

**AKSH**

# AKSH OPTIFIBRE LIMITED

J-1/1, B-1, Extension,  
Mohan Co-operative Industrial Estate  
Mathura Road, New Delhi-110044, INDIA  
Tel. : +91-11-26991508, 26991509  
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Website : www.akshoptifibre.com  
CIN NO. : L24305RJ1986PLC016132

July 7, 2016

To,

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

**Sub: Corporate Governance Compliance Report.**

Dear Sir,

Please find enclosed herewith Corporate Governance Compliance Report for the quarter ended June 30, 2016, complying with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

for Aksh Optifibre Limited

Gaurav Mehta  
Chief-Corporate Affairs & Company Secretary



Encl: As above

**Format to be submitted by Listed entity on quarterly basis**

1. Name of Listed Entity: **M/s AKSH OPTIFIBRE LIMITED**

2. Quarter ending: **June 30, 2016**

**I. Composition of Board of Directors**

| Title<br>(Mr. /<br>Ms) | Name of the Director     | PAN\$ & DIN            | Category<br>(Chairperson/Ex<br>ecutive/Non-<br>Executive/<br>Independent/<br>Nominee) & | Date of Appointme<br>nt in the<br>current<br>term<br>/cessation | Tenure* | No of<br>Directorship in<br>listed entities<br>including this<br>listed entity<br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of post of<br>Chairperson in<br>Audit/<br>Stakeholder<br>Committee held<br>in listed entities<br>including this<br>listed entity<br>(Refer<br>Regulation 26(1)<br>of Listing<br>Regulations) |
|------------------------|--------------------------|------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Dr.                    | Kailash S Choudhari      | AAHPC7797B<br>00023824 | Chairman-<br>Executive                                                                  | 01.06.2015                                                      | N.A     | 1 (One)                                                                                                                                       | 1                                                                                                                                                                      | None                                                                                                                                                                                            |
| Mr.                    | B. R. Rakhecha           | AAEPR7923D<br>00026729 | Non-Executive<br>Non- Independent                                                       | 22.07.2003                                                      | N.A.    | 1 (One)                                                                                                                                       | 1                                                                                                                                                                      | 1 (One)                                                                                                                                                                                         |
| Mr.                    | Amrit Nath               | ADUPN7858E<br>00431866 | Independent                                                                             | 27.09.2014                                                      | 5 years | 1 (One)                                                                                                                                       | 2                                                                                                                                                                      | None                                                                                                                                                                                            |
| Mr.                    | Dinesh Kumar Mathur      | AAJPM9342D<br>00026667 | Independent                                                                             | 27.09.2014                                                      | 5 years | 1 (One)                                                                                                                                       | 1                                                                                                                                                                      | None                                                                                                                                                                                            |
| Mr.                    | Narendra Kumbhat         | AAJPK8470D<br>00035665 | Independent                                                                             | 27.09.2014                                                      | 5 years | 3 (Three)                                                                                                                                     | 4                                                                                                                                                                      | 2 (Two)                                                                                                                                                                                         |
| Ms.                    | Devika Raveendran        | APXPD7395H<br>07191153 | Independent                                                                             | 30.05.2015                                                      | 5 years | 1 (One)                                                                                                                                       | 1                                                                                                                                                                      | None                                                                                                                                                                                            |
| Mr.                    | Satyendra Kumar<br>Gupta | AAAPG1765C<br>00035141 | Executive                                                                               | 28.05.2016                                                      | 3 years | None                                                                                                                                          | None                                                                                                                                                                   | None                                                                                                                                                                                            |

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



| II. Composition of Committees                                                                                                                                             |                                                                                            |                                                                                                    |                                                                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| Name of Committee                                                                                                                                                         | Name of Committee members                                                                  | Category (Chairperson/Executive/Non-Executive/independent/Nominee) s                               |                                                                     |
| 1. Audit Committee                                                                                                                                                        | Mr. Narendra Kumbhat<br>Mr. Dinesh Kumar Mathur<br>Ms. Devika Raveendran<br>Mr. Amrit Nath | Independent (Chairman of Committee)<br>Independent<br>Independent<br>Independent                   |                                                                     |
| 2. Nomination & Remuneration Committee                                                                                                                                    | Mr. Dinesh Kumar Mathur<br>Mr. Amrit Nath<br>Mr. B. R. Rakhecha<br>Dr. Kailash S Choudhari | Independent (Chairman of Committee)<br>Independent<br>Non-Executive -Non -Independent<br>Executive |                                                                     |
| 3. Risk Management Committee(if applicable)                                                                                                                               | Not Applicable                                                                             | Not Applicable                                                                                     |                                                                     |
| 4. Stakeholders Relationship Committee                                                                                                                                    | Mr. B. R. Rakhecha<br><br>Mr. Amrit Nath<br>Dr. Kailash S Choudhari                        | Non Executive- Non Independent (Chairman of Committee)<br>Independent<br>Executive                 |                                                                     |
| ¶Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen |                                                                                            |                                                                                                    |                                                                     |
| III. Meeting of Board of Directors                                                                                                                                        |                                                                                            |                                                                                                    |                                                                     |
| Date(s) of Meeting (if any) in the previous quarter                                                                                                                       | Date(s) of Meeting (if any) in the relevant quarter                                        | Maximum gap between any two consecutive (in number of days)                                        |                                                                     |
| 11.02.2016                                                                                                                                                                | 23.04.2016<br>28.05.2016                                                                   | 106 days between Two Board Meetings                                                                |                                                                     |
| IV. Meeting of Committees                                                                                                                                                 |                                                                                            |                                                                                                    |                                                                     |
| Date(s) of meeting of the committee in the relevant quarter                                                                                                               | Whether requirement of Quorum met (details)                                                | Date(s) of meeting of the committee in the previous quarter                                        | Maximum gap between any two consecutive meetings in number of days* |
| 29.04.2016 Nomination & Remuneration Committee                                                                                                                            | Yes                                                                                        | NIL                                                                                                | -                                                                   |
| 27.05.2016 Audit Committee                                                                                                                                                | Yes                                                                                        | 11.02.2016 Audit Committee                                                                         | 105 days between Two Audit Committee Meetings                       |
| 28.05.2016 CSR Committee                                                                                                                                                  | Yes                                                                                        | NIL                                                                                                | -                                                                   |
| • This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional.                                    |                                                                                            |                                                                                                    |                                                                     |

| <b>V. Related Party Transactions</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>Subject</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Compliance Status<br/>(Yes/No/NA)<br/><small>refer note below</small></b> |
| Whether prior approval of Audit Committee obtained                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Yes                                                                          |
| Whether shareholder approval obtained for material RPT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | NA                                                                           |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                          |
| <b>Note</b><br>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.<br>2 If status is "No" details of non-compliance may be given here.<br>* All the RPTs are being reviewed by Audit Committee in their quarterly meetings.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                              |
| <b>VI. Affirmations</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                              |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015<br>a. Audit Committee<br>b. Nomination & Remuneration committee<br>c. Stakeholders Relationship committee<br>d. Risk management committee (applicable to the top 100 listed entities)<br>3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br>4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: |                                                                              |
| for Aksh Optifibre Limited<br><br>Gaurav Mehta<br>Chief-Corporate Affairs & Company Secretary<br>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                              |

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.