



## Ortel Communications Ltd.

www.ortelcom.com

Bringing Convergence to India

Corporate office :  
C-1, Chandrasekharpur  
Behind R.M.R.C., Near BDA Colony  
BBSR- 751016, Odisha, India  
Ph.: (0674) 3983200  
Fax: (0674) 2303448  
email - nodal@ortelgroup.com  
CIN: L74899DL1995PLC069353

Company under Corporate Insolvency Resolution  
Process by NCLT Order, dated November 27, 2018

May 24, 2019

To,

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G  
BandraKurla Complex  
Bandra (E), Mumbai-400 051  
Scrip code-ORTEL

The Deputy General Manager  
(Corporate Services)  
**BSE Limited**  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400 001  
Scrip code-539015

**Sub.: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2019**

Dear Sir /Madam,

Pursuant to the SEBI Circular No.CIR/CFD/CMDI/27/2019 dated 8<sup>th</sup> February, 2019 and Regulation 24(A) of SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup>, March 2019, issued by M/s Kumar Suresh & Associates, Practicing Company Secretaries and Secretarial Auditors of the Company.

You are requested to kindly take the same on record.

Thank you,

Yours faithfully,

For Ortel Communications Limited (Under CIRP)

Bidu Bhusan Dash  
Company Secretary & Compliance Officer



Issued with the approval of Mr. Srigopal Choudhary ("RP"), Registration No. IBBI/IPA-001/IP-P01238/2018-2019/11893

(Ortel Communications Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Srigopal Choudhary, appointed by the National Company Law Tribunal by order dated 01<sup>st</sup> February, 2019 under the provisions of the Code)

Encl.: A/a



**SECRETARIAL COMPLIANCE REPORT OF ORTEL COMMUNICATIONS LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

To,

Mr. Srigopal Choudhary  
Resolution Professional  
Ortel Communications Limited (under CIRP)  
Address - Flat 7J Tower -3 South City  
375 P.A.S. Road Kolkata - 700068  
Registration No. - IBBI/IPA-001/IPP-01238/2018-19/11893

We M/s Kumar Suresh & Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Ortel Communications Limited (" the listed entity"),
- (b) The filings/submissions made by the listed entity to the Stock Exchange,
- (c) Website of the Listed entity,
- (d) Any other documents/filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2019 (" Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992("SEBI Act ") and the Regulations, Circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (" SCRA") , rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure) Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; Not applicable during year under review;





- (e) Securities and Exchange Board of India (Share Based Employee benefits ) Regulations, 2014 to the extent applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable during the year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; to the extent applicable;
- (i) The Depositors Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of regulation 76 of Securities and Exchange Board of India (Depositories and participants) Regulations, 2018; to the extent applicable;
- (j) The Securities and Exchange Board of India (Registers to an issue and Share Transfer Agents) Regulations, 1993 regarding the companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; to the extent applicable.

and based on the above examination, we hereby report that, during the Review period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent as mentioned above, insofar as it appears from our Examinations of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters / directors either by SEBI or by Stock Exchange (including under the standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/ guidelines issued thereunder :

Sr. no.	Action taken by	Details of Violation	Details of actions taken E.g. fines, warning Letter, debarment, etc.	Observations remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited	Delayed compliance with Regulation 33 of SEBI (LODR), 2015 for quarter and half year ended September 30, 2018.	Total fine levied (Inclusive of 18% GST) Rs.76,700/- for 13 days of days of non-compliance	NA



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations/ made in the compliance report for the year ended... (The Years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable during the year under review				

For Kumar Suresh & Associates  
Company Secretaries



Suresh Kumar Yadav  
(Prop.)  
FCS No. 6452  
C P No.: 6711

Place: Gurugram  
Date: May 24, 2019