

September 28, 2018

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai-400051
Scrip- ORTEL

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip code-539015

SUBJECT: MINUTES OF PROCEEDINGS OF AGM

Dear Sir/Madam;

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, enclosed please find the Minutes of Meeting of the 23rd Annual General Meeting of the Company held on Friday, 21st September, 2018 at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 at 10:30 A.M.

This is for your information and record.

Thanking You,
For Ortel Communications Ltd



Bidu Bhusan Dash
Company Secretary & Compliance Officer



Enclo.: As above

MINUTES

MINUTES OF THE PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF ORTEL COMMUNICATIONS LIMITED HELD ON FRIDAY, SEPTEMBER, 21, 2018 AT MODI HALL, PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2 SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI-110016 AT 10:30 A.M.

DIRECTORS PRESENT IN PERSON:

- | | | |
|-----|------------------------|-----------------------------------|
| 01. | Dr. Gautam Sehgal | Chairman cum Independent Director |
| 02. | Mrs. Jagi Mangat Panda | Managing Director |
| 03. | Mr. K. V. Seshasayee | Independent Director |

IN ATTENDANCE AND INVITATION:

- | | | |
|-----|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 01. | Mr. Bibhu Prasad Rath | President & CEO |
| 02. | Mr. Anand Kumar Jhunjunwala | Statutory Auditor |
| 03. | Mr. Bidu Bhusan Dash | Company Secretary |
| 04. | Mr. Suresh Kumar Yadav | M/s Kumar Suresh & Associates, Company Secretaries, Secretarial Auditor of the Company and Scrutinizer for e-voting process of the meeting |

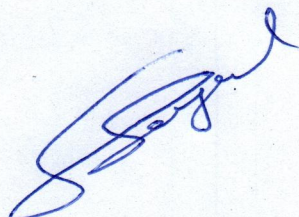
MEMBERS PRESENT IN PEERSON AND PROXIES:

84 members present in person and Nil members represented by their proxies were present as per attendance register.

1. Mr. Bidu Bhusan Dash, Company Secretary of the Company welcomed all the members to the 23rd Annual General Meeting of the Company. He also introduced the dignitaries who were present on the dias.

He informed the members that, in absence of any designated Chairman of the Board and as per the articles of the company requested Directors present in the meeting to decide one of them to chair and preside over the meeting. Accordingly, as proposed by Mrs. Jagi Mangat Panda, Managing Director and seconded by Mr. Kadambi Seshasayee, Independent Director and Chairman of Corporate Social Responsibility Committee, Dr. Gautam Sehgal, Independent Director of the Company occupied the chair and presided over the meeting with the consent of the members.

2. Following documents and registers were placed on the table and kept open for inspection of members during the meeting:
 - Annual Report comprising of notice convening the 23rd Annual General Meeting, Boards Report along with Annexures thereto and Audited Accounts including Auditors Report thereon for the financial year ended 31st March, 2018.
 - Registers of Directors & Key Managerial Personnel and their Shareholdings, Registers of Contracts or Arrangements in which directors are interested, Proxy Registers and Other relevant documents.



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3. After ascertaining that the necessary quorum was present by the Company Secretary of the Company, the Chairman commenced the proceedings and called the meeting to order.

Thereafter, with the consent of the members, the notice convening the meeting, the Boards Report along with Annexures thereto and the Annual Accounts for the financial year ended 31st March, 2018 were taken as read. Company Secretary of the Company confirmed that, there are no qualifications, observations or comments in the Auditors Report for the financial year ended 31st March, 2018 which had adverse effect on the functioning of the Company.

Chairman shared the company's performance during the year under review and updated some of the recent developments in the Company to the members present in the meeting and appraised and thanked the members for their support and trust imposed on the Company.

Chairman stated that, as per requirement of the Companies Act, 2013 and Listing Regulations, the Company had provided the facility of remote e-voting facility to its shareholders to exercise their rights to vote on the resolutions proposed to be passed at the AGM and invited the shareholders who have not casted their votes through remote e-voting facility to cast their votes through ballot paper after conclusion of meeting.

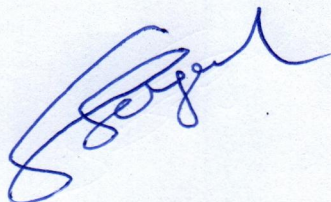
Chairman further informed that, Mr. Suresh Kumar Yadav, Practicing Company Secretary, M/s Kumar Suresh & Associates was appointed as scrutiner and advised scrutiner to take poll proceedings immediately upon the closure of the meeting and requested him to submit the report latest by 06:00 P.M. on 22nd September, 2018.

Mr. Bibhu Prasad Rath, President & CEO of the Company thanked the members for their participation and extended a vote of thanks and then Chairman announced the conclusion of 23rd Annual General Meeting of the Company.

Mr. Suresh Kumar Yadav, scrutiner then conducted the poll and after closing the poll process at around 11:30 A.M. took the custody of the polling boxes for submitting final voting results.

RESULTS:

On the basis of Scrutinisers Report of both electronic voting and poll at the Annual General Meeting, the summary of which is mentioned hereunder. The result was announced on 21st September, 2018 at 07:00 P.M. that all the resolutions for the ordinary and special business as set out in item no. 1 to 3 as set out in the notice of the 23rd Annual General Meeting of the Company were duly passed by the required majority and are recorded hereunder as part of the proceedings of 23rd Annual General Meeting of the Company held on 21st September, 2018.



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Consolidated results of the e-voting and poll on all Ordinary and Special Business:

Date of the AGM/EGM	ORTEL COMMUNICATIONS LIMITED 21-09-2018
Total number of shareholders on record date	3304
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	76
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of annual accounts along with the reports of Auditors and Board thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=\frac{(2)}{(1)}*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=\frac{(4)}{(2)}*100$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting	18280450	0	0.0000	00	0	0.0000	0.0000
	Poll		17265459	94.4477	17265459	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		17265459	94.4477	17265459	0	100.0000	0.0000
Public- Institutions	E-Voting	3098000	3000000	96.8367	3000000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3000000	96.8367	3000000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	11598450	4967152	42.8260	4967152	0	100.0000	0.0000
	Poll		155738	1.3427	155738	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5122890	44.1687	5122890	0	100.0000	0.0000
	Total	32976900	25388349	76.9883	25388349	0	100.0000	0.0000

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Director in place of Mrs. Jagi Mangat Panda, Managing Director (DIN-00304690), who retires by rotation and, being eligible, offers herself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=\frac{(2)}{(1)}*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=\frac{(4)}{(2)}*100$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting	18280450	0	0.0000	00	0	0.0000	0.0000
	Poll		12220126	66.8481	12220126	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		12220126	66.8481	12220126	0	100.0000	0.0000
Public- Institutions	E-Voting	3098000	3000000	96.8367	3000000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3000000	96.8367	3000000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	11598450	5759946	49.6613	5759946	0	100.0000	0.0000
	Poll		155738	1.3427	155738	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5915684	51.004	5915684	0	100.0000	0.0000
	Total	32976900	21135810	64.0928	21135810	0	100.0000	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration of Cost Auditors of the Company for the FY2018-19.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=\frac{(2)}{(1)}*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=\frac{(4)}{(2)}*100$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting	18280450	0	0.0000	00	0	0.0000	0.0000
	Poll		17265459	94.4477	17265459	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		17265459	94.4477	17265459	0	100.0000	0.0000
Public- Institutions	E-Voting	3098000	3000000	96.8367	3000000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3000000	96.8367	3000000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	11598450	5759946	49.6613	5759946	0	100.0000	0.0000
	Poll		155738	1.3427	155738	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5915684	51.004	5915684	0	100.0000	0.0000
	Total	32976900	26181143	79.3924	26181143	0	100.0000	0.0000

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Resolutions which were duly approved by the members with requisite majority are recorded hereunder as part of proceedings of the 23rd Annual General Meeting of the members held on 21st September, 2018.

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Financial Statements including the Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 including the audited Balance Sheet as at March 31, 2018, together with the Reports of the Auditors' and Directors' thereon.

ITEM NO.2:RE-APPOINTMENT OF MRS. JAGI MANGAT PANDA (DIN-00304690), MANAGING DIRECTOR RETIRING BY ROTATION:

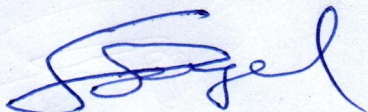
Explanation:

Pursuant to Section 149(13) of the Companies Act 2013, the independent directors are not liable to retire by rotation. Further Section 152 (6) of the Companies Act 2013 stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every Annual General Meeting of the company.

To meet the requirement of provisions of Section 152 (6) of the Companies Act, 2013 and in line with the Article 149, 150, 151, 152 and 160 of the Article of Association, the Managing Director or the whole time Director shall not, while he/she continues to hold that office, be subject to retirement by rotation under Article 151 but he/she shall be subject to the provision of any contract between him/her and the Company be subject to the same provisions as to the resignation and removal as the other Directors of the Company and he/she shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he/she ceases to hold the office of Director for any cause, provided that, if at any time the number of Directors (including the Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total) number of the Directors for the time being then such of the Managing Director or Whole-time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation in accordance with the Article 151 to the intent that the number of Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being. However, he/she shall be counted in determining the number of Directors to retire (save as otherwise provided in a contract in terms of provisions of the Act or Rules made hereunder or in a resolution passed by Board or Shareholders of the Company).

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the applicable Rules thereon and other applicable provisions of law, if any, Mrs. Jagi Mangat Panda, Managing Director (DIN-00304690) of the Company, who retires by rotation as Director in the Annual General Meeting, be and is hereby re-appointed as a Director of the Company at the same meeting and she shall not, by reason of such retire by rotation cease to be a Managing Director of the Company."



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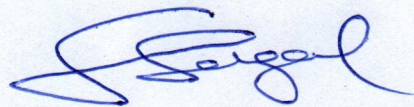
SPECIAL BUSINESS:

ITEM NO.3: RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2018-19:

“**RESOLVED THAT** pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (“the Act”) , the consent of the Company be and is hereby accorded for ratification of the below remuneration to M/s. NIRAN & CO., Cost Accountants, Bhubaneswar, Odisha as the Cost Auditors of the Company for the financial year 2017-18 as recommended by Audit Committee of the Board and approved by Board of Directors of the Company”.

REMUNERATION:

Rs. 70,000/- per annum plus out of pocket expenses & tax as applicable for conducting the Cost audit of the Company.



**GAUTAM SEHGAL
CHAIRMAN**

Place: New Delhi

Date: 24.09.2018