

## 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

#### 30 September 2019

To,

The Listing Department

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
BandraKurla Complex
Bandra (E), Mumbai-400051
Scrip code-ORTEL

The Deputy General Manager (Corporate Services) BSE Limited Floor 25,PhirozeJeejeebhoy Towers Dalal Street, Fort Mumbai- 400001 Scrip code-539015

Dear Sir/Madam;

# Subject: Voting Results and Report of the Scrutinizer of Annual General Meeting (AGM) (Pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015)

The Annual General Meeting (AGM) of Ortel Communications Ltd (the Company) was held today on Saturday, 28th September, 2019 at 10:30 A.M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.

In this regard, please find enclosed the following:

- Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and
- Report of the scrutinizer dated 30<sup>th</sup> September, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The voting results alongwith the Scrutiniser's Report is also made available on the Company's website at www.ortelcom.com.

This is for your information and record.

Thanking You,

For Ortel Communications Ltd.

Bidu Bhusan Dash

**Company Secretary & Compliance Officer** 

Enclo.: As above

	ORTEL COMMUNICATIONS LIMITED
Date of the AGM/EGM	28-09-2019
Total number of shareholders on record date	3476
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	25
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 - Adoj	otion of Annual Acc	ounts along with th	ne Reports of Audit	ors and Board ther	eon for FY 2018-19	).	
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
4	E-Voting	1	176,16,401	100.0000	176,16,401	0	100.0000	0.0000
	Poll	176,16,401	0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	176,16,401	0	0.0000	0	0	0.0000	0.0000
-	Total		176,16,401	100.0000	176,16,401	0	100.0000	0.0000
	E-Voting	-	30,00,000	96.8367	30,00,000	0	100.0000	0.0000
	Poll	30.00.000	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	30,98,000	0	0.0000	0	0	0.0000	0.0000
	Total		30,00,000	96.8367	30,00,000	0	100.0000	0.0000
	E-Voting	1	16,09,171	13.1227	15,99,171	10,000	99.3785	0.6214
	Poll	122,62,499	16	0.0001	16	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	122,02,499	0	0.0000	0	0	0.0000	0.0000
	Total		16,09,187	13.1228	15,99,187	10,000	99.3786	0.6214
	Total	329,76,900	222,25,588	67.3974	222,15,588	10,000	99.9550	0.0450

Resolution No.	2							
Resolution required: (Ordinary/ Special)		ointment of Directo rself for Re-Appoint		gi Mangat Panda, N	Managing Director I	DIN-00304690, who	o retires by rotatio	n and, being
Whether promoter/ promoter group are	4	0.000		1	ľ			
interested in the agenda/resolution?	No	-						
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes
		No. of shares	No. of votes	shares		No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	
	E-Voting		0	0.0000	0	0	0.0000	
	Poll	176,16,401		0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	1,7,10,101						
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		30,00,000	96.8367	30,00,000	0	100.0000	0.0000
	Poll	30,98,000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	30,56,000						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30,00,000	96.8367	30,00,000	0	100.0000	0.0000
	E-Voting		9,45,122	7.7074	9,45,082	40	99.9957	0.0042
	Poll	122,62,499	16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if	122,62,499						
Public- Non Institutions	applicable)	1	0	0.0000	0	0	0.0000	0.0000
	Total		9,45,138	7.7075	9,45,098	40	99.9958	0.0042
	Total	329,76,900	39,45,138	11.9633	39,45,098	40	99,9990	0.0010

Resolution No.	3	3							
Resolution required: (Ordinary/ Special)	ORDINARY - App	ORDINARY - Appointment of Auditors of the Company and to fix their Remuneration.						80	
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)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
	E-Voting		176,16,401	100.0000	0	176,16,401	0.0000	100.0000	
	Poll	176 16 401	0	0.0000	0	0	0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	176,16,401		0.0000	0	0	0.0000	0.0000	
	Total		176,16,401	100.0000	0	176,16,401	0.0000	100.0000	
	E-Voting		30,00,000		30,00,000	0	100.0000	0.0000	
	Poll	30,98,000	0	0.0000	0	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	30,98,000	0	0.0000	0	0	0.0000	0.0000	
	Total		30,00,000	96.8367	30,00,000	0	100.0000	0.0000	
	E-Voting	4	16,09,171	13.1227	10,266	15,98,905	0.6379	99.3620	
	Poll	122,62,499	16	0.0001	16	0	100.0000	0.0000	
Public- Non Institutions	Postal Ballot (if applicable)	122,02,499	0	0.0000	0	0	0.0000	0.0000	
	Total		16,09,187	13.1228	10,282	15,98,905	0.6390	99.3610	
	Total	329,76,900	222,25,588	67.3974	30,10,282	192,15,306	13.5442	86.4558	

Resolution No.	4	4						
Resolution required: (Ordinary/ Special)	ORDINARY - Ratif	ication of Remuner	ation of Cost Audit	or of the Company	for the FY 2019-20	)		
Whether promoter/ promoter group are				1	10			
interested in the agenda/resolution?	No		1:		6			
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	10/2	176,16,401			C	100.0000	
	Poll	175 15 401	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if	176,16,401		1.	*			
Promoter and Promoter Group	applicable)			0.0000	0	c	0.0000	0.0000
**	Total		176,16,401	100.0000	176,16,401	>c	100.0000	0.0000
	E-Voting	1	30,00,000	96.8367	30,00,000	>C	100.0000	0.0000
	Poll	30,98,000	0	0.0000	0	>C	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	30,98,000	0	0.0000	0	c	0.0000	0.0000
	Total		30,00,000	96.8367	30,00,000	C	100.0000	0.0000
	E-Voting		15,99,171	13.0412	15,99,171	C	100.0000	0.0000
	Poll	122 62 400	16	0.0001	16	C	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	122,62,499	0	0.0000	0	c	0.0000	0.0000
	Total		15,99,187	13.0413	15,99,187	C	100.0000	0.0000
v.	Total	329,76,900	222,15,588	67.3671	222,15,588	C	100.0000	0.0000



1078/31, Street No. - 1, Laxman Vihar, Phase-I, Gurgaon - 122001, Haryana

Ph.: 0124-4054086

Mob.: 9899378384, 9953817776

PAN No.: ABLPY2608N

E-mail: cssureshyadav@gmail.com E-mail: kumarsureshassociates@gmail.com

admin@csksassociates.com

Website: www.csksassociates.com

#### FORM No. MGT-13

Consolidated Report of Scrutinizer(s) on voting through ballot Paper and through remote e-voting

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

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

24<sup>th</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF ORTEL COMMUNICATIONS LIMITED HELD ON 28<sup>th</sup> SEPTEMBER, 2019 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.

Dear Sir,

I, Suresh Kumar Yadav, Practising Company Secretary in M/s Kumar Suresh & Associates (M.No.-6452 and C.P. No.-6711), appointed as Scrutinizer(s) for the purpose of scrutinizing the voting on below mentioned resolutions both through e-voting and ballot papers at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ortel Communications Limited held on 28<sup>th</sup> September, 2019 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. submit my report hereunder.

1. In accordance with the Notice of the 24<sup>th</sup> AGM sent to the members, the remote evoting period was opened from Tuesday, September 24, 2019 @ 10:00 A.M. to Friday, September 27, 2019 @ 5:00 P.M.

- 2. The members holding shares as on the "cut-off date" i.e. 20<sup>th</sup> September, 2019 were entitled to vote on the resolutions (Items no. 1 to 4 as set out in the notice of the 24<sup>th</sup> Annual General Meeting of the Company).
- 3. The details of e-voting through remote e-voting were downloaded from the e-voting portal of Karvy Fintech Pvt. Ltd. (<a href="https://evoting.karvy.com">https://evoting.karvy.com</a>), in order to ensure that, members did not vote again through ballot papers at the AGM.
- 4. After the time fixed for closing of the poll by the Chairman, one Ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorisation/proxies lodged with the Company.
- 6. I did not find any poll papers invalid and no proxies have been appointed.
- 7. After counting the votes cast by the members present at the 24<sup>th</sup> AGM through ballot papers, the votes casted through remote e-voting were unblocked on 28<sup>th</sup> September, 2019 in the presence of two witnesses. Mrs. Gita Yadav residing at H.No. 1078/31, Street No.-1, Laxman vihar, Phase-1, Gurgaon-122001, Haryana and Mr. Himanshu Aggarwal residing at 725, Sector-3, Part-1, Rewari-123401, Haryana who were not in the employment of the Company and have signed below as witness to the unblocking of votes.
- 8. Based on reports generated for both remote e-voting and poll, the result of the poll is as under:

#### **RESOLUTIONS:**

#### **ORDINARY BUSNINESS:**

#### Item No. 1:-

ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING THE CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>st</sup>, 2019 INCLUDING THE AUDITED BALANCE SHEET AS AT MARCH 31<sup>st</sup>, 2019, TOGETHER WITH THE REPORTS OF THE AUDITOR'S AND DIRECTOR'S THEREON.

#### Voted in favour of the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	16	100

B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
43	2,22,15,572	99.955
TOTAL (A+B) 59	2,22,15,588	99.955

# II. Voted against the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
B. Number of members voted through remote e- voting system	Number of votes cast by them	% of total number of valid votes cast (Against)
1	10,000	0.045
TOTAL (A+B) 1	10,000	0.045

# III. Invalid Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	
-	-	
B. Number of members voted through remote e-voting system	Number of votes cast by them	
-	-	
TOTAL (A+B) -	-	

# IV. Abstain Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
B. Number of members voted through remote e-voting system	Number of votes not cast by them
*	4,1
TOTAL (A+B) -	h -

## V. Less Voted:

Number of votes not cast by them
Number of votes not cast by them
- EURON
* 2.6711

## Item No. 2:-

ORDINARY RESOLUTION TO RE-APPOINT DIRECTOR IN PLACE OF MRS. JAGI MANGAT PANDA MANAGING DIRECTOR (DIN-00304690), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

## I. Voted in favour of the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	16	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
28	39,45,082	99.999
TOTAL (A+B) 44	39,45,098	99.999

## II. Voted against the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Against)
1	40	0.001
TOTAL (A+B) 1	40	0.001

#### III. Invalid Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them
-	-
B. Number of members voted through remote e-voting system	Number of votes cast by them
-	4, -
TOTAL (A+B) -	

## IV. Abstain Votes:

*
imber of votes not cast by them
1,82,80,450
1,82,80,450

## V. <u>Less Voted</u>:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
B. Number of members voted through remote e-voting system	Number of votes not cast by them
TOTAL (A+B) -	•

## Item No. 3:-

# ORDINARY RESOLUTION TO APPOINT AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

# I. Voted In Favour Of The Resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	16	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
14	30,10,266	13.5442
TOTAL (A+B) 30	30,10,282	13.5442

## II. Voted against the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
B. Number of members voted through remote evoting system	Number of votes cast by them	- % of total number of valid votes cast (Against)
30	1,92,15,306	86.4558
TOTAL (A+B) 30	1,92,15,306	86.4558

## III. <u>Invalid Votes:</u>

<ul><li>A. Number of members present and voted (In person and Proxy)</li></ul>	Number of votes cast by them
*:	-
B. Number of members voted through remote e-voting system	Number of votes cast by them
-	- (2)
TOTAL (A+B) -	- S GD

## IV. Abstain Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
B. Number of members voted through remote e-voting system	Number of votes not cast by them
-	* g-1
TOTAL (A+B) -	-

## V. <u>Less Voted:</u>

A. Number of men voted (In person a		Number of votes not cast by them
B. Number of mem	nbers voted through	Number of votes not cast by them
	-	-
TOTAL (A+B)	-	-

## Item No. 4:-

#### SPECIAL BUSNINESS:

# ORDINARY RESOLUTION TO RATIFY THE QUANTUM OF REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2019-20

## I. Voted in favour of the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	16	100
B. Number of members voted through remote e- voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
43	2,22,15,572	100
TOTAL (A+B) 59	2,22,15,588	100

## II. Voted against the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)	STATE OF STA
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	-	-
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Against)
•		-
TOTAL (A+B) 0		

# III. <u>Invalid Votes</u>:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them
B. Number of members voted through remote e-voting system	Number of votes cast by them
-	-
TOTAL (A+B) -	-

# IV. Abstain Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
B. Number of members voted through remote e-voting system	Number of votes not cast by them
1	10,000
TOTAL (A+B) 1	10,000

## V. Less Voted:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
B. Number of members voted through remote e-voting system	Number of votes not cast by them
	A
TOTAL (A+B) -	> 1 5-



9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

#### Witness -1:

Name: Gita Yadav

Address: H.No. 1078/31, Street No.1,

Laxman Vihar, Gurgaon-122001

Signature:

Witness-2:

Name: Himanshu Aggarwal

Address: 725, Sector-3, Part-1, Rewari-

123401 Haryana

Signature/:

Thanking you, Yours faithfully,

Kumar Suresh & Associates

Suresh Kumar Yadav

(Proprietor)

C.P No-6711, M. No- 6452

Place: Gurgaon Dated: 30/09/2019