D-16B, 2nd Floor, Hauz Khas, New Delhi-110016	NIL	NIL
5	Satyendra Kumar Gupta	Deputy Managing Director	00035141	88, Pocket E, Mayur Vihar, Phase II, Delhi -110091	50	100
6	Devika Raveendran	Director	07191153	A-3, 2nd Floor, Jangpura Extension, New Delhi-110014	NIL	NIL
7	Gauri Shankar	Additional Director (w.e.f.08.04.2017)	06764026	Flat No. L-P4, Amrapali Sapphire, Plot No. GH-001, Sector-45, Noida, UP-201303	NIL	NIL

Details of the Transferor Company:

- (a) The Transferor Company is a public unlisted company and was incorporated on 3rd February, 2005.
- (b) Corporate Identification Number (CIN): U92111RJ2005PLC056369.
- (c) Permanent Account Number (PAN): AAFC2681K
- (d) Registered office address and e-mail address:
F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India
E-mail address: aksh@akshoptifibre.com
- (e) The Transferor Company is a subsidiary of the Transferee Company within the meaning of section 2(87) of the Companies Act, 2013.
- (f) The objects for which the Transferor Company was established are set out in its Memorandum of Association; the main object is as follows:
 1. *To design, develop, install and maintain in the State of Andhra Pradesh either on its own or in alliance with any other persons, body/bodies corporate incorporated in India or abroad either under strategic alliance or Joint Venture or any other arrangement, the business of providing / operating voice and broadband networks to deliver a whole range of services in the field of telecommunications & information technology and entertainment including converged services and dial up, wireless internet*

access, virtual private networks, leases data circuits, ASP services, TAC services, Cable TV services, Video on demand services, interactive TV services, VVAP services, Call Center services, Corporate and other mail services, storage and back up services video streaming, video broadcasting, video conferencing and other multimedia services, satellite voice, data and messaging services, multicast and broadcast services including convergence as also services including consulting, designing, development and implementation of software.

2. *To design, develop, install and maintain in the State of Andhra Pradesh either on its own or in alliance with any other persons, body/bodies corporate incorporated in India or abroad either under strategic alliance or Joint Venture or any other arrangement, the business of providing/ operating a state of art technology for building Metro Area Networks/ Access Nodes, Internet Data Centers, wireless LMDS/MMDS, Point-to Point Radio, Direct to borne satellite, fiber to home /kerb/ office, ADSL/DSL on copper, coax cable based network ,VSAT based network, infrared and laser data transmission systems and also provide/ operate an infrastructure to transport voice data video and images intra city and internationally using satellite, under sea fiber, DSL and fixed wireless technologies and to market and sell and support various types of satellite/ data communications equipments and networks built using Routers, Frame relay Switches, ATMs.*
3. *To design, install, erect, lay, provide value added services/ basic telephone services eg. Electronic Data Interchange (eg. Email), INET, Internet, Electronic Interactive Information, Utility Kiosks, Voice Mail Services, VSAT, Cellular phones, Radio paging systems, video conferencing, wireless based technologies, digital systems, Convergent Broadband and individual Fibre Optic system for non-telecom applications in Security, Surveillance, Temperature, Oilfields, Defense, Healthcare, Home automation and all kinds of instruments, apparatus appliances and gadgets used for or in connection with any of the aforesaid applications/ items.*
4. *To carry on the business as manufacturers, importers, exporters, wholesalers, retailers and dealers in all kinds of Telecommunication and power cables for communication and other electronic applications, equipments, instruments, components required for laying and maintenance of Fibre Optic or any other Network such as Line Terminal, Equipment, Multi Pliers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, materials and accessories, laser device, light emitting device, testing and measuring equipment.*
5. *To carry on the business of operation of National Long Distance (NLD) Services and compliance with the licence agreement to carry on the business in this regard.*

Object clause No. B 2 of the Memorandum of Association of the Transferor Company/ Applicant Company No 1 authorizes the Company to:

"2. To enter into any scheme of arrangement/ amalgamation, partnership or into arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company or companies, foreign or otherwise, carrying on or engaged in or about to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the company.

- (g) The Transferor Company is, inter alia, engaged in the business of optical fibre network and providing broadband network connectivity to government and other offices across the State of Andhra Pradesh.
- (h) Details of change of name, registered office and objects of the company during the last five years;

Registered Office of the Company, shifted from the State of Andhra Pradesh, Hyderabad to Bhiwadi, State of Rajasthan w.e.f. 30.09.2016.

- (i) The present share capital structure of the Transferor Company/Applicant Company No 1 is as follow:-

Particulars	Amount (In Rupees)
Authorized Capital	
Equity Shares	
35,00,00,000 Equity Shares of Rs. 5/- each	175,00,00,000
Total	175,00,00,000
Issued and Subscribed Capital	
Equity Shares	
30,00,00,000 Equity Shares of Rs. 5/- each fully paid-up	150,00,00,000
Total	150,00,00,000
Paid-up Capital	
Equity Shares	
226,125,000 Equity Shares of Rs. 5/- each	113,06,25,000
73,875,000 Equity Shares Forfeited of Rs. 3/- each.	22,16,25,000
Total	135,22,50,000

There is no change in the Authorised, Issued, Subscribed and Paid-up Capital of the Transferor Company as on date.

- (j) Names of the Promoters and Directors along with their addresses:

PROMOTERS

Sl. No.	Name of the Promoter	Address	Shareholding in Transferor Company as on 31st March, 2017	Shareholding in Transferee Company as on 31st March, 2017
1	Aksh Optifibre Limited (Promoter)	Regd. Ofc.: F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Rajasthan	225950000	NA
		Corp. Ofc.: A-25, 2nd Floor, Mohan Co-Operative Industrial Estate, New Delhi-110044		
2	Bharati Shailesh Sundesha (Promoter Group)	1201, Jahangir Towers, Setalwad Lane, Mumbai - 26	5000	2758402
3	Shailesh Popatlal (Promoter Group)	1201, Jahangir Towers, Setalwad Lane, Mumbai - 26	5000	5453753
4	Popatlal Fulchand (Promoter Group)	1201, Jahagir Towers, Setalwad Lane, Mumbai - 26	10000	5280060
5	Dr. Kailash Shantilal Choudhari (Promoter Group)	A-12, First Floor, Geetanjali Enclave, New Delhi – 17	20000	20539918

DIRECTORS

Sl. No.	Name of Director	Designation	DIN	Address	No. of Shares held in Transferor Company	No. of Shares held in Transferee Company
1	Dr. Kailash Shantilal Choudhari	Director	00023824	A-12, First Floor, Geetanjali Enclave, New Delhi - 17	20000	20539918
2	Amrit Nath	Director	00431866	4/101, GF Unit -II 19, Rajpur Road, Civil Lines Delhi 110054	NIL	NIL
3	Chetan Choudhari	Managing Director	00872366	E-6, First Floor, Geetanjali Enclave, Near Aurobindo College, New Delhi 110017	9700	NIL
4	Ashish Bhanu	Director	02080159	1394, Sector -29 Noida 201303 UP	50	NIL
5	Savita Pandey	Director	07488000	H.NO. 400, Sector- 19 Faridabad 121002 HR	NIL	NIL

6. Board Approval:

The Board of Directors of the Transferor Company and Transferee Company had approved the Scheme in their separate meetings held on 14th January, 2017.

a. Names of Directors of the Transferee Company who voted in favour of the resolution:

Dr. Kailash S. Choudhari Chairman & Managing Director (Interested Director)
 Mr. Satyendra Gupta Deputy Managing Director
 Mr. Amrit Nath Director (Interested Director)
 Mr. B. R. Rakhecha Director
 Ms. Devika Raveendran Director

Scheme is approved by all the disinterested Directors (validly voting at the Board meeting).

Names of Directors of the Transferee Company who voted against the resolution:

NIL

Names of Directors of the Transferee Company who did not vote or participate in the resolution:

NIL

b. Names of Directors of the Transferor Company who voted in favour of the resolution:

Dr. Kailash S. Choudhari Director (Interested Director)
 Mr. Amrit Nath Director (Interested Director)
 Ms. Savita Pandey, Director
 Mr. Ashish Bhanu Director

Scheme is approved by all the disinterested Directors (validly voting at the Board meeting).

Names of Directors of the Transferor Company who voted against the resolution:

NIL

Names of Directors of the Transferor Company who did not vote or participate in the resolution:

NIL

7. Details of the Scheme

- (i) **Appointed Date:** *is 1st April, 2016 or such other date(s) as the Hon'ble Tribunal may direct;*
- (ii) **Effective Date:** *shall mean the last of the dates on which the conditions referred to in Clause 18 of the scheme have been fulfilled. References in the Scheme to the date of the "coming into effect of this scheme" or "effectiveness of this Scheme" shall mean the Effective date;*
- (iii) **Share Exchange Ratio:**
 - (a) 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("New Equity Shares")
- (iv) **Rationale and benefits for the Scheme:**

Both the companies are in similar line of business and consolidation is expected to bring strengths that each company may not necessarily possess individually. In order to optimally utilize the available resources and to achieve synergies in the combined business entity, the Board of Directors of the Transferor Company and the Transferee Company decided to amalgamate the Transferor Company into the Transferee Company. The amalgamation will result in better, efficient and economical management, achieve cost savings, pooling of resources, reduction in administrative and operational expenses and greater control. Without prejudice to the generality of the above, the proposed amalgamation is expected to achieve the following objectives in particular:

 - (a) *To economize on administrative and other expenses;*
 - (b) *To increase the efficiency of combined business by pooling of resources and their optimum utilization, thereby availing synergies from combined resources;*
 - (c) *The Transferee Company would have diversified product portfolio and merger would facilitate expansion of business offerings;*
 - (d) *Improve management focus to respective businesses and facilitate the unified control over operations;*
 - (e) *Leverage the operational, capital and corporate synergies and help optimal utilization of resources viz business promotion, managerial pool, etc.;*
 - (f) *Reduce overheads, administrative, managerial and other expenditure; and*
 - (g) *Facilitate greater integration, provide greater financial strength, tax savings and stronger balance sheet of the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.*

THE FEATURES / DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALGAMATION, THE UNSECURED CREDITORS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

8. **Valuation Report and Fairness Opinion:**

Valuation is done to ascertain number of shares that are required to be issued to the shareholders of APaksh Broadband Limited in Exchange for every share held by them in APaksh Broadband Limited consequent upon amalgamation for the swap ratio. The Transferor Company and Transferee Company has obtained a Valuation Report dated 12th January, 2017, from Chhajed & Chhajed Co. Chartered Accountants.

Basis of Valuation

Aksh Optifibre Limited (Transferee Company)	APaksh Broadband Limited (Transferor Company)
Discounted Cash Flow Method;	Net Asset Value Method
Market Capitalization Method; and	
Net Asset Value Method	

The valuation report is available for inspection at the registered office of the company up to one day prior to the date of the meeting between 10.00 am and 3.00 pm on all working days (except Saturdays and Sundays).

The Transferee Company has obtained a Fairness Opinion dated 12th January, 2017, from Chartered Capital and Investment Limited.

The pre and post Scheme shareholding pattern of the Transferor and Transferee Company is annexed as **Annexure H** to the Notice convening the meeting of the shareholders of the Company.

9. In the opinion of management of the Companies, the Scheme would not be prejudicial to the interests of the creditors (secured and unsecured) of either of the companies. The secured or unsecured creditor of either of the companies would not lose or be prejudiced as a result of the Scheme being sanctioned nor are their rights sought to be modified in any manner. Hence, the amalgamation of the Transferor Company with the Transferee Company pursuant to the Scheme may not adversely affect the interest of any of the shareholders or creditors.

10. **Amount due to creditors:** As on 28th February, 2017:

- The Transferee Company has 10 secured creditors to whom a total amount of Rs. 1,083,058,263.00 is due. The Transferee Company also has 2517 unsecured creditors to whom a total amount of Rs. 1,122,960,885.00 is due.
- The Transferor Company has 1 secured creditor to whom an amount of Rs. 49,792,559.00 is due. The Transferor Company also has 2 unsecured creditors to whom a total amount of Rs. 159,853,287.00 is due.

11. **Disclosure about the effect of the compromise or arrangement on:**

(a) Key Managerial Personnel:

In case of the Transferee Company Dr. Kailash S. Choudhari, Chairman & Managing Director, Mr. Gaurav Mehta, Chief-Corporate Affairs & Company Secretary and Mr. Satyendra Gupta, Deputy Managing Director will get shares of Aksh Optifibre Limited upon merger as they are the shareholder of APaksh Broadband Limited.

In case of Transferor Company Mr. Chetan Choudhari, Managing Director will get the shares of Aksh Optifibre Limited upon merger as he is the shareholder of APaksh Broadband Limited.

(b) Directors:

Two Directors are common i.e Dr. Kailash S. Choudhari and Mr. Amrit Nath

Other Directors of the Transferee Company and / or its relatives are not in any manner interested in the Scheme.

In case of Transferor Company Dr. Kailash S. Choudhari and Mr. Ashish Bhanu will get the shares of Aksh Optifibre Limited upon merger as they are the shareholder of APaksh Broadband Limited.

(c) Promoters:

In case of Transferee Company Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholder of APaksh Broadband Limited.

The promoter members shareholding may remain almost same at 27.85%.

In case of Transferor Company Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholder of APaksh Broadband Limited.

(d) Non-promoter members:

The non-promoter members shareholding (public shareholding) of Transferee Company may increase by 0.02%.

The Non-promoter members of the Transferor Company will get the shares of Transferee Company.

(e) Depositors:

There are no Depositors in the Transferor Company and Transferee Company within the meaning of section 73 of the Companies Act, 2013.

(f) Creditors:

The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together).

Further, even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further, post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.

(g) Debenture Holders:

There are no debenture holders in the Transferor Company and Transferee Company.

(h) Employees:

On the coming into effect of the Scheme, all staff and employees of APAKSH in service on such date shall be deemed to have become staff and employees of AKSH without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with AKSH shall not be less favourable than those applicable to them with reference to APAKSH on the Effective Date.

Upon the Scheme coming into effect, all staff welfare schemes including the existing Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, created by APAKSH for its employees shall be transferred to AKSH. APAKSH shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme, to AKSH. All obligations of APAKSH with regard to the said Fund or Funds as defined in the respective trust deed and rules shall be taken over by AKSH from the Effective Date to the end and intent that all rights, duties, powers and obligations of APAKSH in relation to such Fund or Funds shall become those of AKSH and all the rights, duties and benefits of the employees employed in APAKSH under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of APAKSH will be treated as having been continuous for the purpose of the said Fund or Funds.

12. Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and Debenture Trustee

The Directors and Key Managerial Personnel (KMP) does not have any material interest in the Scheme, except to the extent of their shareholding in the Transferor Company and Transferee Company.

There are no debenture trustee in the Transferor and Transferee Company.

13. **Investigation or proceedings, if any, pending against the company under the Act:**

There are no investigations or proceedings pending under section 235 to 251 of the Companies Act, 1956 or the corresponding provisions of section 206 to 229 of the Companies Act, 2013 against of the Transferor and Transferee Company.

14. There are two common Directors on the Board of Directors of the Transferor and Transferee Companies namely Dr. Kailash S. Choudhari and Mr. Amrit Nath.

15. **Details of Approval from regulatory authorities:**

- a. Pursuant to the SEBI Circular read with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Transferee Company had filed necessary applications before the stock exchanges viz., BSE Limited and National Stock Exchange of India Limited, on 27th January, 2017 seeking its no-objection to the Scheme. The Company has received Observation Letters from BSE Limited and National Stock Exchange of India Limited, dated 30th March, 2017. Copies of the Observation Letters are enclosed as **ANNEXURES B-1 and B-2**, to this Notice.
- b. As required by the SEBI Circular, the Transferee Company has filed the Complaints Report with BSE Limited and National Stock Exchange of India Limited, on 10th March, 2017. After filing of the Complaints Reports the Transferee Company has received NIL complaints. A copy of the aforementioned Complaints Report is enclosed as **ANNEXURE E** to this Notice.
- c. The Transferee Company and Transferor Company has made joint application before the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi for the sanction of the Scheme of Amalgamation under Sections 230 to 236 of the Companies Act, 2013, and the corresponding Sections 391 to 394 of the Companies Act, 1956.
- d. A copy of the Scheme along with the necessary statement under Section 230 read with Rules 6 and 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is also being forwarded to the Registrar of Companies, in terms of the order dated 09.05.2017 of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi.

16. **Inspection:**

The following documents will be open for inspection at the Registered Office of the Transferor and Transferee Company, on any working day (except Saturdays, Sundays and public holidays) between 10.00 a.m. to 3.00 p.m., prior to the date of the meeting:

- a. Certified copy of the order dated 9th May, 2017, passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi in Company Application No. (CAA) 42(PB)/2017;
- b. Copies of the Memorandum and Articles of Association of the Transferee Company and Transferor Company;
- c. Latest audited financial statements of the Transferor Company and Transferee Company including consolidated financial statements.
- d. Copies of the unaudited financial statements of the Transferor Company and Transferee Company for the period ended 31st December, 2016.
- e. Copy of the scheme of Amalgamation;
- f. Contracts or agreements material to the amalgamation.
- g. the certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
- h. such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the Scheme.

17. The persons may vote in the meeting either in person or by proxies or by voting through electronic means, as specifically provided for in the Notice convening the meeting of the shareholders of the Company.

**SCHEME OF AMALGAMATION
BETWEEN
APAKSH BROADBAND LIMITED
(Transferor Company)
AND
AKSH OPTIFIBRE LIMITED
(Transferee Company)
AND
THEIR RESPECTIVE SHAREHOLDERS**

**UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230-236 OF THE
COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956
AND THE COMPANIES ACT, 2013**

PART I – PREAMBLE, RATIONALE, DEFINITIONS & INTERPRETATION

1.1 PREAMBLE

- 1.1.1 This Scheme of Amalgamation (hereinafter referred to as the “**Scheme**”) provides for the amalgamation of APAKSH Broadband Limited (hereinafter referred to as “**Transferor Company**” or “**APAKSH**”) with Aksh Optifibre Limited (hereinafter referred to as “**Transferee Company**” or “**AKSH**”). The Scheme is made pursuant to the provisions of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 including the corresponding provisions of section 230 to 236 of the Companies Act, 2013, if applicable or any statutory modifications or re-enactment thereof.
- 1.1.2 Aksh Optifibre Limited is a public limited company incorporated under the Companies Act, 1956 having CIN L24305RJ1986PLC016132 is listed on BSE and NSE and is presently engaged in the business of manufacturing and selling optical fibres, optical fibre cables, and fibre reinforced plastic (FRP) rods.
- 1.1.3 APAKSH Broadband Limited is an unlisted public limited company incorporated under the Companies Act, 1956 having CIN U92111RJ2005PLC 056369 to carry on the business of optical fibre network and providing broadband network connectivity to government and other offices across the State of Andhra Pradesh.

1.1.4 This Scheme is divided into the following parts:

Part I: Preamble, Rationale, Definitions & Interpretation

Part II: Share Capital

Part III: Transfer and vesting of APAKSH into AKSH

Part IV: Other conditions applicable to the Scheme

1.2 RATIONALE OF THE SCHEME

Both the companies are in similar line of business and consolidation is expected to bring strengths that each company may not necessarily possess individually. In order to optimally utilize the available resources and to achieve synergies in the combined business entity, the Board of Directors of the Transferor Company and the Transferee Company decided to amalgamate the Transferor Company into the Transferee Company. The amalgamation will result in better, efficient and economical management, achieve cost savings, pooling of resources, reduction in administrative and operational expenses and greater control. Without prejudice to the generality of the above, the proposed amalgamation is expected to achieve the following objectives in particular:

- (a) To economize on administrative and other expenses;
- (b) To increase the efficiency of combined business by pooling of resources and their optimum utilization, thereby availing synergies from combined resources;
- (c) The Transferee Company would have diversified product portfolio and merger would facilitate expansion of business offerings;
- (d) Improve management focus to respective businesses and facilitate the unified control over operations;
- (e) Leverage the operational, capital and corporate synergies and help optimal utilization of resources viz business promotion, managerial pool, etc.;
- (f) Reduce overheads, administrative, managerial and other expenditure; and
- (g) Facilitate greater integration, provide greater financial strength, tax savings and stronger balance sheet of the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below;

- (a) “**Act**” or “**the Act**” means the Companies Act, 1956 and/or the Companies Act, 2013 (as the context may require) or any statutory amendments thereto or re-enactment thereof for the time being in force;
- (b) “**Accounting Standards**” means accounting standards prescribed under the Companies (Accounting Standards) Rules, 2006 or the Companies Indian Accounting Standards Rules, 2015 as applicable to the Companies.
- (c) “**Appointed Date**” for the purposes of this Scheme means April 1, 2016, or such other date as the Hon’ble Tribunal may direct;
- (d) “**Board**” or “**Board of Directors**” means the board of directors of the Transferor Company or the Transferee Company, as the case may be, and shall, unless it is repugnant to the context or otherwise, include a committee of directors or any person authorized by the Board of Directors or such committee of directors;
- (e) “**Effective Date**” shall mean the last of the dates on which the conditions referred to in Clause 18 of the Scheme have been fulfilled. References in this Scheme to the date of the “**coming into effect of this Scheme**” or “**effectiveness of this Scheme**” shall mean the Effective date;
- (f) “**Merged Undertaking**” shall mean and include the whole of the businesses and undertakings of APAKSH on a going concern basis, being carried on by APAKSH as on the Appointed Date and shall include (without limitation):
 - all the properties and assets whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building, all fixed and movable plant & machinery, broadband infrastructure providing broadband access services, customer network equipment, the network connection and broadband access services, bandwidth permissions, factory, sheds, offices, truck, car, material handling equipments, earth moving equipments, construction equipment and machinery, all other kinds of machinery, tools, equipments and spares, weight machine, leasehold or freehold, including all computers and accessories, software and related data, leasehold improvements, capital work-in-progress, vehicles, furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipments, electricals, fibre optic cables, appliances, accessories, deferred tax assets and investments;
 - all liabilities, present and future, including the contingent liabilities;

- all rights and licenses including contract for development, implementation, operation and maintenance of AP broadband network, right of way permission for provision of broadband infrastructure issued by the Government of Andhra Pradesh, all assignments and grants thereof, all permits, clearances and registrations whether under Central, State or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent, or any other contracts), subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits), incentives or schemes of central/ state/ local governments, certifications and approvals, regulatory approvals, entitlements, other licenses, environmental clearances, municipal permissions, approvals, consents, tenancies, investments and/ or interest (whether vested, contingent or otherwise), cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverable, receivables, benefit of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, assets or equipment rental agreements, the benefits of bank guarantees issued by APAKSH, funds belonging to or proposed to be utilised by APAKSH, privileges, all other claims, rights and benefits (including under any powers of attorney issued by APAKSH or any powers of attorney issued in favour of APAKSH or from or by virtue of any proceeding before a legal, quasi judicial authority or any other statutory authority to which APAKSH was a party), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds; benefits, duties and obligations of all agreements, contracts and arrangements and all other rights and interests;
- all employees on rolls of APAKSH on the date immediately preceding the Effective Date;
- all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, earnest moneys and/ or security deposits paid or received by APAKSH;
- all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and backup copies, designs and drawings, other manuals, data catalogues, quotations, sales and advertising materials, and other data and records whether in physical or electronic form;
- all intellectual property rights including all trademarks, trademark applications, trade names, right of way permission, patents and patent applications and all other interests exclusively relating to APAKSH.

It is intended that the definition of Merged Undertaking under this Clause would enable the transfer of entire business and undertakings including all properties, assets, rights, duties and liabilities of APAKSH into AKSH pursuant to this Scheme.

- (g) **“Record Date”** means the date to be fixed by the Board of the Transferor Company in consultation with the Transferee Company, with reference to which the eligibility of the shareholders of the Transferor Company for the purposes of issue and allotment of New Equity Shares of the Transferee Company in terms of the Scheme shall be determined.
- (h) **“Registrar of Companies”** means Registrar of Companies, Jaipur, having jurisdiction over the transferor and transferee companies.
- (i) **“Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Amalgamation in its present form, with any amendment/modifications approved or imposed or directed by the Board and/or shareholders and/or creditors and/or by the Tribunal;
- (j) **“Share Exchange Ratio”** means the ratio in which the New Equity Shares of the Transferee Company are to be allotted to the equity shareholders of the Transferor Company by the Transferee Company as per Clause 5.1 of the Scheme.
- (k) **“Stock Exchanges”** shall mean and include the Bombay Stock Exchange Limited (**“BSE”**) and/or National Stock Exchange of India Limited (**“NSE”**).
- (l) **“Transferor Company”** means APAKSH Broadband Limited, a unlisted public limited company

incorporated under the provisions of the Companies Act, 1956 and having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.

- (m) **“Transferee Company”** means Aksh Optifibre Limited, a listed public limited company incorporated under the Companies Act, 1956 and presently having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India.
- (n) **“Tribunal”** means the Hon’ble National Company Law Tribunal, New Delhi Bench or such other Bench having jurisdiction in respect to the Transferee Company and the Transferor Company or any other appropriate forum or authority or Court empowered to approve the Scheme as per the law for the time being in force.

2.2 INTERPRETATION

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be including any statutory amendments thereto or re-enactment thereof. Reference to Companies Act, 1956 shall also mean corresponding provisions of Companies Act, 2013 as applicable.

2.3 COMPLIANCE WITH TAX LAWS

The Scheme proposes to meet the commercial and business interest of the parties as specified hereinbefore. This Scheme, in so far as it relates to the merger and has been also drawn-up to comply with the conditions relating to “Amalgamation” as specified under the tax laws, including section 2(1B), section 47 and section 72A (if applicable) and all other relevant Sections of the Income Tax Act, 1961 or any amendment or reenactment thereto. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme, and the power to make any such amendments shall vest with the Board of Directors of APAKSH and AKSH.

PART II – SHARE CAPITAL

3. CAPITAL STRUCTURE

- 3.1 The position of the authorized, issued, subscribed and paid up capital of the Transferor Company and the Transferee Company as on March 31, 2016 is as follows:

Name of the Company	Authorized Share Capital	Issued Subscribed and Paid Up Capital
APAKSH Broadband Limited ("Transferor Company")	Rs. 175,00,00,000/ (Rupees One Seventy Five Crores only) consisting of 35,00,00,000 (Thirty Five Crores) equity shares of Rs. 5/- each.	Total issued and subscribed capital- Rs. 150,00,00,000/- (Rupees One Fifty Crores only) consisting of 30,00,00,000 (Thirty Crores) equity shares of Rs. 5/- each. Total Paid-up share capital- Rs. 1,352,250,000/- (Rupees One Thirty Five Crores Twenty Two Lakh Fifty Thousand only) consisting of 226,125,000 (Twenty Two Crores Sixty One Lakh Twenty Five Thousand)

		equity shares of Rs. 5/- each and 73,875,000 (Seven Crore Thirty Eight Lakh Seventy Five Thousand) equity shares forfeited of Rs. 3/- each.
APAKSH Broadband Limited ("Transferor Company")	Rs. 85,05,00,000/- (Rupees Eighty Five Crores Five Lakhs only) consisting of 17,01,00,000 Seventeen Crores One Lakhs) equity shares of Rs. 5/- each.	Rs. 81,33,25,350/- (Rupees Eighty One Crores Thirty Three Lakhs Twenty Five Thousand and Three Hundred Fifty only) consisting of 16,26,65,070 (Sixteen Crores Twenty Six Lakhs Sixty Five Thousand and Seventy only) equity shares of Rs. 5/- each.

- 3.2 It is provided that till the Scheme becomes effective both the companies i.e. Transferor Company and the Transferee Company are free to alter their share capital as required by respective businesses subject to the necessary approvals from their respective Board of Directors and/or shareholders, if required.

PART III –TRANSFER AND VESTING OF APAKSH INTO AKSH

4. TRANSFER OF UNDERTAKING

- 4.1 With effect from the Appointed Date, the whole of the Merged Undertaking, comprising inter-alia all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 391 read with Section 394 and all other applicable provisions, if any, of the Act, without any further act or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in AKSH as a going concern so as to become as and from the Appointed Date the assets and liabilities of AKSH and to vest in AKSH all the rights, title, interest or obligations of APAKSH therein. With effect from the Effective Date, the Transferee Company shall be liable for ground rent and municipal taxes in relation to such properties subject to such taxes, if any. The mutation of title to the immovable properties shall be made and duly recorded by appropriate authorities pursuant to the sanction of the Scheme and upon the Scheme becoming effective in accordance with terms hereof in favour of the Transferee Company.
- 4.2 All assets acquired by APAKSH after the Appointed Date and prior to the Effective Date shall also stand transferred to and vested in AKSH upon the coming into effect of the Scheme. Where any of the assets of APAKSH as on the Appointed Date deemed to be transferred to AKSH have been sold or transferred by APAKSH after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of AKSH. As regards transfer of specified movable assets, Clauses 4.3 and 4.4 below provide for the physical mode of effecting transfer.
- 4.3 In respect of such of the assets of the Merged Undertaking as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery, the same may be so delivered, paid over, or endorsed and delivered, by APAKSH shall become the property of AKSH as an integral part of the Merged Undertaking transferred to it. The aforesaid transfer shall be deemed to take effect from the Appointed Date without requiring any deed or instrument of conveyance for the same. Such transfer may not be liable to stamp duty in accordance with law. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of AKSH and the Board of Directors of APAKSH.
- 4.4 All debts, advance tax, loans and advances recoverable in cash or in kind or for value to be received, deposits, outstanding and receivables of Merged Undertaking/ APAKSH other than the movable assets specified in Clause 4.3 shall on and from the Appointed Date stand transferred to and vested in AKSH without any further actions or deed (although AKSH may, if it deems appropriate, give notice to the third party that the debts, outstanding and receivables do stand transferred to and vested in AKSH), and the debtors shall be obliged to make payments to AKSH on and after the Effective Date.
- 4.5 With effect from the Appointed Date, all debts payable, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of Merged Undertaking/ APAKSH shall also, under the provisions of Sections 391 to 394 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to AKSH so as to become as and from the Appointed Date the debts payable, liabilities, contingent liabilities, duties and obligations of AKSH.

- 4.6 Where any of the liabilities and obligations, if any, of the Merged Undertaking/ Transferor Company, as on the Appointed Date, transferred to the Transferee Company has been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 4.7 All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations, if any, incurred or undertaken by the Merged Undertaking/ Transferor Company, after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of section 394(2) of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company.
- 4.8 The transfer and vesting of the Merged Undertaking as aforesaid, shall be subject to the existing securities, charges and mortgages, if any, subsisting over or in respect of the property and assets or any part thereof of APAKSH.

Provided however that any reference in any security documents or arrangements (to which APAKSH is a party) to the assets of APAKSH offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Merged Undertaking of APAKSH as are vested in AKSH by virtue of this Scheme, to the end and intent that such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of APAKSH or any of the assets of AKSH.

Provided further that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of AKSH shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of APAKSH vested in AKSH.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by APAKSH which shall vest in AKSH by virtue of merger of APAKSH into AKSH and AKSH shall not be obliged to create any further or additional security after the Scheme has become operative.

5. CONSIDERATION AND RE-ORGANISATION OF SHARE CAPITAL

- 5.1 Upon Scheme becoming effective and without any further application, act or deed, the Transferee Company, in consideration of the transfer and vesting of the Merged Undertaking (with all its assets, liabilities, rights and obligations) of the Transferor Company in the Transferee Company, the Transferee Company shall issue and allot on the proportionate basis to all the members of the Transferor Company as on the Record Date ("**Members**"), or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Transferor Company in the following manner:
- 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("**New Equity Shares**")
- In the event of any increase in the issued, subscribed or paid up share capital of the Transferor Company or the Transferee Company or issuance of any instruments convertible into equity shares or restructuring of its equity share capital including by way of share split/consolidation/issue of bonus shares, free distribution of shares or instruments convertible into equity shares or other similar action in relation to share capital of the Transferor Company or the Transferee Company at any time before the Record Date, the Share Exchange Ratio shall be adjusted appropriately to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.
- 5.2 Upon coming into effect of this Scheme all the equity shares held by Aksh in APAKSH shall stand cancelled in accordance with law without the need to issue any New Equity Shares.
- 5.3 The New Equity Shares unless otherwise requested by the Members to be issued in depository /physical form, shall be credited in the demat account of the Members of the Transferor Company provided that the Members shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required.

- 5.4 The fractional entitlement arising in terms of Clause 5.1 above in the hands of the shareholder(s) of the Transferor Company (with reference to their holding as on the date of approval of the Scheme by the Board of the Transferor Company and the Transferee Company) shall be rounded up to the next number. The decision of the Board of Directors of the Transferee Company shall be considered final in this regard. .
- 5.5 The New Equity Shares to be issued in terms hereof shall be subject to the Memorandum and Articles of Association of the Transferee Company.
- 5.6 The New Equity Shares of the Transferee Company to be issued and allotted in lieu of the equity shares of the Transferor Company shall rank, for dividend, voting rights and for all other benefits and in all other respects, pari-passu with the existing equity shares of the Transferee Company with effect from the date of allotment of New Equity Shares.
- 5.7 All the New Equity Shares and allotted by the Transferee Company shall be listed and/or admitted to trading on the Stock Exchange(s). The Stock Exchanges shall list the said New Equity Shares, the issuance of which shall be considered as due compliance of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable and other applicable provisions of law. The Transferee Company will enter into such arrangements and give such confirmations and/or undertakings and/or file such necessary applications, as may be necessary in accordance with applicable laws or regulations for complying with formalities of the said Stock Exchanges/SEBI.
- 5.8 The New Equity Shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the relevant Stock Exchange(s).

6. ACCOUNTING TREATMENT

- 6.1 Upon the Scheme becoming finally effective, the Transferee Company shall incorporate the assets and liabilities of the Transferor Company in accordance with the Accounting Standards and more particularly as specified hereunder:
- a) Upon the Scheme becoming effective, AKSH shall record the Merged Undertaking vested in it pursuant to the Scheme, at their respective book values as appearing in the financial statements of APAKSH constituting Merged Undertaking at the close of business of the day immediately preceding the Appointed Date in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 or any other applicable provisions of the Act.
 - b) To the extent that there are inter-corporate loans, investments or balances between and amongst APAKSH and AKSH, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of AKSH for the reduction of any assets or liabilities or other appropriate treatment, as the case may be. It is agreed by APAKSH and AKSH that all the requirements of the Act and any other applicable law with respect to such amounts shall be deemed to have been duly complied with.
 - c) In so far as the balances in “Reserves and Surplus” of APAKSH is concerned, AKSH shall record the balances, if any, in the Profit and Loss Account or any other reserves in the same form and at the same values as they appear in the financial statements of APAKSH at the close of business of the day immediately preceding the Appointed Date.
 - d) The aggregate of the excess of the value of the assets over the value of the liabilities and reserves of Merged Undertaking vested in AKSH pursuant to this Scheme including value of New Equity Shares issued under the Scheme and as recorded in the books of accounts of AKSH, shall be credited to the Capital Reserve Account of AKSH. In case of excess of the value of liabilities and reserves over value of assets transferred in the Scheme including value of New Equity Shares issued under the Scheme the same shall be adjusted firstly against the Securities Premium Account and then against Capital Reserve. The reduction of the Securities Premium Account, (if any) of the Transferee Company as per the terms of this Scheme, shall be deemed to be in compliance with Section 100 to 103 of Companies Act, 1956 (including the corresponding applicable provisions of the Companies Act, 2013) and the Transferee Company shall not be required to add “and reduced” as part of its name.
 - e) In case of any differences in accounting policy between APAKSH and AKSH, the impact of the same till the Appointed Date will be quantified and adjusted in the balance sheet of AKSH in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 or any other applicable provisions of the Act, to ensure that the financial statements of AKSH reflect the financial position on the basis of consistent accounting policy.

- 6.2 For the removal of doubts, it is hereby clarified that there would be no accrual of income including interest or other expenses/ charges in respect of any inter-company loans or balances between AKSH and APAKSH during the period between the Appointed Date and Effective Date. It is also clarified that there would be no accrual of income or expense on account of any other transactions, including inter alia any transactions in the nature of sale or transfer of any goods or services between AKSH and APAKSH, during the period between the Appointed Date and the Effective Date.
- 6.3 It is hereby clarified that, all transactions during the period between the Appointed Date and Effective Date relating to the Merged Undertaking would be duly reflected in the financial statements of AKSH, upon the coming into effect of this Scheme.
- 6.4 Notwithstanding anything contained in this Clause 6, the Board of Directors of AKSH is authorized to account for any of these transaction/ balances in any manner whatsoever, as may be deemed fit, in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 or any other applicable provisions of the Act.
- 7. BUSINESS AND PROPERTY IN TRUST FOR TRANSFeree COMPANY**
- As and from the Appointed Date and upto and including the Effective Date:
- 7.1 The Transferor Company shall carry on and be deemed to have carried on its business and activities and shall stand possessed of all its assets and properties referred to in Clause 4 above, in trust for the Transferee Company and shall account for the same to the Transferee Company.
- 7.2 The Transferor Company shall carry on its business and activities with reasonable diligence and business prudence.
- 7.3 Any income or profit accruing or arising to the Transferor Company and all costs, charges, expenses and losses or taxes (including deferred tax balances, if any) incurred by the Transferor Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes (including deferred tax balances, if any), as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.
- 8. CONDUCT OF BUSINESS**
- With effect from the date of approval of the Scheme by the Board of Directors of APAKSH and upto the Effective Date:
- 8.1 APAKSH shall carry on its business with reasonable diligence and in the same manner as it had been doing it theretofore.
- 8.2 APAKSH shall not alter or substantially expand the business except with the written concurrence of the Transferee Company.
- 8.3 APAKSH shall not, without the written concurrence of the Transferee Company, alienate charge or encumber any of its properties, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of APAKSH.
- 8.4 APAKSH shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of APAKSH, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with employees.
- 8.5 APAKSH shall not revalue its respective assets and liabilities in its balance sheets without the express written consent of AKSH.
- 8.6 Notwithstanding anything else contained in this Scheme, AKSH or APAKSH may declare any dividend (interim or final) or bonus shares as per applicable law with the consent of Board of Directors of the Transferor Company and the Transferee Company.
- 8.7 It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any shareholder of Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Directors of the Transferor Company and the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Company and the Transferee Company, respectively.
- 8.8 Notwithstanding anything else contained in this Scheme, during the pendency of the Scheme, APAKSH and AKSH are expressly authorized to raise capital for the purpose of funding growth or any other purpose, in

any manner as considered suitable by their Board of Directors, whether by means of rights issue, preferential issue, public issue or any other manner whatsoever. Further, such funds may be raised by means of any instrument considered suitable by their respective Board of Directors, including warrants, equity/ equity linked instruments, preference shares, convertible/ non convertible bonds, debentures, debt, etc. Provided that any such capital raising exercise shall be approved in writing by the Board of Directors of APAKSH/ AKSH to preserve the interests of its shareholders.

- 8.9 With effect from the Effective Date and until such time the names of the bank accounts of the Transferor Company are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in its name, in so far as may be necessary.

9. CONTRACTS AND DEEDS

- 9.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, memorandum of understanding, insurance policies, licenses, leases, (including all tenancies, leases, licenses and other assurances in favour of the Transferor Company or powers or authorities granted by or to it), hire-purchase arrangements and other instruments, if any, of whatsoever nature to which the Transferor Company is a party and subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.
- 9.2 The Transferee Company may enter into and/ or issue and/ or execute deeds, writings or confirmations, affidavits, declarations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme. It is clarified that any inter-se contracts between the Transferor Company and the Transferee Company as on the Effective Date shall stand merged and vest in the Transferee Company.
- 9.3 All subsisting agreements/ arrangements/ licenses/ permissions/ registrations/ applications of the Transferor Company relating to the use of patents, patent applications, trade marks (including logos), brands, copyrights, websites, and / or technology, know-how, designs, process and all other intellectual property and rights, as on the Effective Date shall accrue to and for the benefit of the Transferee Company.

10. MERGER OF AUTHORISED SHARE CAPITAL OF TRANSFEROR COMPANY WITH TRANSFEE COMPANY

- 10.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Company shall stand transferred to and be added with the authorized equity share capital of Transferee Company, without any liability for payment of any additional fees (including fee to Registrar of Companies) or stamp duty. Further, if required the Transferee Company shall take necessary steps to further increase and/or alter its authorised share capital suitably to enable it to issue and allot shares under the Scheme.
- 10.2 Consequently, subject to any increase and/or alteration in the authorized share capital of the Transferee Company as may be effected with the approval of its shareholders during the pendency of the Scheme for issue and allotment of shares under the Scheme, upon coming into effect of the Scheme and particularly the Clause 10.1 mentioned herein above, the authorized share capital of the Transferee Company shall be increased and accordingly, the Memorandum and Articles of Association of the Transferee Company shall automatically stand amended and words and figures in Clause V of the Memorandum of Association shall be substituted. It is hereby clarified that the Transferee Company through its Board, if required, would be entitled to make appropriate classification of its authorized share capital and provide suitable clarifications to the Registrar of Companies with regard to the addition of the authorized share capital of the Transferor Company with the Transferee Company in Clause V in its Memorandum of Association to facilitate issue and allotment of shares under the Scheme.
- 10.3 The filing fee and stamp duty already paid by the Transferor Company on its Authorized Share Capital, which is being clubbed to the Authorized Share Capital of the Transferee Company and/or the reorganization of the authorised share capital of the Transferee Company in terms of sub-clause hereinabove, shall be deemed to have been paid by the Transferee Company and accordingly, the fee paid by the Transferor Company on its authorized share capital will be eligible for adjustment against the fee on the increased authorized share capital of the Transferee Company so increased or reorganised pursuant to the Scheme.

- 10.4 All steps for reorganizing of share capital and changes to the memorandum of association of the companies under this Scheme, shall be undertaken as an integral part of this Scheme in accordance with the provisions of Sections 391-394 of the Act read with section 100 to 103 of the Act and shall be deemed to be in compliance of Section 100 to 103 of the Companies Act, 1956 and Sections 5, 13, 14, 42, 52, 61, 62 of the Companies Act, 2013 or other applicable Sections of the Act and no other steps or procedures would need to be undertaken by the concerned companies to give effect to the same. Consequential changes shall also apply with respect to the existing issued, subscribed and paid up capital of the Transferor Company and the Transferee Company.

11. DISSOLUTION OF TRANSFEROR COMPANY

On the Scheme coming into effect, the Transferor Company shall, without any further act or deed, stand dissolved without the process of winding up.

12. LEGAL PROCEEDINGS

- 12.1 All legal proceedings of whatsoever nature by or against the Transferor Company pending and/ or arising at the Appointed Date and relating to the Transferor Company or its properties, assets, debts, rights, liabilities, duties and obligations referred to in Clause 2.1 (f), shall be continued and/ or enforced until the Effective Date as desired by the Transferee Company and as and from the Effective Date shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. On and from the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings in its name in relation to the Transferor Company in the same manner and to the same extent as would or might have been initiated by the Transferor Company.
- 12.2 After the Appointed Date, if any proceedings are taken against the Transferor Company, the same shall be defended by and at the cost of the Transferee Company.

13. STAFF, WORKMEN AND EMPLOYEES

- 13.1 On the coming into effect of the Scheme, all staff and employees of APAKSH in service on such date shall be deemed to have become staff and employees of AKSH without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with AKSH shall not be less favourable than those applicable to them with reference to APAKSH on the Effective Date.
- 13.2 Upon the Scheme coming into effect, all staff welfare schemes including the existing Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, created by APAKSH for its employees shall be transferred to AKSH. APAKSH shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme, to AKSH. All obligations of APAKSH with regard to the said Fund or Funds as defined in the respective trust deed and rules shall be taken over by AKSH from the Effective Date to the end and intent that all rights, duties, powers and obligations of APAKSH in relation to such Fund or Funds shall become those of AKSH and all the rights, duties and benefits of the employees employed in APAKSH under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of APAKSH will be treated as having been continuous for the purpose of the said Fund or Funds.

14. TREATMENT OF TAXES

- 14.1 The Tax Deducted at Source (TDS)/advance tax including MAT credit entitlement, provision for income tax, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferor Company assessable for the period commencing from Appointed Date shall be deemed to be the tax deducted from/advance tax paid by the Transferee Company and credit for such TDS/advance tax (including MAT credit) shall be allowed to the Transferee Company notwithstanding that certificates or challans for TDS/advance tax/ MAT are in the name of the Transferor Company and not in the name of the Transferee Company. The income tax, if any, paid by the Transferor Company on or after the Appointed Date, in respect of income assessable from that date, shall be deemed to have been paid by or for the benefit of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date notwithstanding that the period for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme becoming effective; notwithstanding that the time prescribed for such revision may have elapsed.

- 14.2 The wealth tax, if any, paid by the Transferor Company in respect of its assets under the Wealth Tax Act, 1957, on or after the Appointed Date shall be deemed to have been paid by the Transferee Company. The Transferee Company shall, after the Scheme becomes effective, be entitled to file the wealth tax return for the relevant valuation date notwithstanding that the time prescribed for filing such returns may have lapsed. Further the Transferee Company shall, after the Scheme becomes effective, be entitled to revise the wealth tax returns, if any, filed by the Transferor Company for any year if so necessitated or consequent to this Scheme becoming effective; notwithstanding that the time prescribed for such revision may have elapsed.
- 14.3 Similarly, any other taxes including but not limited to excise duty, CENVAT, cess, service tax, value added tax, sales tax etc. paid by the Transferor Company on or after the Appointed Date, in respect of the period after such date shall be deemed to have been paid by or for the benefit of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date, notwithstanding that the time prescribed for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme becoming effective, notwithstanding that the time prescribed for such revision may have elapsed.
- 14.4 Without prejudice to generality of the aforesaid, any concessional or statutory forms under the laws of the Central or State Sales Tax or Value Added Tax (VAT), Service Tax or local levies issued or received by the Transferor Company, if any, in respect of period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Company.
- 15. SAVING OF CONCLUDED TRANSACTIONS**
- 15.1 The transfer of Merged Undertaking (including assets, liabilities, rights and obligations) under Clause 4 above and the continuance of proceedings by or against the Transferee Company under Clause 12 herein above shall not affect any transaction or proceedings already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of Transferee Company.
- 15.2 Since each of the permissions, approvals, registrations, consents, sanctions, remissions, special reservations, right of way, insurance policy, incentives, concessions and other authorizations of the Transferor Company shall stand transferred by the order of the Hon'ble Tribunal to the Transferee Company, the Transferee Company may file the relevant intimations, for the record of the statutory authorities or any relevant authority or person who shall take them on file, pursuant to the vesting order of the Tribunal.

PART IV –OTHER CONDITIONS APPLICABLE TO THE SCHEME

16. APPLICATIONS TO TRIBUNAL

- 16.1 The Transferee Company and the Transferor Company shall, with all reasonable dispatch, make applications to the Tribunal under Section 391 of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the shareholders and/ or creditors of the Transferor Company and the Transferee Company as may be directed by the Tribunal.
- 16.2 That the Scheme, in no way, is a Scheme of compromise or arrangement with the creditors as all the creditors of the Transferor Company and the Transferee Company will be paid in the usual course of business and therefore, the present Scheme of Amalgamation will not be affecting the rights of the creditors of the Transferor and Transferee Companies in any manner as the aggregate assets of the Transferor Company and the Transferee Company are more than sufficient to meet the liabilities of all the creditors of the Transferor Company and the Transferee Company in full.
- 16.3 On the Scheme being agreed to by the requisite majorities of the classes of the shareholders and/ or creditors of the Transferee Company and the Transferor Company as directed by the Tribunal or their meetings dispensed with, the Transferee Company and the Transferor Company shall, with all reasonable dispatch, apply to the Tribunal, for sanctioning the Scheme under Sections 391 to 394 of the Act and other provisions of the Act (if any) and for such other order or orders, as the said Tribunal may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up.

- 16.4 The Transferee Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or borrower, statutory or regulatory authorities as the case may be that pursuant to the Tribunal having sanctioned the Scheme, the said person, debtor or borrower shall pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realize the same is in substitution of the right of the Transferor Company.

17. MODIFICATION OR CLARIFICATION OR WITHDRAWAL

- 17.1 The Transferor Company (by their Board of Directors or their committee thereof) and the Transferee Company (by their Board of Directors or their committee thereof) may assent to any modification(s) or amendment(s) in this Scheme which the Tribunal and/ or any other authority or any other body may deem fit to direct or impose or which may otherwise be considered necessary or desirable for implementing and/ or carrying out the Scheme or which may be considered necessary due to any change in law or other reason; and the Transferor Company (by their Boards of Directors or their committee thereof) and the Transferee Company (by their Boards of Directors or their committee thereof) be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme, or to withdraw the Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the Tribunal or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerning or connected therewith.
- 17.2 For the purpose of carrying on the business of APAKSH pursuant to the Scheme, AKSH shall, if and to the extent required, apply for and obtain the necessary approvals from the appropriate regulatory authority, if required for the carrying on the business of APAKSH.
- 17.3 If any part of this Scheme is found to be unworkable, invalid or unenforceable for any reason whatsoever, the same shall not, subject to the decision of the respective Boards of Directors of the Transferor Company and Transferee Company, affect the adoption or validity or interpretation of the other parts and/ or provisions of this Scheme. It is hereby clarified that the Board of Directors of the Transferor Company and Transferee Company may in their absolute discretion, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such case each company shall bear its own cost or bear costs as may be mutually agreed. It is made clear that no further approval of shareholders or creditors shall be necessary for giving effect to the provisions contained in this Clause 17.
- 17.4 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Board of the Transferor Company and Transferee Company may give and are authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 17.5 No party claiming to have acted or not acted or changed his position in anticipation of this Scheme, will have any cause of action against the Transferor Company or the Transferee Company or any of their directors, officers, if the scheme is not effective for any reason whatsoever, or is withdrawn or modified. The decision of the Board of Directors of the Transferor Company and the Transferee Company shall be final and binding on all the parties.
- 17.6 The scheme set out herein in its present form or with any modification(s) to be approved or imposed or directed by the Tribunal, shall be operative from the Appointed Date but shall be effective from the Effective Date.
- 17.7 Upon the coming into effect of this Scheme:
- (a) the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.
 - (b) the borrowing limits of the Transferee Company, shall without further act or deed stand enhanced by an amount being the aggregate limits of the Transferor Company which are being transferred to the Transferee Company pursuant to this Scheme and the Transferee Company will not be required to pass any fresh resolution(s) in this regard.

18 CONDITIONALITY OF THE SCHEME

- 18.1 This Scheme is conditional upon and subject to all of the following:
- (a) approval of Scheme by SEBI in terms of the SEBI Circulars and the Stock Exchanges pursuant to Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
 - (b) the consents by the requisite majority of the shareholders and/ or creditors, if any, of the Transferor Company and Transferee Company to the Scheme, if required or their meeting being dispensed with; and the requisite orders of the Hon'ble Tribunal sanctioning the Scheme in exercise of the powers vested in it under the Act;
 - (c) such other sanctions and approvals including sanctions of any government or regulatory authority as may be required by law in respect of the Scheme;
 - (d) approval of the scheme by the public shareholders of the Transferee Company (in case required) in accordance with the provisions of the SEBI Circulars and such approval shall be obtained through resolution passed through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.
 - (e) the certified copies of the Tribunal order being filed with the jurisdictional Registrar of Companies by the Transferor Company and the Transferee Company.
- 18.2 The approval to this Scheme under Sections 230 and 236 of the Act by the shareholders and/or creditors of the Transferor Company and Transferee Company, shall be deemed to have the approval of the shareholders and/or creditors, as the case may be, for all matters under the applicable provisions of the Act, rules and regulations made there under, including but not limited to Sections 5, 13, 14, 42, 52, 61, 62 and 66 of the Companies Act, 2013 and rules made thereunder.

19 EFFECT OF NON-APPROVALS

In the event any of the said sanctions and approvals referred to in Clause 18 above not being obtained and/ or the Scheme not being passed as aforesaid before December 31, 2017 or within such further period or periods as may be agreed upon between Transferee Company by its Directors and the Transferor Company by its Directors (and which the Board of Directors of the Company are hereby empowered and authorised to agree to and extend from time to time without any limitations), this Scheme of Amalgamation shall stand revoked, cancelled and be of no effect and null and void save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as may otherwise arise in law and in such event each party shall bear their respective costs, charges and expenses in connection with the Scheme.

20 COSTS, CHARGES AND EXPENSES

- 20.1 All costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to this Scheme), levies, fees and all other expenses, if any (save as expressly otherwise agreed) of AKSH and APAKSH arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by AKSH. These shall be deemed as expenses of the Scheme.
- 20.2 Since the transfer of properties will take effect in the state of Rajasthan pursuant to the order of Tribunal under section 394 of the Act, Amalgamating Company (whose more than 90% of the issued share capital is beneficially held by AKSH) and AKSH shall be entitled to avail the stamp duty exemption/remission under the stamp duty remission Notification No. 1, dated 16th January, 1937 or any other prevailing notification/ order in accordance with law and the concerned authorities shall grant the same.

APAKSH BROADBAND LIMITED

Authorized Signatory

AKSH OPTIFIBRE LIMITED

Authorized Signatory

Ref: NSE/LIST/10642

March 30, 2017

The Chief – Corporate Affairs & Company Secretary
Aksh Optifibre Limited
A-25, 2nd floor
Mohan Cooperative Industrial Estate,
Mathura Road,
New Delhi - 110004

Kind Attn.: Mr. Gaurav Mehta

Dear Sir,

Sub: Observation letter for draft Scheme of amalgamation of APAKSH Broadband Limited with Aksh Optifibre Limited and their respective shareholders

This has reference to Scheme of Amalgamation of APAKSH Broadband Limited with Aksh Optifibre Limited and their respect shareholders submitted to NSE on January 27, 2017.

Based on our letter reference no Ref: NSE/LIST/1078 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated March 30, 2017, has given following comments on the draft Scheme of Amalgamation:

- 1. Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
- 2. Company shall duly comply with various provisions of the circular.*
- 3. Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- 4. It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments /observations /representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

1



The validity of this “Observation Letter” shall be six months from March 30, 2017, within which the Scheme shall be submitted to the NCLT. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by NCLT, you shall submit to NSE the following:

- a) Copy of Scheme as approved by the NCLT;
- b) Result of voting by shareholders for approving the Scheme;
- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme,
- d) Status of compliance with the Observation Letter/s of the stock exchanges.
- e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f) Complaints Report as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

DCS/AMAL/MD/R37/759/2016-17

March 30, 2017

The Company Secretary
AKSH OPTIFIBRE LTD.
 F 1080 RIICO Industrial Area,
 Phase-III ,Bhiwadi – 301019, Rajasthan.

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement of APAKSH Broadband Limited with Aksh Optifibre Limited.

We are in receipt of Draft Scheme of Arrangement involving Amalgamation of Apaksh Broadband Limited with Aksh Optifibre Limited and their respective shareholders and creditors filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated March 30, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company shall ensure that additional information, if any, submitted by the company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- “Company shall duly comply with various provisions of the Circulars.”
- “Company is advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230 (5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

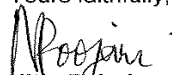
S&P  BSE
 SENSEX

:2:

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
 Manager



Chhajed & Chhajed Co.
CHARTERED ACCOUNTANTS

5311-A, Hardhyan Singh Road, Dev Nagar,
Karol Bagh, New Delhi - 110005
[Mobile: 9899997603, 011-45034170]
[E-mail:- rahul.girdhar87@gmail.com]

January 12, 2017

STRICTLY PRIVATE AND CONFIDENTIAL

The Board of Directors

AKSH OPTIFIBRE LIMITED

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

The Board of Directors

APAKSH BROADBAND LIMITED

F-1080, RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019

Dear Sirs,

Subject: Recommendation of share swap ratio for the purpose of the proposed amalgamation of APaksh Broadband Limited ("APAKSH") into Aksh Optifibre Limited ("AKSH")

This has reference to our appointment as independent valuers, vide Letter of Engagement dated October 3, 2016 pursuant to which we have carried out valuation of AKSH, and APAKSH, with a view to recommend a fair exchange ratio of equity shares for the proposed amalgamation of APAKSH into AKSH, (hereinafter collectively referred to as "Companies"), with an Appointed Date of April 1, 2016.

The detailed scope and purpose of our report is described hereunder:

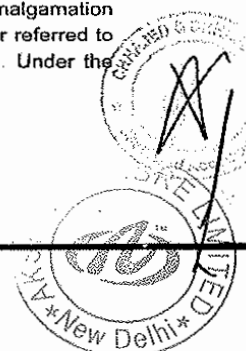
SCOPE AND PURPOSE OF THIS REPORT

AKSH is the flagship company for AKSH group and is engaged in manufacturing of OF, OFC, FRP wires and providing E-Governance services (1 Stop Aksh), IPTV, FTTH services in India.

APAKSH is one of the group companies of AKSH incorporated to design, develop, install, and maintain in the State of Andhra Pradesh voice and broadband network. The Board of Directors of the Companies have proposed to amalgamate APAKSH into AKSH with effect from the Appointed Date of April 1, 2016 (opening of business hours).

The aforesaid amalgamation is proposed to be achieved by a Scheme of Amalgamation under the provisions of Section 391-394 of the Companies Act, 1956, (hereinafter referred to as the "Scheme of Amalgamation"), a draft of which has been provided to us. Under the

1 of 10



The aforesaid amalgamation is proposed to be achieved by a Scheme of Amalgamation under the provisions of Section 391-394 of the Companies Act, 1956, (hereinafter referred to as the "Scheme of Amalgamation"), a draft of which has been provided to us. Under the Scheme of Amalgamation, the shareholders of APAKSH (other than AKSH) be issued equity shares of AKSH as consideration for the said amalgamation.

In this connection, Chhajed & Chhajed Co has been engaged to submit a report recommending the share swap ratio for the purpose of the aforesaid amalgamation.

This report is our deliverable in respect of the above engagement.

SOURCES OF INFORMATION

The following information has been received from the management of the Companies:

- Audited financial statements of AKSH and its wholly owned Subsidiary for the financial years ended March 31, 2014, March 31, 2015 and March 31, 2016;
- Financial projections of AKSH and its wholly owned subsidiary for the period April 1, 2016 to March 31, 2022;
- Other representations, information and explanations as were required and provided to us by the management of the Companies, specifically including those provided to us vide representation letters dated January 12, 2017 by AKSH, and January 12, 2017 by APAKSH.

We have discussed in detail the industry trends, operations of the businesses, current and future market potential and the assumptions underlying the financial projections with the management of the Companies to augment our understanding of the businesses and to incorporate their views in order to arrive at a fair valuation of the businesses.

BACKGROUND OF THE COMPANIES

AKSH

AKSH is the flagship company of the group engaged in manufacturing of OF, OFC, FRP wires and providing E-Governance services (1 Stop Aksh), IPTV, FTTH services in India. The company exports its products in more than 60 countries and has been instrumental in implementing international turnkey projects in Bhutan and Mauritius. AKSH has two manufacturing facility being in Bhiwadi and Reengus. The Company also has manufacturing facility in JAFZA which is owned and operated by fully owned subsidiary AOL FZE, Dubai

In terms of business segments, the operations of the Company could be divided into 2 business segments, namely,

- ✓ Manufacturing business (including sale of OF and OFC wires) and
- ✓ Service business taking care of the turnkey projects and consultancy services

2 of 10



Capital structure of AKSH (As on March 31, 2016)

Share Capital	Amount (In INR)
Authorized Share Capital: 170,100,000 equity shares of Rs 5 each	8,50,500,000
Issued, Subscribed and Paid up Share Capital: 162,665,070 equity shares of Rs 5 each	8,13,325,350

There has been no change in capital structure of AKSH post March 31, 2016. The Company is listed on the stock exchange and its shareholding pattern as on September 30, 2016 are as under:

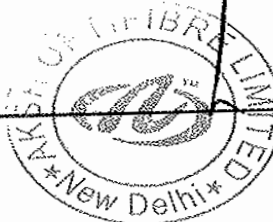
Particulars	Shareholding (%)
Promoter & Promoter Group	29.41%
Public Shareholders	70.59%
Total	100.00%

APAKSH

APAKSH is one of the group companies of AKSH incorporated to undertake to design, develop, install, and maintain in the State of Andhra Pradesh voice and broadband network. The operations so so planned could not be launched in the past. .

Capital structure of APAKSH (As on March 31, 2016)

Share Capital	Amount (In INR)
Authorized Share Capital: 350,000,000 equity shares of Rs 5 each	1,750,000,000
Issued, Subscribed and Paid up Share Capital: 300,000,000 equity shares of Rs 5 each 226,125,000 equity shares of Rs 5 each fully paid up 73,875,000 equity shares of Rs 3 each- Forfeited	1,352,250,000



There has been no change in capital structure of APAKSH post March 31, 2016. The shareholding pattern as on March 31, 2016 is as under

Particulars	Shareholding (%)
Aksh	99.92%
Other shareholders	00.08%
Total	100.00%

APPROACH - FAIR BASIS OF AMALGAMATION

For the purpose of arriving at the share swap ratio for the aforesaid amalgamation, we have placed reliance on various judicial precedents laid down by Hon'ble Courts while deciding the matters involving determination of share swap ratios.

For instance, the Supreme Court in the matter of merger of Tata Oil Mills Company Limited ("TOMCO") with Hindustan Lever Limited ("HLL") held that in case of amalgamation, a combination of all or some of the accepted methods of valuation may be adopted for the purpose of fixation of share swap ratio of the shares of two companies. Similar principles have been laid down in other judicial precedents including in the merger of Mafatlal Fine Spinning and Manufacturing Company Limited ("MFL") with Mafatlal Industries Limited ("MIL").

Based on the underlying principle laid down in the judicial precedents, we have described below the methodologies used by us and the recommended share swap ratios.

- Net Asset Value method;
- Comparable Companies Multiples method;
- Discounted Cash Flows method; and
- Market Capitalization method.

Net Asset Value (NAV) method

The Net Asset Value approach indicates the fair value of shares based on their asset backing. The fair value/ realizable value of all assets appearing in the balance sheet of a company are aggregated and the value of all external liabilities is reduced to arrive at 'Net Assets' owned by the company. This valuation approach is used in case where the enterprise is to be liquidated i.e. it does not meet the 'going concern' criteria. Also, in certain situations, where assets are primary value drivers, NAV method may be used.



In view of the current operational profile of APAKSH, we have found NAV, as the most appropriate methodology for valuation of APAKSH. For computing the NAV, we have considered the audited financials of the Companies as on March 31, 2016 based on management representation that the aggregate of fair values/ realizable values of the assets and liabilities should be equal to the aggregate of book values disclosed in the aforesaid financials.

Further given the current operational profile of Aksh, we have also undertaken NAV valuation of the consolidated entity as on March 31, 2016 based on management representation on management representation that the fair values/ realizable values of the assets and liabilities are equal to the book values disclosed in the aforesaid financials.

Comparable Companies Multiple (CCM) method

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

AKSH is a listed company and there are some listed comparable companies to AKSH and APAKSH in India and overseas, but there are significant differences in operational and financial positions of such companies. Considering the same, we have not used this method for valuation of the Companies.

Discounted Cash Flows (DCF) method

The DCF method is one of the most scientific methods among all the valuation methods in terms of conceptual framework. As per this method, enterprise value is defined as following:

'Enterprise Value = Present value of future cash flows that are available to debt holders and equity shareholders of the Company'

The enterprise value so derived is not impacted by accounting practices as it is based on cash flows and not book profits. Further, DCF method incorporates all factors relevant to business (e.g. tangible and intangible assets, current and future competitive position, financial and business risks, etc.).

We have used the DCF method for computing the equity value for AKSH and its Subsidiary AOL FZE on standalone basis.

Based on the financial projections provided by the management for AKSH and AOL FZE, we have arrived at the free cash flows to the firm, which then have been discounted by the Weighted Average Cost of Capital ("WACC").



WACC of 14.8% has been computed for Aksh based on Cost of Equity ("COE") and post-tax cost of debt, which is considered reasonable given the nature of business and its financing pattern.

For AOL FZE, a WACC of 11.4% has been computed, based on risk free rates and market risk premia appropriate to the geography in which it operates.

In computing the COE, we have considered the following parameters:

We have applied Capital Asset Pricing Model ("CAPM") to estimate the cost of equity. The cost of equity as per the model is arithmetically expressed as follows:

$$\text{Cost of equity} = \text{Risk free rate} + (\text{Beta} \times \text{Market risk premium})$$

- Risk free rate ("Rf") - Rf has been assumed at 6.63%¹ per annum for Aksh and 2.6% per annum for AOL FZE respectively based on broad average of daily YTMs of long term Indian and US government bonds (with ten year residual maturity), which is widely accepted as a good indicator of the risk free rate
- Market risk premium - Market risk premium is the difference between the expected rate of return on the market portfolio and the risk free rate. Appropriate market risk premia have been considered for both AOL and AOL FZE based on the geographies in which they operate
- Beta - We have considered beta based on our understanding of the industry, the size, nature of operations and risks associated with the business model.

The Enterprise Value so arrived based on the above is being adjusted for net debt including surplus cash, value of investments and non-operational assets and liabilities to arrive at Equity Value of AKSH.

Market Capitalization method

We have used this method to compute the value of AKSH only. Under this method, the valuation is computed on market price per share in line with the guidelines laid down by SEBI in relation to the preferential allotment rules. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. AKSH is a listed company and has an actively traded shares. We have computed the value of AKSH as per the market price as on the latest day i.e January 11, 2017.

<https://rbidocs.rbi.org.in/rdocs/Wss/PDFs/WSSF06012017FDBB715A4AAB47A4B7E5C79E87A1DEBE.PDF>

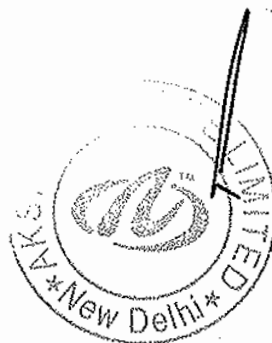
<https://www.treasury.gov/resource-center/data-chart-center/interest-rates/Pages/TextView.aspx?data=yield>



SHARE SWAP RATIOS FOR AMALGAMATION

The fair basis for share swap computation for amalgamation of APAKSH into AKSH has been determined after taking into consideration all the factors and methodologies mentioned hereinabove. Further, we have applied suitable weights to each of the methodologies for arriving at the fair value of the Companies. For AKSH, given the fact that it is a listed company, maximum weight has been given to the market capitalization method. Further, it may be noted that while the appointed date for the proposed amalgamation is April 1, 2016, the valuation results given below should apply as of date as well based on the understanding that there are no significant changes to the financial position and business outlook of the respective companies after this date.

Valuation Methodologies Adopted		
AKSH	DCF - 15% MARKET CAP - 70% NAV - 15%	INR 5,028.2 MN i.e. INR 30.91 per share
APAKSH	DCF - 0% NAV - 100% CCM - 0%	INR 1,314.9 MN i.e. INR 5.81 per share



In the light of the above, and in consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion a fair share swap ratio for the aforementioned amalgamation should be as follows:

Amalgamation of APAKSH into AKSH	25 fully paid-up equity shares of Rs. 5/- each of AKSH for every 133 fully paid-up equity share of Rs. 5/- each of APAKSH held by the members of APAKSH (other than AKSH*).
----------------------------------	---

**AKSH holds 225,950,000 fully paid-up equity shares in APAKSH, which will be cancelled at the time of the amalgamation of two entities in accordance with law. Accordingly, only the balance 175,000 fully paid-up equity shares of APAKSH held by the members other than AKSH will be entitled to new equity shares in merger.*

Yours faithfully,

Chhajed & Chhajed Co

CA HEMANT KUMAR CHHAJED

M NO. 074664



SCOPE LIMITATIONS

This report is subject to the limitations detailed hereinafter. As such the report has to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

- Computation of share swap ratio is specific to the intended purpose as agreed in the terms of our engagement letter. Also, the share swap ratio recommended in this report is as on April 1, 2016 with the proposed Appointed Date of amalgamation (April 1, 2016). Accordingly, the share swap ratio should not be used for any other purpose nor would it be applicable as at any other date.
- We owe responsibility only to the Board of Directors of the Companies, who have retained us and do not accept any liability to any third party, in relation to this report. Neither the report nor the contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Amalgamation, without our prior written consent.
- The determination of share swap ratio involves considerable exercise of professional judgment as regards alternative methodologies and is also significantly influenced by prevailing industry, economic and market (including capital market) conditions. We have exercised reasonable care while exercising professional judgment and consideration of the aforesaid factors; however, it is possible that any other valuer may not agree with the methodologies used by us and the relevant factors considered by us.
- Our valuation results are, to a significant extent, subject to continuance of prevailing industry, economic and market (including capital market) trends beyond the date of report. We, however have no obligation to update this report for events, trends or transactions occurring subsequent to the date of our report.
- We have not carried out any due diligence, audit or other tests to establish the accuracy or sufficiency of the financial statements referred hereinabove, or the information or explanations provided to us by the management of the Companies. Further, we are not required to nor do we accept responsibility for the same.
- We have relied on the financial projections prepared by the management of AKSH and its subsidiaries. While we have broadly reviewed and discussed our comments on the assumptions underlying the projections, we have not independently verified the assumptions provided to us and accordingly, there can be no assurance that these assumptions are accurate. We do not express an opinion on the achievability of projections provided to us. We must emphasize that the realizations of the financial projections are dependent on the continuing validity of the assumptions on which such financial projections are based. Since these financial projections relate to the future, actual results may be different from the projected results because events and circumstances do not occur as expected, and differences may be material.



- We have not independently validated the book value of the assets and liabilities as on March 31, 2016 and has completely relied on the numbers provided by the management
- We have not independently validated the information provided to us or explanations given by the management with actual records maintained by the Companies, or any regulatory authorities or any other external source.
- We have not verified the authenticity, legality or completeness of agreements entered into by the Companies with related or third parties or the title deeds of various assets owned by the respective Companies.
- This report includes information not available to the public. Accordingly, this report is strictly confidential, and no part thereof may be reproduced or used by any other party other than the respective companies for its intended use.
- While all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither we, our directors / employees, nor any of our affiliates, their partners / employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied in respect of the completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report.
- While arriving at our conclusions, we have considered and relied on management representation letters dated January 12, 2017 along with management representations explanations provided to us from time to time, without independently validating the same. We take no responsibility for the incorrectness, incompleteness, or inaccuracy of such representations and explanations, and the impact thereof on our conclusions herein. The management of the Companies take full responsibility of the information, explanations and representations provided to us, and it has been agreed in our Engagement Letter that we shall be held harmless and kept fully indemnified by the Companies in the eventuality such information, explanations and representations, are incorrect, incomplete, inaccurate or misleading.





Chartered Capital And Investment Ltd.

418-C, "215 ATRIUM", Andheri Kurla Road, Andheri (East), Mumbai-400 093.

Tel.: 91-22-6692 4111 / 6222 • Fax : 91-22-6692 6222

Website : www.charteredcapital.net

CIN NO: L45201GJ1986PLC008577

Dated: January 12, 2017

The Board of Directors

AKSH OPTIFIBRE LIMITED

(CIN NO: L24305RJ1986PLC016132)

F-1080, RIICO Industrial Area, Phase-III,

Bhiwadi (Rajasthan)-301019

The Board of Directors

APAKSH BROADBAND LIMITED

(CIN No: U92111RJ2005PLC056369)

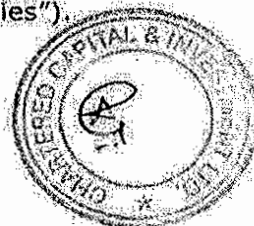
F-1080, RIICO Industrial Area, Phase-III,

Bhiwadi (Rajasthan)-301019

Subject: Fairness Opinion on Valuation Report for the purpose of proposed scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited.

Dear Sir/s,

We M/s Chartered Capital and Investment Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000004018 have been appointed by Aksh Optifibre Limited to provide a fairness opinion on the valuation done by CHhajer & Chhajer Co., Chartered Accountants having its office at 364, GH-1, Paschim Vihar, New Delhi -110063, who were the appointed valuer for the captioned proposed scheme of amalgamation of Aksh Optifibre Limited and APAksh Broadband Limited (hereinafter collectively referred to as the "Companies").





Since the scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited (hereinafter referred as the "Scheme") is common for both the Companies, we deem it imperative to issue a consolidated fairness opinion on the valuation report in relation to both the Companies concerned.

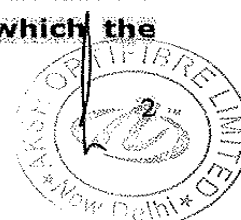
Scope and Purpose of the Opinion

Pursuant to the requirements of SEBI circular no. CIR/CFD/CMD/16/2015 dated 30th November, 2015, a fairness opinion has to be obtained from an independent merchant banker on the valuation of assets/shares done by the valuer for the listed as well as unlisted companies. The purpose of the opinion is to safeguard the interest of the shareholders and that of the companies involved in the proposed Scheme and this opinion shall be made available to the shareholders of the relevant Companies at the time of their meeting to pass the necessary resolution for the proposed Scheme and to any other relevant authority.

We have not made an appraisal or independent valuation of any of the assets or liabilities of any of the Companies and have not conducted an audit or due diligence or reviewed/ validated the financial data except what is provided for in the Valuation Report and financial data provided to us by the Company or Valuer.

Disclaimer: This report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Company and should also not be considered as a final equity value of the Company.

Our report does not, in any way, guarantee that the equity shares of Companies will continue to remain at the price on which the valuation of the shares takes place.





This letter is for the benefit of and confidential use by the Company. This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

In no circumstances whatsoever, will Chartered Capital and Investment Limited, its Directors and employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Draft Scheme of Amalgamation.
2. Valuation Report given by Chhajed & Chhajed Co., Chartered Accountants, dated January 12, 2017.

Approach followed for valuation

The share exchange ratio calculated in the valuation report has been arrived at by the adoption of several commonly used and accepted methods for determining the fair value of the equity shares of a company, to the extent relevant and applicable, including:

1. Net Asset Value method;
2. Discounted Cash Flows method; and
3. Market Capitalization method.





Fairness Opinion

We in the capacity of SEBI registered Merchant Banker do hereby certify that the valuation done by Chhajed & Chhajed Co., Chartered Accountants the valuer for determining the share exchange ratio in respect of proposed scheme of amalgamation for the proposed amalgamation of APAksh Broadband Limited into Aksh Optifibre Limited, in the ratio that the shareholders of APAksh Broadband Limited (excluding Aksh Optifibre Limited) would receive 25 fully paid-up equity shares of face value of Rs 5/- each of Aksh Optifibre Limited for every 133 fully paid-up equity shares of face value of Rs 5/- each held by the shareholders in APAksh Broadband Limited as a consideration for the proposed amalgamation on the basis of the aforesaid methodologies is fair and reasonable.

Thanking You

For Chartered Capital and Investment Limited

A.K. Gattani

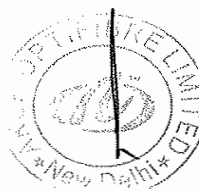
Amit Gattani

Assistant Vice President



Date: January 12, 2017

Place: Mumbai



4



AKSH

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
 Mohan Co-operative Industrial Estate
 Mathura Road, New Delhi-110044, INDIA
 Tel. : +91-11-26991508, 26991509
 Fax : +91-11-26991510
 E-mail : aksh@akshoptifibre.com
 Website : www.akshoptifibre.com
 CIN NO. : L24305RJ1986PLC016132

March 10, 2017

The Listing Compliance Department
 The Manager- Listing
National Stock Exchange of India Limited,
 Exchange Plaza, 5th Floor
 Plot No. C/1, G. Block
 Bandra-Kurla Complex, Bandra (East)
 Mumbai-400051

To,
 The General Manager,
 Department of Corporate Services,
BSE Limited,
 Phiroze Jeejeebhoy Towers,
 Dalal Street,
 Mumbai-400001

Dear Sir,

Ref: Complaints Report as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub: Scheme of Amalgamation of APAksh Broadband Limited ("Transferor Company") with Aksh Optifibre Limited ("Transferee Company") and their respective shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956 and Sections 230-236 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013.

With reference to our application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of APAKSH Broadband Limited ("Transferor Company") with Aksh Optifibre Limited ("Transferee Company") and their respective shareholders and Creditors filed on January 27, 2017, we are enclosing herewith the Complaint Report in accordance with the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

We enclose herewith Complaints Report dated March 10, 2017 for the period February 16, 2017 to March 10, 2017.

Kindly take the above on your records.

Thanking You,

For Aksh Optifibre Limited.


Gaurav Mehta
 Chief-Corporate Affairs & Company Secretary
 Encl: A/a



We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
 Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

Complaints Report for the period February 16, 2017 to March 10, 2017

PART A

Sr. No.	Particulars	Number
1	Number of Complaints received directly	NIL
2	Number of Complaints forwarded by Stock Exchanges	NIL
3	Total Number of Complaints/comments received (1+2)	NIL
4	Number of Complaints resolved	NIL
5	Number of Complaints pending	NIL

PART B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
NIL			

For Aksh Optifibre Limited


Gaurav Mehta
Chief-Corporate Affairs & Company Secretary

Date : March 10, 2017

Place: New Delhi

We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

AKSH OPTIFIBRE LIMITED

A - 25, 2nd Floor,
Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044, INDIA
Tel. : +91-11-26991508, 26991509
Fax : +91-11-26991510
E-mail : aksh@akshoptifibre.com
Website : www.akshoptifibre.com
CIN NO. : L24305RJ1986PLC016132

Report of the Board of Directors on the Draft Scheme of Amalgamation ("Scheme") between APaksh Broadband Limited ("Transferor Company") and AKSH Optifibre Limited ("Transferee Company") and their respective shareholders

The Company has placed before the Board of Directors on 14th January, 2017, the Draft Scheme of Amalgamation between APaksh Broadband Limited ("Transferor Company") and AKSH Optifibre Limited ("Transferee Company") and their respective shareholders ("Scheme") under the applicable provisions of the Companies Act, 2013.

At the Board Meeting the following documents were placed before the Board of Directors for their consideration-

- Scheme of Amalgamation of the Transferor Company with the Transferee Company;
- Memorandum of Association and Article of Association of the Companies;
- Audited accounts of Companies as on March 31, 2016;
- Provisional financial statements of the Companies as on December 31, 2016
- Valuation Report dated 12.01.2017, issued by M/s Chhajer & Chhajer, Co. Chartered Accountants, recommending the 25:133 as Share Entitlement Ratio for the Amalgamation of the Transferor Company with the Transferee Company.
- Fairness Opinion dated 12.01.2017 issued by Chartered Capital and Investment Ltd., SEBI Registered Merchant Banker recommending the Share Entitlement Ratio of 25:133 as for the Amalgamation of the Transferor Company with the Transferee Company as fair and reasonable.
- Report from the Audit Committee recommending the draft scheme;
- Statutory Auditor's Certificate confirming the compliance of the accounting treatment;

Report

- Based on review of the Draft Scheme of Amalgamation between the Transferor Company and the Transferee Company, Valuation Report dated 12.01. 2017, issued by M/s Chhajer & Chhajer, Co. Chartered Accountants and the Fairness Opinion dated 12.01. 2017 issued by Chartered Capital and Investment Ltd. SEBI registered Merchant Banker, and the recommendation of Audit Committee, the Board of Directors believe that the Scheme of Amalgamation and the Share Entitlement Ratio of 25:133 [i.e. 25 fully paid up equity shares of Rs. 5/- each of the Transferee Company for every 133 fully paid up equity shares of Rs. 5/- each of the Transferor Company held by the Members (other than its holding company - Aksh) whose names appear in the Register of Members of the Transferor Company ("New Equity Shares")] is fair and reasonable.



We smarten up your life..™

Regd. Office : F-1080, RIICO Industrial Area Phase-III, Bhiwadi - 301 019 (Rajasthan) INDIA
Phones : +91-1493-220763, 221333 | Fax : +91-1493-221329

2. The Board of Directors observe that no issues or difficulties regarding the valuation has been mentioned in the Valuation Report dated 12.01.2017, issued by M/s Chhajer & Chhajer, Co. Chartered Accountants.
3. The Draft Scheme of Amalgamation relates to transfer of the entire business/ undertaking of the Transferor Company including its assets and liabilities to the Transferee Company. Upon the Scheme becoming effective, the shareholders of the Transferor Company shall be allotted shares in the Transferee Company.
4. The effect of the proposed Scheme of Amalgamation on the shareholders and creditors of the Company would be as follows-

Effect of the compromise or arrangement on:	
(a) Key Managerial Personnel;	Dr. Kailash S. Choudhari, Chairman & Managing Director, Mr. Gaurav Mehta, Chief-Corporate Affairs & Company Secretary and Mr. Satyendra Gupta, Deputy Managing Director will get shares of Aksh Optifibre Limited after merger as they are the shareholder of APAKsh Broadband Limited.
(b) Directors;	Two Directors are common i.e Dr. Kailash S. Choudhari and Mr. Amrit Nath in Transferor and Transferee Company. Other Directors of the Transferee Company and / or its relatives are not in any manner interested in the Scheme.
(c) Promoters;	Ms. Bharati Shailesh Sundesha, Mr. Shailesh Popatlal, Mr. Popatlal Fulchand, Dr. Kailash Shantilal Choudhari will get shares of Aksh Optifibre Limited upon merger as they are the shareholders of APAKsh Broadband Limited. The promoter members shareholding percentage may remain almost same at 27.85%.
(d) Non-promoter Members;	The non-promoter members shareholding (public shareholding) may increase by 0.02%.
(e) Depositors;	There are no Depositors in the Transferee Company within the meaning of section 73 of the Companies Act, 2013.
(f) Creditors;	No adverse impact
(g) Debenture Holders;	There are no debenture holders in the Transferee Company.
(h) Deposit Trustee and Debenture Trustee;	Not Applicable
(i) Employees of the Company	No adverse impact

*The % change has been calculated based on shareholding as on March 31, 2017.

In the opinion of the Board, the said scheme will be of advantage and beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. It is for these reasons that the Board of Directors of AKSH Optifibre Limited approved the Scheme at their meeting held on 14th January, 2017.

Date: 22.05.2017
Place: New Delhi

For and on behalf of the Board of Directors

Dr. Kailash S. Choudhari
Chairman & Managing Director

APAKSH BROADBAND LIMITED**BALANCE SHEET**

	(Provisional) 31 December 2016 Amount in Rs.	(Audited) 31 March 2016 Amount in Rs.
Equity and liabilities		
Shareholders' funds		
Share capital	1,352,250,000	1,352,250,000
	1,352,250,000	1,352,250,000
Non-current liabilities		
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	0	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	154,642,052	153,909,957
	154,642,052	153,909,957
Current liabilities		
Short-term borrowings	54,792,559	54,792,559
Other Short-term liabilities	693,989	667,480
	55,486,548	55,460,039
TOTAL	1,562,378,600	1,561,619,996
Assets		
Non-current assets		
Fixed assets		
Property, Plant and Equipment	876,418	982,081
Intangible assets	-	-
Capital work-in-progress	1,462,191,325	1,462,191,325
Project Development Expenditure	99,222,323	98,259,987
	1,562,290,066	1,561,433,393
Current assets		
Cash and bank balances	48,037	90,925
Short-term loans and advances	40,497	95,678
	88,534	186,603
TOTAL	1,562,378,600	1,561,619,996

AKSH OPTIFIBRE LIMITED
BALANCE SHEET

	(Provisional) 31-Dec-16 Rs. in lacs	(Audited) 31-Mar-16 Rs. in lacs
Equity and liabilities		
Shareholders' funds		
Share capital	8,133.25	8,133.25
Reserves and surplus	37,729.22	36,433.87
	45,862.47	44,567.12
Non-current liabilities		
Long-term borrowings	5,410.71	2,650.93
Deferred Tax Liabilities (net)	389.36	234.00
Other non current liabilities	475.00	644.25
Long-term provisions	332.02	275.93
	6,607.09	3,805.11
Current liabilities		
Short-term borrowings	5,233.34	4,018.78
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	-	4.85
Total outstanding dues of creditors other than micro enterprises and small enterprises	7,480.55	6,970.28
Other current liabilities	4,444.43	3,387.21
Short-term provisions	390.75	472.14
	17,549.07	14,853.26
TOTAL	70,018.63	63,225.49
Assets		
Non-current assets		
Fixed assets		
Property, Plant and Equipment	8,703.16	7,400.82
Intangible assets	453.70	621.83
Capital work-in-progress including intangible assets	790.03	200.94
Non-current investments	26,371.15	26,033.73
Long-term loans and advances	1,150.64	415.13
Other non-current assets	1,911.95	2,171.55
	39,380.63	36,844.00
Current assets		
Inventories	4,053.96	2,402.05
Trade receivables	16,260.80	14,150.86
Cash and cash equivalents	206.72	316.86
Short-term loans and advances	9,927.68	9,304.79
Other current assets	188.84	206.93
	30,638.00	26,381.49
TOTAL	70,018.63	63,225.49

AKSH OPTIFIBRE LIMITED
STATEMENT OF PROFIT AND LOSS

	(Provisional) 31-Dec-16 Rs. in lacs	(Audited) 31-Mar-16 Rs. in lacs
Income		
Revenue from operations (gross)	33,680.13	46,169.07
Less: excise duty	1,348.92	2,692.60
Revenue from operations (net)	32,331.21	43,476.47
Other income	324.05	354.99
Total revenue (I)	32,655.26	43,831.46
Expenses		
Cost of raw material and components consumed	21,358.63	25,081.32
Purchase of traded goods	865.75	355.64
(Increase)/ decrease in inventories of finished goods,work-in-progress and traded goods	(1,701.79)	525.98
Employee benefits expense	2,009.79	2,109.75
Other expense	5,652.01	8,394.26
Total expense (II)	28,184.39	36,466.95
Earnings before interest ,depreciation & amortization, exceptional items and tax (EBITDA), (I) – (II)	4,470.87	7,364.51
Depreciation and amortization expense	1,453.85	1,872.44
Finance costs	658.71	1,040.12
Profit before exceptional items and tax	2,358.31	4,451.95
Exceptional Item's income / (expense)	(12.99)	(729.26)
Profit before tax	2,345.32	3,722.69
Tax expenses		
Income Tax	894.62	794.48
Earlier Year Taxes	-	
Deferred Tax expense	155.36	234.00
MAT Credit Entitlement	-	657.67
Total tax expense	1,049.98	370.81
Profit for the year	1,295.34	3,351.88
Earnings per equity share [nominal value of share Rs 5/- (March 31, 2016: Rs 5/-)] (refer note no. 39)		
Basic	0.80	2.14
Diluted	0.80	2.14

**PRE & POST SCHEME SHAREHOLDING PATTERN OF
TRANSFEROR COMPANY & TRANSFEREE COMPANY**

Sr. No.	Description	Name of Shareholder	Transferor Company				Transferee company			
			Pre-arrangement (31.03.2017)		Post-arrangement		Pre-arrangement (31.03.2017)		Post-arrangement	
			No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
	Individuals/ Hindu Undivided Family	Names of Promoter								
		Bharati Shailesh Sundesha	5,000	0.005	0	0	2,758,402	1.70	2,759,342	1.70
		Shailesh Popatlal	5,000	0.005	0	0	5,453,753	3.35	5,454,693	3.35
		Sharda Popatlal	-	-	-	-	3,967,682	2.44	3,967,682	2.44
		Seema Choudhari	-	-	-	-	7,000,000	4.30	7,000,000	4.30
		Rohan Kailash Choudhari	-	-	-	-	150,500	0.09	150,500	0.09
		Rashi Choudhari	-	-	-	-	150,500	0.09	150,500	0.09
(b)	Central Government/ State Government(s)		0	0	0	0	0	0	0	0
(c)	Bodies Corporate	Names								
		Aksh Optifibre Limited	225,950,000	99.92	0	0	0	0	0	0
(d)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0
(e)	Any Others		0	0	0	0	0	0	0	0
	Sub Total(A)(1)		225,960,000	99.93	0	0	19,480,837	11.98	19,482,717	11.98
2	Foreign									
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	Name								
		Popatlal Fulchand	10,000	0.005	0	0	5,280,060	3.25	5,281,940	3.25
		Kailash Shantilal Choudhari	20,000	0.005	0	0	20,539,918	12.63	20,543,678	12.63
(b)	Bodies Corporate		0	0	0	0	0	0	0	0
(c)	Institutions		0	0	0	0	0	0	0	0
(d)	Any Others		0	0	0	0	0	0	0	0
	Sub Total(A)(2)		30,000	0.01	0	0	25,819,978	15.87	25,825,618	15.87
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		225,990,000	99.94	0	0	45,300,815	27.85	45,308,335	27.85
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI		-	-	-	-	0	0	0	0
(b)	Financial Institutions / Banks		-	-	-	-	1,994,925	1.23	1,994,925	1.23
(c)	Central Government/ State Government(s)		-	-	-	-	0	0	0	0
(d)	Venture Capital Funds		-	-	-	-	0	0	0	0
(e)	Insurance Companies		-	-	-	-	0	0	0	0
(f)	Foreign Institutional Investors/ Foreign Portfolio Investor		-	-	-	-	82,708	0.05	82,708	0.05

(g)	Foreign Venture Capital Investors		-	-	-	-	0	0	0	0
(h)	Any Other		-	-	-	-	0	0	0	0
	Sub-Total (B)(1)		-	-	-	-	2,077,633	1.28	2,077,633	1.28
2	Non-institutions									
(a)	Bodies Corporate		75,000	0.03	0	0	19,089,923	11.74	19,104,023	11.74
(b)	Individuals									
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		60,000	0.03	0	0	70,712,269	43.47	70,723,550	43.47
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		0	0	0	0	19,993,583	12.29	19,993,583	12.29
(c)	Any Other									
	Trusts		-	-	-	-	99,750	0.06	99,750	0.06
	Overseas Corporate Bodies		-	-	-	-	7,000	0.00	7,000	0.00
	Non Resident Indians		-	-	-	-	2,578,638	1.59	2,578,638	1.58
	Non Resident Indians (Non - Repat)		-	-	-	-	359,336	0.23	359,336	0.22
	Clearing Members		-	-	-	-	2,021,753	1.24	2,021,753	1.24
	Foreign Nationals		-	-	-	-	2,000	0.00	2,000	
	NBFCs Registered with RBI		-	-	-	-	9,000	0.01	9,000	0.01
	Employee Trusts*		-	-	-	-	41,3370	0.25	41,3370	0.25
	Sub-Total (B)(2)		135,000	0.06	0	0	115,286,622	70.87	115,312,003	70.89
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)		135,000	0.06	0	0	117,364,255	72.15	117,389,636	72.17
	TOTAL (A)+(B)		226,125,000	100	0	0	162,665,070	100	162,697,971	100.00
(C)	Shares held by Custodians and against which DRs have been issued		0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)		226,125,000	100	0	0	162,665,070	100	162,697,971	100.00

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AT PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA) 42(PB)/2017**

IN THE MATTERS OF:

THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF:

SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND SECTIONS 230 TO 236 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENTS THEREOF FOR THE TIME BEING IN FORCE

AND

IN THE MATTER OF

THE SCHEME OF AMALGAMATION OF:

APAKSH BROADBAND LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Ms. Savita Pandey.

.....TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1

WITH

AKSH OPTIFIBRE LIMITED having its registered office at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India through its authorized representative Mr. Gaurav Mehta.

.....TRANSFeree COMPANY /APPLICANT COMPANY NO. 2

AKSH OPTIFIBRE LIMITED, a Company
incorporated under the provisions of the
Companies Act, 1956 and having its
Registered Office at F-1080,
RIICO Industrial Area, Phase-III,
Bhiwadi (Rajasthan)-301019, India.

Applicant Company No. 2/
Transferee Company

FORM MGT-11 PROXY FORM

CIN: L24305RJ1986PLC016132

Name of the Company: Aksh Optifibre Limited

Registered Office: F-1080, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Rajasthan

Name of the Unsecured Creditor(s) :

Address :

I/We, being the Unsecured Creditor(s) of _____ shares of the AKSH OPTIFIBRE LIMITED, hereby appoint Mr. / Ms. _____ and failing him / her Mr. /Ms. _____ as my / our proxy and whose signature(s) are appended below to attend and vote (on Poll) for me/us and on my/our behalf at the NCLT CONVENED MEETING of the Company to be held on Thursday the 29th June, 2017 at 2.00 p.m. at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Description of Resolution	For	Against
Resolution pursuant to provisions of Section 230 of the Companies, Act 2013 read with relevant Rules and under relevant provisions of applicable law for approval of the Scheme of Amalgamation of APAKsh Broadband Limited and Aksh Optifibre Limited and their respective shareholders.		

Signed this _____ day of _____ 2017

Signature of Unsecured Creditor _____

Signature of first Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please select 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
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the Proxy later in time shall be accepted.



AKSH OPTIFIBRE LIMITED

Registered Office: F-1080, RIICO Industrial Area, Phase III, Bhiwadi RJ 301019 IN

Corporate Office: A-25, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044

Tel: No. 011-26991508/09, Fax No. 011-26991510

E-mail: aksh@akshoptifibre.com Website www.akshoptifibre.com

CIN: L24305RJ1986PLC016132

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL OF NCLT CONVENED MEETING ON THURSDAY THE 29TH JUNE, 2017 AT 2.00 P.M. AT F-1080, RIICO INDUSTRIAL AREA, PHASE-III, BHIWADI (RAJASTHAN)-301019, INDIA

Name of the Unsecured Creditor	
Address	

I/ We certify that I/ We am/ are Unsecured Creditor/ proxy for the Unsecured Creditor of the Company.

I/ We hereby record my presence at the NCLT CONVENED MEETING of the Company to be held at F-1080, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan)-301019, India on Thursday the 29th June, 2017 at 2.00 p.m.

Route Map to the venue of the meeting

