



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

October 5, 2020

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

SUBJECT:-SUBMISSION OF ANNUAL REPORT OF THE COMPANY APPROVED AND ADOPTED BY THE MEMBERS IN THE ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020 IN COMPLIANCE WITH REGULATION 34(1) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir/Madam;

We are enclosing herewith the Annual Report of the Company approved and adopted by the Members in the 25th Annual General Meeting held on Wednesday, 30th September, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Annual Report made available on the Company's website at www.ortelcom.com.

This is for your information and record.

Thanking You,
For Ortel Communications Ltd. (Under CIRP)

Bidu Bhushan Dash
CFO & Company Secretary



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 01st February, 2019 under the provisions of the Code)

Encl.: As above

ORTEL COMMUNICATIONS LIMITED (UNDER CIRP)

(CIN:L74899DL1995PLC069353)

Regd. Office: B7/122A, Safdarjung Enclave, New Delhi-110029

Website : www.ortelcom.com, Email: bidu.dash@ortelgroup.com

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the members of Ortel Communications Limited ("the Company") shall be held on Wednesday, September 30, 2020 at 11:30 A.M. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

BACKGROUND:

This is to reiterate to the members that pursuant to an application made by Sony Pictures Networks India (P) Limited, the Hon'ble National Company Law Tribunal, New Delhi Bench ("Adjudicating Authority"), vide its order dated 27 November 2018, had ordered the commencement of the Corporate Insolvency Resolution Process ("CIRP") in respect of your company under the provisions of the Insolvency and Bankruptcy Code, 2016 (the "Code"). Thereafter, in accordance with Section 17 of the Code, the powers of the Board of Directors stood suspended and the management of affairs of the Company and powers of Board of Directors are vested with Mr. Srigopal Choudhary, the Resolution Professional ("RP") who is appointed by the Committee of Creditors ("CoC") and to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Code.

The NCLT has also declared a moratorium for the Corporate Debtor (Ortel) as per Section 14 of IBC, 2016 on the Insolvency Commencement date till the CIRP process is over. During the CIRP, resolution plans ("Resolution Plan") was received by the Resolution Professional and the Resolution Plan was placed before the COC for approval and the approved Resolution Plan was filed with the Hon'ble NCLT, New Delhi on 26th August, 2019 for approval under Section 31 of the Code. The application filed by the Resolution Professional for approval of Resolution Plan is currently pending adjudication before the Adjudicating Authority. In terms of Section 25 of the Code, the Company is continuing to operate as a going concern. Where at any time during the corporate insolvency resolution process period, if the Adjudicating Authority approves the resolution plan under sub-section (1) of section 31 or passes an order for liquidation of corporate debtor under section 33, the moratorium shall cease to have effect from the date of such approval or liquidation order, as the case may be.

ORDINARY BUSINESS:

ITEM NO.1-ADOPTION OF FINANCIAL STATEMENTS

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING CONSOLIDATED

FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON

ITEM NO.2-TO APPOINT DIRECTOR IN PLACE OF MS. JAGI MANGAT PANDA, MANAGING DIRECTOR (DIN-00304690), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

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, Ms. 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."

SPECIAL BUSINESS:

ITEM NO.3-TO RATIFY THE QUANTUM OF REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2020-21

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

"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") and any amendments thereof, 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 2020-21 as recommended by the Resolution Professional 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.

Srigopal Choudhary
Resolution Professional
For 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

Date: July 31, 2020

Place: Kolkata

Registered Office:

Ortel Communications Ltd (under CIRP)

CIN:L74899DL1995PLC069353

B-7/122A, Safdarjung Enclave

New Delhi-110029

Phone: 011-46868800; 011-46868803

E-mail: bidu.dash@ortelgroup.com

Website: www.ortelcom.com

Notes:

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item No.3 set out above is annexed here to.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy under section 105 of the Companies Act, 2013 to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Company or upload on the VC portal/ e-voting portal.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. wednesday, September 30, 2020. Members seeking to inspect such documents can send an email to bidu.dash@ortelgroup.com or contact on 83840-20685/97775-88074 during the office hour.
6. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the KFin Technologies Pvt. Ltd., through its e-voting platform <https://evoting.kfintech.com> Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Resolution Professional has appointed Ms. Pratima Agarwal of Pratima Agarwal & Associates, Practicing Company Secretaries (ACS No. 31726, COP No. 22763), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
7. The remote e-voting period commences on Friday, September 25, 2020 (9:00 A.M. IST) and ends on Tuesday, September 29, 2020 (5:00 P.M. IST). During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, September 23, 2020 may cast their votes electronically. The e-voting module will be disabled by KFin Technologies Pvt. Ltd. for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut off date, i.e. as on Wednesday, September 23, 2020.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. A person who has acquired the shares and has become a Member of the Company after the despatch of the Notice of the AGM and prior to the Cut Off Date i.e. Wednesday, September 23, 2020, shall be entitled to exercise his/her vote electronically i.e. remote e-voting by following the procedure mentioned in this part and may obtain the login ID and password by sending a email to RTA's website at evoting@karvy.com or may call RTA's toll free number 1800-3454-001. However, if he/she is already registered with KFin Technologies Pvt. Ltd. for remote e-voting then he/she can use his / her existing user ID and password for casting the vote.
11. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 25th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
12. We urge members to support our commitment to environmental protection by choosing to receive the Company's Communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Private Limited at einward.ris@kfintech.com to

receive copies of the Annual Report 2019-20 in electronic mode. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its RTA for registration of email address in terms of the aforesaid MCA Circulars & SEBI Circular. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting.

Process to be followed	
Type of Holder	Registering Email Address
Physical	Send a request to the RTA of the Company, KFin Technologies Private Limited at einward.ris@kfintech.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.
Demat	Please contact your DP and register your email address in your demat account, as per the process advised by your DP

13. In support of the "Green Initiative" announced by the Government of India and in view of the MCA Circulars & SEBI Circular and on account of threat posed by COVID-19 pandemic situation, a copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting, are being sent only through electronic mail to the members, and to all other persons so entitled and express our inability to dispatch hard copy of the same to the members of the Company. The Notice of 25th AGM of the Company and copy of Annual Report 2019-20 are also available on the Company's website <http://www.ortelcom.com> and on the website of BSE Limited at <https://www.bseindia.com>, National Stock Exchange India Limited at <https://www.nseindia.com> and also on the website of RTA at <https://evoting.karvy.com>
 14. In terms of the provisions of Section 152 of the Act, Ms. Jagi Mangat Panda, Managing Director, retire by rotation at the Meeting. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No.2 of the Notice.
 15. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
 16. SEBI has mandated the submission of the Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA
- Members can contact the Company's RTA for assistance in this regard at following address:**
- M/s KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
 Unit: Ortel Communications Limited (Under CIRP)
 Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032
 Toll free no.: 1800-3454-001
 Email: einward.ris@kfintech.com
17. Securities of listed companies would be transferred in dematerialised form only, effective from April 01, 2019. In view of the same members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
 18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14. The form can be downloaded from the Company's website at <https://www.ortelcom.com>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Private Limited, in case the shares are held in physical form.
 19. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges and RTA and will also be displayed on the Company's website: www.ortelcom.com.
 20. Since the AGM will be held through VC in accordance with the MCA/SEBI Circulars, the route map (as required under Secretarial Standard-02 (SS-02)), proxy form and attendance slip are not attached to this Notice.
 21. For ease of conduct, the Company is pleased to provide two way video conferencing facility to the Members who would like to express their views/ ask questions at the AGM. The Members may register themselves atleast seven (7) days in advance as a speaker by sending their request along with questions from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at mail ID: bidu.dash@ortelgroup.com Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions at the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries regarding financial statements or other

matters may send their queries seven (7) days before the AGM mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at mail ID: bidu.dash@ortelgroup.com. These queries will be replied by the Company suitably by email.

22. Members can login and join the meeting 30 minutes prior to the scheduled time i.e. 11:00 a.m. (IST) of the meeting and the window shall be kept open till the expiry of 30 minutes after the scheduled time i.e. 12:00 Noon (IST).
 23. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain close for a period of seven days from Wednesday, 23rd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting
 24. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their email addresses, nominations, power of attorney, change of address/name etc to their Depository Participant (DP). Any changes effected by the DP will be automatically reflected in the record maintained by the Depositories.
 25. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
- Procedure for Joining the AGM through VC/OAVM:**
26. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
 - (a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.
- Members are requested to follow the procedure given below:**
- i. Launch internet browser (chrome/Firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option.
 - iv. Then click on camera icon appearing against AGM event of Ortel Communications Limited, to attend the Meeting.
- (b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- (c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. **The Speaker Registration will be open during Monday, 21 September 2020 to Monday, 28 September 2020.** Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - (d) As per the MCA Circular up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Share holders holding 2% or more share holding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stake holders Relationship Committee, Auditors etc.
 - (e) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - (f) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 - (g) Further Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
 - (h) Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - (i) Members, who need assistance before or during the AGM, can contact KFintech on emeetings@kfintech.com or call on toll free numbers 1800-425-8998/1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
27. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
 28. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 29. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- Instructions for remote e-voting are as under:**
- a. Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014,

as amended and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has provided to its members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system only.

- b. The Company has engaged the services of KFin Technologies Private Limited ("RTA") as the Agency to provide remote e-voting/ e-voting facility.
- c. The Resolution Professional has appointed Ms. Pratima Agarwal of Pratima Agarwal & Associates, Practicing Company Secretaries (ACS No. 31726, COP No. 22763), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- d. Voting rights shall be reckoned on the paid up value of shares registered in the name of Member/ Beneficial owner (in case of electronic shareholding) as on the **cut- off date i.e. Wednesday, September 23, 2020**.
- e. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. Wednesday, September 23, 2020** only shall be entitled to avail facility of remote e-voting/ e-voting.

The remote e-voting facility will be available during the following period:
 - i. Commencement of remote e-voting: from 9.00 a.m. (IST) on Friday, September 25, 2020.
 - ii. End of remote e-voting: up to 5.00 p.m. (IST) on Tuesday, September 29, 2020.
- f. The remote e-voting will be blocked beyond the aforesaid date and time and the e-voting module shall be disabled by RTA upon expiry of the aforesaid period. The Scrutinizer, after scrutinizing the votes cast through remote e-voting/ e-voting, will, not later than 48 hours of conclusion of the Meeting through VC/ OAVM, make a scrutinizer's report and submit the same to the Chairman. The voting results declared along with the scrutinizer's report shall be placed on the website of the Company www.ortelcom.com and the stock exchanges. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM through VC/ OAVM i.e. September 30, 2020.
- g. Any person who becomes a member of the Company after sending the Notice of the Meeting on their respective email IDs and holding shares as on the cut-off date i.e., Wednesday, September 23, 2020, may obtain the User ID and password by sending email to RTA's website at evoting@karvy.com or may call RTA's toll free number 1800-3454-001.
- h. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- i. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

Instructions for e-voting are explained below:

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, the User ID will be E-Voting Event Number + Folio No. In case of Demat account, the User ID will be your DP ID and Client ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800-3454-001 for your existing password.
 - iii. After entering these details appropriately, click on "LOGIN". You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - iv. You need to login again with the new credentials.
 - v. On successful login, the system will prompt you to select the E-Voting Event Number for Ortel Communications Limited. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - vi. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- vii. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- viii. You may then cast your vote by selecting an appropriate option and click on "Submit".
- ix. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify.
- x. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xi. For any assistance, kindly contact the toll free number 1800-3454-001.

B. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with the RTA, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps mentioned in Point (A) above to cast your vote by electronic means.

C. E-voting during AGM:

Only those Members, who will be present at the AGM including through VC/ OAVM and have not cast their vote through remote e-Voting are eligible to vote through e-Voting in the AGM. However, members who have voted through Remote e-Voting will be eligible to attend the AGM. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting during AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote during the AGM shall be treated as invalid.

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> (RTA's Website) or call RTA's toll free No. 1800-3454-001 for any further clarifications.

Srigopal Choudhary
Resolution Professional
For 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

Date: July 31, 2020
Place: Kolkata

Registered Office:
Ortel Communications Ltd (under CIRP)
CIN:L74899DL1995PLC069353
B-7/122A, Safdarjung Enclave
New Delhi-110029
Phone: 011-46868800; 011-46868803
E-mail: bidu.dash@ortelgroup.com
Website: www.ortelcom.com

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement pursuant to Companies Act, 2013, (hereinafter referred to as 'the Said Act') sets out all the material facts relating to the proposed Special Business.

Item No.3:

The Resolution Professional of the Company has approved the reappointment of M/s Niran & Co., Cost Accountants, Bhubaneswar, Odisha as the Cost Auditor of the Company for the Financial Year 2020-21 with same remuneration of Rs.70,000/- per annum plus

out of pocket expenses if any and applicable tax. However, the said remuneration shall be subject to ratification by shareholders in the ensuing Annual General Meeting. Members may deliberate and approve the same as Ordinary Resolution.

The Resolution Professional recommends the Ordinary Resolution for your approval.

None of the Directors/Key Managerial Personnel and Resolution Professional of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the above resolution

Srigopal Choudhary
Resolution Professional
For 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

Date: July 31, 2020

Place: Kolkata

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Ortel Communications Ltd (under CIRP)

CIN:L74899DL1995PLC069353

B-7/122A, Safdarjung Enclave

New Delhi-110029

Phone: 011-46868800; 011-46868803

E-mail: bidu.dash@ortelgroup.com

Website: www.ortelcom.com

Details of director proposed for re-appointment at the Annual General Meeting (Pursuant to Regulation 36 (3) of Listing Regulation)

Name of the Director	Ms. Jagi Mangat Panda
Date of Birth	06.11.1966
Date of Appointment	05.10.1995
Nature of his expertise in specific functional area	She is the founder and Managing Director of the Company. She is also the founder and Director of Odisha Television Limited. She has been awarded and recognized as the "Young Global Leader at the World Economic Forum in 2008". She is the Vice-Chairperson of CII's eastern region council for 2017-18 and she was also the Chairperson of CII Odisha State Council for 2 years (2001-02, 2002-03). She holds a Bachelors' degree in Biology and Chemistry from Osmania University and also has participated in the middle management programme of the three-tire programme for management development at the Indian Institute of Management, Ahmedabad. She has more than 20 years in the media and broadcasting industry.
Qualification	She holds a Bachelor's degree in Biology and Chemistry from Osmania University and also has participated in the middle management programme of the three-tire programme for management development at the Indian Institute of Management, Ahmedabad.
Disclosure of relationships between Directors inter-se	There is no inter-se relationship between Directors.
Directorship in other Listed	
Companies	JM Financial Limited
Member/Chairman of Committee of the Board of the Listed Companies	<ol style="list-style-type: none"> 1. Member of Audit Committee of Ortel Communications Limited 2. Member of CSR Committee of Ortel Communications Limited 3. Chairperson of Finance Committee of Ortel Communications Limited 4. Chairperson of Risk Management Committee of Ortel Communications Limited 5. Member of Corporate Restructuring Committee of Ortel Communications Limited 6. Member of Share Allotment Committee of Ortel Communications Limited
Number of shares held in the Company	310448 (0.94%) no. of equity shares

Ortel Communications Limited (under CIRP)
Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110029
CIN: L74899DL1995PLC069353, Web:www.ortelcom.com
Email: bidu.dash@ortelgroup.com, Phone: 011-46868800

E-COMMUNICATION

Dear Members,

As you all are aware that, as per the Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules issued thereunder, Companies can serve all types of communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depositories or with Registrar and Share Transfer Agent.

The objective of such initiative is to reduce paper consumption to a great extent by allowing shareholders to contribute towards a better and greener environment.

We therefore invite all our members to contribute to such a noble cause of greener initiative by filling up the below form to receive communication from the company in electronic mode.

Please note that, as a member of the Company, you will be entitled to receive all such communications in physical form upon request.

Sincerely yours,

Sd/-

Srigopal Choudhary
 Resolution Professional
 For 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

E-COMMUNICATION REGISTRATION FORM

Folio No/ DP ID No. and Client Id No.:

Name of the first registered holder :

Name of the Joint holder(s) :

Registered address :

Email ID (To be registered) :

I/We Shareholder(s) of Ortel Communications Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail id in your records for sending all communications in electronic form.

Date:

Signature

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.

Notes

Notes

25th Annual Report FY 2019-20

Ortel Communications Limited
(Under CIRP)



Ortel
communications
AN ISO 9001:2008 COMPANY

BUREAU VERITAS
Certification



008



State of the Art Network Operating Centre at Bhubaneswar

**Audit Committee**

Ms. Jagi Mangat Panda	-	Member
Mr. Kadambi Seshasayee	-	Member

Nomination & Remuneration Committee

Dr. Gautam Sehgal	-	Member
-------------------	---	--------

Stakeholders' Relationship Committee

Dr. Gautam Sehgal	-	Member
-------------------	---	--------

Corporate Social Responsibility Committee

Mr. Kadambi Seshasayee	-	Chairperson
Ms. Jagi Mangat Panda	-	Member

Risk Management Committee

Ms. Jagi Mangat Panda	-	Chairperson
Mr. Kadambi Seshasayee	-	Member

Finance Committee

Ms. Jagi Mangat Panda	-	Chairperson
-----------------------	---	-------------

Corporate Restructuring Committee

Ms. Jagi Mangat Panda	-	Member
Mr. K V Seshasayee	-	Member
Mr. Bibhu Prasad Rath (Ceased w.e.f. 05.03.2020)	-	Member

Share Allotment Committee

Ms. Jagi Mangat Panda	-	Member
-----------------------	---	--------

Statutory Auditors

M/s K. Prasad & Co.
Chartered Accountants
Kolkata

Secretarial Auditor

M/s Kumar Suresh & Associates
Gurugram

Bankers

Karnataka Bank Limited
State Bank of India
UCO Bank Limited
Axis Bank Limited
Union Bank of India
ICICI Bank Limited

**Registrar & Share Transfer Agent
(Both for physical & demat)**

KFin Technologies Private Limited

Internal Auditors

M/s SBN & Associates
Chartered Accountants
Cuttack

Cost Auditor

M/s NIRAN & CO.
Cost Accountants, Bhubaneswar

Registered Office

B7/122A, Safdarjung Enclave, New Delhi-110029
Telephone: +91 11 4686 8800,
Facsimile: +91 11 4686 8801
Corporate Identity Number: L74899DL1995PLC069353

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25th Annual General Meeting

Day	: Wednesday
Date	: 30 th September, 2020
Time	: 11:30 A.M.
Venue	: Video Conference (VC) / Other Audio Visual Means (OAVM)

Important Communications to Members

1. Members are requested to send their all correspondence relating to Shares including transfer, transmission, change of address, issue of duplicate share certificates etc. to KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or to the company at B-7/122A, Safdarjung Enclave, New Delhi-110029.
2. The process and manner of e-voting is being sent to all the members whose e-mail Ids are registered with the Company/Depository Participant/Share Transfer Agent for communication purpose through electronic mode. For members who have not registered their e-mail Id as above, the process and manner of e-voting is provided in the Notice.

Corporate Office

C-1, Chandrasekharapur, Bhubaneswar-751016, Odisha
Telephone: +91 674 7107200;
Facsimile: +91 674 2303 448,
Email: bidu.dash@ortelgroup.com

Directors' Report

Dear Members,

Your Directors are hereby pleased to present the 25th Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March, 2020.

CONTINUATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP)

Pursuant to the orders of Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench, in the matter of Ortel Communications Limited ('the Company') based on the application filed by Sony Pictures Networks India Pvt. Ltd., an operational creditor of the Company, Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of Ortel Communications Limited ("the Company") under the provisions of Section 9 of the Insolvency and Bankruptcy Code, 2016 ("the Code") with effect from 27th November, 2018. Mr. Anil Bhatia (Reg. No. IBBI/IPA-001/IP-P00587/2017-18/11027) was appointed as Interim Resolution Professional (IRP) to carry on the functions of an IRP, as defined under the provisions of the IBC, until replaced by the Resolution Professional ('RP'). The Committee of Creditors ('CoC') in its meeting held on 07th January, 2019 had passed a resolution proposing to replace the IRP and appoint Mr. Srigopal Choudhary (Reg.No.IBBI/IPA-001/IP-P01238/2018-2019/11893) as the RP which was confirmed by NCLT vide its order dated 1st February, 2019 to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Code.

Pursuant to the order, the management of affairs and powers of Board of Directors of the Company are now vested with the Resolution Professional ("RP") who is appointed by the Committee of Creditors ("CoC").

The NCLT has also declared a moratorium for the Corporate Debtor (Ortel) as per Section 14 of IBC, 2016 on the

Insolvency Commencement date till the CIRP process is over. During the CIRP, resolution plans ("Resolution Plan") was received by the Resolution Professional and the Resolution Plan was placed before the COC for approval and the approved Resolution Plan was filed with the Hon'ble NCLT, New Delhi on 26th August, 2019 for approval under Section 31 of the Code. The application filed by the Resolution Professional for approval of Resolution Plan is currently pending adjudication before the Adjudicating Authority. In terms of Section 25 of the Code, the Company is continuing to operate as a going concern. where at any time during the corporate insolvency resolution process period, if the Adjudicating Authority approves the resolution plan under sub-section (1) of section 31 or passes an order for liquidation of corporate debtor under section 33, the moratorium shall cease to have effect from the date of such approval or liquidation order, as the case may be.

As per Section 17 of the Insolvency & Bankruptcy Code, from the date of appointment of the Resolution Professional:

- The management of the affairs of the company shall vest in the Resolution Professional.
- The powers of the Board of Directors of the company shall stand suspended and be exercised by the Resolution Professional.
- The officers and managers of the company shall report to the Resolution Professional and provide access to such documents and records of the company as may be required by the Resolution Professional.
- The financial institutions maintaining accounts of the company shall act on the instructions of the Resolution Professional in relating to such accounts furnish all information relating to the company available with them to the Resolution Professional.

Particulars	Rs. In Crores			
	Standalone		Consolidated	
	For the year ended March 31		For the year ended March 31	
	2020	2019	2020	2019
Total Revenue	89.32	114.76	89.32	114.76
Operating Expenses	95.13	113.47	92.56	113.47
Earnings Before Interest, Depreciation, Tax & Amortization (EBIDTA)	-5.81	1.29	-3.24	1.29
Interest and Financial Charges	0	21.04	0	21.04
Earnings before Depreciation, Tax & Amortization (EBDTA)	-5.81	-19.75	-3.24	-19.75
Depreciation, Amortization & other exceptional expenses	29.04	31.48	29.04	31.48
Earning Before Tax (ERT)	-34.85	-51.23	-32.28	-51.23
Tax	0	0	0	0
Earning After Tax (EAT)	-34.85	-51.23	-32.28	-51.23

PERFORMANCE REVIEW

On a standalone basis, the total revenue was Rs. 89.33 Cr compared to the previous year's total revenue of Rs.114.76 Cr, EBITDA stood at Rs.-5.81Cr compared to Rs.1.29 Cr of corresponding previous financial year, Earning Before Tax (EBT) for the period is Rs.(34.85)Cr as compared to Rs.(51.23)Cr of last fiscal, Earning After Tax (EAT) stood at Rs.(34.85) Cr as compared to Rs.(51.23) Cr of last fiscal and EPS stood at Rs.(10.57) as compared to Rs.(15.70) of last financial year.

INDIAN ACCOUNTING STANDARDS

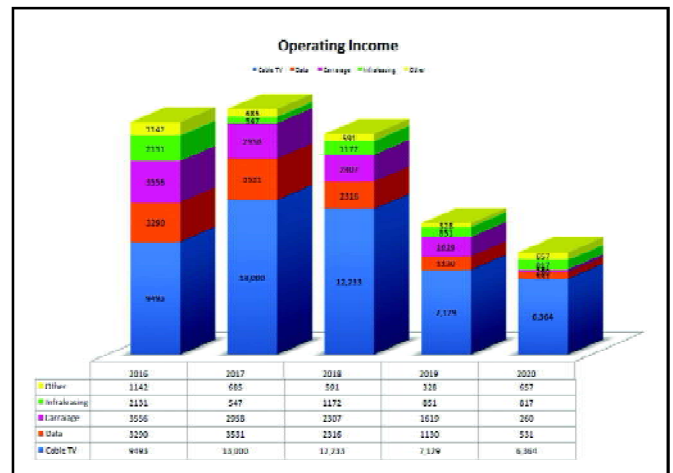
As per the requirements of notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs (MCA), Standalone and Consolidated Financial Statements of the Company for the Financial Year 2019-20 have been prepared as per Ind AS.

GLOBAL HEALTH PANDEMIC FROM COVID-19

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our corporate office and all location offices have been operating with minimal staff for extended periods of time. To effectively respond to and manage our operations through this crisis, the Company has opted online collections from customers. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being and switch to work from home model for some of the employees. Proactive preparations were done in our work locations during this transition to ensure our offices were safe. We want to assure you that even in these uncertain times, your Company is living up to its commitment of providing seamless service to its customers while taking adequate measures to mitigate risks and take care of its employees, assets and communities. This response has reinforced customer confidence in Ortel and many of them have expressed their appreciation and gratitude for keeping their businesses running under most challenging conditions.

BUSINESS/OPERATIONAL REVIEW

The year 2019-20 has been a challenging year for the Company due to an extremely severe cyclonic storm Fani hit the Odisha coast on 3rd May, 2019. This cyclone has damaged our network, premises, equipment's, dish antenna's, Teleport, our corporate office internal fixtures, store room and UPS room roofs, the main gate etc. and also caused severe damages to all our facilities in the coastal region and partial damages in peripheral areas. It took 2 to 3 months to restored our network, as a result of which all customers in Odisha (irrespective of whether the local area was affected by Cyclone or not) were without signal. Also the World Health Organization declared a global pandemic of the novel coronavirus disease (COVID-19) on February 11, 2020. which affect our collections, sales etc. Notwithstanding this, your company has demonstrated degrowth in revenues from cable TV business on a year-on-year basis (Y-o-Y) during the year under review.

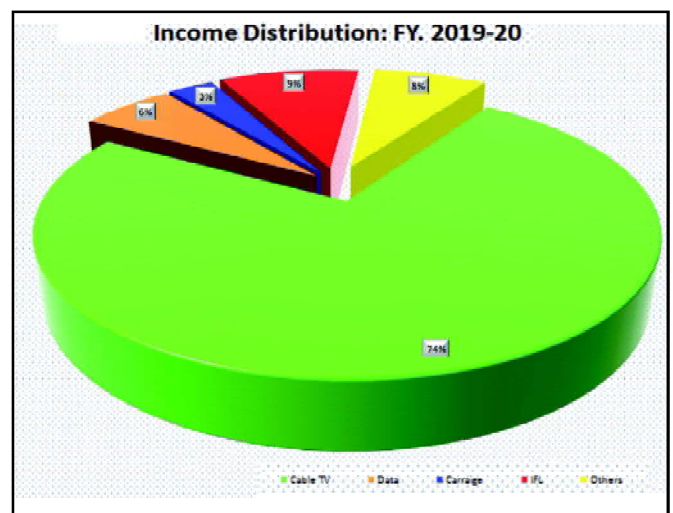


The Management reviewed the details of receivables and took a firm step by creating provision of Rs.72.42 million against doubtful receivables, declaring bad debts of Rs.4.52million and Company has issued credit notes of Rs.174.47 million during the year under review. This amount is primarily on account of disruption of services due to Cyclone Fani and acquisition of local operators.

SEGMENT REVENUE CONTRIBUTION

The contribution of each income stream to the total revenue is as below:

Sl.No.	Income stream	Contribution(%ge)	
		2019-20	2018-19
1	CableTVservices	74%	64%
2	DataServices	6%	10%
3	Infra-structureleasing	9%	8%
4	Carriagefees	3%	15%
5	Others	8%	3%
	Total	100%	100%



SEGMENT WISE ANALYSIS

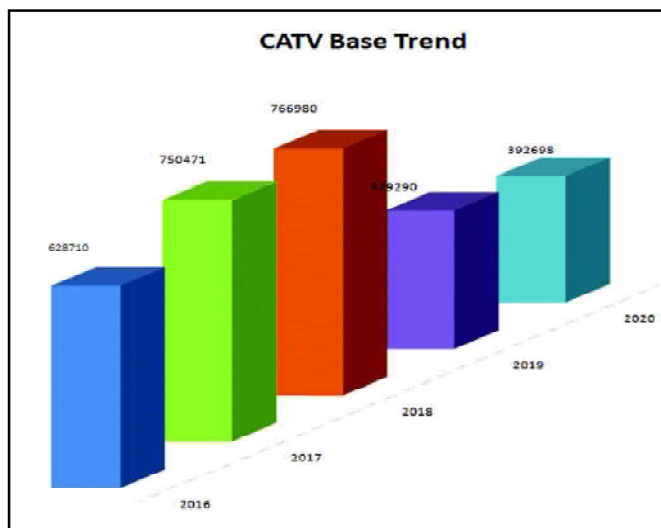
i) CABLE TV SERVICE

During the year under review, your company continued to be a dominant player in the Cable TV market in Odisha and has continued to consolidate its position in the states of Andhra Pradesh and Telangana.

As on 31.03.2020, the total Cable TV customer base is 3,92,698(Previous Year: 4,29,290), which is a de-growth of 9% over previous year.

With internationally used "Last Mile" model implemented by your Company, digitization of entire CATV subscribers and completion of integration process in the newly acquired locations, the Company is hopeful of continuing growth in the customer base in the future.

In the previous year, TRAI implemented the New Tariff Order (NTO) from 1st February, 2019. The NTO is set to dramatically change the distribution landscape in India. It will bring in far greater transparency and overall it will be good for all stakeholders, leading to fair share allocation of subscription revenues within the stakeholders.

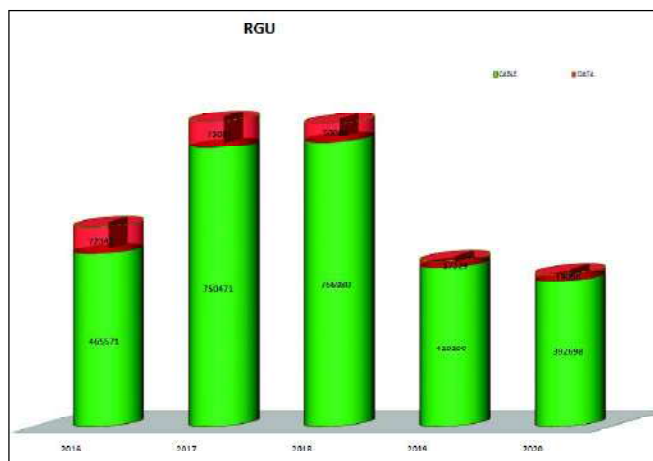


ii) BROADBAND SERVICES OPERATION

The total Broadband Subscriber Base as on 31st March 2020 stood at 19,066 in comparison to previous year 17,329. Company has witnessed a growth of over 10% over last year. Limited Growth is due to high competition in retail segment. Focus has been on Unlimited Plans; 5 Mbps Unlimited Plans at Rs 199/- Per Month & 10Mbps Plans at Rs 399/- Per Month which will counter the plans launched by the Telecom players in the 4G and LTE space. In addition to this, the DOCSIS 3.0 plans will have speeds up to 100 Mbps with One Terabyte of usage option. However, your Company is hopeful of increasing the growth trend of customer base in the coming years with the launch of new competitive plans, higher data speed and better technology including service.

To compete with the Telecom Players Company has started FTTH Service with Minimum Speed of 25Mbps. & Maximum Speed upto 250Mbps with Unlimited Uploads. With aggressive ATL and BTL Marketing in place your company expects to grow the Broadband / FTTH figures in the coming financial year.

With the implementation of new technology, high speed Data Service & Aggressive Marketing Plan, the Company is well placed to cater to the growing demand. Considering both cable TV and broadband together, your company has achieved total RGU base of by the end of the current year 31st March 2020-411764 (Previous year 446619), a de-growth of 45%. It is important to note here that in line with your company's philosophy of operating on "Last Mile" Model, 90% company's RGUs are on its own 'last mile' network.



iii) INFRASTRUCTURE LEASING

Over the last few years, your Company is pursuing infrastructure segment as another major revenue generating stream by leasing out its own infrastructure to corporate clients for their communication requirement and has leased out to various corporates a total of 1164.20 kms (Previous Year:1374 kms) as on 31 March, 2020, a reduction of 15% over the previous year.

HOLDING, SUBSIDIARIES & ASSOCIATES

The Company has one subsidiary as on March 31, 2020 which was incorporated during the year 2018 to provide internet services. There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial Statements of the Company's subsidiary in Form AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated

financial statements along with relevant documents and separate audited financial statements in respect of subsidiary, is available on the website of the Company <http://www.ortelcom.com/investor-relations.html>.

In accordance with the provision of Section 129(3) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014, as amended, the Company has prepared its consolidated financial statements including its subsidiary company, which forms part of this report. The financial position and performance of the subsidiary company of the Company is annexed to this report.

Any shareholder interested in obtaining a physical copy of the aforesaid financial statements may write to the Company Secretary at the Registered Office of the Company.

Further, please note that the said financial statements will also be available for inspection by the Members of the Company at the Registered Office of the Company during business hours from 10:00 A.M. to 6:00 P.M. on all working days except Sundays and National Holidays.

DIVIDEND

Your company is under Corporate Insolvency Resolution Process since 27th November, 2018 and has reported losses for the year under review; no dividend has been recommended by the Resolution Professional for the financial year 2019-20.

TRANSFER TO RESERVES

As no dividend is proposed due to losses, so no amount is recommended to be transferred to General Reserve.

FIXED DEPOSITS

We have not accepted any fixed deposits, including from the public, and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

SHARE CAPITAL

During the year under report, there was no change in the Authorized and Paid-up Share Capital of the Company. As at 31st March, 2020 the Authorized Share Capital of the Company was Rs.101 Crores. The Paid-up Share Capital of the Company as on 31st March, 2020 was Rs.42,97,69,000 divided into Rs.32,97,69,000 Equity Share Capital and Rs.10,00,00,000 Preference Share Capital and during the year under report, your Company has not issued any shares under any employee stock option schemes, sweat equity shares or any equity shares with differential rights, as to dividend, voting or otherwise. Further, the Company has not bought back its own securities, during the year under report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there were no material changes in the nature of the business of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

In terms of Section 129(3) of the Companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Consolidated Financial Statements of the Company prepared in accordance with Accounting Standards issued by Institute of Chartered Accountants of India, are attached and forms part of the Annual Report.

REVISION OF FINANCIAL STATEMENT

There was no revision of the financial statements for the year under review.

EXTRACT OF THE ANNUAL RETURN

An extract of annual return for the financial year ended on 31st March 2020 in Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached as Annexure-1 forming part of this Report.

STATUTORY AUDITORS

It was decided by the Resolution Professional in the 12th meeting of the Committee of Creditors (CoC) held on 02.08.2019 to appoint M/s K. Prasad & Co. as statutory auditor of the company for a period of 5 years from FY 2019-20 to 2023-24 subject to the approval of the same in the 24th Annual General Meeting (AGM) was held in September, 2019. The said decision was duly ratified by the CoC in the said meeting. Accordingly the proposed resolution was placed before the shareholders at the 24th AGM held on September 28, 2019 but not approved by the Members. Further Hon'ble National Company Law Tribunal, New Delhi Bench in the application filed by the Resolution Professional in CA No. 825/ C-III / ND / 2019 under Rule 11 of the NCLT Rules 2016 seeking for appointment of M/s K. Prasad & Co. as statutory auditors of the company for a period of 5 years in place of the existing auditors M/s Haribhakti & Co., LLP, Chartered Accountants, Kolkata who has completed its first term of 5 years as permitted under the said section.

In view of the above applications filed and prayers sought by the Resolution Professional, Hon'ble NCLT, vide order dated 02.12.2019 has confirmed the appointment of M/s K. Prasad & Co., Chartered Accountants as Statutory Auditors of the Company for a period of five years from Financial Year 2019-20 to 2023-24 that means from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting to be held in the year 2024. The first year of audit was of the financial statements for the year ending 31st March, 2020. The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.

OBSERVATIONS OF THE AUDITORS

Disclaimers of the auditors on the annual accounts of the

Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as Annexure-3. The policy on dealing with Related Party Transactions can be viewed at www.ortelcom.com.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS INCLUDING MANAGING DIRECTOR

As the Company is under CIRP, the powers of the Board of Directors continue to remain suspended and the affairs of the Company are being conducted by RP. Consequently, no meeting of the Directors was held during the Financial Year 2019-20 for evaluation of Board, Committees and Individual Directors.

BOARD EVALUATION

As the Company is under CIRP, the powers of the Board of Directors continue to remain suspended and the affairs of the Company are being conducted by RP. Consequently, no meeting of the Directors was held during the Financial Year 2019-20 for such evaluation.

RISK MANAGEMENT

Risk management has always been an integral part of the corporate strategy which complements the organizational capabilities with business opportunities, robust planning and execution. The Company through a process of management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation practice, manages the potential risks. A detailed regular exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks. A Risk Management Committee of the Company periodically reviews the risks and suggests steps to be taken to control and mitigate the same.

More details on Risk Management indicating development and implementation of Risk Management Policy including identification of elements of risk and their mitigation are covered in Management's Discussion and Analysis section, which forms part of this Report.

WHISTLE BLOWER POLICY

The Board has adopted a Whistle Blower Policy as stipulated under Section 177(9) of the Act and SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 to report the genuine concerns of the employees and Directors. The whistle blower policy adopted by the Company is hosted on Company's website at www.ortelcom.com.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

No Independent Directors have given declaration of their independence in terms of Section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, since the powers of the Board of Directors have been suspended w.e.f. 27.11.2018 pursuant to the orders dated 27.11.2018 of Hon'ble National Company Law Tribunal (NCLT)

passed under Insolvency & Bankruptcy Code.

MEETINGS OF BOARD OF DIRECTORS

The powers of the Board of Directors continue to be suspended and no Board/Committee meetings were held during the Financial Year under report as the Company is under CIRP. The powers of board of directors are being exercised by the Resolution Professional (RP) in accordance with Sections 17 and 23 of the Insolvency Code from 27th November, 2018. Further details are given in the Corporate Governance Report.

BOARD COMMITTEES

The Board has constituted various committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Allotment committee, Finance Committee, Corporate Social Responsibility Committee and Risk Management Committee etc., to enable better management of the affairs of the Company, with terms of reference in line with provisions of Companies Act, 2013 and SEBI LODR Regulations.

Since the powers of the Board of Directors has been suspended w.e.f. 27.11.2018 pursuant to the orders dated 27.11.2018 of Hon'ble National Company Law Tribunal (NCLT), the powers of various committees have also been suspended w.e.f. the same date and no meetings have since been conducted.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no changes in the share capital of the Company during the year under review and there were no significant material changes and commitments, affecting the financial position of the Company which has occurred between the end of the Financial Year of the Company to which the Financial Statement relate and the date of its report.

EMPLOYEE STOCK OPTION SCHEME

During the year under review, the Company has not allotted Equity Shares to any employees of the Company under Ortel Employee Stock Option Scheme, 2015 ("ESOS 2015") and as per ESOS 2015, an Ortel Employee Welfare Trust was executed by the Company to acquire shares of the Company from secondary market for offering them to the eligible employees in future as per the direction of Nomination & Remuneration Committee of the Board. During the year under review, the Trust has not acquired any equity shares of the Company from the secondary market. The details of disclosure form part of the Corporate Governance.

DIRECTORS

The changes in the Board of Directors upto 27.11.2018 have already been covered in the 24th Annual Report. During the year under review, no other changes took place in the composition of the Board of Directors of the Company. The

Regulations, Management Discussion and Analysis, Certificate regarding Compliance of conditions of Corporate Governance and Certificate by CFO forms an integral part of this Report as Annexures.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As stipulated under SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 the Report on Management Discussion and Analysis is annexed to this report and forms part of the Annual Report.

POLICY ON CODE OF CONDUCT

The Company has laid down a "Code of Conduct" for all Board members and Senior Management Personnel. Pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Declaration by the Resolution Professional affirming the compliance with the Code of Conduct is attached to the Report on Corporate Governance.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Conservation of Energy is an ongoing process in the Company's activities. The Company is a Multi System Operator (MSO) and is carrying on business of, inter alia, providing Cable TV and Broadband services along with other value added services. Since this does not involve any manufacturing activity, most of the Information required to be provided under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are nil / not applicable.

Further, your Company, being a service provider, requires minimal energy consumption and Company takes all possible measures to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.

Following are the energy conservation measures being taken by Company over a period of time to ensure minimum energy consumption and technology absorption:

CONSERVATION OF ENERGY

<ol style="list-style-type: none"> 1. The steps taken or impact or conservation of energy 2. The steps taken by the company for utilizing alternate sources of energy. 3. The capital investment on energy conservation equipment. 	<ul style="list-style-type: none"> " Conservation of RF, Optical, Electrical and fuel energy is being accomplished by your company in economically responsible and beneficial ways by using power efficient equipment, broadband HFC network, provisioning system, ergonomics in the cable layout, cleanest and state of art technologies. " Increasing deeper fiber by using Broadband HFC network in star structure has resulted less power consumption. " Applying the strongest feasible energy efficiency standards to network upto electronics, RF products and signal quality.
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CONSERVATION OF ENERGY

<ol style="list-style-type: none"> 1. The efforts made towards technology absorption. 2. The benefits derived like product improvement, cost reduction, product development or import substitution. 3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):- <ol style="list-style-type: none"> a. the details of technology imported; b. the year of import; c. whether the technology been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; e. The expenditure incurred on Research and Development 	<ul style="list-style-type: none"> ■ Your company is one of the MSOs in India which has started Triple Play services over Broadband HFC network. It has chosen best, economical and state of art technologies. ■ Your company uses Cable Modem Technology for high speed Internet access. The Company is also using Metro Ethernet ("MEN") and Ethernet over Cable (EoC) technology which engages different network topology for providing high speed data service at a lower cost. ■ Your company has also adopted digital video technology to deliver qualitative video and audio using MPEG-2 and MPEG-4 Technology. Your company has also started HD TV services and offers HD channels to its subscribers in select markets. ■ Your Company has also introduced high speed broadband technologies such as DOCSIS 3.0 to cater to subscribers who have increased Video led Internet Consumption. HD video content viewings as well as increased download speeds are the main benefits of DOCSIS 3.0 technology. DOCSIS 3.0 allows for a much higher throughput compared to the earlier versions by using multi-channel bonding simultaneously for download/upload. This technology has been widely used in Europe and USA by leading ISPs. ■ Your company is also using HFC architecture, which can easily be converted or upgraded to FTTH. Your company is currently undertaking trial with FTTH for pure data usage.
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FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars of expenditure and earnings in foreign currency are provided in notes to financial statements.

CERTIFICATIONS

Your company has been certified and recertified by Bureau Veritas Certification (India) Pvt. Ltd. (BVQI) to confirm with ISO 9001:2008 standardization for both cable and data services for Bhubaneswar, Cuttack, Rourkela and Sambalpur operational sites.

Your company has also received certification from BECIL (TRAI appointed Certifying Agency) for its digital Encryption and Subscriber Management System of digital services. Your company is the first of its kind in India to receive such certification.

CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 of the Companies Act, 2013 the Company has constituted the CSR committee to formulate, implement and monitor the CSR Policy of the Company. However as the Company does not have average net profits for the three years immediately preceding financial years, the Company was not required to make any expenditure on CSR activities during financial year 2019-20 as specified under Section 135(5) of the Act. Hence the information on CSR activities as required under Section 135(5) of the Act and Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014, has not been provided by the Company, for the financial year 2019-20.

MANAGEMENT DISCUSSION AND ANALYSIS - 2019-20

OVERVIEW OF ECONOMY

A. GLOBAL ECONOMY OVERVIEW

Global growth is projected at -4.9 percent in 2020, 1.9 percentage points below the April 2020 World Economic Outlook (WEO) forecast. The COVID-19 pandemic has had a more negative impact on activity in the first half of 2020 than anticipated, and the recovery is projected to be more gradual than previously forecast. In 2021 global growth is projected at 5.4 percent. Overall, this would leave 2021 GDP some 6½ percentage points lower than in the pre-COVID-19 projections of January 2020. The adverse impact on low-income households is particularly acute, imperilling the significant progress made in reducing extreme poverty in the world since the 1990s.

As with the April 2020 WEO projections, there is a higher-than-usual degree of uncertainty around this forecast. The baseline projection rests on key assumptions about the fallout from the pandemic. In economies with declining infection rates, the slower recovery path in the updated forecast reflects persistent social distancing into the second half of 2020; greater scarring (damage to supply potential) from the larger-than-anticipated hit to activity during the lockdown in the first and second quarters of 2020; and a hit to productivity as surviving businesses ramp up necessary workplace safety and hygiene practices. For economies struggling to control infection rates, a lengthier lockdown will inflict an additional toll on activity. Moreover, the forecast assumes that financial conditions-which have eased following the release of the April 2020 WEO-will remain broadly at current levels. Alternative outcomes to those in the baseline are clearly possible, and not just because of how the pandemic is evolving. The extent of the recent rebound in financial market sentiment appears disconnected from shifts in underlying economic prospects-as the June 2020 Global Financial Stability Report (GFSR) Update discusses-raising the possibility that financial conditions may tighten more than assumed in the baseline.

All countries-including those that have seemingly passed peaks in infections-should ensure that their health care systems are adequately resourced. The international community must vastly step up its support of national initiatives, including through financial assistance to countries with limited health care capacity and channeling of funding for vaccine production as trials advance, so that adequate, affordable doses are quickly available to all countries. Where lockdowns are required, economic policy should continue to cushion household income losses with sizable, well-targeted measures as well as provide support to firms suffering the consequences of mandated restrictions on activity. Where economies are reopening, targeted support should be gradually unwound as the

recovery gets underway, and policies should provide stimulus to lift demand and ease and incentivize the reallocation of resources away from sectors likely to emerge persistently smaller after the pandemic.

Strong multilateral cooperation remains essential on multiple fronts. Liquidity assistance is urgently needed for countries confronting health crises and external funding shortfalls, including through debt relief and financing through the global financial safety net. Beyond the pandemic, policymakers must cooperate to resolve trade and technology tensions that endanger an eventual recovery from the COVID-19 crisis. Further more, building on the record drop in greenhouse gas emissions during the pandemic, policy makers should both implement their climate change mitigation commitments and work together to scale up equitably designed carbon taxation or equivalent schemes. The global community must act now to avoid a repeat of this catastrophe by building global stockpiles of essential supplies and protective equipment, funding research and supporting public health systems, and putting in place effective modalities for delivering relief to the neediest.

B. INDIAN ECONOMIC REVIEW

a. Introduction:

The world economy is currently experiencing the downward slope but the global confidence in the Indian economy has improved. This confidence is reflected in growing inflows of net Foreign Direct Investment (FDI) and the cumulative FDI inflows during FY-20 stands at US\$ 470 Billion.

(Source: Department of Industrial Policy & Promotion -DIPP FDI Report-May-20)

b. Market Size:

India remained the fifth largest economy in 2019 and nominal GDP is estimated at US \$ 2,936 Billion. Despite a growth slowdown in 2019 and 2020, India is expected to regain its position as a global growth leader. India has been the growth leader amongst major economies including Emerging Markets and Developing Economies (EMDEs) over the last five years. India's per capita nominal GDP is estimated to have grown by 8.5% in 2019 to INR 154,600. According to IMF World Economic Outlook (October-2019), India leapfrogged the economies of France & UK; making Indian economy the fifth largest economy in the world. India contributed 3.39% of the world's GDP measured in nominal US\$ exchange rate basis.

(Source - EY-FICCI report, March-20)

c. Recent Developments:

Backed with multiple economic reforms, India paced 14 ranks

to stand at 63rd position in the ease of doing business ranking as per World Bank ranking released in Oct-19. Mergers and Acquisitions (M&A) activity in the country has reached US\$ 48 Billion during Jan-Sept 2019. As per Doing Business 2020, India implemented 50 reforms between 2018 & 2019 which accounts for 1/5th of total reforms worldwide. Following the last three years' of positive trend, India marked another positive year with easier importing & exporting for companies & it now stands 68th in the ranking. Exports from India increased 1.60% year-on-year to US \$ 356.96 Billion in April-November 2019.

As a resultant of above positive forces, the FDI equity inflows in India stood at US\$ 456.79 Billion during April 2000 to December 2019 of which US\$ 36.79 Billion is attributable to period during April-December, 2019. The maximum sectorial inflow is attracted by service sector US\$ 6.52 Billion, followed by computer software and hardware - US\$ 6.34 Billion, telecommunications sector - US\$ 4.29 Billion and trading - US\$ 3.52 Billion. India is expected to have 100,000 start ups by 2025, which will create employment for 3.25 million people and US\$ 500 Billion in value, as per Chairman, Manipal Global Education.

(Source - IBEF: About Indian Economy Growth Rate & Statistics Mar 2020).

d. Road Ahead:

As per the Indian Economic Survey presented in Jan-20, India's GDP growth is expected to be around 6% to 6.5% for FY-21. With a view to Promote 'pro-business' policies that unleash the power of competitive markets to generate wealth, India aims to raise its export market share to about 3.5% by 2025 and 6% by 2030 and creation of 4 crore well-paid jobs by 2025 and 8 crore by 2030. India is currently ranked at 3rd position in the IMF ranking of economy as per purchasing power parity (PPP) trailing USA & China. As per PWC report "The World in 2050", India is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2050.

The economies across world have been impacted by COVID-19, especially during the first quarter of FY-21. As per the revised estimated by S&P Global Ratings, the growth forecast for Indian economy is revised at 1.8% from 3.5% during FY21. Similar observations are seen by the forecasts of World Bank, Fitch, and IMF & ADB wherein the growth rate is estimated to be around 1.5% to 3.5% in FY-21. S&P Global expects significant growth in Indian Economy while recovering at 7.5% in FY22.

e. Policy Initiatives:

The major policy reform during the year comes in form of the revised Corporate Income Tax (CIT) structure along with related exemption & deductions. This will boost the economy as investment by companies may pick up gradually as capacity utilisation improves. Along with the CIT revision, another policy initiative of National Pipeline Infrastructure

(NIP) will augment infrastructure in various sectors over a span of six years. Apart from above the Media & Entertainment Industry & Telecommunication Industry are being focused in Make in India Plan by government.

C. INDUSTRY REVIEW

a) Media & Entertainment

As observed by Head of Media & Entertainment, KPMG, the Media & Entertainment (M&E) industry holds the oath of growth with solid hands despite of the apparent downturn in overall economy. The overall economy's growth was revised from 7.2% to 7% while M&E posted strong growth in double digits in last fiscal.

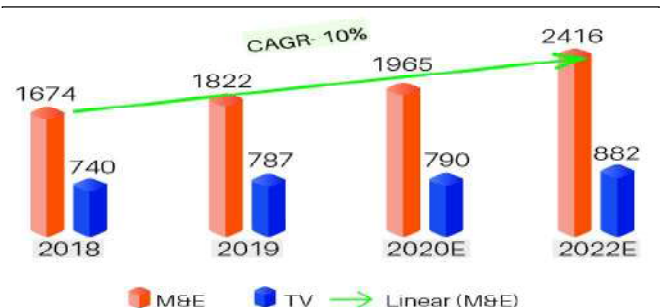
Similar observations were made by Senior VP, FICCI, it is expressed that with ease of Digital accessibility & the increasing adoption of digital world, M&E industry signals up for dynamic & aspirational India. It is observed that the times ahead are challenging & the M&E industry is changing its outlay rapidly. Digital media, online gaming and animation are likely to clock impressive double-digit growth in the near future. Unlike many countries, the TV industry in India is still massive and continues to grow. TV remains the largest revenue generator for the industry with a projection of a Billion screens in next five years.

There has been steady growth in opportunities present with massive penetration of smart devices & digital connectivity which can improve engagement between the end consumer & the content creator. The M&E sector grew by 9% in 2019 to reach INR 1.82 Trillion; the same is expected to grow at CAGR of 10% from 2019 to 2022 & expected to tap INR 2.41 Trillion. Within the industry, the growth of Digital Media helped it to jump to 3rd position overtaking Filmed Entertainment in 2019 in percentage contribution of various segments of M&E industry.

The industry is changing its gear from the traditional segments into the modern content provider and is also supported by:

1. Ease in availability of Digital Connectivity & Smart devices
2. Focus on & Demand of the Regional Content

As per FICCI-EY Report, the Indian M&E sector is expected



All figures are gross of taxes (Rs.in Billion) for calendar years | EY estimates, (Source - EY-FICCI report, Mar-20)

to reach INR 2.41 Trillion by 2022 with a growth triggered at CAGR of 10% from the market size of INR 1.97 Trillion projected for 2020. The graph below depicts the increase in CAGR of Television segment up to 10% by 2022

The Indian M&E industry's growth is also backed with the rapid growth in the Digital Media segment's growth which is

spreading wings at CAGR of 29.1% over FY19-24. The Television segment grew from INR 740 Billion in 2018 to INR 787 Billion in 2019 and is estimated to rise up to INR 790 Billion in 2020, having a CAGR of 10%.

Indian M&E Industry also encompassed Radio, OOH, animation and VFX, gaming and digital advertising which are also

Segment	2018	2019	2020E	2022E	CAGR 2019- 22
Television	740	787	790	882	4%
Print	305	296	301	309	1%
Digital Media	169	221	279	414	23%
Filmed Entertainment	175	191	207	244	8%
Animation & VFX	79	95	112	156	18%
Live Events	75	83	94	112	14%
Online Gaming	46	65	91	187	43%
Out of Home Media	37	39	41	46	5%
Radio	34	31	33	36	5%
Music	14	15	17	20	10%
Total	1,674	1,823	1,965	2,416	10%

emerging as fast growing segments. Apart from this, the India digital advertising market has reached INR 10,819 crore (US\$1.3 Billion) in 2018 and is forecasted to grow at a CAGR of 32% to reach INR 18,986 crore (US\$2.95 Billion) by 2020.

We can see the segmental growth patterns within M&E industry wherein liner TV segment is projected to hold up the leader's trend.

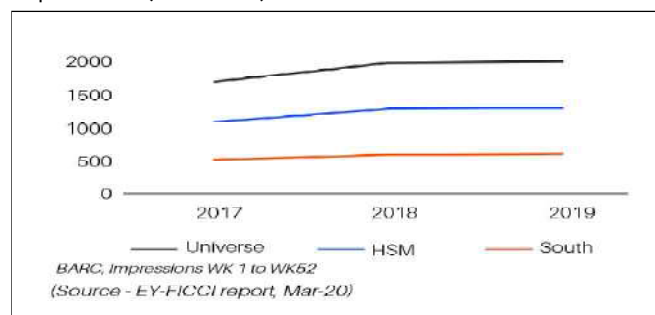
All figures are gross of taxes (Rs.in Billion) for calendar years | EY estimates

b) Distribution - TV holding households

As per BARC report; TV viewership has grown 38% over the last four years, and a total of 48.4 trillion viewing minutes were consumed on television in 2019. The TV subscription income paid by end customers post New Tariff Order (NTO) implementation saw a growth of 7.5% riding on the increased ARPUs even though the volume of the active customers took a dip in industry. The sales of smart TV are expected to grow & reach 14 Million TV units by end of 2022.

The emergence of new segment of content driven viewership in TV segment has already entered strongly within the boundaries of traditional TV services. However as per FICCI-EY analysis; we can expect positive growth over next few years in unidirectional Television services (Cable, DTH, HITS, etc.). This expectation is backed with the fact that the overall time spent on TV during 2019 was at par with the numbers of 2018.

Impressions (In billions)



BARC, Impressions WK 1 to WK52
(Source - EY-FICCI report, Mar-20)

Daily TV Tune Ins (count in Mn)



(Source - BARC- What India Watched -19)

State	TV Population Share	Viewership share	% share by Regional Language	% share by Non Regional Language
AP &Telangana	10%	13%	91%	9%
TN & Pondicherry	9%	12%	91%	9%
Kerala	4%	4%	87%	13%
MP/Chhattisgarh	8%	7%	86%	14%
UP/Uttarakhand	10%	7%	84%	16%
Karnataka	8%	9%	75%	25%
WB	7%	6%	61%	39%
MH/Goa	12%	14%	30%	70%
GJ/D&D/DNH	7%	6%	5%	95%
Rest of India	25%	22%	NA	NA

The viewership for regional channel had doubled during last four years (2016 to 2019) while the Hindi viewership had grown by 33% and still contributes 31% of total viewership. The major reason of growth in regional content is attributable to the availability of sports content which traditionally used to be telecasted majorly in English language (41% drop in English Viewership). There are several other factors that define the unique viewership attributes of each of regional markets like Language penetration, Urban / Rural spread, Age profile, availability of content. The same is also evident from following data set:

As per BARC India, the total number of HD channels in 2019 has increased by 18% as compared to 2017. The viewership of HD channels increased by 56%, post NTO as compared to the pre-NTO period viewership with 8.87 Billion impressions. The major increase in the HD viewership is attributable to South Indian Market where it grew by almost 3 fold times & with hike of 85% in the time spent on HD channels.

The Distribution platforms of M&E industry have continued its growth story during the past year. The MSO registration post NTO has increased by 11% in 2019. During the year, one of the DTH operators has stopped its transmission while NXT Digital continues to be the sole HITS service provider. The Distribution platforms stood as the follows as per MIB at the end of Jan-20 not including the Free Dish services from DD (nation's public broadcaster).

(No. of participants)

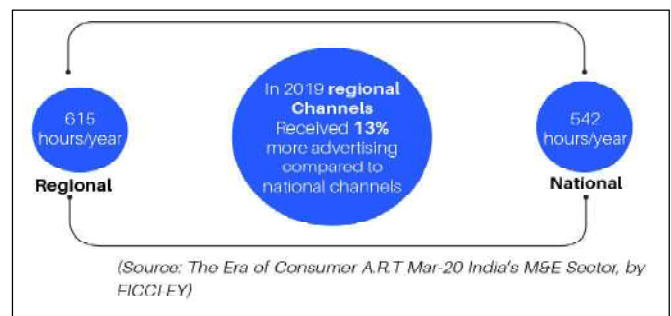
Segment	Dec-18	Jan-20
MSO	1471	1632
DTH	5	4
HITS	1	1
TOTAL	1477	1637

c) Advertising

Continuing the leadership trend, TV still holds the big bagger for advertising over other streams like Print, Radio, OOH, etc. as it directly impacts the lives of Urban as well as Rural India.

Subscription revenues outpaced Advertising revenues and the Advertising grew 5.3% in 2019, while subscription grew 9.8%. Advertising revenue growth was backed by big sports events like IPL & Cricket World Cup. The overall advertisement volume dropped by 4% in second half of 2019 owing to fear of economic slowdown. The top five Advertisement categories resonated with "Swacchata", wherein Personal Care/Hygienic topped the table having 19% share of total Adds.

Here also the regional advertisement segment gained 4% share. As per the recent trends, the regional TV markets will outstrip the average Advertisement growth



(Source: The Era of Consumer A.R.T Mar-20 India's M&E Sector, by FICCI-EY)



with much bigger slice as seen below:

D) CONSUMER ARPU

The customer ARPUs trend has been on positive front with growth observed post NTO period in lower end of the spectrum. As per KPMG Analysis 2019, the overall ARPU positioning was constant in the first half of 2019; whereas the ARPUs improved in latter portion of the year leading to overall growth of 8.1% during 2019.

Another reason for increase in Cable TV ARPU is attributable to increasing HD viewership. This is mainly attributable to the rise in the availability of regional sports content in HD formats & infusion of smart TVs on increasing rate during the last five years.

With customers opting for DPO packages the ARPUs have improved while on the other hand customers electing channels of their own choice will have to pay a fixed fee in form of Network Capacity Fees (max up to INR 130 as per DPO). Further the uptake of Regional GEC especially in south India has been firm post NTO. The increasing influx of Digital & OTT content has also forced the traditional distributors to review the importance of customers' need & changing landscape at the centre of their decision making for content & pricing.

E) DIGITAL INDIA

India stands second in the world from the viewpoint of Internet Subscribers with 560 Million Internet Users. It is expected that by end of 2021 India will have close to 600

The growth in Digital subscription is targeted at CAGR of 30% till 2022 to reach INR 64.5 Billion.

Segment	2018	2019	2020E	2022E
Video	13.4	28.2	41.5	62.4
Audio	0.8	1.0	1.3	2.1
Total	14.2	29.2	42.8	64.5

The growth in Digital subscription is targeted at CAGR of 30% till 2022 to reach INR 64.5 Billion.

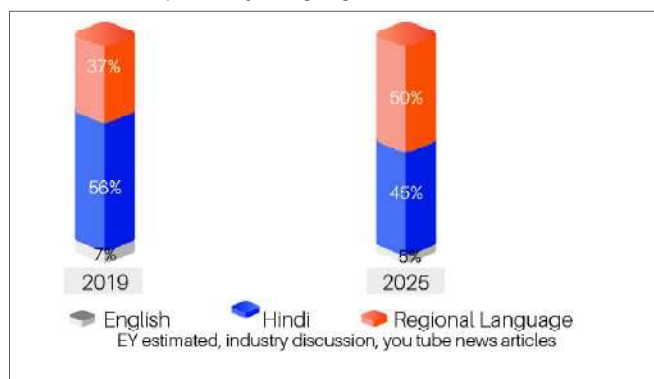
Million Internet user base. However, while looking at these huge figures we should also look at the fact that only 34% of India population had access over internet as of 2017.

The Digital Media segment grew by 31% to touch 221 Billion in 2019 & is expected to continue to grow at CAGR of 23% to reach 414 Billion by end of 2022. Digital advertising grew 24% to INR 192 Billion driven by increased consumption of content on digital platforms and marketers' preference to measure performance. SME and long tail advertisers increased spends on digital media as well. Pay digital subscribers crossed 10 Million for the first time as sports and other premium content were put behind a pay-wall. Consequently, subscription revenue grew 106% to INR 29 Billion. Digital consumption grew across platforms where video viewers increased by 16%, audio streamers by 33% and news consumers by 22%. By 2020, OTT subscription market will be approximate 10% of the total TV subscription market (without considering data charges). It is estimated that with over 40 Million connected TVs by 2025, the sector will provide a huge opportunity for content creators to reach family consumers.

India has the highest consumption of the online video in the world while it stands second to US in the weekly average of the hours of viewing of video content by consuming 8.43 hours in a week as per the Limelight Network's State of

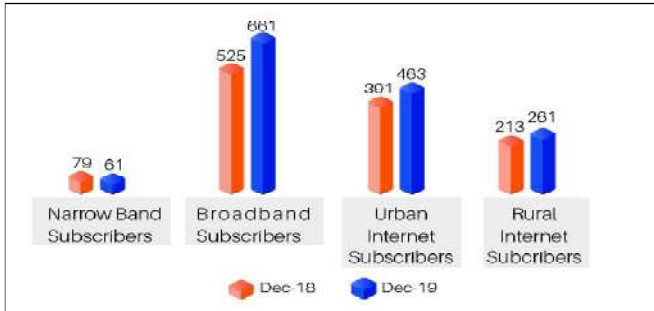
Online Video 2019 study. The world average for the same stands at 6.8 hours only. Over 1,600 hours of original content were created for OTT platforms across films and episodic content, which led to increased demand in 2019 at a growth of 33% as compared 1200 hours in 2018. Though viewership of live and catch-up television on broadcasters' platforms

Video Consumption by language



remains in excess of 80%, originals are important in attracting new audiences and generating paid subscribers as per general trends. Further among the original content; the linguistic break-up was seen as follows:

Internet Subscriber Base



Millions of consumers | EY estimates (Source: The Era of Consumer A.R.T Mar-20 India's M&E Sector, by FICCI-EY)

F) BROADBAND

As per EY analysis the total Internet penetration grew at

Segment	Broadband		Yearly Growth rate in Dec-19
	Dec-18	Dec-19	
Wired subscribers	18.17	19.14	5.34%
Mobile device users (Phones & Dongles)	499.95	642.19	28.45%
Fixed Wireless subscribers (Wi-fi, Wi Max, Point-to-point Radio & VSAT)	0.43	0.61	41.86%
Total	518.55	661.94	27.65%

Millions of consumers | EY estimates
(Source: TRAI - Dec-18 & Dec-19 Reports)

20% during the last year from 604 Million subscribers at the end of Dec-18 to 723 Million subscribers at the end of Dec-19. Out of total 723 Million internet subscribers, 661 Million were broadband subscribers and 61 Million were narrow band subscribers. The number of Narrow band subscribers decreased from 79 Million at the end of Dec-18 to 61 Million at the end of Dec-19.

As per the reported figure by TRAI in its monthly Broadband Report; the second half of 2019 has seen positive growth movement in all the inter-segments of Wireless Broadband with a Y-O-Y increase of around 28% as it closes the year with 661 Million subscribers. The Wired Broadband grew by 11% in Dec-19 as per the Press Release by TRAI No. 09/2020 to touch subscriber base of 20 Million.

G) POLICY INITIATIVES

National Digital Communications Policy - 2018(NDCP 2018):

In September 2018, the government released NDCP 2018, which catered towards the establishment of a "ubiquitous, resilient and affordable" digital communications infrastructure and services.

It aims to provide universal Broadband (BB) connectivity to all citizens at speed of 50 Mbps & to all Gram Panchayats at

speed of 10 Gbps by 2022 and also expanding scope for Internet of Things (IoT).

Further, India is aiming to provide 100% tele density & launch of 5G spectrum via NIP.

(Source: The Era of Consumer A.R.T Mar-20 India's M&E Sector, by FICCI-EY)

New Tariff Order, 2019 (NTO) :

TRAI implemented NTO in Feb-19 which opened new era for TV viewing whereby the industry was driven based on the customers' viewing preferences. NTO has brought more transparency in the entire value chain and has allowed the end consumer to exercise choice while selecting channels, by moving to MRP based Regime. As per CEO of IndiaCast Media, the key objective of NTO was to give the customers the option to exercise the freedom of content of their own choice. In order to achieve this, the Industry stakeholders & government has invested immensely to educate the customer.

The NTO changed television as we knew it, NTO implemented during February 2019 increased end-customer prices for television content, reduced the reach of certain genres of channels and resulted in a 6% reduction in time spent watching television during the second half of calendar 2019. While subscription revenues increased in 2019, certain customer categories ended-up cutting the cord and moving to digital, while others reduced spends or switched-off their second and third television sets in the home. Free television grew in 2019. It is estimated that unidirectional television (pay+free) reached 171 Million households and that there were over 4 Million connected smart televisions at the end of 2019. (Source: The Era of Consumer A.R.T Mar 20 India's M&E Sector, by FICCI-EY)

Channel type	2018	2019
Pay TV (Cable+ DTH+ HITS)	161	133
Free TV	6	38+
Total unidirectional	197	171+
Connected TV	<2	4-5
Total TV	199	175+

(TV Subscriptions in Million, EY Estimates for 2019)

Active paid subscriptions reduced by 26 Million in 2019, one of the reasons is particularly English language viewers-may have been provided with the impetus to move to OTT platforms which became relatively more affordable post NTO and provided the additional benefit of anytime viewing

without advertisements, with an estimate of around 3-4 Million subscribers.

One important trend that emerged post NTO was that more homes watched fewer channels, percentage of households that watched 30 channels or more on average per week reduced while share of homes that watched 20 channels or less increased (BARC report).

Across the year, the TV viewing there were upscale in light of the growth in Reach & Time for the key Genres:

- GEC genre's viewership has regained the level of Pre-NTO era.
- Movie genre however closed with a negative eye fall by close of the year.
- While News & Sports genres continued to be event driven segments & it shall be statistically challenging to isolate any NTO impact on the same.

The Channel genres which were impacted positively by the NTO included DTH home channels (+168%), Bhojpuri movies (+60%), Kannada movies (+58%), Punjabi music (+33%) and sports (+26%).

■ Amendment in Tariff :

TRAI introduced NTO in Feb-19 with a view for transparency in the customer preference in their content viewing & post it's successful implementation the regulator has now come up with amendment in the current guidelines.

The amendment in guidelines focuses on the relationship between Broadcaster & Distributors. The key objectives of the amendment are to establish harmonised business process in the sector, ensure level playing field, bring in transparency in TV channel pricing, reduce litigations among stakeholders and provide equal opportunities to all the Multi System Operators (MSOs).

■ FDI Policy Initiative:

The government has focused on liberalising the FDI regime for both telecom and media and entertainment sectors, to attract investment for adequate infrastructure development. In June 2016, FDI limits in teleports, DTH, cable networks, mobile TV, Head-end-in-the sky broadcasting service and cable networks were completely lifted, allowing 100% FDI through the automatic route. Further, there were no express provisions in relation to digital media in the FDI policy until 2019. However, in December 2019, FDI up to 26% has been permitted under the government approval Route for uploading/streaming of news and current affairs, through digital media.

■ OTT Regulations:

Till now all the OTT providers were not covered under any Regulations but now, the same have signed Code of self-regulations with IAMA (Internet and Mobile Association of India). IMAI has drafted the Code of Best Practices for Online

Curated Content Providers in February 2020.

H) IMPACT OF COVID-19 ON M&E INDUSTRY

The M&E sector in India has seen growth during the lockdown and simultaneously the Television viewership exceeded 1.2 trillion minutes to record growth of 37%. The industry has also seen a spike in the digital data consumption during the lockdown period. As per CRISIL report, the market for fixed line Broadband surges during the lockdown and the service is shifting paddles from limited range customers to necessity at each household.

As per BARC Report, the overall TV viewing post COVID has grown by 43% with a growth in the consumers spending more than 3 hours a day on TV viewing. The Free Commercial time has grown by 9% and the social advertisement are the table toppers accompanied with advertisements for Toiletries. The entertainment industry's monetization is largely depended on the advertisement; which is again depended on the performance of the FMGC, e-commerce, automobile, finance sector etc. These sectors are currently facing the unseen challenges in the lockdown period. There has been a substantial drop in the spent on advertisement by these sectors. Commercial Advertising volumes from the above have witnessed decline as per BARC data and spot rates have also understandably crashed.

The silver lining in current scenario emerges with growth in the digital data consumption and paradigm shift of integration of digital Technologies in our daily routines. As the work-from-home concept becomes the new norm, all major remote conferencing service providers are witnessing increasing uptake of their solutions. Further, the coronavirus outbreak is compelling traditionally less digitally inclined organizations to ramp up their digital infrastructure. Meanwhile, digital media consumption through social media, online gaming and OTT video streaming platforms is peaking as more people get home bound. All the above factors combined together will make India realize the Digital Billion reality in near future. Further with increasing pressure on the global players, India can also see an upward trend in the domestic market consumption in service areas like animations & VFX.

I. COMPANY OVERVIEW

Ortel Communications Limited ("the Company") is a regional renowned & fastest growing Multiple System Operator (MSO) providing digital Cable television (CATV) and high speed Broadband services provider presently focused in the Indian states of Odisha, Andhra Pradesh, Telangana and Chhattisgarh. It has always been the Company's vision to provide Cable TV, Data Service and Internet Telephony on a single cable platform to households. Company has built a State-of-Art two-way communication network for 'Triple Play' services (video, data and voice capabilities) having HFC network (combination of optic fibre in the backbone and coaxial cable in the distribution network) with control over the 'Last Mile'. It pioneered the primary point cable business

model in India by offering digital cable television, broadband and VAS services. It currently holds a dominant position in Odisha, with a presence in five other markets with direct to consumer business model, popularly known as "Last Mile" business model in the Cable TV universe having 90% of the subscriber base under own network. Currently, business of the Company is broadly divided into (i) cable television services comprising of digital cable television services including other value added services such as HD services, NVoD, gaming and local content; (ii) broadband services; (iii) FTTH internet services (iv) leasing of fibre infrastructure; and (v) signal up linking services. It has legal 'Rights of Way' for laying network cable and capable of providing broadband at speed of up to 100 mbps through use of cable modem with DOCSIS 3.0 technology. It has grown both organically and inorganically through buyout of network equipment, infrastructure and subscribers of other MSOs and LCOs. Ortel is a pioneer in providing Convergence Communication Services in the Country. It has revolutionized the Entertainment and Broadband Technology in the Eastern India.

Ortel is the first MSO to offer upto 100 Mbps Broadband in the state of Odisha using the DOCSIS 3.0 technology. DOCSIS 3.0 allows for a much higher through put compared to the earlier versions by using multi-channel bonding simultaneously for download/ upload. Ortel has withdrawn all schemes of Broadband services where the speed is less than 1 Mbps. It offers uninterrupted high speed & truly unlimited data experience to its customers across Odisha. The broadband business had been growing over the years with having more than 1000 subscribers as of Mar-20. Ortel has grown stronger over the years with growing subscribers and increasing revenues.

FY 2020 PERFORMANCE OVERVIEW

- Total Income decreased to Rs.89.32Cr against Rs.114.76 Cr of FY 2019.
- Profit Before Tax (PBT) is Rs.(34.85)Cr as against Rs.(51.23)Cr in the FY 2019.
- Profit After Tax came in at Rs.(34.85) Cr against Rs.(51.23) Cr in the FY 2019

With the implementation of the New Tariff Order last year, the Company has been successful to convert its some of LCO base into Prepaid Business Model, which is aimed to enable the Company to reap future benefits in terms of increased collection efficiency and debt control. The Company has launched language-wise regional packs to enhance customers experience and choose the required channels according to their needs.

J. OPERATIONAL REVIEW

The FY 2020 was a challenging year for your Company. The operational performance has been affected due to both external and internal factors like an extremely severe cyclonic storm Fani hit the Odisha coast on 3rd May, 2019.

This cyclone has damaged our network, premises, equipment's, dish antenna's, Teleport, our corporate office internal fixtures, store room and UPS room roofs, the main gate etc. and also caused severe damages to all our facilities in the coastal region and partial damages in peripheral areas. It took 2 to 3 months to restore our network, as a result of which all customers in Odisha (irrespective of whether the local area was affected by Cyclone or not) were without signal. Also the World Health Organization declared a global pandemic of the novel coronavirus disease (COVID-19) on February 11, 2020 resulting in slower growth both in terms of revenue and profitability. On external side, lower Average Revenue per User ("ARPU") realizations from the addressable C&S base has impacted the performance. Increased competition has impacted industry in general affecting badly broadband performance of the company.

The company's performance has also been affected due to delay in collections, higher competitive intensity in the market place as well as restriction in movement due to COVID-19 pandemic.

In view of the above, your company has achieved a degrowth in revenue both for cable TV and broadband business year on year basis. Full digitisation of subscribers will also help improving the collection controlling the debtors days. Members may also note that, the Company has demonstrated a strong B2C last mile business model in its core market which is profitable and expects to replicate the same in the new markets also. Having the unique 'Last Mile' model and with adequate steps being taken for aggressive digitisation and various other business plan, the Company is very hopeful of improved performance in the coming FY.

K. CURRENT BUSINESS TRENDS AND FUTURE OUTLOOK

CABLE TV:

After consolidating its business at various locations in Odisha, your Company has taken further steps to consolidate its market base in other States that have been entered into since 2008. The company is hopeful of achieving a substantial growth in its Subscriber Base both through Organic as well as inorganic acquisition of LCOs. Company has also plans to expand into other new markets through a combination of competitive pricing, multiple service offering, extensive marketing and acquiring network equipment, infrastructure and subscribers from LCOs/ MSOs in those new areas.

DIGITIZATION:

After mandatory digitization under phase III and Phase-IV, the Company has made a significant growth in its digital subscriber base. Further, in addition to SD (Standard Definition) series, your Company is also providing high quality HD (High Definition) and has also plan to take care to provide high quality HD services to its customers. The Company also holds registration certificate as prescribed in the amended Act to operate as MSO in DAS areas from Ministry of Information & Broadcasting.

DATA SERVICES:

Ortel continues to be one of the dominating player in the Data Services market in Odisha by providing high speed services at competitive prices. The Company presently provides both retail and corporate broadband services in major towns in the state of Odisha. While the competition for data services has intensified especially from wireless operators who offer the advantage of mobility, highspeed services till remains the unique selling proposition for Ortel Broadband. Your Company has successfully implemented DOCSIS 3.0 high speed broadband service and is currently offering data service upto a speed of 100 Mbps. The Company has also identified new markets as a part of expanding the Data operation and have planned out to expand further in the coming financial year. Your company is also using HFC architecture, which can easily be converted or upgraded to provide FTTH service at very nominal incremental capital expenditure. With the implementation of new technology, high speed data service and aggressive marketing strategy, the Company will manage to increase its subscriber base.

Your company is well equipped with its upgraded Network Operating Center (NOC) with inbuilt redundancy of key elements in the system to support and sustain the higher level of customer base and service.

Your company has set up a state of the art integrated Call Center to address customer queries and complaints with 24X7 help line. Company has also a network monitoring system through which major network failures are monitored and steps taken to restore the services early. Your company also has a grievance redressal system in place to resolve the complaints.

OTHER VALUE ADDED SERVICE:

The Company also provides choice of other value added services over the same cable leading to customer convenience and satisfaction with a range of services HD services, NVoD and other interactive video content. Currently Company provides 14+ HD channels on its network. The Company also offers bundled services such as Cable TV + Broadband + HD to its customers. All these services are expected to drive revenue in future.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Ortel continues to maintain an effective system of internal control for facilitating accurate, reliable and speedy compilation of financial information, safeguarding the assets and interests of the company and ensuring compliance with all laws and regulations. The company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations, which provide, among other things, reasonable assurance of authorization, recording and reporting of the transactions of its operations in all material respects and of providing protection against significant misuse or loss

of the assets of the company. The company has appointed M/s SBN & Associates a firm of Chartered Accountants, as its Internal Auditors, who conduct internal audit for various activities. The reports of Internal Auditors are submitted to Board/Resolution Professional, which further reviews the adequacy of internal Control system.

HUMAN RESOURCES:

Human Resources are of paramount importance for the sustenance and growth of any organization and it is specifically true for the technically sensitive broadband sector. Your company continues to give maximum thrust to its Human Resources Development. Employee relations remained cordial at all your company's locations. Your Directors/Resolution Professional takes this opportunity to record their appreciation for the outstanding contribution of all employees of your company.

During the year, the Company maintained harmonious and cordial industrial relations. No man-days were lost due to shut down and lockdown due to COVID-19 pandemic, strike, lock out etc. As on 31st March 2020 there were 611 permanent employees on the rolls of the company.

DISCLOSURE BY SENIOR MANAGEMENT PERSONNEL:

None of the Senior Management personnel/ Resolution Professional has Financial and Commercial transactions with the Company, where they have personal interest that would have a potential conflict with the interest of the Company at large.

RISK MANAGEMENT:

The Company takes proactive risk management initiatives to identify and mitigate the relative risk associated by various risk measures. The company has taken comprehensive and adequate insurance policies for its electronic equipment, vehicles, network assets and buildings etc to cover different types of potential risk that may affect the operational performance of the Company.

Preference Risk - Implementation of the New Tariff has increased customer focus in the M&E sector. ORTEL is offering and upgrading its offering in line with its customers preferences. With more focus on HD content, it enables ORTEL to provide customers with better experience.

Potential Risk

Nature of Risk	Definition and impact
Regulatory Risk	Increased regulations or change in existing regulations could potentially impact the operation of the company
Industry Risk	Competition from competitors may adversely affect the operating performance of the company.

Migration Risk - Difficulty in attracting new customers impact the business growth and sustainability. ORTEL initiated providing online payment facility to the customers.

Content Risk - The Company depends on the third-party i.e., the Broadcasters for content. If it fails to provide content from popular Broadcaster to its customers, its credibility may be significantly impacted. The Company having a better negotiating power with the Broadcaster, ORTEL still holds this risk as under the New Tariff Regime, increase in content cost may affect the Company.

HEALTH, SAFETY AND ENVIRONMENT:

The company has taken adequate measures for health and safety of its employees through Group Insurance covering life, accident and disablement, Employee Deposit Link Insurance and ESI. Your Company also gives utmost priority on health and safety of its employees and is committed to

ensure high standard work practice in compliance with applicable laws and regulations.

Your Company also conducts training programmes for its staff and employees, and carries out regular safety audits in relation to the operations. All field employees are provided with safety equipment. Regular safety audits are conducted at each location to monitor the implementation of the safety guidelines issued by the Company, and a compliance report is also prepared every month. The company also believes in environmental safety and zero hazards.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation may be "forward-looking" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

CORPORATE GOVERNANCE REPORT

1. ORTEL PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes in transparency, empowerment, accountability and integrity in its operations having duly delegated authority to the various functional heads that are responsible for attaining the corporate plans with the ultimate purpose of enhancement of "stake holder value". The Company has professionals on its Board of Directors who are actively involved in the deliberation of the Board. However the Company was admitted into Corporate Insolvency Resolution Process (CIRP) by National Company Law Tribunal (NCLT) vide order dated 27th November, 2018 under Section 7 of the Insolvency and Bankruptcy Code, 2016 and the powers of the existing Board of Directors of the Company are suspended from the date of the order as per Section 17 of the IBC and vested with Mr.Srigopal Choudhary as Resolution Professional to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Code for the management of the affairs of the Company. Since the Powers of the Board of Directors are vested with the Resolution Professional the management of the affairs of the Company will be under the overall control, supervision and guidance of the Resolution professional from the date of the order till the completion of Corporate Insolvency Resolution Process.

As per the Corporate Insolvency Resolution Process (CIRP), resolution plans ("Resolution Plan") was received by the Resolution Professional and the Resolution Plan was placed before the COC for approval and the approved Resolution Plan was filed with the Hon'ble NCLT, New Delhi on 26th August, 2019 for approval under Section 31 of the Code. The application filed by the Resolution Professional for approval of Resolution Plan is currently pending adjudication before the Adjudicating Authority. In terms of Section 25 of the Code, the Company is continuing to operate as a going concern, where at any time during the Corporate

Insolvency Resolution Process period, if the Adjudicating Authority approves the resolution plan under sub-section (1) of section 31 or passes an order for liquidation of corporate debtor under section 33, the moratorium shall cease to have effect from the date of such approval or liquidation order, as the case may be.

The Powers vested with the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee will also be exercised by the Resolution Professional. The Status of the Board of Directors and Committees are as after the date of the NCLT order.

2. BOARD OF DIRECTORS

Prior to commencement of CIRP the Board of Directors of your Company has been constituted in compliance with requirement of Companies Act, Listing agreement with Stock Exchanges in line with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board provides leadership, strategic guidance and independent view to the Company's management while discharging its responsibilities. The Board consists of distinguished persons having requisite knowledge and expertise in business & industry.

2.1 COMPOSITION OF THE BOARD AND CATEGORY OF DIRECTORS

The current Board comprises of Directors with one Executive Director who is the Managing Director of the Company and two Non-Executive Directors of who are Independent Directors and the number of Independent Directors is 50% of the total number of Directors. Thus, the composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). Managing Director is the woman director on the Board of the Company.

2.2 THE COMPOSITION OF BOARD AS ON 31ST MARCH, 2020 AND THE NUMBER OF OTHER DIRECTORSHIPS AND BOARD COMMITTEE MEMBERSHIPS/ CHAIRMANSHIPS ARE AS FOLLOWS

Name	Category of Directorship	No. of Directorship in other Public Limited Companies	No. of Directorship in listed entity including Ortel Communications Limited	No. of Committee Membership in other Public Limited Companies	
				Chairman	Member
Ms. Jagi Mangat Panda	Promoter & Executive	4	2	0	2
Dr. Gautam Sehgal	Independent & Non-Executive	2	2	0	1
Mr. Kadambi Seshasayee	Independent & Non-Executive	1	1	0	1

Notes:

1. Directorships in Private, Foreign Companies, and Companies under Section 8 of Companies Act, 2013 if any, are excluded and memberships of only Audit Committee and Stakeholder's Relationship Committee have been considered.
2. None of the Directors have been independent directors in more than seven listed companies and Managing Director of the Company is not independent director in more than three listed companies.
3. All the Independent Directors have been appointed in due compliance of Companies Act, 2013 and Listing Regulations and formal letter of appointment with terms of their appointment has been issued to them which have been posted in the website of the Company www.ortelcom.com.
4. None of the Directors is member in more than ten committees and chairman of five committees or Director in more than twenty companies.
5. Ms. Jagi Mangat Panda, Managing Director (Promoter & Executive) and Dr. Gautam Sehgal and Mr. Kadambi

Seshasayee, Independent & Non-Executive Directors respectively are not related with each other and there are no inter-se relations among the Directors.

6. Number of Equity Shares held by non-executive directors as on 31st March 2020:

Sl. No.	Name of the Investor	No. of Shares held
1	Dr. Gautam Sehgal	62,273

2.3 NUMBER OF MEETINGS OF THE BOARD

The Company remained under CIR Process during the year under review. Further, as per newly inserted sub-regulation (2A) in Regulation 15 in LODR, the provisions of Regulation 17, 18, 19, 20 and 21, including with regard to meetings of Board are not applicable during the period of CIRP. Consequently, no meeting of the Board has been held during the financial year 2019-20.

2.4 THE ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND ALSO AT THE PREVIOUS ANNUAL

Name	No. of Board Meetings attended during 2019-20	Attendance at AGM held on 28 th September, 2019
Ms. Jagi Mangat Panda	N.A.	No
Dr. Gautam Sehgal	N.A.	No
Mr. Kadambi Seshasayee	N.A.	No

2.5 INDEPENDENT DIRECTORS' MEETING

a) SELECTION AND APPOINTMENT OF INDEPENDENT DIRECTORS

Considering the requirement of skill set on the Board, profiles of eminent people having independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Directors on the Board. The Committee, inter-alia, considers the qualification, positive attributes, area of expertise and number of Directorships and Memberships/ Chairmanships held in various committees of other companies by such persons and recommends their appointments to the Board for its decision. Formal letters of appointment are issued to the Independent Directors and the terms and conditions of their appointment are posted on the Company's website: www.ortelcom.com

b) DECLARATION BY INDEPENDENT DIRECTORS

The Company received Declarations of Independence from all the Independent Directors, confirming that they meet

the criteria of independence, as prescribed under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b) and 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

c) FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director and CEO and other Functional Heads on important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities from time to time. The Company followed the practice of familiarize the Independent Director on the recent amendments on quarterly basis. The Company conducted various conference calls with the Independent directors in order to sensitize them on various important issues of the Company whenever required. The details of familiarization program can be accessed from the website: www.ortelcom.com. Since the

Company is under CIRP no familiarisation programme has been conducted during the year.

d) SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under the Act, the Listing Regulations and the Secretarial Standards issued by the ICSI, the Company's Independent Directors meet at least once in a year without the presence of non-independent directors or members of the Management Personnel. Since the Company continue to be under CIR Process and the powers of the Board are vested and are being exercised by RP, no meeting of Independent directors was held during the Financial Year 2019-20.

2.6 EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/non executive/ independent directors through peer-evaluation excluding the director being evaluated. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the Board, as a whole and its various committees.

The performance of the Board is evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc. The performance of the Committees is evaluated after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc. The performance of the individual directors is evaluated on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman is also evaluated on the key aspects of his role.

In addition to the criteria of evaluation for all Directors, which is common for evaluation of both Independent and Non-executive directors, an Independent director is also evaluated on parameters including, exercise of objective independent judgment in the best interest of Company; ability to contribute to and monitor corporate governance practice; and adherence to the code of conduct for independent directors.

2.7 INFORMATION PLACED BEFORE THE BOARD/RP

The Board/RP has complete access to all company related information. All the requisite information, in terms of Regulation 17 (7) read with Schedule II Part A of the Listing Regulations are placed before the RP for his consideration,

besides such other information/details which are considered necessary to facilitate meaningful and focused deliberations on issues concerning the Company and to take decisions in an informed and efficient manner.

2.8 CODE OF CONDUCT

The conduct of the Board Members and Senior Management Personnel is regulated by the Code of Conduct for Board Members and Senior Management Personnel, as approved and adopted by the Board of Directors of the Company. The Code as circulated to all members of the Board & Senior Management Personnel is available on the website of the Company at www.ortelcom.com

2.9 PREVENTION OF INSIDER TRADING CODE

The Company has adopted a Code for Prevention of Insider Trading to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. All the Directors, RP, employees, CoC and third parties such as auditors, consultants etc. who may have an access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

3. BOARD COMMITTEES

To provide detailed and necessary assistance in the Company's matters, the Board has constituted eight committees. The Board has a defined set of guidelines and an established framework for conducting the meetings of the said Committees. These guidelines seek to systematize the decision making process at the meetings in an informed and efficient manner.

The Company remained under CIR Process during the year under review. Further, as per newly inserted sub-regulation (2B) in Regulation 15 in LODR, the provisions of Regulation 18, 19, 20 and 21, including with regard to meetings of Committees of the Board are not applicable during the period of CIRP. Consequently, no meeting of any Committee of the Board has been held during the financial year 2019-20.

Sl.No	Name of the Committees
1	Audit Committee
2	Nomination and Remuneration Committee
3	Stakeholders Relationship Committee
4	Corporate Social Responsibility Committee
5	Risk Management Committee
6	Finance Committee
7	Corporate Restructuring Committee
8	Share Allotment Committee

Note: As on the date of reporting, requirement of Risk Management Committee as per Listing Regulations was not applicable

3.1 AUDIT COMMITTEE

A. COMPOSITION

The Audit Committee of the Company originally constituted on November 25, 1999 as per the requirements of Section 292A of the Companies Act, 1956 has been reconstituted on 2nd February, 2011 and 20th April, 2015 in line with the requirement of Listing Regulations. The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities by reviewing the financial reports, adequacy of Internal audit function and function and the disclosure of other financial information provided by the Company to any Govt. Body or to the investors or the public and the company's system of internal controls regarding finance, accounting and legal compliances that Management and the Board have established. The broad terms of reference, scope, power and duties of Audit Committee are as defined in the Listing Regulation and Companies Act. The Company Secretary acts as the Secretary of the Audit Committee.

Name	Category	No. of Meetings attended during 2019-20
Ms. Jagi Mangat Panda	Non Independent & Executive	N.A.
Mr. Kadambi Seshasayee	Independent & Non Executive	N.A.

Note: During the year, no meetings of the Audit Committee were held as the Company is under CIRP.

3.2 NOMINATION AND REMUNERATION COMMITTEE

A. COMPOSITION

The Remuneration/Compensation Committee as originally constituted on 25th November, 1999 and subsequently

C. COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE AND DETAILS OF MEETING ATTENDED BY THE MEMBERS

Name	Category	Number of Meetings held and/or attended during 2019-20	
		Held	Attended
Dr. Gautam Sehgal	Independent & Non-Executive	N.A.	N.A.

Note: During the year, no meetings of the Nomination and Remuneration Committee were held as the Company is under CIRP.

reconstituted on 2nd February, 2011 as per the requirement under Listing Agreement for the erstwhile Initial Public Offer (IPO) of the Company has been renamed as Nomination and Remuneration Committee by the Directors at their meeting held on 21st July, 2014 and reconstituted subsequently on 09th March, 2015 in compliance with the amended listing agreement of the Stock Exchanges.

B. THE ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The primary function of the Nomination and Remuneration Committee (erstwhile Remuneration/ Compensation Committee) is to formulate criteria for determining qualifications, positive attributes and independence of a director and review and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees, to approve appointment, reappointment, retention of KMPs and senior management personnel of the Company, to formulate criteria for evaluation of Directors, the Board and other Committees, to recommend offer and issue of ESOP to eligible employees, to guide and monitor function of ESOP Trust and devise guidelines for due implementation of ESOP Scheme, devising a policy on Board diversity to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, to fix and finalize remuneration including salary, perquisites, benefits, bonuses, allowances, etc. to fix performance linked incentives along with the performance criteria, increments and promotions, service contracts, notice period, severance fees, ex-gratia payments and such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

D. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

Remuneration of Managing Director was approved by Shareholders of the Company in the Annual General Meeting (AGM) of the Company held on September, 2017 on recommendation by the Board of Directors and Nomination & Remuneration Committee. The Members in the AGM held on 27th July, 2015, had approved payment of Commission to the Non-Executive Directors (NEDs) upto 0.5% of the Net Profit of the previous financial year calculated as per applicable provisions of the Companies Act, 2013 read with Schedule V and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

Since the Company continues to be under CIRP and the powers of the Board are vested and are being exercised by RP. Further, as per newly inserted sub-regulations (2A) and (2B) in Regulation 15 in LODR, the provisions of Regulation 17, 18, 19, 20 and 21, including with regard to meetings of Board and committees are not applicable during the period of CIRP. Therefore, no Board/Committee Meeting was held

during the year under review and consequently no sitting fees paid.

The Board has formulated a Nomination and Remuneration Policy relating to appointment, qualification, attributes, independence remuneration of Director(s) and also for appointment, retirement and removal of Key Managerial Personnel (KMPs) and Senior Management Personnel in compliance with the provisions of companies Act, 2013 and Listing agreement with the Stock Exchanges. Same is annexed as **Annexure-5**.

Since the Company is under CIRP no performance evaluation of Independent Directors as per the Nomination and Remuneration Policy has been conducted during the year and had also not done the performance evaluation of its Committees and of Managing Director as per the policy.

Further, Since the Company is under CIRP the Independent Directors had also not done in their separate meeting the performance evaluation of Board as a whole, Chairperson and Non-Executive Director of the Company.

E. DETAILS OF REMUNERATION FOR FY 2019-20 TO NON-EXECUTIVE AND/OR INDEPENDENT DIRECTORS

Name	Sitting fees	Commission for the FY 2019-20	Total
DR. GAUTAM SEHGAL	N.A.	N.A.	N.A.
MR. K V SESHASAYEE	N.A.	N.A.	N.A.

F. DETAILS OF REMUNERATION FOR FY 2019-20 TO MANAGING DIRECTOR

Name	Salary	Other allowance & Perquisites	Commission/ Performance pay	Sitting fees	Amt.in Rs. Total
Ms.Jagi Mangat Panda	12	0	-	-	12
Total	12	0	-	-	12

Note: During the year the Managing Director did not draw any remuneration from the Company

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

A.COMPOSITION

Shareholders/ Investors Grievance Committee and Share Transfer Committee as to originally constituted by the Directors at their Board meeting held on February 2, 2011 were merged and renamed as the Stakeholders Relationship Committee by our Directors at their Board meeting on July 21, 2014 in compliance with amended clause 49 of the listing agreement of the Stock Exchanges.

The primary function of the Stakeholders Relationship Committee (erstwhile Shareholders/ Investor Grievance Committee) consist of redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc, giving effect to all transfer/transmission of shares and debentures, dematerialization and dematerialization of

shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time and overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the Insider Trading Regulations and other related matters as may be assigned by the Board.

C. COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE AND DETAILS OF MEETING ATTENDED BY THE MEMBERS

Name	Category	Number of meeting attended during 2019-20
Dr.Gautam Sehgal	Independent & Non-Executive Chairman	N.A.

Note: During the year, no meetings of the Stakeholders Relationship Committee were held as the Company is under CIRP.

3.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

A.COMPOSITION

In terms of Section 135 of the Companies Act, 2013, the Board in its meeting held on 27th July 2015, had constituted a Corporate Social Responsibility (CSR) Committee to monitor the Corporate Social Responsibility Policy of the Company and the activities included in the policy.

B. SCOPE AND BROAD TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, AMONG OTHERS WERE AS FOLLOWS

1. Shall devise the CSR policy to be implemented by the Company.
2. Shall decide the types of activities to be undertaken within the purview of CSR Policy of the Company from time to time.
3. Shall review and ensure that, the activities included in the CSR policy are under taken by the Company.
4. Shall devise, recommend and implement such other matter as the Committee deems fit from time to time in due compliance of the CSR requirement.

D. COMPOSITION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE AND DETAILS OF MEETING ATTENDED BY THE MEMBERS

Name	Category	Number of meeting attended during 2019-20
Mr.K V Seshasayee	Independent & Non-Executive	N.A.
Ms.Jagi Mangat Panda	Chairman Promoter & Executive Director	N.A.

Note: During the year, no meetings of the Corporate Social Responsibility Committee were held as the Company is under CIRP.

3.5 RISK MANAGEMENT COMMITTEE

A.COMPOSITION

Risk Management Committee was constituted by your Directors at their Board Meeting held on July 21, 2014 and which was reconstituted on 20 April, 2015.

B. TERMS OF REFERENCE

The Risk Management Committee is responsible, inter alia, among other things, for:

1. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;
2. To frame and devise risk management plan and policy of the Company;
3. To review and recommend potential risk involved in any new business plans and processes;
4. Any other similar or other functions as may be laid down by Board from time to time and other similar facilities both short term or long terms, temporary or otherwise with banks and other institutions and any other similar nature of financial matters.
5. Consider and approve the Company's annual financing plan, including its projected financial structure and all types of funding requirements from Bank, financial institutions and other lenders.
6. Consider and recommend for approval by the Board of Directors of a) issuances of equity and/or debt securities; or b) authorizations for other financing transactions, including bank credit facilities.
7. Consider and recommend for approval by the Board of Directors of the Company's external dividend policy.

8. Consider and recommend for approval by the Board of Directors their purchase of the Company's stock.
9. Consider and approve the Company's financial risk management activities, including the areas of foreign exchange, commodities, and interest rate exposures, insurance programs and customer financing risks.

C. COMPOSITION OF RISK MANAGEMENT COMMITTEE AND DETAILS OF MEETING ATTENDED BY THE MEMBERS

Name	Category	Number of meeting attended during 2019-20
Ms.Jagi Mangat Panda	Promoter & Executive Chairman	N.A.
Mr.Kadambi Seshasayee	Independent & Non-Executive Director	N.A.

Note: During the year, no meetings of the Risk Management Committee were held as the Company is under CIRP.

3.6 FINANCE COMMITTEE

A.COMPOSITION

The Finance Committee of the Board was constituted in its meeting held on 20th October, 2015.

B. TERMS OF REFERENCE

The scope and broad terms of reference of the Committee was as follows:

1. To consider, recommend/approve where ever required, raising funds from various sources, taking loans from Banks, financial institutions and other lenders, availing lease financing from various parties, availing suppliers' credit and other credit facilities, availing and renewal of overdraft/ cash credit facilities and other similar facilities both short term or long terms, temporary or otherwise with banks and other institutions and any other similar nature of financial matters
2. Consider and approve the Company's annual financing plan, including its projected financial structure and all types of funding requirements from Bank, financial institutions and other lenders.
3. Consider and recommend for approval by the Board of Directors of a) issuances of equity and/ or debt securities; or b) authorizations for other financing transactions, including bank credit facilities.

4. Consider and recommend for approval by the Board of Directors of the Company's external dividend policy.
5. Consider and recommend for approval by the Board of Directors the repurchase of the Company's stock.
6. Consider and approve the Company's financial risk management activities, including the areas of foreign exchange, commodities, and interest rate exposures, insurance programs and customer financing risks
7. Consider and approve the Company's policy for investment of excess cash.
8. Report to the Board of Directors all significant issues discussed and make appropriate recommendations to be acted upon by the Board.
9. Perform such other activities consistent with the Memorandum of Association, the Company's Articles of Association, and applicable, as the Committee or the Board deems necessary or appropriate and as may be delegated by Board from time to time.

C. COMPOSITION OF FINANCE COMMITTEE AND DETAILS OF MEETING ATTENDED BY THE MEMBERS

Name	Category	Number of meeting attended during 2019-20
Ms.Jagi Mangat Panda	Promoter & Executive Chairman	N.A.

Note: During the year, no meetings of the Finance Committee were held as the Company is under CIRP.

3.6 CORPORATE RESTRUCTURING COMMITTEE

A.COMPOSITION AND ATTENDANCE

The Corporate Restructuring Committee comprises of two Directors.The composition of the Corporate Restructuring Committee is as under:

Name	Designation	Remarks
Mr. K.V.Seshasayee	Director-Member	
Mr. Bibhu Prasad Rath	Member	Resigned w.e.f. 5th March, 2020

B. TERMS OF REFERENCE

The role of the Corporate Restructuring Committee of the Board, inter alia, includes dealing with merger, demerger, inter-company restructuring etc. and all matters connected with the restructuring to meet the Company's requirements.

Sl. No	Description	No. of Shareholders	No. of shares
i	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying as on 1st April, 2019	-	-
ii	Number of shareholders who approached the Company for transfer of shares from unclaimed suspense account during the year 2019-20	-	-
iii	Number of shareholders to whom shares were transferred from unclaimed suspense account during the year 2019-20	-	-
iv	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying as on 1st April, 2020	01	75

Note: The Shareholders may please note that the voting rights on the said shares shall remain frozen till the rightful owner of such shares claims the same.

6.2 CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained Certificate on Corporate Governance from a Practicing Company Secretary forming part of the Directors' Report as **Annexure-6**.

6.3 EMPLOYEES STOCK OPTION SCHEME

The disclosures required to be made under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, are given in the note no. 44 of the financial statements.

6.4 MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

There have been no materially significant related party transactions, except for those disclosed in the Report to the Shareholders. All related party transactions during the year under report are in the ordinary course of business and at arms' length basis in compliance of the Companies Act, 2013 and listing regulations. The Company's major related party transactions are generally with its group Company's. All related party transactions are negotiated on an arms' length basis and are intended to further the Company's interests. Details of transactions with related parties are disclosed in the Notes to the Financial Statements. The Company has formulated a Policy on Materiality of Related party transaction of Company has adopted a policy on dealing with related party transactions and same has been posted in the website of the Company: www.ortelcom.com

All the related party transactions have been approved by the Resolution Professional. There were no material related party transactions during the period under review.

6.5 POLICY ON MATERIAL SUBSIDIARY

Board has also approved and laid down Policy on determining

material subsidiaries and same has been posted in the website of the Company www.ortelcom.com

The Company has incorporated one wholly-owned subsidiary in the name of "Ortel Broadband Limited" during the FY 2017-18.

6.6 POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

Board has also approved and laid down Policy on Determination of Materiality of Events/Information and same has been posted in the website of the Company www.ortelcom.com

6.7 CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Board has adopted Code of Conduct for Prevention of Insider Trading in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulation, 2015. The same is available in our Company website www.ortelcom.com

6.8 VIGIL MECHANISM (WHISTLE BLOWER POLICY)

Board has also approved and laid down Vigil/Whistle-blower mechanism for employees and Directors and same has been posted in the website of the Company www.ortelcom.com

6.9 CORPORATE SOCIAL RESPONSIBILITY POLICY

A Corporate Social Responsibility policy of the Company has also been adopted and posted in the website of the Company : www.ortelcom.com

6.10 POLICY ON PRESERVATION OF RECORDS

Board has approved and laid down policy on preservation of records and same has been posted in the website of the Company: www.ortelcom.com

6.11 DECLARATION OF COMPLIANCE OF CODE OF CONDUCT

As provided under Schedule-V of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and laid down a code of conduct for all Board members, Key and Senior Managerial personnel's of the Company and same has been posted in the website of the Company www.ortelcom.com

6.12 DETAILS OF NON-COMPLIANCE BY THE COMPANY

The Company has not filed the financial results as per Regulation 33 for the quarter ended 30.06.2019, 30.09.2019 and 31.12.2019 by the stipulated date i.e. 14.08.2019, 14.11.2019 and 14.02.2020 respectively. Therefore the company shall be treated as non-compliant with regulation 33 of the Listing Regulation and SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 (SOP Circular) for the quarter ended 30.06.2019, 30.09.2019 and 31.12.2019.

6.13 COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND IMPLEMENTATION OF THE NON-MANDATORY REQUIREMENTS

The Company has complied with the mandatory requirements of the Corporate Governance Clause of SEBI (LODR). The Company has not implemented the non-mandatory requirements as specified in Part E of Schedule II of SEBI (LODR).

6.14 WEBSITE OF THE COMPANY

The website www.ortelcom.com contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc. is also available in the 'Investor Relations' sections on the website of the Company.

6.15 DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF LISTED ENTITY AT LARGE

During the financial year ended 31st March, 2020, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to financial statements.

6.16 WEB LINK WHERE POLICY FOR DETERMINING MATERIAL SUBSIDIARIES IS DISCLOSED

The policy for determining 'material' subsidiaries is available on the website of the Company <http://www.ortelcom.com/investor-relations.html>.

6.17 WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

The policy on dealing with related party transactions is available on the website of the

Company: <http://www.ortelcom.com/investor-relations.html>

6.18 CERTIFICATE FROM PRACTICING COMPANY SECRETARIES

Certificate from a company secretary in practice on directors debarred or disqualified from being appointed or continuing as directors of companies is not applicable as the company is under CIRP.

6.19 INSTANCES OF NOT ACCEPTING ANY RECOMMENDATION OF THE COMMITTEE BY THE BOARD

Disclosure on non-acceptance of any recommendation of any committee of the board which is mandatorily required is not applicable as the company is under CIRP.

6.20 FEES TO THE STATUTORY AUDITORS OF THE COMPANY

Details of total fees for paid by the Company on a consolidated basis to M/s K.Prasad & Co., Chartered Accountants, Statutory Auditors of the Company, during the financial year are as under:

Particulars	Amount (Rs)
Fees paid for Statutory Audit for the FY 2019-20	8,10,000
Fee for other services including reimbursement of expenses	30,891

6.21 DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Policy on prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. During the year, no complaint was received by the Company from any employees (permanent, contractual, temporary, trainees).

6.22 THE COMPANY COMPLIED WITH THE REQUIREMENTS OF THE SCHEDULE V CORPORATE GOVERNANCE REPORT SUB-PARAS (2) TO (10) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

6.23 THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Regulation	Particulars of Regulation	Compliance Status (Yes/ No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	N.A
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46(2) (b) to (i)	Website	Yes

6.24 DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE AND/OR SEBI AND/OR ANY STATUTORY AUTHORITY ON ANY MATTER RELATED TO CAPITAL MARKETS DURING THE LAST THREE YEARS: NIL

6.25 CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION, ISSUED PURSUANT TO THE REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

6.26 COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS

All the mandatory requirements of Listing Regulation on Corporate Governance are being complied with and non-mandatory requirements of the Corporate Governance are being reviewed by the Board from time to time and adopted wherever necessary. The statutes of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations are summarized below:

- **"Non-Executive Chairman's Office:** Since the company is under CIRP, hence it is not applicable.
- **"Shareholders' Rights:** As the quarterly and half yearly financial results alongwith significant events are posted on the Company's website and website of both BSE Limited and National Stock Exchange of India Ltd and are also published in the news papers wherever required under regulation, the same are not being sent to the share holders separately.
- **"Modified Opinion in Auditors Report:** The Company's financial statement for the financial year 2019-20 does not contain any modified audit opinion but contain disclaimer of opinion.

- **" Separate posts of Chairman and CEO:** Since the company is under CIRP, hence it is not applicable.

- **"Reporting of Internal Auditor:** M/s SBN & Associates, Chartered Accountants, Internal Auditors of the Company produce the Internal Audit reports to the RP and have free access to report directly.

7. RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified practicing company secretary carried out audit to reconcile the total admitted equity share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Physical Shares with the total issued and listed capital. The audit confirmed that the total issued/ paid-up capital is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL.

8. DECLARATION

As provided under Regulation 17(5) and Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Code of Conduct has been put on the Company's website: www.ortelcom.com

Srigopal Choudhary

Resolution Professional

For 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

Place: Kolkata

Date: July 31, 2020



To,
The Resolution Professional
Ortel Communications Ltd. (under CIRP)

Dear Sir,
Sub: CFO Certificate

We have reviewed the financial statements, read with the cash flow statement of Ortel Communications Ltd (under CIRP) for the year ended 31st March, 2020 and that to the best of our knowledge and belief, hereby state that:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- ii. These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- iii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- iv. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Resolution Professional, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- v. There has not been any significant change in internal control over financial reporting during the year under reference.
- vi. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.

We are aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,

Sd/-

Bidu Bhusan Dash
CFO & Company Secretary

Place: Bhubaneswar
Date: July 31, 2020

9. MEANS OF COMMUNICATION

9.1 QUARTERLY RESULTS:

- i. The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after same are approved by the Board/RP.
- ii. These quarterly and annual financial results of the Company is published in either in New Delhi Business Standard (English and Hindi Newspaper), Delhi Business Standard (English Newspaper) and Delhi Pioneer (Hindi Newspaper) and the said financial result is further submitted to the National Stock Exchange of India Limited and BSE Limited and are simultaneously posted on the website of the Company at www.ortelcom.com. The official press releases and presentation made to Institutional Investors / Analysts are also uploaded on the website of National Stock Exchange of India Ltd, the Bombay Stock Exchange

of India Ltd and Company's website for public information.

- iii. The Management Discussion and Analysis Report is attached and forms part of this Annual Report.

9.2 COMPLIANCE OFFICER

Mr. Bidu Bhusan Dash
 Company Secretary & Compliance Officer
 Ortel Communications Limited (under CIRP)
 C-1, Chandrasekharpur, Behind RMRC, Near BDA Colony,
 Bhubaneswar-751016, Odisha
 Email: bidu.dash@ortelgroup.com
 Phone: 0674- 7107200, Fax: 011-46868801

9.3 STATUS OF THE COMPLAINTS

During the financial year 2019-20, no grievance from investors was received and therefore there were no complaints pending as at end of the year.

Received from	Received During FY 2019-20	Redressed during FY 2019-20	Pending as on 31.03.2020
SEBI	0	0	0
NSE	0	0	0
BSE	0	0	0
NSDL/CDSL	0	0	0
DIRECT FROM INVESTORS	0	0	0
TOTAL	0	0	0

9.4 SHARE TRANSFERS IN PHYSICAL MODE

Shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt, if the documents are complete in all respects. There was no transfer of shares held in physical form reported during the financial year 2019-20.

10. GENERAL SHAREHOLDERS INFORMATION

10.1 25TH ANNUAL GENERAL MEETING

Date & Time	30.09.2020 & 11:30 A.M.
Venue	Through Video Conference (VC) / Other Audio Visual Means (OAVM)
Financial Year	The Company follows April-March as its financial year. The results for every quarter beginning from April are declared as per the SEBI (LODR).
Dates of Book closure	From 23-09-2020 TO 30-09-2020 (both days inclusive)
Dividend Payment Date	NIL
Listing in information	The Company's equity shares are listed on National Stock Exchange of India Limited and BSE Limited. NATIONAL STOCK EXCHANGE OF INDIA LIMITED Address: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai-400051 BSE LIMITED Address: P.J. Towers, 1st Floor, Dalal Street, Mumbai-400001
Annual listing fee	Annual listing fee for the financial year 2019-20 shall be paid to National Stock Exchange of India Limited and BSE Limited.
Scrip Code	BSE: 539015 NSE: ORTEL
ISIN	INE849L01019
Market Price Data	The high/low market price shown during the period 1st April, 2019 to 31st March, 2020 at the BSE and NSE are as under.

10.2 STOCK MARKET PRICE DATA

a) BSE LIMITED

Monthly High and Low of closing prices of the Company's Equity Shares traded at BSE Limited for the financial year ended 31st March, 2020 is given below:

Month	High Price	Low Price
Apr-19	4.45	3.60
May-19	3.80	2.75
Jun-19	3.00	2.70
Jul-19	2.60	1.93
Aug-19	1.84	1.04
Sep-19	1.00	0.91
Oct-19	1.10	0.78
Nov-19	0.75	0.50
Dec-19	0.61	0.46
Jan-20	0.55	0.41
Feb-20	0.55	0.52
Mar-20	0.51	0.48

b) NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Monthly High and Low of Closing prices of the Company's Equity Shares traded at National Stock Exchange of India Limited for the financial year ended 31st March, 2020 is given below:

Month	High Price	Low Price
Apr-19	5.00	3.55
May-19	4.65	2.40
Jun-19	2.50	1.80
Jul-19	1.85	1.05
Aug-19	1.15	0.90
Sep-19	1.10	0.90
Oct-19	1.00	0.20
Nov-19	0.65	0.15
Dec-19	0.60	0.40
Jan-20	0.60	0.35
Feb-20	0.60	0.40
Mar-20	0.55	0.40

There was no suspension of trading in Securities of the Company during the year under review.

10.3 DEMATERIALIZATION OF SHARES AND LIQUIDITY

a) The shares of the Company are compulsorily in demat segment and are available for trading in the depository systems of both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited under the ISIN:INE849L01019.

b)As on 31st March, 2020, except 336481 equity shares, all the shares are held in dematerialized form.

c)The Company has not issued any outstanding GDR's/ADR's/Warrants or any convertible instruments pending conversion and hence it does not have any outstanding GDR's/ADR's/Warrants or any convertible instruments pending conversion likely to impact the Equity Share Capital of the Company.

10.4 DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020

DISTRIBUTION SCHEDULE AS ON 31/03/2020					
Sl.No.	Category	Cases	% of Cases	Amount	% Amount
1	upto 1-5000	2570	70.68	34,43,880	1.04
2	5001-10000	391	10.75	33,63,330	1.02
3	10001-20000	218	6.00	33,67,660	1.02
4	20001-30000	108	2.97	27,70,390	0.84
5	30001-40000	51	1.40	18,36,330	0.56
6	40001-50000	65	1.79	30,69,690	0.93
7	50001-100000	82	2.26	63,45,040	1.92
8	100001 & ABOVE	151	4.15	3055,72,690	92.66
	Total	3636	100.00	3297,69,000	100

10.5 CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2020

SHARE HOLDING PATTERN AS ON 31/03/2020				
Sl.No.	Description	Number of Cases	Total Shares	% Equity
1	CLEARING MEMBERS	7	18,091	0.05
2	EMPLOYEES	11	1,73,504	0.53
3	FOREIGN PORTFOLIO CORPORATE	6	30,48,000	9.24
4	STATE GOVERNMENTS	1	50,000	0.15
5	H U F	107	6,54,421	1.98
6	BODIES CORPORATES	40	13,13,978	3.98
7	NON RESIDENT INDIANS	27	2,19,501	0.67
8	NRI NON REPATRIATION	13	22,865	0.07
9	OVERSEAS CORPORATE BODIES	1	2,75,067	0.83
10	PROMOTER GROUP	12	127,96,210	38.80
11	PROMOTER INDIVIDUALS	3	54,84,240	16.63
12	RESIDENT INDIVIDUALS	3,407	89,20,945	27.05
13	UNCLAIMED SUSPENSE ACCOUNT	1	75	0.00
	Total	3,636	329,76,900	100

10.6 REGISTRAR AND TRANSFER AGENTS (RTA)

KFin Technologies Pvt. Ltd.

Selenium Tower B, Plot Nos. 31 & 32, Financial District

Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India

Members may contact RTA for any share related matters like transfer, transmission, dematerialization, rematerialisation and other share related matter.

10.7 DEMATERIALIZATION OF SHARES & LIQUIDITY

The Company's shares are connected under both the Depository Systems in India viz. NSDL & CDSL and are compulsorily traded in dematerialization form on both NSE

and BSE. The equity shares of the Company representing 98.98% of the Company's equity share capital are dematerialized as on 31st March, 2020. The International Securities Identification Number (ISIN) allotted to the Company's equity shares under the Depository System is INE849L01019.

10.8 SHARE TRANSFER SYSTEM

Shares in physical form for transfer, should be lodged with the office of the Company's Registrar & Share Transfer Agent, KFin Technologies Pvt. Ltd at the addresses given above or at the registered office of the Company. The physical share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. All the valid transfers are approved by Stakeholders Grievance Committee and are noted at Board Meetings.

However as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

10.9 RECONCILIATION OF SHARE CAPITAL AUDIT

As required by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges.

10.10 OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

NIL

10.11 STATE WISE OPERATIONAL LOCATIONS

Odisha, AndhraPradesh, Telengana, MadhyaPradesh.

10.12 ADDRESS FOR CORRESPONDENCE

Registered & Head Office:

B-7/122A, Safdarjung Enclave, New Delhi - 110 029, India;

Telephone: +91 114686 8800; Facsimile: +91 11 4686 8801

Corporate Office:

C-1, Chandrasekharapur, Near BDA Colony, Behind RMRC,

Bhubaneswar - 751 016, Odisha, India,

Telephone:+916747107200; Facsimile: +916742303448,

Email:bidu.dash@ortelgroup.com;

Website:www.ortelcom.com

FORM NO. MGT 9		
EXTRACT OF ANNUAL RETURN		
As on financial year ended on 31.03.2020		
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.		
I. REGISTRATION & OTHER DETAILS:		
i	CIN	L74899DL1995PLC069353
ii	Registration Date	02-06-1995
iii	Name of the Company	Ortel Communications Limited (uncer CIRP)
iv	Category/Sub-category of the Company	Public Company Limited by Shares
v	Address of the Registered office & contact details	B7/122A,Safdarjung Enclave, New Delhi-110029 Tel: 011-46868800, Fax:011-46868801 Corporate Office: C-1, Chandrasekharpur, Behind RMRC, Near BDA Colony, Bhubaneswar-751016, Odisha Tel: 0674-398200, Fax: 0674-2303448
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Kfin Technologies Pvt. Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 Phone No: +91 40 67161606 ; Mobile no.: 9490117744 mail id: raghu.vedha@kfintech.com www.karvyfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	CABLE	61103-Activities of the cable operators	74%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held in the Company	Applicable section*
1	Ortel Broadband Limited Regd. Office: B7/122A,Safdarjung Enclave, New Delhi-110029. Tel: 011-46868800, Fax:011-46868801 Corporate Office: C-1, Chandrasekharpur, Behind RMRC, Near BDA Colony, Bhubaneswar-751016, Odisha Tel: 0674-7107200, Fax: 0674-2303448	U74999DL2018PLC330153	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 31/03/2019				NO. OF SHARES HELD AT THE END OF YEAR 31/03/2020				THE % OF TOTAL SHARES	% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	
(A)	PROMOTER AND PROMOTER GROUP										
(1)	INDIAN										
(a)	Individual /HUF	13,25,439	-	13,25,439	4.02	13,25,439	-	13,25,439	4.02	0.00	
(b)	Central Government/State Government(s)	-	-	-	0.00	-	-	-	0.00	0.00	
(c)	Bodies Corporate	1,69,55,011	-	1,69,55,011	51.41	1,69,55,011	-	1,69,55,011	51.41	0.00	
(d)	Financial Institutions / Banks	-	-	-	0.00	-	-	-	0.00	0.00	
(e)	Others	-	-	-	0.00	-	-	-	0.00	0.00	
	Sub-Total A(1) :	1,82,80,450	-	1,82,80,450	55.43	1,82,80,450	-	1,82,80,450	55.43	0.00	
(2)	FOREIGN										
(a)	Individuals (NRIs/Foreign Individuals)	-	-	-	0.00	-	-	-	0.00	0.00	
(b)	Bodies Corporate	-	-	-	0.00	-	-	-	0.00	0.00	
(c)	Institutions	-	-	-	0.00	-	-	-	0.00	0.00	
(d)	Qualified Foreign Investor	-	-	-	0.00	-	-	-	0.00	0.00	
(e)	Others	-	-	-	0.00	-	-	-	0.00	0.00	
	Sub-Total A(2) :	-	-	-	0.00	-	-	-	0.00	0.00	
	Total A=A(1)+A(2)	1,82,80,450	-	1,82,80,450	55.43	1,82,80,450	-	1,82,80,450	55.43	0.00	
(B)	PUBLIC SHAREHOLDING										
(1)	INSTITUTIONS										
(a)	Mutual Funds /UTI	-	-	-	0.00	-	-	-	0.00	0.00	
(b)	Financial Institutions /Banks	-	-	-	0.00	-	-	-	0.00	0.00	
(c)	Central Government / State Government(s)	-	50,000	50,000	0.15	-	50,000	50,000	0.15	0.00	
(d)	Venture Capital Funds	-	-	-	0.00	-	-	-	0.00	0.00	
(e)	Insurance Companies	-	-	-	0.00	-	-	-	0.00	0.00	
(f)	Foreign Institutional Investors	-	-	-	0.00	-	-	-	0.00	0.00	
(g)	Foreign Venture Capital Investors	-	-	-	0.00	-	-	-	0.00	0.00	
(h)	Qualified Foreign Investor	30,48,000	-	30,48,000	9.24	30,48,000	-	30,48,000	9.24	0.00	
(i)	Others	-	-	-	0.00	-	275067	2,75,067	0.83	0.83	
	Sub-Total B(1) :	30,48,000	50,000	30,98,000	9.39	30,48,000	3,25,067	33,73,067	10.23	0.83	
(2)	NON-INSTITUTIONS										
(a)	Bodies Corporate	8,17,420	-	8,17,420	2.48	13,13,978	-	13,13,978	3.98	1.51	
(b)	Individuals										
	(i) Individuals holding nominal share capital upto Rs.1 lakh	17,36,241	11,414	17,47,655	5.30	29,49,962	11,414	29,61,376	8.98	3.68	
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	43,15,338	-	43,15,338	13.09	66,14,065	-	66,14,065	20.06	6.97	
(c)	Others	-	-	-	-	-	-	-	-	-	
	CLEARING MEMBERS	2,599	-	2,599	0.01	18,094	-	18,094	0.05	0.05	
	FOREIGN BODIES	44,06,233	-	44,06,233	13.36	-	-	-	0.00	-13.36	
	NON RESIDENT INDIANS	26,976	-	26,976	0.08	2,19,501	-	2,19,501	0.67	0.58	
	NRI NON-REPATRIATION	7,162	-	7,162	0.02	22,865	-	22,865	0.07	0.05	
	OVERSEAS CORPORATE BODIES	-	2,75,067	2,75,067	0.83	-	-	-	0.00	-0.83	
	UNCLAIMED SUSPENSE ACCCOUNT	-	-	-	0.00	-	-	-	0.00	0.00	
(d)	Qualified Foreign Investor	-	-	-	0.00	-	-	-	0.00	0.00	
	Sub-Total B(2) :	1,13,11,969	2,86,481	1,15,98,450	35.17	1,11,38,465	11,414	1,11,49,879	33.81	-1.36	
	Total B=B(1)+B(2) :	1,43,59,969	3,36,481	1,46,96,450	44.57	1,41,86,465	3,36,481	1,45,22,946	44.04	-0.53	
	Total (A+B) :	3,26,40,419	3,36,481	3,29,76,900	100.00	3,24,66,915	3,36,481	3,28,03,396	99.47	-0.53	
(C)	Shares held by custodians, against which Depository Receipts have been issued										
(1)	Promoter and Promoter Group	-	-	-	0.00	-	-	-	0.00	0.00	
(2)	Public	-	-	-	0.00	1,73,504	-	1,73,504	0.53	0.53	
	GRAND TOTAL (A+B+C) :	3,26,40,419	3,36,481	3,29,76,900	100	3,26,40,419	3,36,481	3,29,76,900	100	0.00	

ii. Share holding of promoters (including promoters group)

Sl. No.	Shareholder's Name	Shareholding at the end of the year (31-03-2019)			Shareholding at the end of the year (31-03-2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1	METRO SKYNET LTD	48,59,512	14.74	-	48,59,512	14.74	-	-
2	PANDA INVESTMENTS PVT LTD	46,36,510	14.06	-	46,36,510	14.06	-	-
3	RAILA ENTERPRISES PVT LTD	25,80,441	7.82	-	25,80,441	7.82	-	-
4	ODISHA TELEVISION LTD	37,21,579	11.29	-	37,21,579	11.29	-	-
5	BAIJAYANT PANDA	5,80,042	1.76	-	5,80,042	1.76	-	-
6	JAGI MANGAT PANDA	3,10,448	0.94	-	3,10,448	0.94	-	-
7	NIVEDITA PANDA	1,64,935	0.50	-	1,64,935	0.50	-	-
8	SUBHRAKANT PANDA	1,23,906	0.38	-	1,23,906	0.38	-	-
9	PARAMITA REALTOR PVT LTD	98,375	0.30	-	98,375	0.30	-	-
10	SUBHRAKANT PANDA(UNDER TRUSTEESHIP)	56,818	0.17	-	56,818	0.17	-	-
11	PARAMITA MOHAPATRA	40230	0.12	-	40230	0.12	-	-
12	PARAMITA MOHAPATRA (UNDER TRUSTEESHIP)	24,530	0.07	-	24,530	0.07	-	-
13	PARAMITA MOHAPATRA (UNDER TRUSTEESHIP)	24,530	0.07	-	24,530	0.07	-	-
14	ORISSA TELEFILMS PRIVATE LIMITED	94,310	0.29	-	94,310	0.29	-	-
15	BP DEVELOPERS PRIVATE LTD	9,64,284	2.92	-	9,64,284	2.92	-	-
	Total	1,82,80,450	55.43	-	1,82,80,450	55.43	-	-

iii. Change in promoters' (including promoter group) shareholding (specify if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year i.e, 01.04.2019		Cumulative Share holding during the year 31.03.2020	
		No. of Shares At the beginning of the year	% of total shares of the company At the beginning of the year	No of shares	% of total shares of the company
1	METRO SKYNET LTD				
	At the beginning of the year	48,59,512	14.74	48,59,512	14.74
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	48,59,512	14.74	48,59,512	14.74
2	PANDA INVESTMENTS PVT LTD				
	At the beginning of the year	46,36,510	14.06	46,36,510	14.06
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	46,36,510	14.06	46,36,510	14.06
3	RAILA ENTERPRISES PVT LTD				
	At the beginning of the year	25,80,441	7.82	25,80,441	7.82
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	25,80,441	7.82	25,80,441	7.82
4	ODISHA TELEVISION LTD				
	At the beginning of the year	37,21,579	11.29	37,21,579	11.29
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	37,21,579	11.29	37,21,579	11.29

5	BAIJAYANT PANDA				
	At the beginning of the year	5,80,042	1.76	5,80,042	1.76
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	5,80,042	1.76	5,80,042	1.76
6	JAGI MANGAT PANDA				
	At the beginning of the year	3,10,448	0.94	3,10,448	0.94
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	3,10,448	0.94	3,10,448	0.94
7	NIVEDITA PANDA				
	At the beginning of the year	1,64,935	0.50	1,64,935	0.50
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	1,64,935	0.50	1,64,935	0.50
8	SUBHRAKANT PANDA				
	At the beginning of the year	1,23,906	0.38	1,23,906	0.38
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	1,23,906	0.38	1,23,906	0.38
9	PARAMITA REALTOR PVT LTD				
	At the beginning of the year	98,375	0.30	98,375	0.30
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	98,375	0.30	98,375	0.30
10	SUBHRAKANT PANDA(UNDER TRUSTEESHIP)				
	At the beginning of the year	56,818	0.17	56,818	0.17

10	SUBHRAKANT PANDA(UNDER TRUSTEESHIP)				
	At the beginning of the year	56,818	0.17	56,818	0.17
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	56,818	0.17	56,818	0.17
11	PARAMITA MOHAPATRA				
	At the beginning of the year	40230	0.12	40230	0.12
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	40230	0.12	40230	0.12
12	PARAMITA MOHAPATRA (UNDER TRUSTEESHIP)				
	At the beginning of the year	24,530	0.07	24,530	0.07
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	24,530	0.07	24,530	0.07
13	PARAMITA MOHAPATRA (UNDER TRUSTEESHIP)				
	At the beginning of the year	24,530	0.07	24,530	0.07
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	24,530	0.07	24,530	0.07
14	ORISSA TELEFILMS PRIVATE LIMITED				
	At the beginning of the year	94,310	0.29	94,310	0.29
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	94,310	0.29	94,310	0.29

15	BP DEVELOPERS PRIVATE LTD				
	At the beginning of the year	9,64,284	2.92	9,64,284	2.92
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	9,64,284	2.92	9,64,284	2.92
	Total	1,82,80,450	55.43	1,82,80,450	55.43

iv. Shareholding Pattern of Top Ten Shareholders
 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Type	Name of the Share Holder	Shareholding at the beginning of the Year i.e. 01.04.2019		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year 31.03.2020	
			No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	Opening Balance	RIVENDELL PE, LLC	44,06,233	13.36	30/03/2019			44,06,233	13.36
	Sale				26/04/2019	-36,344	Transfer	43,69,889	13.25
	Sale				03/05/2019	-4,600	Transfer	43,65,289	13.24
	Sale				10/05/2019	-60,403	Transfer	43,04,886	13.05
	Sale				17/05/2019	-33,761	Transfer	42,71,125	12.95
	Sale				24/05/2019	-1,21,208	Transfer	41,49,917	12.58
	Sale				31/05/2019	-1,75,473	Transfer	39,74,444	12.05
	Sale				28/06/2019	-78,468	Transfer	38,95,976	11.81
	Sale				04/10/2019	-28,090	Transfer	38,67,886	11.73
	Sale				11/10/2019	-22,300	Transfer	38,45,586	11.66
	Sale				18/10/2019	-76,900	Transfer	37,68,686	11.43
	Sale				25/10/2019	-3,71,599	Transfer	33,97,087	10.30
	Sale				01/11/2019	-12,03,861	Transfer	21,93,226	6.65
	Sale				08/11/2019	-16,35,426	Transfer	5,57,800	1.69
	Closing Balance				31/03/2020			-	0.00
2	Opening Balance	ELIZABETH MATHEW	13,78,277	4.18	30/03/2019			13,78,277	4.18
	Sale				19/04/2019	-12,10,211	Transfer	1,68,066	0.51
	Closing Balance				31/03/2020			13,78,277	4.18
3	Opening Balance	ACACIA PARTNERS, LP	9,60,000	2.91	30/03/2019			9,60,000	2.91
	Closing Balance				31/03/2020			9,60,000	2.91
4	Opening Balance	ACACIA INSTITUTIONAL PARTNERS, LP	8,40,000	2.55	30/03/2019			8,40,000	2.55
	Closing Balance				31/03/2020			8,40,000	2.55
5	Opening Balance	ACACIA CONSERVATION FUND LP	6,00,000	1.82	30/03/2019			6,00,000	1.82

	Closing Balance				31/03/2020			6,00,000	1.82
6	Opening Balance	NINJA SECURTIES PRAVITE LIMITED	59,343	0.18	30/03/2019			59,343	0.18
	Purchase				05/04/2019	3,678	Transfer	63,021	0.19
	Purchase				12/04/2019	10,603	Transfer	73,624	0.22
	Purchase				19/04/2019	13,374	Transfer	86,998	0.26
	Purchase				26/04/2019	4,256	Transfer	91,254	0.28
	Sale				03/05/2019	-6	Transfer	91,248	0.28
	Sale				10/05/2019	-725	Transfer	90,523	0.27
	Purchase				17/05/2019	7,539	Transfer	98,062	0.30
	Purchase				28/06/2019	60,000	Transfer	1,58,062	0.48
	Purchase				08/11/2019	31,473	Transfer	1,89,535	0.57
	Purchase				17/01/2020	1,29,768	Transfer	3,19,303	0.97
	Purchase				24/01/2020	66,657	Transfer	3,85,960	1.17
	Purchase				31/01/2020	1,73,579	Transfer	5,59,539	1.70
	Closing Balance				31/03/2020			5,59,539	1.70
7	Opening Balance	ACACIA BANYAN PARTNERS	5,40,000	1.64	30/03/2019			5,40,000	1.64
	Closing Balance				31/03/2020			5,40,000	1.64
8	Opening Balance	SUDHEER KUMAR GUMMADI	44,990	0.14	30/03/2019			44,990	0.14
	Purchase				05/04/2019	2,748	Transfer	47,738	0.14
	Purchase				12/04/2019	1,252	Transfer	48,990	0.15
	Purchase				19/04/2019	1,994	Transfer	50,984	0.15
	Purchase				26/04/2019	2,506	Transfer	53,490	0.16
	Purchase				03/05/2019	4,500	Transfer	57,990	0.18
	Purchase				10/05/2019	200	Transfer	58,190	0.18
	Purchase				17/05/2019	5,800	Transfer	63,990	0.19
	Purchase				24/05/2019	9,000	Transfer	72,990	0.22
	Purchase				31/05/2019	19,000	Transfer	91,990	0.28
	Purchase				07/06/2019	8,713	Transfer	1,00,703	0.31
	Purchase				14/06/2019	5,500	Transfer	1,06,203	0.32
	Purchase				21/06/2019	1,000	Transfer	1,07,203	0.33
	Purchase				28/06/2019	700	Transfer	1,07,903	0.33
	Purchase				04/10/2019	2,000	Transfer	1,09,903	0.33
	Purchase				18/10/2019	1,900	Transfer	1,11,803	0.34
	Purchase				25/10/2019	5,200	Transfer	1,17,003	0.35
	Purchase				01/11/2019	60,900	Transfer	1,77,903	0.54
	Purchase				08/11/2019	35,000	Transfer	2,12,903	0.65
	Purchase				22/11/2019	39,000	Transfer	2,51,903	0.76
	Purchase				29/11/2019	21,000	Transfer	2,72,903	0.83
	Purchase				06/12/2019	6,000	Transfer	2,78,903	0.85
	Purchase				13/12/2019	200	Transfer	2,79,103	0.85
	Purchase				20/12/2019	10,200	Transfer	2,89,303	0.88

Purchase				20/12/2019	10,200	Transfer	2,89,303	0.88	
Purchase				27/12/2019	500	Transfer	2,89,803	0.88	
Purchase				03/01/2020	2,000	Transfer	2,91,803	0.88	
Purchase				10/01/2020	28,000	Transfer	3,19,803	0.97	
Purchase				17/01/2020	18,000	Transfer	3,37,803	1.02	
Purchase				24/01/2020	4,000	Transfer	3,41,803	1.04	
Purchase				31/01/2020	6,200	Transfer	3,48,003	1.06	
Purchase				07/02/2020	16,000	Transfer	3,64,003	1.10	
Purchase				14/02/2020	22,000	Transfer	3,86,003	1.17	
Purchase				21/02/2020	8,000	Transfer	3,94,003	1.19	
Purchase				28/02/2020	6,945	Transfer	4,00,948	1.22	
Purchase				06/03/2020	4,000	Transfer	4,04,948	1.23	
Purchase				13/03/2020	20,000	Transfer	4,24,948	1.29	
Purchase				20/03/2020	29,900	Transfer	4,54,848	1.38	
Purchase				27/03/2020	20,500	Transfer	4,75,348	1.44	
Purchase				31/03/2020	2,000	Transfer	4,77,348	1.45	
Closing Balance				31/03/2020			5,24,839	1.59	
9	Opening Balance	KOTAK MAHINDRA BANK LTD	4,56,265	1.38	30/03/2019		4,56,265	1.38	
	Closing Balance				31/03/2020		4,56,265	1.38	
10	Opening Balance	KISHORCHANDRA GULABBHAI DESAI	1,14,793	0.35	30/03/2019		1,14,793	0.35	
	Purchase				04/10/2019	3,300	Transfer	1,18,093	0.36
	Purchase				01/11/2019	30,000	Transfer	1,48,093	0.45
	Purchase				08/11/2019	1,46,324	Transfer	2,94,417	0.89
	Purchase				15/11/2019	22,699	Transfer	3,17,116	0.96
	Closing Balance				31/03/2020		4,00,000	1.21	

V) shareholding of directors and key managerial personnel

Sl. No.	Name*	Shareholding		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares at the beginning of the year i.e. 01.04.2019	% of total shares of the company	No. of Shares	% of total shares of the company
Directors:					
1	JAGI MANGAT PANDA				
	At the beginning of the year	310448	0.94		
	(+/-)Market Purchase/Sell	0		310448	0.94
	At the end of the year			310448	0.94
2	DR. GAUTAM SEHGAL				
	At the beginning of the year	62273	0.19		
	(+/-)Market Purchase/Sell	0	0.00	62273	0.19
	At the end of the year			62273	0.19
Key Managerial Personnel:					
3	BIBHU PRASAD RATH*				
	At the beginning of the year	96829	0.29		
	(+/-)Market Purchase/Sell	0	0.00	96829	0.29
	At the end of the year			96829	0.29
4	BIDU BHUSAN DASH				
	At the beginning of the year	0	0.00		
	(+/-)Market Purchase/Sell	0	0.00	0	0.00
	At the end of the year			0	0.00
Note:					
1. Based on PAN					
2. Percentage calculated on the paid up share capital (3,29,76,900) as at the beginning of the year.					
* Mr. Bibhu Prasad Rath, resigned as President & CEO w.e.f. 05.03.2020					

V. INDEBTEDNESS			
Indebtedness of the Company including interest outstanding/accrued but not due for payment			
	(Rs. In Lakhs)		
	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	18,931.74	2,226.64	21,158.38
ii) Interest due but not paid	427.81	39.08	466.88
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	19,359.55	2,265.72	21,625.27
Change in Indebtedness during the financial year			
* Addition	10,691.80	1,775.00	12,466.80
* Reduction	11,560.91	305.78	11,866.69
Net Change	- 869.11	1,469.22	600.10
Indebtedness at the end of the financial year			
i) Principal Amount	18,710.50	3,695.86	22,406.36
ii) Interest due but not paid	285.55	153.23	438.78
iii) Interest accrued but not due			
Total (i+ii+iii)	18,996.05	3,849.09	22,845.14

	(Rs. In Lakhs)
Difference	647.87
Note: The difference is due to SREI Interest added to Principal as per schedule	

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD		Total Amount (Rs.)
		JAGI MANGAT PANDA		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1951			
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option			
3	Sweat Equity			
4	Commission as % of Profit			
	- as a % of Profit			
	-Others, specify			
5	Others, please specify			
	Total (A)			
	Ceiling as per the Act			

B. Remuneration to Other Directors

SL.NO	Particulars of Remuneration	NAME OF DIRECTORS			Total Amount (Rs.)
		GAUTAM SEHGAL		K.V. SESHASAYEE	
1	Independent Directors				
	Fee for attending board /committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board/ committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration (In lakhs)				
	Overall Ceiling as per the Act #				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs.)
		CEO	CFO & CS	
1	Gross Salary			
		BIBHU PRASAD RATH*	BIDU BHUSAN DASH	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	41,95,704	11,61,010	53,56,714
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of Profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	6,73,950	93,238	7,67,188
	Total	48,69,654	12,54,248	61,23,902

* Mr. Bibhu Prasad Rath, resigned as President & CEO w.e.f. 05.03.2020

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).
 - (i) Any other applicable laws like Factories Act, 1948, the payments of Gratuity Act, 1972.
3. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
 - (ii) The Listing Agreements entered into by the Company with Stock Exchanges in compliance with The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015
4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:-
- 4.1 Delay in announcement of financial results for the quarter April-June 2019, July-September 2019 and October-December 2019.
 - 4.2 Company is under CIRP; hence powers of Board of directors are suspended. Consequently, no Board or Committee Meetings were held during the period under review.
5. I further Report that since the Company is under Corporate Insolvency Resolution Process the powers of the Board of Directors are suspended and the role and responsibilities of the Board of Directors and Committee of Directors are being fulfilled by the Resolution Professional in accordance with Sections 17 and 23 of the IBC.
- I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
- (i) Consumer Complaint Redressal (Digital Addressable Cable TV Systems) Regulations, 2012
 - (ii) Quality of Service of Broadband Service Regulations, 2006
 - (iii) The Direct to Home Broadcasting Services (Standards of Quality of Service and Redressal of Grievances) Regulations, 2007
 - (iv) The Indian Telegraph Act, 1885 ("Telegraph Act")
 - (v) The Indian Wireless Telegraphy Act, 1933 ("Wireless Telegraphy Act")
 - (vi) The Sports Broadcasting Signals (Mandatory Sharing with Prasar Bharati) Act, 2007 ("Mandatory Signal Sharing Act")
 - (vii) The Telecom Regulatory Authority of India Act, 1997 ("TRAI Act")
 - (viii) The Policy Guidelines for Up linking of Television Channels from India, 2011 ("uplinking Guidelines")

- (ix) Guidelines and General Information for Grant of License for Operating Internet Services dated August 24, 2007 ("ISP License Guidelines")
- (x) Broadband Policy, 2004 ("Broadband Policy")
- (xi) Guidelines for Issue of Permission to Offer Internet Telephony Services, 2002 ("Internet Telephony Guidelines")
- (xii) Guidelines for Permission to Offer Virtual Private Network (VPN) Services by Internet Service Providers (ISPs), 2004 ("VPN Guidelines")
- (xiii) National Tariff Policy, 2012 ("NTP 2012") to the extent applicable to the Company.
- (xiv) The Telecommunication Tariff Order, 1999 ("Tariff Order 1999") and any amendment thereof.
- (xv) Information Technology Act, 2000
7. This report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.

Sd/-
For Kumar Suresh & Associates
Suresh Kumar Yadav
Company Secretaries
FCS No.6452
C P No.:6711

Place: Gurugram
Date: July 31, 2020

Annexure-A

To,
Ortel Communications Ltd. (Under CIRP)
B7/122A, Safdarjung Enclave
New Delhi-110029

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Whereever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-
For Kumar Suresh & Associates
Suresh Kumar Yadav
Company Secretaries
FCS No.6452
C P No.:6711

Place: Gurugram
Date: July 31, 2020

AOC-2

Annexure-3
(Amount in Rs.)

Details of Contracts or Arrangements or Transactions at arm's length basis							
a	b	c	d	e	f	g	
Name(s) of the related party	Nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the	Date(s) of approval by the Committee of Creditors/Resolution Professional	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section
Ms. Jagi Mangat Panda	KMP	Managerial Remuneration	01/04/2019-31/03/2020	12(Rs.1/- per month w.e.f. 27.11.2018 till the completion of CIRP in order to maintain the cash flows of the company)	07-01-2019	NIL	5-Sep-17
Mr. Bibhu Prasad Rath	KMP	Managerial Remuneration	01/04/2019-31/03/2020	48,69,654	Approved by Resolution Professional	NIL	NA
Mrs. Jagi Mangat Panda	KMP	Reimbursement of expenses to KMP	01/04/2019-31/03/2020	-	NA	NIL	NA
Mr. Bibhu Prasad Rath	KMP	Reimbursement of expenses to KMP	01/04/2019-31/03/2020	6,34,325	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Signal Uplinking Income	01/04/2019-31/03/2020	3,27,52,380	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Rent Received	01/04/2019-31/03/2020	3,60,000	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Rent Paid	01/04/2019-31/03/2020	55,000	Approved by Resolution Professional	NIL	NA
Odisha Television & Indian Metals & Ferro Alloys Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Internet Subscription fee	01/04/2019-31/03/2020	13,31,552	Approved by Resolution Professional	NIL	NA
Indian Metals & Ferro Alloys Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Reimbursement of expenses (Paid)	01/04/2019-31/03/2020	13,956	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Reimbursement of expenses (Paid)	01/04/2019-31/03/2020	-	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Reimbursement of expenses (Received)	01/04/2019-31/03/2020	17,43,439	Approved by Resolution Professional	NIL	NA
Indian Metals & Ferro Alloys Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Reimbursement of expenses (Received)	01/04/2019-31/03/2020	-	Approved by Resolution Professional	NIL	NA
Indian Metals & Ferro Alloys Ltd and KMPs	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Subscription Income for providing CATV service to IMFA and KMPs	01/04/2019-31/03/2020	93,747	Approved by Resolution Professional	NIL	NA
Odisha Television and KMPs	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Subscription Income for providing CATV service to OTV and KMPs	01/04/2019-31/03/2020	1,64,293	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Advertisement Expenses	01/04/2019-31/03/2020	12,00,000	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Channel Carriage Income	01/04/2019-31/03/2020	-	Approved by Resolution Professional	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Programming Costs	01/04/2019-31/03/2020	1,72,42,839	Approved by Resolution Professional	NIL	NA
KMPs-Mr. Bibhu Prasad Rath	Advance recovery from KMPs	Advance recovery	01/04/2019-31/03/2020	-	Approved by Resolution Professional	NIL	NA

Details of contracts or arrangements or transactions not at arm's length basis					
a	b	c	d	e	f
Name(s) of the related party and nature of relationship:	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board	Amount paid as advances, if any
NOT APPLICABLE					

PART-I

Disclosure of the particulars as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the Financial Year 2019-20 in respect of employees of the Company, is provided herein below.

(a) RATIO OF REMUNERATION OF EACH OF DIRECTOR / KMP TO THE MEDIAN *REMUNERATION OF THE EMPLOYEES

Sl.No	Directors/KMPs	Designation	Ratio of remuneration of each Director/KMP to the median* remuneration of the employees of the Company for FY 2019-20
1	Director	Managing Director	(12:1,33,044) = 00.00
2	KMP	President & CEO**	(48,69,654:1,33,044) = 45.52
3	KMP	CFO & CS	(12,54,248: 1,33,044) = 14.59

*Median means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one.

** Resigned as President & CEO w.e.f. 05.03.2020

(b) PERCENTAGE INCREASE IN THE REMUNERATION

Sl.No.	Name	Designation	Remuneration paid in FY 2018-19(Rs.)	Remuneration paid in FY 2019-20(Rs.)	Percentage(%) increase/(decrease) in remuneration
1	Jagi Mangat Panda	Managing Director	44,22,847	12	-99.99
2	Bibhu Prasad Rath*	President & CEO	58,62,156	48,69,654	-16.93
3	Bidu Bhusan Dash	CFO & CS	10,95,384	12,54,248	14.50

* Resigned as President & CEO w.e.f. 05.03.2020

Note:

- (c) There have been 3.30% of increase in the median remuneration of employees during the financial year 2019-20.
- (d) There are 611 permanent employees on the rolls of company.
- (e) Average salary of employees and managerial remuneration of managerial personnel of the Company in the financial year, i.e. 2019-20 is decreased.
- (f) There is no such employee in the Company who receives remuneration in excess of the highest paid Director during the year.
- (g) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

PART-II

Particulars of employees in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of the employees is disclosed as hereunder:

Sl. No.	Name	Age (Years)	Designation/Nature of duties	Gross Remuneration (In Rs.)*	Qualification	Total Experience (Years)	Date of Commencement of employment	Last Employment Designation held Period for which post held
1	Jagi Mangat Panda	54 years	Managing Director		<p>➤ Bachelor's degree in Biology and Chemistry from Osmania University</p> <p>➤ Middle level management programme from the Indian Institute of Management, Ahmedabad</p>	25 years	05-10-1995	NA

Note:

*Gross Remuneration includes exempted remuneration i.e. Employer contribution to provident Fund and Gratuity as per Section IV of Part II of Schedule V of the Companies Act, 2013

NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

The Companies Act, 2013 read with applicable rules made thereunder and the listing agreement applicable to the Company on listing requires the Nomination and Remuneration Committee to formulate a policy relating to appointment, remuneration, retirement and removal of Director(s)/ Key Managerial Personnel (KMPs) and Senior Management Personnel. This policy has been formulated in compliance with above regulation.

2. DEFINITIONS

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company.

"Key Managerial Personnel", in relation to a company, means

- i. the Chief Executive Officer or the Managing Director, or the Manager;
- ii. the Company Secretary;
- iii. the whole-time director;
- iv. the Chief Financial Officer;
- v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) Such other officer as may be prescribed.

"Senior Management" means the personnel of the company who are members of its Core Management Team excluding Board of Directors and Key Managerial Personnel of the level GM and above.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. POLICY ON BOARD DIVERSITY

The Board of Directors shall have the optimum combination of Directors including one Woman Director from different areas/fields like production, Technology Management,

Finance, Sales & Marketing, Human Resources, Administration etc. or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

4. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMPs

4.1. Appointment Criteria and Qualifications

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- (c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of 70 (seventy) years. Provided that the term of the person holding this position may be extended beyond the age of 70 (seventy) years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 (seventy) years.

4.2. Term / Tenure

(a) Managing Director/Whole-time Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

(b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and

will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

4.3. Removal

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP subject to the provisions and compliance of the said Act, rules and regulations.

4.4. Retirement

The KMPs who is not Directors shall retire as per prevailing policy of the Company. The Board will have the discretion to retain KMP in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company on the recommendation of President & CEO.

4.5. Remuneration

1. Remuneration to Managing / Whole-time / Executive-Director

The Remuneration/Compensation/Commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

2. Remuneration to Non-Executive / Independent Director

The Non-Executive Independent Director may receive remuneration/compensation/ commission as per the

provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

3. Remuneration to KMP

The Committee will recommend the remuneration to be paid to the KMP to the Board for their approval as per the provisions of the Act/ Policy of the Company. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors or KMPS of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and variable pay reflecting short and long term performance objective appropriate to the working of the Company and its goals.

5. POLICY FOR APPOINTMENT, REMUNERATION, RETIREMENT AND REMOVAL OF SENIOR MANAGEMENT PERSONNEL

5.1. Appointment criteria and qualification

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment at Senior Management level and recommended to the Board his / her appointment.
- (b) A person should possess adequate qualification, functional expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.

5.2. Retirement & Removal

The Senior Management Personnel shall retire as per the prevailing policy of the Company. The Committee will have the discretion to retain the Senior Manager Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company based on the recommendation of President & CEO.

The senior management personnel shall be removed after taking appropriate disciplinary action due to any breach of code of conduct/ethics and/or any misconduct during the service.

5.3. Remuneration

The Committee will recommend the remuneration to be paid to the senior management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate senior management of the quality required to run the Company successfully. The same should be reviewed periodically to make any adjustment based on the market.

The remuneration of such persons shall be in accordance with performance criteria defined for the role through performance management system to achieve the company's goal. The remuneration should be a balance of fixed and incentive pay which will be determined by fixed pay

components and executive incentives scheme applicable to their level as and when in place.

6. REVIEW AND AMENDMENT

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the President & CEO /Compliance Officer where there is any statutory changes necessitating the change in the policy.

INDEPENDENT AUDITOR'S REPORT

To the Members of

ORTEL COMMUNICATIONS LIMITED

Report on the Standalone Financial Statements

Disclaimer of Opinion

We were engaged to audit the accompanying Standalone financial statements of ORTEL COMMUNICATIONS LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended and a Summary of significant accounting and other explanatory information.

We do not express an opinion on the accompanying standalone financial statements of the company in view of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report. We have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

Basis for Disclaimer of Opinion

- a) As mentioned in Note No. 53 to the standalone financial statements, no impairment assessment of Property, Plant and Equipment, Capital Work-in-Progress, Goodwill and Stores & Spares in carrying values of these assets as at 31st March, 2020, has been made by the Company. Therefore, we are unable to comment on the consequential impairment, if any, that is required to be made in the carrying value of Property, Plant and Equipment, Capital Work-in-Progress, Goodwill and Stores & Spares. Hence we are unable comment on the carrying value of Property, Plant & Equipments as shown in standalone financial statements as at 31st March, 2020.
- b) In respect of Company's borrowings from banks and financial institutions (including NBFCs) aggregating to Rs 16,644.37 lakhs and bank balances (current accounts and term deposits) aggregating to Rs 343.83 lakhs, independent balance confirmations as at 31st March, 2020 have not been received.
- c) We have been informed by the Resolution Professional that certain information including the minutes of meetings of the Committee of Creditors are confidential in nature and cannot be shared with anyone other than the Committee of Creditors and NCLT. Accordingly, it is not practicable to comment on the possible financial effects on the standalone financial statements, including on presentation, reporting and disclosures, if any, that may have arisen if we had been provided access to those information.
- d) As a part of Corporate Insolvency Resolution Process (CIRP), creditors were called upon to submit their claims. Till the date of our signing of the standalone financial statements, claims submitted by creditors have not been reconciled with the books of accounts of the Company. Pending such reconciliation and final outcome of the CIRP, no accounting impact in the books of accounts has been made in respect of excess, short or non-receipts of claims for operational and financial creditors.
- e) The Company has given advances for supplies / services and the amount outstanding there as at 31st March, 2020 was Rs.1,928.34 lakhs. However, we have been unable to obtain sufficient appropriate audit evidence regarding certain aspects of the aforesaid advances viz ageing analysis and the basis on which the same will be adjusted in subsequent period. Hence, we are unable to comment on the aforesaid advances and it is not practicable to quantify the financial effects of the same, if any, on the standalone financial statements.
- f) As at 31st March, 2020, the Company is having liabilities against "Creditors for Capital Goods" and "Liability for Operating Expenses" amounting to Rs.6,990.96 lakhs and Rs. 4,388.29 lakhs respectively. However, we have been unable to obtain sufficient appropriate audit evidence regarding certain aspects of the aforesaid liabilities viz aging analysis and the basis on which the aforesaid liabilities will be settled subsequently. Hence, we are unable to comment on the balances appearing under the aforesaid liabilities and it is not practicable to quantify the financial effects of the same, if any, on the standalone financial statements.
- g) The Company is having a non-current investment of Rs.211.28 lakhs in equity shares of Odisha Television Limited, an unquoted company, as at 31st March, 2020. Original investment made by the Company was Rs. 32,50,000 (3,25,000 equity shares of Rs.10 each). In the absence of the fair valuation of the said investments at 31st March, 2020, we are unable to comment on the carrying value of such investment as at 31st March, 2020 in standalone financial statements and related re-measurement gain/ loss, if any, on the said investment.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion. We have nothing to report in this regard.

Material Uncertainty Related to Going Concern

We draw attention to Note No. 50 to the standalone financial statements which indicates that due to the events or conditions as mentioned in the said Note, material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. However, the standalone financial statements have been prepared on a going concern basis for the reason stated in the same Note.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Hon'ble National Company Law Tribunal ('NCLT'), New Delhi Branch, admitted a petition for initiation of CIRP u/s 9 of the Insolvency and Bankruptcy Code, 2016 ('IBC') filed by one of the operational creditors of the Company vide order dated 27th November, 2018 and appointed an Interim Resolution Professional ('IRP') to manage the affairs of the Company in accordance with the provisions of IBC. The Committee of Creditors ('CoC') in its meeting held on 7th January, 2019 passed a resolution proposing to replace the IRP and appoint a Resolution Professional ('RP') which was confirmed by NCLT vide its order dated 1st February, 2019. In view of pendency of the CIRP and in view of suspension of powers of Board of Directors and explained to us, the power of adaption of the standalone financial statements of the Company for the year ended 31st March, 2020 vests with the Resolution Professional (refer Note No. 1 to the standalone financial statements).

The Company's Resolution Professional is responsible for the matters stated in section 136(5) of the Companies Act, 2013('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, change in equity and cash flow of the Company in accordance with Indian Accounting Standard ("IND AS") specified under section 133 of the Act, read with Companies (Indian Accounting Standard) Rule, 2015, as amended and other accounting principle generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and

estimates that are responsible and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Resolution Professional is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Resolution Professional either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Resolution Professional is also responsible for overseeing the Company's financial process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our responsibility is to conduct an audit of the Company's standalone financial statements in accordance with Standards on Auditing issue by the Institute of Chartered Accountants of India ("ICAI") and to issue an auditor's report. However, because of the matters described in the Basis of Disclaimer of opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

We are independent of the Company in accordance with the Code of Ethics issue by ICAI and provisions of the Act that are relevant to our audit if the standalone financial statements in India under Act, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics issue by ICAI and the requirements under the Act.

Other Matters

In view of lockdown imposed nationwide since 23rd March, 2020 due to COVID-19 pandemic and imposition of travel restrictions, physical verification of books of accounts, documents, other audit evidences and face to face discussion with management of the Company, in person, could not be done by us. We have relied on documents provided to us electronically over mail. We have received the internal audit report for Q1, Q2, Q3 and Q4 but due to travel restrictions we are unable to verify the observations as given by the internal auditors and have relied on such reports of internal auditor. We could not verify physical cash balance as on 31st March, 2020 in different location of the company and have relied on the

certificate provided by the management for the cash balance of Rs. 46.93 lakhs (P/Y : Rs. 247.96 lakhs).

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by section 143(3) of the Act, we report that:
 - a) As described in the basis for Disclaimer of Opinion paragraph, we sought but were unable to obtain all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - c) The matters described under the Basis for Disclaimer of Opinion paragraph and Material Uncertainty Related to going concern paragraph, as above, in our opinion, may have an adverse effect on the functioning of the Company;
 - d) As the company is under CIRP the power of the directors is temporarily suspended, thus reporting regarding directors' disqualification under Section 164(2) of the Act is not required;
 - e) Any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Disclaimer of Opinion paragraph above;
 - f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations giving to us :
 - I. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note Nos. 38 and 47 to the standalone financial statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - III. There were no amounts which were required to be transfer to the Investor Education and Protection Fund by the Company.

Others: Disclaimer of Opinion

Attention is drawn to Note No. 49 to the standalone financial statements, regarding non-recognition of interest subsequent to insolvency commencement date i.e. 27th November 2018, and also for FY 2019-20 on borrowing from banks and financial institutions and on non-cumulative, redeemable cumulative preference shares, which is not in compliance with the requirements of IND AS - 23 on "Borrowing Costs" read with IND AS - 109 on "Financial Instruments". Such charges for FY 2019-20, has not been computed and disclosed in Notes to Accounts by the Company. Also, Rs. 1,067.14 lakhs towards interest calculated during FY 2018-19 which was not considered in audited standalone financial statements relating to FY 2018-19, has not been considered in standalone financial statements for FY 2019-20. Had the aforesaid interest expenses been recognised, finance costs, total expenses and loss for the year would have been higher by the said amount having consequential impact on other current financial liabilities and other equity. In support of non-provision of finance costs for FY 2019-20, the Company has obtained a legal opinion dated 2nd June, 2020, a copy of which has also been submitted to us. However, the legal opinion does not provide any specific conclusion for non-provision of "finance cost" in standalone financial statements.

Place: Kolkata

Date: The 31st day of July, 2020.

UDIN: 20055232AAAAA08472

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of the Company on the Standalone financial statements for the year ended 31st March, 2020.

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, the Company's Management ("management") physically verifies its fixed assets annually (except a significant portion of cables and network equipment for which, as explained to us, physical verification is not practicable), which, in our opinion, is reasonable having regard to the size of the Company and the nature of its fixed assets. As informed, no material discrepancies were noticed on such verification of fixed assets during the year.

However we have not received any approved guidelines /policy followed by the company for the physical verification of these fixed assets.

(c) The title deeds of immovable properties recorded in the books of account of the Company are held in the name of the Company.

(ii) According to the information and explanation given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As explained to us, there were no material discrepancies on physical verification of inventory as compared to the book records.

(iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.

(iv) According to the information and explanations given to us in respect of loans, investments, guarantees and security, the Company has complied with the provisions of Sections 185 and 186 of the Act.

(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Also, refer paragraph (f) under 'Basis for Disclaimer of Opinion' section of our Independent Auditor's Report on the standalone financial statements of the Company for the year ended 31st March, 2020, regarding liabilities against 'Creditors for Capital Goods' and 'Liability for Operating Expenses'.

(vi) The maintenance of cost records has been specified by the Central Government under sub section (1) of Section 148 of the Act. We have been informed by the management that the prescribed accounts and records are in the process of being made and maintained.

(vii) According to the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of duty of customs, value added tax, Profession tax, cess and any other material statutory dues (except as mentioned herein below) have generally been regularly deposited with the appropriate authorities.

According to the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed provident fund, employees' state insurance, income tax, service tax, goods and service tax and entertainment tax have not been regularly deposited with the appropriate authorities and there have been significant delays in depositing the same in a large number of cases

According to the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed service tax, goods and service tax, income tax and entertainment tax, which were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable, are as follows:

Name of the Statute	Nature of dues	Amount (Rs.In Lakhs)	Period to which the amount relates
Finance Act, 1994	Service Tax	31.83	October 2017 to June 2017
The Central Goods and Services Tax Act, 2017	Central Goods and Services Tax	220.79	July 2017 to August 2018
The Odisha Goods and Services Tax Act, 2017	State Goods and Services Tax	992.20	July 2017 to August 2018
The Andhra Pradesh Goods and Services Tax Act, 2017	State Goods and Services Tax	231.48	July 2017 to August 2018
The Telengana Goods and Services Tax Act, 2017	State Goods and Services Tax	106.19	July 2017 to August 2018
The Chhattisgarh Goods and Services Tax Act, 2017	State Goods and Services Tax	76.94	July 2017 to August 2018
Income Tax Act, 1961	Tax Deducted at Source	343.92	April 2018 to August 2018
The Orissa Entertainment Tax Act, 1946	Entertainment Tax	0.12	April 2017 to June 2017
Andhra Pradesh Entertainment Tax Act, 1939	Entertainment Tax	13.38	April 2017 to June 2017
Chhattisgarh Entertainments Duty and Advertisement Tax Act, 1936	Entertainment Tax	17.76	April 2017 to June 2017
The Madhya Pradesh Entertainments Duty and Advertisement Tax Act, 1936	Entertainment Tax	1.71	April 2017 to June 2017

According to the information and explanation given to us, the dues as at 31st March, 2020 of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, VAT and GST, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount	Period to which the amount relates	Forum where dispute is pending
		(Rs. In Lakhs)	(Financial year)	
Income Tax Act, 1961	Tax and interest thereon for non-deduction of tax at source	175.15*	2005-06, 2006-07, 2008-09, 2010-11.	Commissioner of Income Tax (Appeals), Bhubaneswar
Finance Act, 1994	Service Tax and interest thereon	241.97	2006-07, 2007-08, 2009-10.	Commissioner, GST & Central Excise, Bhubaneswar
Finance Act, 1994	Service Tax and interest thereon	1,179.29**	2010-11, 2014-15	Customs, Excise, Service Tax Appellate Tribunal, Kolkata
Finance Act, 1994	Service Tax and interest thereon	13.00	2013-14	Addl. Commissioner (Audit) of Central Excise, Customs & Service Tax, Bhubaneswar
Finance Act, 1994	Service Tax	338.06	2015-16	Commissioner, GST & Central Excise, Bhubaneswar
Finance Act, 1994	Service Tax	21.10***	2012-13, 2013-14	Commissioner (Appeals) GST & Central Excise and Customs
Finance Act, 1994	Service Tax	13.00	2013-14	Commissioner (Appeals) GST & Central Excise and Customs
The Orissa Entry Tax Act 2003	Entry Tax	1.00	2000-01	Hon'ble High Court of Orissa, Cuttack
The Orissa Entry Tax, 2003	Entry Tax	25.25	2011-12	Commercial Tax Department Odisha
The Orissa Entertainment Tax Act, 2006	Entertainment Tax	69.75	2006-07	Commercial Tax Department Odisha

*Rs. 60.06 lakhs has been deposited under protest in this regard.

**Rs. 44.22 lakhs has been deposited under protest in this regard.

***Rs. 0.54 lakhs has been deposited under protest in this regard.

(viii) The Company is under CIRP and hence repayment of all the loans from banks and FIs is on hold.

Name of the Lenders:	Amount of aggregate default during the year ended 31 st March, 2018 (Rs. In Lakhs)	Period of Default
Banks:		
Karnataka Bank Limited	275.40	10 to 264 days
UCO Bank	390.00	1 to 275 days
Union Bank	140.00	1 to 275 days

The above details have been disclosed in the standalone financial statements for the year 2017-18. We have not received any evidence of the repayment of the above loans during the financial year 2019-20 in view of ongoing of CIRP process.

Also, refer paragraph (b) under 'Basis for Disclaimer of Opinion' section of our Independent Auditor's Report on the standalone financial statements of the Company for the year ended 31st March, 2020.

Further, refer paragraph (d) under 'Basis for Disclaimer of Opinion' section of our Independent Auditor's Report on the standalone financial statements of the Company for the year ended 31st March, 2020, which mentions about the fact that the reconciliation of claims by the financial creditors with books of accounts is in process.

- (ix) The Company has not raised any money during the year by way of initial public offer or further public offer (Including debt instruments).
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and as per information and explanations given to us by the management / RP, we report that we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management / RP.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid /

provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act .

- (xii) The Company is not Nidhi Company.
- (xiii) According to the information and explanation given to us, all transactions entered into by the Company with related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the standalone financial statements etc.
- (xiv) As per the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with former directors or persons connected with them.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

Place: Kolkata

Date: The 31st day of July , 2020.

UDIN: 20055232AAAAA08472

ANNEXURE - II TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (2)(f) under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the standalone financial statements for the year ended 31st March, 2020]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub - section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Resolution Professional is responsible for establishing and maintaining internal financial controls, based on the internal control with reference to financial statements criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial

controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors/RP of the company; and (3) provide reasonable assurance regarding prevention of timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

ORTEL COMMUNICATIONS LIMITED
Balance Sheet as at 31st March 2020

(Rs. in Lakhs)

	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	31,800.84	33,497.28
Capital Work-in-Progress	3	1,455.12	2,201.28
Goodwill	4	244.35	244.35
Other Intangible Assets	4	1,037.18	1,986.32
Investment in Subsidiary	5	1.00	1.00
Financial Assets			
- Investments	6	211.28	211.28
- Loans	7	231.13	248.40
- Other Financial Assets	8	1.55	0.95
Other Non-Current Assets	9	371.74	432.59
Non-Current Tax Assets (Net)		1,008.27	913.59
Current Assets			
Inventories	10	37.91	59.61
Financial Assets			
- Trade Receivables	11	1,476.74	1,367.43
- Cash and Cash Equivalents	12	387.81	412.81
- Other Bank Balances	13	-	675.07
- Loans	14	42.70	27.52
- Other Financial Assets	15	0.07	14.78
Other Current Assets	16	2,045.07	2,160.48
Total Assets		40,352.78	44,454.74
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	17	3,297.69	3,297.69
Other Equity		(8822.72)	(5339.15)
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
- Borrowings	18	14,198.77	14,231.54
- Other Financial Liabilities	19	905.36	1,325.04
Provisions	20	35.20	32.43
Other Non-Current Liabilities	21	276.75	640.93
Current Liabilities			
Financial Liabilities			
- Borrowings	22	3,332.05	3,332.05
- Trade Payables			
a) total outstanding dues of micro enterprises and small enterprises	23	-	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises	23	4,175.01	4,017.00
- Other Financial Liabilities	24	20,127.29	19,543.47
Other Current Liabilities	25	2,823.90	3,366.82
Provisions	26	3.46	6.92
Total Equity and Liabilities		40,352.78	44,454.74

Notes to Financial Statements

1 to 54

The Notes referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

For K. Prasad & Co.
Chartered Accountants
ICAI Firm Registration No. 303062E
Santanu Das
Partner
Membership No. F-053226

Place: Kolkata
Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
CFO & Company Secretary

Taken on record

Srigopal Choudhary
Resolution Professional

ORTEL COMMUNICATIONS LIMITED
Statement of Profit and Loss for the Period ended 31st March 2020

		(Rs. in Lakhs)	
Particulars	Note No.	Year ended 31st March, 2020	Year ended 31st March, 2019
INCOME			
Revenue from Operations	27	8,630.34	11,056.93
Other Income	28	302.35	419.15
Total Income		8,932.69	11,476.08
EXPENSES			
Programming Cost		2,614.56	3,571.48
Bandwidth Cost	29	906.93	1,197.69
Employee Benefits Expense	30	1,211.35	1,549.04
Finance Costs	31	-	2,103.53
Depreciation and Amortisation Expense	32	2,616.97	2,782.86
Property, Plant and Equipment written off		297.36	365.47
Other Expenses	33	4,770.98	5,028.60
Total Expenses		12,418.15	16,598.67
Profit / (Loss) before Exceptional Items and Tax		(3,485.46)	(5,122.59)
Profit / (Loss) Before Tax		(3,485.46)	(5,122.59)
Tax Expense:			
-Current Tax		-	-
-Deferred Tax		-	-
Profit / (Loss) After Tax		(3,485.46)	(5,122.59)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement Gains/(Losses) on Defined Benefit Plans		1.88	(13.56)
- Bargain Purchases Gain		-	160.07
- Equity Instruments through Other Comprehensive Income		-	-
Total Comprehensive Income for the year		(3,483.57)	(4,976.08)
[comprising profit / (loss) and other comprehensive income for the year]			
Earnings per Equity Share of par value of Rs. 10/- each			
Basic and Diluted (In Rs.)		(10.57)	(15.70)

Notes to Financial Statements 1 to 54

The Notes referred to above form an integral part of the Statement of Profit and Loss.

This is the Statement of Profit and Loss referred to in our report of even date.

For K. Prasad & Co.
 Chartered Accountants
 ICAI Firm Registration No. 303062E
 Santanu Das
 Partner
 Membership No. F-053226

Place: Kolkata
 Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
 CFO & Company Secretary

Taken on record

Srigopal Choudhary
 Resolution Professional

ORTEL COMMUNICATIONS LIMITED

Statement of Cash Flows for the year ended 31st March 2020

(Rs. in Lakhs)

	Year ended 31st March, 2020	Year ended 31st March, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	(3,485.46)	(5,122.59)
Adjustments for:		
Depreciation and Amortisation Expense	3,496.94	3,226.54
Effect of amortisation of income & expenses (net)	(879.97)	(642.72)
Provision for doubtful receivables	310.09	558.72
Exceptional items	-	-
Property, Plant and Equipment written off	297.36	365.47
Unrealised foreign exchange (gain)/loss	(454.04)	342.19
Interest Income	(15.72)	(122.23)
Finance Costs	-	2,054.56
Bad Debts written off	45.20	786.51
Employee Stock Option Expenses	-	-
Liabilities no longer required written back	(27.06)	(200.25)
Operating Profit before Working Capital Changes	(712.66)	1,246.20
Adjustments for:		
Trade Payables	158.01	534.89
Provisions	(0.69)	(30.04)
Other Liabilities	580.91	476.36
Financial Liabilities	(0.54)	(328.39)
Trade Receivables	(464.60)	549.16
Inventories	21.70	(0.15)
Loans and Advances	117.50	47.31
Other Assets	735.91	535.76
Cash Generated from Operations	435.54	3,031.10
Direct Taxes paid	(94.68)	(290.89)
Net Cash Generated from Operating Activities	340.85	2,740.21
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	546.02	(894.54)
Purchase of Investments	-	-
Investment in Fixed Deposits	(0.60)	(68.50)
Payment for Non Compete Fee to Local Cable Operators	(941.71)	(545.09)
Interest received	30.43	71.68
Net Cash Used in Investing Activities	(365.86)	(1,436.45)

C. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from issue of Equity Shares (net)	-	875.00
Share Issue Expenses	-	(5.37)
Proceeds from long term borrowings	0.00	8,475.00
Repayment of long term borrowings	-	(8,588.72)
Proceeds from short term borrowings (net)	0.00	452.05
Finance cost paid	-	(2,449.26)
Net Cash (Used in) / Generated from Financing Activities	0.00	(1,241.30)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(25.00)	62.46
Cash and Cash Equivalents at the beginning of the year	412.81	350.35
Cash and Cash Equivalents at the end of the year (refer Note No. 12)	387.81	412.81

Notes:

1. Reconciliation of cash and cash equivalents as per the cash flow statement:

Cash and Cash Equivalents at the end of the year comprises of:

Cash on hand	46.93	247.96
Cheques on hand	-	3.82
Balance with Banks:		
- In Current Accounts	340.88	161.03
- Fixed Deposits	-	
Bank Overdraft		
Total	387.81	412.81

1. The above Statement of Cash Flows has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

2. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Statement of Cash Flows referred to in our report of even date.

For K. Prasad & Co.
Chartered Accountants
ICAI Firm Registration No. 303062E
Santanu Das
Partner
Membership No. F-053226

Place: Kolkata
Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
CFO & Company Secretary

Taken on record

Srigopal Choudhary
Resolution Professional

1 General Information

Ortel Communications Limited ('Ortel' or 'the Company') is a Public Limited Company incorporated in India. Ortel's equity shares are listed on BSE and the National Stock Exchange ('NSE'). The address of the registered office is B7/122A, Safdarjung Enclave, New Delhi - 110029.

The Company, incorporated in 1995, is a regional cable television service provider engaged primarily in the distribution of cable television services, high speed broadband services & Voice over Internet Protocol ('VoIP') services.

"Hon'ble National Company Law Tribunal, New Delhi Bench ('NCLT'), in the matter of C.P.No.IB-761/ (ND)/2018 passed an Order dated 27th November, 2018 for commencement of the Corporate Insolvency Resolution Process ('CIRP') under Section 9 of the Insolvency and Bankruptcy Code, 2016 ('IBC') in the matter of Ortel Communications Limited ('the Company') based on the application filed by Sony Pictures Networks India Pvt. Ltd., an operational creditor of the Company. Mr. Anil Bhatia (Reg. No. IBBI/IPA-001/IP-P00587/2017-18/11027) was appointed as Interim Resolution Professional ('IRP') to carry on the functions of an IRP, as defined under the provisions of the IBC, until replaced by the Resolution Professional ('RP'). The Committee of Creditors ('CoC') in its meeting held on 07th January, 2019 had passed a resolution proposing to replace the IRP and appoint Mr. Srigopal Choudhary (Reg. No. IBBI/IPA-001/IP-P01238/2018-2019/11893) as the RP which was confirmed by NCLT vide its order dated 1st February, 2019." "Pursuant to the order, the management of affairs of the Company and powers of board of directors of the Company are now vested with the Resolution Professional ("RP") who is appointed by the Committee of Creditors ("CoC"). "The NCLT has also declared a moratorium for the Corporate Debtor (Ortel) as per Section 14 of IBC, 2016 on the Insolvency Commencement date till the CIRP process is over. During the CIRP, resolution plans ("Resolution Plan") was received by the Resolution Professional and the Resolution Plan was placed before the COC for approval and the approved Resolution Plan was filed with the Hon'ble NCLT, New Delhi on 26th August, 2019 for approval under Section 31 of the Code. The application filed by the Resolution Professional for approval of Resolution Plan is currently pending adjudication before the Adjudicating Authority. In terms of Section 25 of the Code, the Company is continuing to operate as a going concern. where at any time during the corporate insolvency resolution process period, if the Adjudicating Authority approves the resolution plan under sub-section (1) of section 31 or passes an order for liquidation of corporate debtor under section 33, the moratorium shall cease to have effect from the date of such approval or liquidation order, as the case may be. These financial statements pertains to a period post the CIRP and all operations were being undertaken under the supervision of RP and management of the Company. The RP has approved the financial statements only for the limited purpose of discharging the powers of the Board of Directors of the Company, which have been conferred upon him as per the provisions of Section 23 of the IBC." "These financial statements have been prepared by the management of the Company and certified by Mr. Bidu Bhusan Dash, CFO & Company Secretary, and taken on record by Resolution Professional Mr. Srigopal Choudhary on 31st July, 2020.

2 Significant Accounting Policies

2.1 Basis of Preparation

a. Historical Cost Convention

"These financial statements have been prepared on the historical cost basis except for certain financial instruments, employee stock option plan and defined benefit plans that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services."

b. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In measuring fair value of an asset or liability, the Company takes into account those characteristics of the assets or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

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Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

2.4 Property, Plant and Equipment

- a. Property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

For transition to Ind AS, the Company had elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1st April, 2016 (Ind AS transition date), measured as per the previously applicable Indian GAAP and use that carrying value as its deemed cost as at the Ind AS transition date.

- b. Capital Inventories are treated as part of Capital Work-in-Progress till the date of activation thereof post which the same are depreciated.
- c. Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work-in-progress) less their residual values, over their useful lives. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The residual value of asset is considered at 5%. Depreciation / Amortisation
- d. Assets held under finance leases are depreciated / amortised over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of lease term, assets are depreciated over the shorter of lease term and their useful lives. Depreciation on tangible assets other than Freehold and Leasehold Land, including assets acquired under finance lease, is provided over the estimated useful life of assets, in accordance with Schedule II to the Companies Act, 2013. The residual value of assets is considered at 5%.
- e. "For the purpose of estimating the useful life as required under Schedule II, the Company has broadly divided the Property, Plant and Equipment in two categories viz., (a) assets which are specific to its industry and (b) assets which are general in nature. For the assets which are specific to its industry, the Company has estimated the useful life of such assets based on its past experience in this regard, which has been duly supported by independent technical advice. For assets which are general in nature, the Company has adopted the useful life as specified in Schedule II to the Companies Act, 2013." Accordingly, the useful lives of Property, Plant and Equipment of the Company which are different from the useful lives as specified by Schedule II are as given below: "

Asset description (refer Note No. 3)	Estimated useful life duly supported by Technical Advice (in years)	Estimated useful Life as per Schedule II (in years)
Cable Network - Backbone	21	13, 18
Cable Network- Drop	12, 21	13, 18
Cable Network- Infrastructure Leasing	21	13, 18
Maintenance Equipments	21	15
Head End Equipments	21	13
Broadband NOC Equipments	21	13

Asset description (refer Note No. 3) Estimated useful life duly supported by Technical Advice (in years) Estimated useful Life as per Schedule II (in years)

- f. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and carrying amount of the property, plant and equipment and is recognised in the Statement of Profit and Loss.

2.5 Intangible Assets

- a. Intangible assets are recognised when the asset is identifiable, is within the control of the Company, it is probable

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Notes to Consolidated Financial Statements for the Year ended 31st March 2020
Financial Assets

- a. "Classification" The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial assets."
- b. "Initial recognition and measurement" "All financial assets are recognised initially at fair value plus, in the case of financial assets not recognised at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset." "Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics."
- c. "Financial assets measured at amortised cost" "Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of asset give rise, on specified dates, to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables."
- d. "Financial assets measured at fair value through other comprehensive income (FVTOCI)" "Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in other comprehensive income." "Pertaining to its non-current investments in equity instruments (except investment in subsidiary, which is measured at cost), the Company had exercised an irrevocable option at the Ind AS transition date to measure the subsequent changes in the fair value through Other Comprehensive Income."
- e. "Financial assets measured at fair value through profit or loss (FVTPL)" "Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss."
- f. "De-recognition of financial assets" "A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset."

Financial Liabilities

- "a. "Classification" "The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities shall be subsequently measured at fair value."
- "b. "Initial recognition and measurement" "All financial liabilities are recognised initially at fair value and in the case of loans, borrowings, and payables, net of directly attributable transaction costs. Financial liabilities include amounts payable to LCOs, trade and other payables, loans and borrowings including bank overdrafts."
- "c. "Financial liabilities at fair value through profit or loss" "Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 - "Financial Instruments". Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments."
- "d. "Financial liabilities measured at amortised cost" "After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the EIR method." "Amortized cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transactions costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down."
- "e. "Trade and other payables" "A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior the end of financial year, which are unpaid. They are recognized initially at their fair value and subsequently measured at amortised cost using the EIR method."

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Notes to Consolidated Financial Statements for the Year ended 31st March 2020

"b) Arrangements where the Company is the lessor" "Rental income from operating leases is generally recognised on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue."

2.12 Foreign Currency Transactions and Translations

"Transactions in foreign currencies are translated to the functional currency of the Company (i.e. INR) at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date and the related foreign currency gain or loss are recognized in the Statement of Profit and Loss." "Foreign exchange differences regarded as an adjustment to interest costs are recognized in the Statement of Profit and Loss. Realised or unrealized gain in respect of the settlement or translation of borrowing is recognized as an adjustment to interest cost to the extent of the loss previously recognized as an adjustment to interest cost."

2.13 Employee Benefits

a) Employee benefits in the form of Provident Fund and Employees State Insurance are defined contribution plans. The Company recognises contribution payable to a defined contribution plan as an expense, when an employee renders the related service. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the contribution payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, the excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Gratuity liability and Leave encashment liability are defined benefit plans. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

"c) Remeasurements of the net defined benefit liability/asset comprise: "(i) actuarial gains and losses;"(ii) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability/asset; and"(iii) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability/asset."

Remeasurements of net defined benefit liability / asset are charged or credited to other comprehensive income.

2.14 Business Combinations

"Business combinations involving LCOs are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. Acquisition costs which are administrative in nature are expensed out."

In case of a bargain purchase, before recognising a gain in respect thereof, the Company determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Company then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Company recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

2.15 Bad Debts Write-off

"a. In case of retail customers :-"(i) the entire outstanding dues as on the date of disconnection of service for any

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Notes to Consolidated Financial Statements for the Year ended 31st March 2020

reason, is written off as Bad Debts." (ii) During continuation of service, based on the management's best estimate, a portion or full amount of outstanding is written off as bad debts."

b. For other receivables, amount is written off based on the management's assessment of each receivable separately.

2.16 Employee Stock Option Expenses

"The Company operates equity-settled share based remuneration plans for its employees, where the fair value of employee's services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date. All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to Employee Stock Option Outstanding reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any adjustment to cumulative share-based compensation resulting from a revision is recognised in the current period. The number of vested options ultimately exercised by holders does not impact the expense recorded in any period." "Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal value of the shares issued with any excess being recorded as Securities Premium."

2.17 Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection.

Current tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961. Service revenue comprises subscription fees, channel carriage fees, use of infrastructure facilities and other services. Income from services is recognised upon completion of services as per the terms of contracts with the customers. Period based services are accrued and recognised prorata over the contractual period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Minimum Alternate Tax (MAT)

MAT Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried

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forward. In the year in which the MAT Credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.18 Programming Cost

Programming Cost represents amount paid / payable to Broadcasters to telecast their respective channels.

2.19 Provision and Contingencies

"Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material." "A disclosure for contingent liabilities is made when there is a possible obligations arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligations that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made."

2.20 Standards Issued but not Effective

The Standards that are issued, but not yet effective, are disclosed below. The Company intends to adopt these standards when they became effective:

"Ind AS 116, Leases" "Ind AS 116, Leases was notified on 30th March, 2019 and it replaces Ind AS 17 on Leases. Ind AS 116 is effective for reporting periods beginning on or after 1st April, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. As the Company does not have any material leases, the adoption of this standard is not likely to have a material impact in its Financial Statements."

"Amendment to Ind AS 12, Income Taxes" The amendment clarifies that an entity shall recognize income tax consequences of dividends in Statement of Profit and Loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after 1st April, 2019."

"Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments" The Appendix clarifies how to apply the recognition and measurement principles while recognizing current tax, deferred tax, taxable profits (losses), tax bases, unused tax losses, unused tax credits and tax rates when there is uncertainty over tax treatments under Ind AS 12. As per the Appendix, the Company needs to assess whether it is probable that a tax authority will accept an uncertain tax treatment used or a treatment which is being proposed to be used in its income tax filings. The Appendix will be applied retrospectively with the cumulative effect of its initial application on the opening balance sheet as on 1st April, 2019."

"Amendment to Ind AS 19, Employee Benefits" On 30th March, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in Statement of Profit and Loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after 1st April, 2019, though early application is permitted."

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Notes to Financial Statements for the Year ended 31st March 2020

3. Property, Plant and Equipment and Capital Work-In-Progress

(Rs. in Lakhs)

Particulars	Tangible Assets - Own											Capital Work In-Progress				
	Land	Buildings	Cable Network-Backbone	Cable Network-Drop	Cable Network-Infrastructure Leasing	Head End Equipments	Maintenance Equipments	Broadband NOC Equipments	Furniture and Fixtures	Computers	Office Equipments		Motor Vehicles	Electrical Installations	Signal uplinking equipments *	Total
A. OWN ASSETS																
Gross Carrying Amount:																
As at 1st April, 2018	37.95	196.73	16,067.84	13,404.06	1,898.16	3,139.58	407.74	506.31	142.36	347.88	167.28	21.33	519.32	303.13	37,159.70	2,965.03
Additions/Adjustments **	-	-	881.72	517.93	74.55	206.80	-	20.40	1.67	20.32	8.11	-	4.27	-	1,746.70	-
Deductions/Adjustments	-	-	0.17	536.93	-	-	-	-	-	-	-	-	-	-	537.10	765.75
As at 31st March, 2019	37.95	196.73	16,949.39	13,385.06	1,972.71	3,146.38	418.47	526.91	144.03	368.20	175.39	21.33	523.59	303.13	38,369.30	2,201.28
Additions/Adjustments **	-	0.45	735.60	105.55	136.71	45.17	17.89	29.48	1.34	3.87	7.42	-	13.40	31.95	1,133.02	453.25
Deductions/Adjustments	-	-	168.12	318.59	-	-	-	-	-	-	-	-	-	-	486.71	1,199.41
As at 31st, Mar. 2020	37.95	197.18	17,516.87	13,172.02	2,112.42	3,191.55	436.37	556.59	145.37	372.07	182.81	21.33	536.99	336.08	39,015.61	1,455.12
Accumulated Depreciation & Amortisation																
As at 1st April, 2018	-	7.33	1,564.87	1,412.38	171.77	327.27	45.16	40.81	53.19	175.01	60.43	9.73	169.60	71.16	4,114.71	-
Charge for the year	-	3.68	896.28	993.91	91.52	171.47	23.95	24.75	23.36	98.05	31.10	0.65	82.23	36.21	2,481.16	-
Disposals / Adjustments	-	-	0.03	171.27	-	-	-	-	-	-	-	-	-	-	171.30	-
As at 31st March, 2019	-	11.01	2,461.12	2,235.02	271.29	500.74	69.11	65.56	76.55	273.06	91.53	10.38	251.83	107.37	6,424.57	-
Charge for the year	-	3.70	949.40	1,059.53	98.76	183.86	24.81	25.52	13.17	43.06	32.07	0.12	69.25	38.17	2,541.42	-
Disposals / Adjustments	-	-	79.52	119.72	-	-	-	-	-	-	-	-	-	-	199.24	-
As at 31st, Mar. 2020	-	14.71	3,331.00	3,174.83	370.05	684.60	93.92	91.08	89.72	316.12	123.60	10.50	321.08	145.54	8,766.75	-
Net Carrying Amount:																
As at 31st, Mar. 2020	37.95	182.48	14,185.87	9,997.19	1,742.37	2,706.95	342.45	465.51	55.65	55.96	59.21	10.83	215.91	190.54	30,248.86	1,455.12
As at 31st March, 2019	37.95	185.72	14,988.28	11,150.04	1,701.42	2,445.64	349.36	461.35	67.48	95.14	83.86	10.95	271.76	195.76	31,944.73	2,201.28
B. LEASED ASSETS																
Gross Carrying Amount:																
As at 1st April, 2018	54.67	-	396.44	1,370.98	-	-	-	-	-	5.21	-	-	-	-	1,830.83	-
Additions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March, 2019	54.67	-	396.44	1,370.98	-	-	-	-	-	5.21	-	-	-	-	1,830.83	-
Additions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st, Mar. 2020	54.67	-	396.44	1,370.98	-	-	-	-	-	5.21	-	-	-	-	1,830.83	-
Accumulated Depreciation & Amortisation																
As at 1st April, 2018	1.25	-	36.51	142.71	-	-	-	-	-	0.82	-	-	-	-	181.37	-
Charge for the year	0.62	-	15.20	80.39	-	-	-	-	-	0.59	-	-	-	-	96.88	-
Disposals / Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March, 2019	1.87	-	51.71	223.10	-	-	-	-	-	1.41	-	-	-	-	278.25	-
Charge for the year	0.60	-	-	-	-	-	-	-	-	-	-	-	-	-	0.60	-
Disposals / Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st, Mar. 2020	2.47	-	51.71	223.10	-	-	-	-	-	1.41	-	-	-	-	278.85	-
Net Carrying Amount:																
As at 31st, Mar. 2020	52.20	-	344.73	1,147.88	-	-	-	-	-	3.80	-	-	-	-	1,551.98	-
As at 31st March, 2019	52.80	-	344.73	1,147.88	-	-	-	-	-	3.80	-	-	-	-	1,552.58	-
LEASED ASSETS																
As at 31st, Mar. 2020	90.15	182.48	14,530.60	11,145.07	1,742.37	2,706.95	342.45	468.88	55.65	59.76	59.21	10.83	215.91	190.54	31,806.84	1,455.12
As at 31st March, 2019	90.75	185.72	14,833.01	12,297.92	1,701.42	2,445.64	349.36	464.72	67.48	98.94	83.86	10.95	271.76	195.76	33,497.31	2,201.28

* Asset given on operating lease
** Includes assets acquired during acquisition of LCOs
Note:
Refer Note No. 46 for capitalisation of expenses.

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

4. Goodwill and Other Intangible Assets

(Rs. in Lakhs)

Particulars	Other Intangible Assets			Goodwill
	Computer Software	Non Compete Fees	Total	
Gross Carrying Amount				
As at 1st April, 2018	56.09	3,446.31	3,502.40	109.16
Additions/Adjustments	7.57	-	7.57	135.19
Deductions/Adjustments	-	-	-	-
As at 31st March, 2019	63.66	3,446.31	3,509.97	244.35
Additions/Adjustments	5.78	-	-	-
Deductions/Adjustments	-	85.23	-	-
As at 31st March, 2020	69.44	3,361.08	3,430.52	244.35
Accumulated Amortisation / Impairment				
As at 1st April, 2018	20.41	879.82	900.23	-
Charge for the year	11.46	637.04	648.50	-
Disposals / Adjustments	-	25.08	25.08	-
As at 31st March, 2019	31.87	1,491.78	1,523.65	-
Charge for the year	13.33	941.59	954.92	-
Disposals / Adjustments	-	85.23	85.23	-
As at 31st March, 2020	45.20	2,348.14	2,393.34	-
Net Carrying Amount:				
As at 31st March, 2020	24.24	1,012.94	1,037.18	244.35
As at 31st March, 2019	31.79	1,954.53	1,986.32	244.35

5. Investment in Subsidiary

	As at 31st March, 2020	As at 31st March, 2019
--	------------------------	------------------------

Non-Current Investments

Investment in Equity Instrument of Subsidiary Company, at cost (Unquoted)
10,000 Equity Shares of Rs. 10/- each, fully paid-up in Ortel Broadband Limited
(31st March, 2019 : 10,000 equity shares)

	1.00	1.00
--	------	------

Aggregate amount of unquoted investment

	1.00	1.00
--	------	------

6. Investments

	As at 31st March, 2020	As at 31st March, 2019
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Non-Current Investments

Investments in Equity Instruments of Body Corporate designated at fair value through other comprehensive income (Unquoted)

325,500 Equity Shares of Rs. 10/- each, fully paid-up in Odisha Television Limited
(31st March, 2019: 325,500 equity shares)

	211.28	211.28
--	--------	--------

Aggregate amount of unquoted investment

	211.28	211.28
--	--------	--------

7. Loans

	As at 31st March, 2020	As at 31st March, 2019
--	------------------------	------------------------

Unsecured, Considered good

Security Deposits*
Amount Recoverable from ESOP Trust
Less: Impairment Loss Allowance

	230.95	246.41
	1.99	55.82
	(1.81)	(53.83)

	231.13	248.40
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* Includes deposit with Hon'ble High Court of Orissa Rs. 29.00 lakhs (31st March, 2019: Rs. 29.00 lakhs)

Ortel Communications Limited
Notes to Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
8. Other Financial Assets		
Non Current portion of Other Bank Balances:		
Fixed Deposits with bank having balance maturity of more than twelve months (Under Lien)*	1.40	0.80
Interest accrued but not due on Fixed Deposits with Banks	0.15	0.15
	1.55	0.95
*Includes:		
-Margin Money Deposits	1.40	0.80
9. Other Non-Current Assets		
	As at 31st March, 2020	As at 31st March, 2019
Unamortised Sales Incentive Costs	57.41	72.24
Advance for Capital Goods	110.13	147.85
Receivable on account of Gratuity (refer Note No. 43)	62.06	72.38
Deposits made under protest	142.13	140.13
	371.74	432.59
10. Inventories		
	As at 31st March, 2020	As at 31st March, 2019
Stores and Spares	37.91	59.61
	37.91	59.61
11. Trade Receivables		
	As at 31st March, 2020	As at 31st March, 2019
Unsecured, considered good	1,476.74	1,367.43
Unsecured, considered doubtful	724.17	414.08
	2,200.92	1,781.51
Less: Provision for doubtful receivables (refer Note No. 34)	724.17	414.08
	1,476.74	1,367.43
Note: Refer Note No. 39.1(ii)(a) for ageing analysis.		
12. Cash and Cash Equivalents		
	As at 31st March, 2020	As at 31st March, 2019
Balances with Banks:		
In Current Accounts	340.88	161.03
Cheques on hand	-	3.82
Cash on hand	46.93	247.96
	387.81	412.81

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
13. Other Bank Balances		
Fixed Deposits with Banks having balance maturity of twelve months or less:		
-Under Lien*	-	675.07
	-	675.07
* includes		
Margin money deposits		
- 12 months or less	-	675.07
14. Loans	As at 31st March, 2020	As at 31st March, 2019
Unsecured, Considered good		
Security Deposits	42.70	27.52
	42.70	27.52
15. Other Financial Assets	As at 31st March, 2020	As at 31st March, 2019
Interest accrued but not due on Fixed Deposits with Banks	0.07	14.78
	0.07	14.78
16. Other Current Assets	As at 31st March, 2020	As at 31st March, 2019
Advance for Supplies / Services	1,928.34	1,927.51
Prepaid Expenses	42.86	131.25
Employee Advances	9.05	7.16
Unamortised Sales Incentive Costs	64.82	94.56
	2,045.07	2,160.48
17. Share Capital	As at 31st March, 2020	As at 31st March, 2019
Authorised:		
Equity Shares:		
35,000,000 Equity Shares, Rs. 10/- par value per share (31st March, 2019 : 35,000,000 Equity Shares)	3,500.00	3,500.00
Preference Shares:		
66,000,000 Preference Shares, Rs. 10/- par value per share (31st March, 2019 : 66,000,000 Preference Shares)	6,600.00	6,600.00
	10,100.00	10,100.00
Issued, Subscribed and Paid-up:		
32,976,900 Equity Shares, Rs. 10/- par value per share fully paid (31st March, 2019 : 32,976,900 Equity Shares)	3,297.69	3,297.69
	3,297.69	3,297.69

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

Reconciliation of the Number of Equity Shares outstanding

Equity Shares	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	Rs. in lakhs	No. of shares	Rs. in lakhs
At the beginning of the year	3,29,76,900	3,297.69	3,04,76,900	3,047.69
Add: Issued during the year on exercise of Employee Stock	-	-	-	-
Add: Fresh Issued during the year	-	-	25,00,000	250
At the end of the year	3,29,76,900	3,297.69	3,29,76,900	3,297.69

Rights, preferences & restrictions in respect of each class of shares

The Company's authorised share capital consists of two classes of shares, referred to as Equity Shares and Preference Shares, having par value Rs. 10/- each.

Each holder of Equity Share is entitled to one vote per share. Preference Shareholder is eligible to vote only on the resolutions directly affecting the rights attached to his Preference Shares. The preferential shareholders have preferential right over the equity shareholders in respect of repayment of capital and payment of dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining

Details of Shareholders holding more than 5% of the equity shares each

Name of the Shareholder	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	% of Shareholding	No. of shares	% of Shareholding
Metro Skynet Limited	48,59,512	14.74%	48,59,512	14.74%
Panda Investments Private Limited	46,36,510	14.06%	46,36,510	14.06%
Odisha Television Limited	37,21,579	11.29%	37,21,579	11.29%
Raila Enterprises Private Limited	25,80,441	7.82%	25,80,441	7.82%

(Rs. in Lakhs)

18. Borrowings

Secured

Rupee Term Loans from:

Banks

Others

Finance Lease Obligations

Total Borrowings

Less: Current Maturities

Banks

Others

Finance Lease Obligations

(A)

Unsecured

Rupee Term Loans from:

Others

Less: Current Maturities

(B)

Unsecured

9% Non Convertible Redeemable Cumulative Preference Shares

(C)

Total Non-Current Borrowings

(A+B+C)

	As at 31st March, 2020	As at 31st March, 2019
Secured		
Rupee Term Loans from:		
Banks	3,985.90	3985.90
Others	11,947.58	11947.58
Finance Lease Obligations	710.89	710.89
Total Borrowings	16,644.37	16,644.37
Less: Current Maturities		
Banks	1,808.60	1801.12
Others	2,525.34	2500.05
Finance Lease Obligations	676.66	676.66
	(A)	11,666.54
Unsecured		
Rupee Term Loans from:		
Others	2,005.86	2005.86
Less: Current Maturities	440.86	440.86
	(B)	1,565.00
Unsecured		
9% Non Convertible Redeemable Cumulative Preference Shares	1,000.00	1,000.00
	(C)	
Total Non-Current Borrowings	14,198.77	14,231.54

Ortel Communications Limited Notes to Financial Statements for the year ended 31st March, 2019

18.3 Long Term Borrowings (Continued)

Terms of repayment:

Tenure	As at 31st March, 2020			As at 31st March, 2019		
	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount
Residual Maturity						
Term Loans from Banks:						
3-5 Years	618.20	KBL Base Rate + 3%	Repayable in 36 equal monthly installments of Rs.16.60 lakhs & the final installment (60th) of Rs.20.60 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.	618.20	KBL Base Rate + 3%	Repayable in 36 equal monthly installments of Rs.16.60 lakhs & the final installment (60th) of Rs.20.60 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.
3-5 Years	762.00	KBL Base Rate + 3%	Repayable in 54 equal monthly installments of Rs.14.00 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.	762.00	KBL Base Rate + 3%	Repayable in 54 equal monthly installments of Rs.14.00 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.
3-5 Years	1,000.00	UCO MCLR + 4.65%	Repayable in 40 equal monthly installments of Rs.25 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.	1,000.00	UCO MCLR + 4.65%	Repayable in 40 equal monthly installments of Rs.25 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.
Above 5 Years	971.99	UCO MCLR + 4.65%	Repayable in 70 equal monthly installments of Rs.14 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.	971.99	UCO MCLR + 4.65%	Repayable in 70 equal monthly installments of Rs.14 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.
As at 31st March, 2020						
Tenure	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount

Above 5 Years	649.95	UBI Base rate + 4.00%	Repayable in 46 equal monthly installments of Rs.14.00 lakhs & the final installment (60th) of Rs.19.95 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including holiday period.	649.95	UBI Base rate + 4.00%	Repayable in 46 equal monthly installments of Rs.14.00 lakhs & the final installment (60th) of Rs.19.95 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including holiday period.
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Term Loans from Others (Secured):

3-5 Years	1,803.02	14.50% (Floating)*	Repayable with first installment of Rs. 61.63 lakh and thereafter in 47 equal monthly installment of Rs. 53.78 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,803.02	14.50% (Floating)*	Repayable with first installment of Rs. 61.63 lakh and there after in 47 equal monthly installment of Rs. 53.78 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.

Tenure	As at 31st March, 2020			As at 31st March, 2019		
	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.

3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,580.87	14.50% (Floating)*	Repayable with first installment of Rs. 54.04 lakh and thereafter in 47 equal monthly installment of Rs. 47.16 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,580.87	14.50% (Floating)*	Repayable with first installment of Rs. 54.04 lakh and there after in 47 equal monthly installment of Rs. 47.16 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
1-3 Years	657.79	11.26%	Repayable in 4 quarterly installments of Rs.60.74 lakhs and 8 quarterly installments of Rs.67.68 lakhs. Installments are inclusive of interest.	657.79	11.26%	Repayable in 4 quarterly installments of Rs.60.74 lakhs and 8 quarterly installments of Rs.67.68 lakhs. Installments are inclusive of interest.

Term Loans from Others (Unsecured):

3-5 Years	341.59	14.25%	21 monthly installments of Rs.18.47 lakhs. Installments are inclusive of interest.	341.59	14.25%	21 monthly installments of Rs.18.47 lakhs. Installments are inclusive of interest.
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Tenure	As at 31st March, 2020			As at 31st March, 2019		
	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount
3-5 Years	99.27	14.25%	22 monthly installments. Interest to be serviced on monthly basis on balance outstanding.	99.27	14.25%	22 monthly installments. Interest to be serviced on monthly basis on balance outstanding.
3-5 Years	850.00	9.00%	Payable within 5 years with interest payable annually.	850.00	9.00%	Payable within 5 years with interest payable annually.
0-2 Years	650.00	9.00%	Payable within 2 years with interest payable annually.	650.00	9.00%	Payable within 2 years with interest payable annually.

Finance Lease Obligations

0-3 Years	633.62	8.50% **	Repayable in 16 monthly installments which vary for each phase. 31 phases have been disbursed till March 31, 2017. Repayment for Phase 1 started on June 2008. Repayment upto 31st Schedule will end on September 2019. 1-23 phases has been repaid in full till March 31, 2019.	633.62	8.50% **	Repayable in 16 monthly installments which vary for each phase. 31 phases have been disbursed till March 31, 2017. Repayment for Phase 1 started on June 2008. Repayment upto 31st Schedule will end on September 2019. 1-23 phases has been repaid in full till March 31, 2019.
1-3 Years	77.27	11.91%	Repayable in 13 quarterly installments of Rs.7.08 lakhs. Installments are inclusive of interest.	77.27	11.91%	Repayable in 13 quarterly installments of Rs.7.08 lakhs. Installments are inclusive of interest.

*Floating rate based on the SBR (SREI Benchmark Rate) which is subject to variations.

** Interest rate is different for different phases, average interest rate being approx 8.50% (8.50% for the 31st March, 2018)

Non Convertible Redeemable Cumulative Preference Shares (Unsecured)

5 Years	1,000.00	9%	Repayable within a maximum period of 5 years from the date of allotment of shares, as may be determined by the Board	.	.	.
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Note: Currently the Company is under CIRP and is not require to meet any loan or interest obligation till approval of final resolution. Hence due to non availability of data of repayments schedule of borrowings, borrowings are classified current / non current based on normal circumstances.

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
19. Other Financial Liabilities		
Long-Term LCO Liability	896.48	1,315.62
Security Deposits	8.88	9.42
	905.36	1,325.04
20. Provisions		
Provision for Employee Benefits:		
- Leave Encashment (refer Note No. 43)	35.20	32.43
	35.20	32.43
21. Other Non-Current Liabilities		
Unamortised Infrastructure Leasing Income	62.81	160.91
Unamortised Connection Fee Income	213.93	480.02
	276.75	640.94
22. Borrowings		
Loans Repayable on Demand (Secured) :		
Working Capital facilities from Bank	1,642.05	1,642.05
Term Loan (Unsecured) :		
From Others	1,690.00	1,690.00
Total Current Borrowings	3,332.05	3,332.05
22.1 Secured by way of hypothecation of stocks of Networking items and book debts of the Company. The following assets are kept as collateral: Already hypothecated fixed assets purchased out of term loan availed from IPICOL and SREI charged on pari passu basis, equitable mortgage of leasehold property at Bhubaneswar, equitable mortgage of immovable property and flat at Cuttack and Bhubaneswar and personal guarantee of one of the Directors.		
23. Trade Payables		
Micro and small enterprises (refer Note No. 23.1)	-	-
Others	4,175.01	4,017.00
	4,175.01	4,017.00

23.1 Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

Particulars	As at 31st March, 2020	As at 31st March, 2019
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
	-	-

Dues as above, to the Micro Enterprises and Small Enterprises have been determined by the Management. This has been relied upon by the auditors.

24. Other Financial Liabilities

	As at 31st March, 2020	As at 31st March, 2019
Current Maturities of Long-term borrowings (refer Note No. 18)	4,774.81	4,742.03
Current Maturities of Finance Lease Obligations (refer Note No. 18)	676.66	676.66
Interest accrued but not due on Borrowings	56.47	56.47
Interest accrued and due on Borrowings	438.78	438.78
Other Payables:		
- Payable to Employees	2,575.32	2,507.94
- LCO Liability	94.09	616.67
- Creditors for Capital Goods	6,990.96	6,933.23
- Earnest Money Deposits	131.93	121.05
- Liability for Operating Expenses	4,388.29	3,450.64
	20,127.29	19,543.47

25. Other Current Liabilities

	As at 31st March, 2020	As at 31st March, 2019
Statutory Liabilities	1,638.93	1,597.38
Advance from Customers (refer Note No. 47)	178.49	187.56
Accrued Income	0.63	
Liability for Operating Expenses	600.76	502.78
Unamortised Connection Fee Income	301.88	691.12
Unamortised IFL Fee Income	103.22	387.98
	2,823.90	3,366.82

26. Provisions**Provision for Employee Benefits**

- Leave Encashment (refer Note No. 43)

	As at 31st March, 2020	As at 31st March, 2019
	3.46	6.92
	3.46	6.92

27. Revenue From Operations

Cable Subscription Fees

Internet Subscription Fees

Channel Carriage Fees

Connection Fees- Cable TV

Connection Fees- Internet

Income from Infrastructure Leasing

Signal Uplinking Income

Income from Broadcaster Incentive

	Year ended 31st March, 2020	As at 31st March, 2019
	5,731.59	6,449.98
	466.86	1,034.31
	260.04	1,619.27
	632.63	679.13
	64.50	96.00
	817.35	850.72
	324.16	327.52
	333.22	-
	8,630.34	11,056.93

28. Other Income

Interest on

-Fixed deposits with banks

-Others

Insurance Claims

Liabilities no longer required written back

Rental Income

Miscellaneous Income

POM Income

	Year ended 31st March, 2020	As at 31st March, 2019
	14.86	61.58
	0.86	60.66
	150.34	45.27
	27.06	200.25
	3.60	6.25
	19.00	45.14
	86.63	-
	302.35	419.15

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	Year ended 31st March, 2020	Year ended 31st March, 2019
29. Bandwidth Cost		
International Lease Line Charges	248.58	424.60
Intercity Link Charges	437.94	552.67
Uplinking Charges	220.42	220.42
	906.93	1,197.69
30. Employee Benefits Expense		
Salary, Wages and Bonus	1,063.12	1,405.89
Contribution to Provident and Other Funds	121.74	118.38
Employee Stock Option Expenses	-	-
Staff Welfare Expenses	26.49	24.77
	1,211.35	1,549.04
31. Finance Costs		
Interest Expense (refer Note No. 52)	-	2,095.49
Other Borrowing costs	-	8.04
	-	2,103.53
32. Depreciation and Amortisation Expense		
Depreciation/ Amortisation of tangible assets	2,542.02	2,578.04
Less: On account of closure of Finance Lease	-	-
(A)	2,542.02	2,578.04
Amortization of intangible assets	13.33	11.46
(B)		
Amortization of NCF	941.59	637.04
Less: Excess of amortisation over commission	879.97	443.68
(C)	61.62	193.36
Total	(A+B+C) 2,616.97	2,782.86

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

(Rs. in Lakhs)

33. Other Expenses	Year ended 31st March, 2020	Year ended 31st March, 2019
Power and Fuel	312.56	505.95
Rent	131.29	435.77
Commission and Incentive	233.50	345.33
Collection Charges	229.81	356.99
Consumption of Stores & Spare Parts	179.52	232.47
Repairs to Machinery	195.50	65.50
Repairs - Others	78.78	88.37
Insurance	92.40	189.70
Travelling & Lodging	218.52	284.19
Rates and Taxes	85.80	375.33
Professional Charges	83.63	112.46
Work outsourcing expenses	32.87	42.53
Postage and Telephone	19.90	32.71
Printing and Stationery	13.22	16.34
CIRP Expense (refer Note No. 41)	257.10	60.06
Provision for doubtful receivables (refer Note No. 34)	310.09	558.72
Credit note issued (refer Note No. 34.1)	1744.73	-
Bad Debts written off	45.20	786.51
Impairment Loss Allowance	1.81	53.83
Marketing Expenses	19.29	33.36
Foreign Exchange Loss (net)	438.31	364.68
Directors' sitting fees	0.00	1.85
Miscellaneous Expenses	47.16	85.95
Total Other Expenses	4,770.98	5,028.60
34. Provision for Doubtful Receivables	Year ended 31st March, 2020	Year ended 31st March, 2019
Closing Provision for doubtful receivables (refer Note No. 11)	724.17	414.08
Less: Opening Provision for doubtful receivables	414.08	6,794.14
Add: Provision for doubtful receivables utilised to issue credit notes during the year (refer Note No. 34.1)	-	6,794.14
Add: Provision for doubtful receivables created and utilised to issue credit notes during the year (refer Note No. 34.1)	-	50.61
Less: Exceptional Items	-	-
Less: Provision no longer required written back	-	-94.03
	310.09	558.72
34.1 Credit note Issued	Year ended 31st March, 2020	Year ended 31st March, 2019
Credit notes issued during the year	1,744.73	6,844.75
Less: Provision for doubtful receivables utilised to issue credit notes during the year	-	6,794.14
Less: Provision for doubtful receivables created and utilised to issue credit notes during the year	-	50.61
	1,744.73	-
35. Payments to the Auditor (excluding taxes)	Year ended 31st March, 2020	Year ended 31st March, 2019
As Auditor - Statutory Audit, Limited Reviews & Tax Audit	28.50	28.50
For Other Services	4.00	2.50
For reimbursement of expenses	0.44	0.67
	32.94	31.67

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

36. Disclosure pursuant to Indian Accounting Standard 12 - Income Taxes

- (i) In the absence of probability of sufficient future taxable income, the Company has recognised deferred tax assets only to the extent of deferred tax liabilities.
- (ii) The breakup of deferred tax assets and liabilities into major components is as under

Particulars	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
Deferred tax liabilities		
Difference between tax base and book base of Property, Plant and Equipment and Intangible Assets	6,530.67	3,679.10
Finance lease obligations	382.59	319.00
	6,913.26	3,998.10
Deferred tax assets		
Statutory dues	-	526.94
Bonus	53.98	44.56
Leave encashment	13.51	13.75
Provision for doubtful receivables	253.06	95.45
Others	-	381.00
Brought forward losses and unabsorbed depreciation	6,592.71	7,716.24
	6,913.26	8,777.95
Net deferred tax assets / (liabilities)	-	4,779.85

Note :

Net deferred tax assets as above has not been recognised because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.

- (iii) Since the Company had incurred an accounting loss in the current and previous year, the numerical reconciliation between tax expense and the product of accounting profit multiplied by the applicable tax rate is not relevant for

37. Earnings Per Share

	As at 31st March, 2020	As at 31st March, 2019
(a) Profit / (Loss) after Tax attributable to Equity Shareholders (Rs. in Lakhs)	(3,485.46)	(5,122.59)
(b) Weighted average number of Equity Shares (Basic)	3,29,76,900	3,26,27,585
(c) Weighted average number of Equity Shares (Diluted)	3,29,76,900	3,26,27,585
(d) Basic earnings per share (in Rs.) [(a)/(b)]	(10.57)	(15.70)
(e) Diluted earnings per share (in Rs.) [(a)/(c)]	(10.57)	(15.70)
(f) Nominal Value per Equity Shares (in Rs.)	10.00	10.00

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

The following table demonstrates the sensitivity in the USD to the Indian Rupee and the resulting impact on the Company's Profit/(Loss) before tax, due to changes in the fair value of monetary assets and liabilities :

(Rs. in lakhs)

Particulars	Change in currency exchange rate		Effect on Profit/(Loss) Before Tax	
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
USD	+5%	+5%	(275.38)	265.49
	-5%	-5%	275.38	265.49

The carrying amount of Company's foreign currency exposure at the end of the reporting period which is not hedged by derivative instrument or otherwise is as follows:

Payable in Foreign Currency	Currency	Amount (USD in Lakhs)	Amount (Rs. in Lakhs)
As at 31st, Mar, 2020	USD	73.06	5,507.67
As at 31st March, 2019	USD	76.76	5,309.74

(b) **Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. Any changes in the interest rates environment may impact future cost of borrowings. The interest rate risk is managed by the Company by monitoring monthly cash flows which is reviewed by management to prevent loss of interest.

The following table demonstrates the fixed and floating rate borrowings of the Company:

(Rs. in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Floating rate borrowings	16,935.25	16,935.25
Fixed rate borrowings	6,047.04	6,047.04

ii) **Credit risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with banks and other financial instruments.

(a) **Trade receivables**

The Company extends credit to various corporate customers in the normal course of business. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major customers.

The ageing of trade receivables is as follows:

(Rs. in lakhs)

Particulars	Outstanding			Total
	upto 6 months	Above 6 months	Above 12 months	
Trade receivables				
As at 31st March, 2020				
Secured	-	-	-	-
Unsecured	1,785.55	415.37	-	2,200.92
Gross total	1,785.55	415.37	-	2,200.92
Provision for doubtful receivables	(724.17)	-	-	(724.17)
Net total	1,061.37	415.37	-	1,476.74
As at 31st March, 2019				
Secured	-	-	-	-
Unsecured	1,223.09	258.16	300.26	1,781.51
Gross total	1,223.09	258.16	300.26	1,781.51
Provision for doubtful receivables	(179.41)	(174.16)	(60.51)	(414.08)
Net total	1,043.68	84.00	239.75	1,367.43

The Company follows a simplified approach [i.e., based on lifetime Expected Credit Losses ('ECL')] for recognition of impairment loss allowance on trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. Further, the Company has analysed ECL separately for cable TV (CATV) customers, Broadband customers and Corporate customers primarily because the characteristics and historical bad debts trend was different for different revenue streams.

The Company has made provision for doubtful receivables in respect of both retail and non retail customer, as considered, necessary, based on management's best estimate which is over and above the provision required to be made under ECL model. For other receivables where management did not anticipate any issue in recoverability, loss allowance was provided for in accordance with ECL model as described above.

(b) **Deposits with banks and other financial instruments**

The Company considers factors such as track record, market reputation and service standards to select banks with which balances and deposits are maintained. Generally, the balances are maintained with the banks with which the Company has also availed borrowings. The Company does not maintain significant cash balances other than those required for its day to day operations.

iii) **Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and working capital limits. The Company closely monitors its liquidity position through forecasts on the basis of expected cash flows.

39 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company's capital management is to safeguard continuity, maintain healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through equity, internal accruals, long term borrowings and short term borrowings.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

40. Fair value of Financial Assets and Liabilities

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements:

(Rs. in lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at fair value through other comprehensive income				
Investment in Equity Instrument	211.28	211.28	211.28	211.28
Financial Assets designated at amortised cost				
Trade Receivables	1,476.74	1,476.74	1,367.43	1,367.43
Cash and Cash Equivalents	387.81	387.81	412.81	412.81
Employee Advances	-	-	-	-
Security Deposits	273.65	273.65	273.93	273.93
Amount recoverable from ESOP Trust	0.18	0.18	1.99	1.99
Fixed Deposits with Banks	1.40	1.40	675.86	675.86
Interest accrued but not due on Fixed Deposits with Banks	0.22	0.22	14.94	14.94
Income accrued but not due	-	-	-	-
Total Financial Assets	2,351.28	2,351.28	2,958.25	2,958.25
Financial Liabilities designated at amortised cost				
LCO Liability	990.57	990.57	1,932.29	1,932.29
Borrowings (including current maturities)	22,982.29	22,982.29	22,982.29	22,982.29
Liability for Operating and Other Expenses	4,388.29	4,388.29	3,450.64	3,450.64
Creditors for Capital Goods	6,990.96	6,990.96	6,933.23	6,933.23
Trade Payables	4,175.01	4,175.01	4,017.00	4,017.00
Interest accrued	495.24	495.24	495.25	495.25
Payable to Employees	2,575.32	2,575.32	2,507.94	2,507.94
Others	140.80	140.80	130.47	130.47
Total Financial Liabilities	42,738.49	42,738.49	42,449.10	42,449.10

Fair valuation techniques

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate certain fair values:

- i) Fair value of trade receivables, other bank balances, deposits, employee advances, trade payables, payables for acquisition of non current assets, demand loans from banks, cash and cash equivalents and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- ii) The fair value of Non-Current Investments in equity instruments of a Body Corporate was calculated based on cash flows discounted using an appropriate rate. It is classified as level 3 in the fair values hierarchy due to the inclusion of unobservable inputs.

Fair Value hierarchy

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

- i) Quoted prices/published NAV (unadjusted) in active markets for identical assets or liabilities (level 1). It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like equity shares for which quoted prices are available in active markets at the balance sheet date.
- ii) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable, then the instrument is included in level 2.
- iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(Rs. in lakhs)

Particulars	Fair value measurement using significant unobservable inputs (Level - 3)	
	As at 31st March, 2020	As at 31st March, 2019
Financial Assets		
Investment in Equity Instrument of Body Corporate	211.28	211.28
Total Financial Assets	211.28	211.28

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy, as at 31st March, 2020, 31st March, 2019 :

Particulars	Fair value	Valuation	Inputs used
Investment in Equity Instrument of Body Corporate	Level 3	Discounted cash flow	Future cash flows Return on Capital Employed

41 CIRP Expense

CIRP cost incurred during the year are as follows :

(Rs. in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Fees to Interim Resolution Professional	0.00	9.67
Fees to Resolution Professional	84.60	10.90
Other Professional Fees	141.98	21.30
For reimbursement of expenses	10.88	1.20
Other expenses	19.64	16.99
	257.10	60.06

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Notes to Financial Statements for the Year ended 31st March 2020

42. Disclosure pursuant to Indian Accounting Standard 103 - Business Combinations

The Company acquires the "Cable Network Business" of various Local Cable Operators ('LCOs') which, inter alia, consists of equipments, infrastructure and cable television subscribers and enters into agreements with the LCOs in this regard, whereby the LCOs agree to sell their "Cable Network Business". The LCOs also agree not to compete with the Company for a specified period in the areas where the LCOs have transferred their cable television subscribers to the Company. The amount payable for acquisition of equipments & infrastructure has been capitalised under relevant categories of tangible assets and the amount payable as non-compete fee has been treated as an Intangible asset.

Details of acquisitions that resulted in creation of goodwill are as follows:

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st 1st March, 2019
Fair Value of consideration paid / payable -	-	454.27
Assets taken over		
Property, Plant & Equipment	-	107.86
Non - compete fees recognised	-	211.22
Total Assets	-	319.08
Liabilities taken over - -		
Net assets taken over	-	319.08
Consideration transferred -	454.27	
Goodwill	-	135.19

Note: There is no transaction since no acquisition of LCO's during the year

Details of acquisitions that resulted in bargain purchase are as follows:

Details of acquisitions that resulted in bargain purchase are as follows:

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st 1st March, 2019
Fair Value of consideration paid / payable -	-	1,035.55
Assets taken over		
Property, Plant & Equipment	-	356.12
Non - compete fees recognised	-	839.50
Total Assets	-	1,195.62
Liabilities taken over	-	-
Net assets taken over	-	1,195.62
Consideration transferred	-	1,035.55
Bargain Purchase Gain	-	160.07

Note: There is no transaction since no acquisition of LCO's during the year

Disclosure pursuant to Indian Accounting Standard 19 - Employee Benefits

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st 1st March, 2019
Employer's contribution towards:		
- Provident Fund	82.84	65.42
- Employee State Insurance	25.28	39.65

(b) Defined Benefit Plan:

"The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. " "The Employees Gratuity Fund Scheme, which is a defined benefit plan, is managed by a trust maintained with Life Insurance Corporation of India (LIC). The Employees Leave Encashment Scheme, which is a defined benefit plan is unfunded." "The present value of the obligation is determined based on actuarial valuation using Projected Units Credit Method, which recognizes each period of service as giving rise to additional units of employees benefit entitlement and measures each unit separately to buildup the final obligation."

The following table sets out the details of amount recognised in the financial statements in respect of employee benefit schemes:

(i) The amounts recognised in the Balance Sheet are as under:

(Rs. in Lakhs)

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(ii) Changes in present value of obligation:

(Rs. in Lakhs)

Particulars	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	2019-20	2018-19	2019-20	2018-19
Present Value of obligation at the beginning of the year	156.44	205.88	39.35	69.39
Interest Cost	11.55	12.39	3.01	4.15
Current service cost	17.73	16.53	1.16	0.99
Past service cost	-	-	-	-
Benefits paid	(10.99)	(89.98)	-	31.07
Actuarial (gain)/loss on obligation	(2.50)	11.62	(4.86)	4.10
Present value of obligation as at the end of the year	172.23	156.44	38.66	39.35

(iii) Changes in plan assets:

(Rs. in Lakhs)

Particulars	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
Fair Value of plan assets as at the beginning of the year	228.82	286.67	-	-
Return on plan assets	17.13	19.06	-	-
Contributions	1.16	15.00	-	-
Benefits paid	(10.99)	(89.98)	-	-
Actuarial gain/ (loss) on plan assets	(0.62)	(1.93)	-	-
Other Expenses (Mortality Charges, Policy Admin Charges & Related Taxes)	(1.21)	-	-	-
Fair value of plan assets as at the end of the year	234.29	228.82	0.00	-

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Notes to Financial Statements for the Year ended 31st March 2020

(iv) Recognised in the Statement of profit and loss

(Rs. in Lakhs)

Particulars	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
Current service cost	17.73	16.53	1.16	0.98
Past Service Cost	-	-	-	-
Actuarial Loss/(Gain)	-	-	-	-
Interest cost	5.58	6.68	3.01	4.14

(v) Recognised in other comprehensive income

(Rs. in Lakhs)

Particulars	Gratuity	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Remeasurement actuarial loss/(gain)	(1.88)	13.56

(vi) Principle actuarial assumptions at the Balance Sheet date are as follows:

Particulars	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
Discount rate per annum compounded	6.73%	7.65%	6.73%	7.65%
Rate of increase in salaries	6.50%	6.50%	6.50%	6.50%
Rate of return on plan assets	6.73%	7.65%	6.73%	-
Expected average remaining working lives of employees (years)	20.74	21.65	20.74	21.65
Withdrawal rates	1%			
Mortality table	Standard table: Indian Assured Lives Mortality (2012-2014) Ultimate.			

Note : In the absence of detailed information regarding plan assets which is funded with Life Insurance Corporation of India, the composition of each major category of plan assets, the percentage and amount for each category of the fair value of plan assets has not been disclosed.

(vii) Risk exposure

These plans are exposed to the actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk : The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields on government bonds at the end of the reporting period. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk : A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan assets.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(viii) Sensitivity Analysis

Sensitivity analysis on effect on Defined Benefit Obligations on changes in significant assumptions as per Note 43 (b) (vi) are as follows:-

(Rs. in Lakhs)

Particulars	Change in assumption	Effect on Gratuity obligation	Effect on Leave Encashment
For the Year ended 31st March, 2020			
Under Base Scenario	0.00%	172.23	38.66
Salary Escalation - Up by 1%	11.40%	191.83	43.09
Salary Escalation - Down by 1%	-9.70%	155.47	34.87
Withdrawal Rates - Up by 1%	0.00%	172.28	37.81
Withdrawal Rates - Down by 1%	0.00%	172.16	39.65

Discount Rates - Up by 1%	-9.50%	155.86	35.10
Discount Rates - Down by 1%	11.20%	191.60	42.89
For the Year ended 31st March, 2019			
Discount rate	1.00%	141.38	37.48
	-1.00%	174.23	41.43
Salary rate	1.00%	174.46	41.66
	-1.00%	141.03	37.24
Attrition rate	1.00%	157.74	39.15
	-1.00%	154.94	39.57

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognized within the Balance Sheet. The methods and type of assumptions used in preparing the sensitivity analysis did not change compared to prior year.

Presentation in the Statement of Profit and Loss, Other Comprehensive Income ('OCI') and Balance Sheet

Gratuity and leave encashment benefits are in the nature of defined benefit plans and re-measurement gains/(losses) on defined benefit plans are shown under OCI as 'Items that will not be reclassified to profit or loss'.

Expense for service cost, net interest on net defined benefit liability/(asset) is recognised in the Statement of Profit and Loss.

Ind AS 19 does not require segregation of net defined liability/(asset) into current and non-current, however net defined liability/(asset) is bifurcated into current and non-current portions in the balance sheet, as per Ind AS 1 on "Presentation of Financial Statements".

44. Employee Stock Option Scheme 2010 (ESOS 2010)

The Board, vide its resolution dated 19th December, 2010, approved (i) ESOS 2010 for granting Employee Stock Options in the form of Equity Shares linked to the completion of a minimum period of continued employment and (ii) Employee Performance Linked Stock Option to be issued at par in lieu of loyalty bonus linked to specified performance target to the eligible employees of the Company monitored and supervised by the Compensation Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme And Employee Stock Purchase Scheme) Guidelines, 1999 and amendments thereof from time to time [since repealed on 28th October, 2014 pursuant to the coming into force of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with effect from the said date]. An employee who is a promoter or belongs to the promoter group shall not be eligible to participate in the scheme. The eligible employees for the purpose of ESOS 2010 will be determined by the Compensation Committee from time to time. The Employee Performance Linked Stock Option shall be subject to 18 months lock-in after the date of allotment whereas the Employee Stock Option is free from lock-in. The vesting period of Employee Performance Linked Stock Option and Employee Stock Option are 18 and 36 months respectively with 3 months exercise period for exercising the option to subscriber.

The Company had granted (net of options lapsed) 1,11,436 stock options in 2013-14 under the ESOS 2010 Scheme (Option XII), which had vested in earlier years and were allotted in FY 2017-18. All the exercised options were allotted in the form of Equity Shares.

Details of options granted under ESOS 2010 existing during the year :

Particulars	Employee Stock Option Plan-ESOS 2010 (Option XII)	Employee Stock Option Plan-ESOS 2010 (Option XIII)
Date of grant	23rd September, 2013	21st July, 2014
Date of Board approval	19th December, 2010	19th December, 2010
Number of options granted	1,79,600	48,150
Method of settlement	Equity	Equity
Vesting period (including 3 months Exercise period)	3.25 Years	3.25 Years
Weighted Average Remaining Contractual Life of options (in years)	-	-
Exercise price (Rs.)	70	70

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

The Company had granted (net of options lapsed) 1,11,436 stock options in 2013-14 under the ESOS 2010 Scheme (Option XII), which had vested in earlier years and were allotted in FY 2017-18. All the exercised options were allotted in the form of Equity Shares.

Details of options granted under ESOS 2010 existing during the year :

Particulars	Employee Stock Option Plan-ESOS 2010 (Option XII)	Employee Stock Option Plan-ESOS 2010 (Option XIII)
Date of grant	23rd September, 2013	21st July, 2014
Date of Board approval	19th December, 2010	19th December, 2010
Number of options granted	1,79,600	48,150
Method of settlement	Equity	Equity
Vesting period (including 3 months Exercise period)	3.25 Years	3.25 Years
Weighted Average Remaining Contractual Life of options (in years)	-	-
Exercise price (Rs.)	70	70

All the above valid options would be allotted in the form of Equity Shares on the basis of 1:1.

Fair Value of share options

The fair value of the options, determined by an external valuer, was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:

Particulars	179,600 Options (Vesting Period- 3.25 Years)	48,150 Options (Vesting Period- 3.25 Years)
	Option XII	Option XIII
Grant date share price (Rs.)	140	140
Exercise Price per Option (Rs.)	70	70
Expected Volatility (in %)*	61.43	61
Option Life (in years)	3.25	3.25
Dividend Yield (in %)	-	-
Risk-free interest rate (in %)	8.52	8.47
Fair Value of per options (Rs.)	83.51	89.05

*Since Ortel was an unlisted company at the time of grant of Options, the Expected Volatility (V) was taken based on one year historical volatility index of peer listed companies as per clause 27 of Appendix 1 of the guidance note issued by Institute of Chartered Accountants of India (ICAI).

Employee Stock Option Scheme, 2015 (ESOS 2015/Scheme): The Members of the Company vide their meeting dated 27th July, 2015 approved ESOS 2015 for granting Employee Stock Options in form of Equity Shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company administered by the Nomination & Remuneration Committee ("Committee") of the Board of Directors in compliance with the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time. The Scheme can be implemented either directly or through an Irrevocable Trust. However, if the scheme involves secondary acquisition of shares or gift or both, then it is mandatory to implement the scheme through Trust. The Company may lend or give refundable advance with or without interest to the trust to acquire shares of the Company from secondary market. Such secondary acquisition by trust shall not exceed 2% of the paid up equity capital of the Company as at the end of each financial year. An employee who is a promoter or belongs to the promoter group shall not be eligible to participate in the scheme. The eligible employees for the purpose of ESOS 2015 will be determined by the Compensation Committee from time to time. The vesting period of Employee Stock Option is not less than one year and not more than five years from the grant of offer with 3 months exercise period for exercising the option to subscribe. The shares issued against exercise of options may be subject to lock in for period till repayment of the funds availed from Company/trust or for any other period as may be decided by Committee. During period under review, no option is offered/granted pursuant to the Scheme. Further, as per the Scheme, the Company has set up an Irrevocable Trust, "Ortel Employee Welfare Trust" on 20th November, 2015 to implement the Scheme. As on 31st March, 2019, the trust had acquired 39,375 (31st March, 2018: 39,375) no's of equity shares from secondary market at an average acquisition price of Rs.138.03 (31st March, 2018: Rs.138.03) per shares which will offered to eligible employees at future as decided by the Committee.

45. Disclosure pursuant to Indian Accounting Standard 24 - Related Party Disclosures

(a) Names of Related Parties :

(i) Subsidiary	Country of Origin
1 Ortel Broadband Limited	India
(ii) Key Management Personnel (KMP)	Designation
Name	
1 Mrs. Jagi Mangat Panda (upto 26th November, 2018)	Managing Director
2 Mr. Bibhu Prasad Rath (upto 26th November, 2018)	President & Chief Executive Officer
(iii) Close family members of KMP	
1 Mr. Baijayant Panda - spouse of Mrs. Jagi Mangat Panda	
(iv) Entities controlled or jointly controlled or under significant influence of KMP and/or close family members of KMP (with whom transactions have taken place during the year)	
1 Indian Metals & Ferro Alloys Limited.	
2 Odisha Television Limited.	
3 Orissa Infratech Pvt. Ltd.	
4 B.P. Developers Private Ltd.	
5 Metro Skynet Limited.	
(v) Professionals appointed by National Company Law Tribunal in pursuant to CIRP	Designation
Name	
1 Mr. Anil Bhatia (wef 27th November, 2018)	Interim Resolution Professional (IRP)
2 Mr. Srigopal Choudhury (wef 1st February, 2019)	Resolution Professional (RP)

Ortel Communications Limited

Notes to Financial Statements for the Year ended 31st March 2020

(b) Summary of Transactions with Related Parties

(Figures in brackets represent corresponding amounts of previous year)

(Rs. in Lakhs)

Sl. No.	Nature of Transactions	Subsidiary	KMP	Close family members of KMP	Entities controlled or jointly controlled or under significant influence of KMP and/or close family members of KMP
1	Remuneration	-	61.24	-	-
		(-)	(98.41)	(-)	(-)
2	Sitting fees paid	-	-	-	-
		(-)	(-)	(-)	(-)
3	Signal Uplinking Income	-	-	-	324.16
		(-)	(-)	(-)	(327.52)
4	Rent Received	-	-	-	3.60
		(-)	(-)	(-)	(3.60)
5	Rent Paid	-	-	-	0.55
		(-)	(-)	(-)	(6.00)
6	Internet Subscription Fees	-	-	-	13.32
		(-)	(-)	(-)	(18.65)
7	Reimbursement of expenses (Paid)	-	-	-	0.14
		(-)	(13.21)	(-)	(16.00)
8	Reimbursement of expenses (Received)	-	-	-	17.43
		(-)	(-)	(-)	(25.32)
9	Subscription Fees	-	-	-	2.58
		(-)	(-)	(-)	3.52
10	Advertisement Expenses	-	-	-	12.00
		(-)	(-)	(-)	(12.00)
11	Channel Carriage Income	-	-	-	-
		(-)	(-)	(-)	(187.84)
12	Programming Cost	-	-	-	172.43
		(-)	(-)	(-)	(238.69)
13	Unsecured Loan Received	-	-	-	-
		(1,060.00)	(60.00)	(-)	(1,065.00)
14	Unsecured Loan Repaid	-	-	-	-
		(1,060.00)	(-)	(-)	(305.78)
15	Interest and Processing Fees on Unsecured Loan	-	-	-	-
		(-)	(0.87)	(-)	(157.30)
16	Issue of Shares under Employee Stock Option Plan	-	-	-	-
		(-)	(18.90)	(-)	(-)
17	Investment in Equity Instruments	-	-	-	-
		(-)	(-)	(-)	(-)
18	Issue of Preference shares	-	-	-	-
		(-)	(-)	(-)	(1,000.00)

19	Issue of Equity shares	-	-	-	-
		(-)	(-)	(-)	(875.00)
20	Payments to IRP and RP: As per 45(d) and (e) herein below				
21 a	Outstanding balances as at 31st March, 2020 :				
	a. Receivables	-	-	-	-
	b. Payables	-	126.63	0.71	2,398.49
21 b	Outstanding balances as at 31st March, 2019 :				
	a. Receivables	-	-	-	-
	b. Payables	-	178.98	0.71	2,293.80

Outstanding balances payable at the year-end are unsecured and settlement occurs in cash.

(c) Disclosure in respect of Material Related Party Transactions during the year (excluding reimbursements) :

1. Remuneration paid to Mrs. Jagi Mangat Panda Rs.12 (Previous Year: Rs.41.87 Lakhs), Mr. Bibhu Prasad Rath Rs. 48.70 Lakhs (Previous Year : Rs. 56.54 Lakhs), Mr. Bidu Bhusan Dash Rs.12.54 Lakhs (Previous Year: NIL)
2. Sitting fees as nominee paid to Mr. Baijayant Panda Rs.Nil (Previous Year: Rs. NIL).
3. Signal Uplinking Income received from Odisha Television Ltd. Rs. 324.12 Lakhs (Previous Year: Rs.327.52 Lakhs).
4. Rent received from Odisha Television Ltd. Rs.3.60 Lakhs (Previous Year: Rs.3.60 Lakhs).
5. Rent paid to Odisha Television Ltd. Rs. 0.55 Lakhs (Previous Year:Rs. 6.00 Lakhs).
6. Internet Subscription Fees received from Odisha Television Ltd. Rs. 13.32 Lakhs (Previous Year: Rs. 18.65 Lakhs) and Indian Metals & Ferro Alloys Ltd. Rs. 5.48 Lakhs (Previous Year: Rs. 7.08 Lakhs).
7. Subscription Fees received from Odisha Television Ltd. Rs. 1.64 Lakhs (Previous Year: Rs.1.64 Lakhs) and Indian Metals & Ferro Alloys Ltd. R. 0.94 Lakhs (Previous Year: Rs. 1.88 Lakhs).
8. Advertisement Expenses paid to Odisha Television Ltd. Rs.12.00 Lakhs (Previous Year: Rs. 12.00 Lakhs).
9. Channel Carriage Income received from Odisha Television Ltd. Rs.NIL Lakhs (Previous Year: Rs. 187.84 Lakhs).
10. Programming Cost paid to Odisha Television Ltd. Rs.172.43 Lakhs (Previous Year: Rs.238.69 Lakhs).
11. Unsecured Loan received from B.P. Developers Pvt. Ltd. Rs. NIL (Previous Year:Rs. NIL), Metro Skynet Ltd. Rs. NIL (Previous Year: Rs.NIL), Odisha Television Limited Rs. NIL (Previous Year Rs. 1065 Lakhs), Mrs. Jagi Mangat Panda Rs. NIL (Previous Year Rs. 60.00 Lakhs) and Ortel Broadband Ltd Rs.NIL (Previous Year: Rs. 1065 Lakhs).
12. Unsecured Loan repaid to Orissa Infratech Pvt. Ltd. Rs.NIL (Previous Year: Rs.55.78 Lakhs),and BP Developer Pvt Ltd Rs.NIL (Previous Year Rs 250.00 Lakhs)
13. Interest and Processing Fees on Unsecured Loan paid to Orissa Infratech Pvt. Ltd. Rs.NIL (Previous Year: Rs.36.39 Lakh), B.P. Developers Pvt. Ltd. Rs. NIL (Previous Year: Rs.3.75 Lakhs), Metro Skynet Ltd. Rs. NIL (Previous Year:Rs.10.94 Lakhs) and Jagi Mangat Panda Rs. NIL (Previous Year Rs. 0.87 Lakhs), Indian Metals and Ferro Alloys Limited Rs. NIL (Previous Year: Rs. 56.47 Lakhs) and Odisha Television Ltd Rs. NIL (Previous Year Rs. 49.75 Lakhs).
14. Issue of Shares under Employee Stock Option Plan to Mr. Bibhu Prasad Rath Rs.NIL (Previous Year: Rs . NIL).
15. Investment in Equity Instrument made in Ortel Broadband Ltd. Rs. NIL (Previous Year: Rs.NIL).
16. Preference Shares issued to Indian Metals & Ferro Alloys Limited Rs.NIL (Previous Year: Rs. 1000.00 Lakhs) and Equity Share Issued to Odisha Television Ltd Rs. NIL (Previous Year: Rs. NIL and BP Developers Pvt. Ltd. Rs. NIL (Previous Year: Rs. NIL)

(d) Payments to Interim Resolution Professional

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Professional Fees	-	9.67
Reimbursement of expenses	0.23	0.39
	0.23	10.06

(e) Payments to Resolution Professional

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Professional Fees	84.60	10.90
Reimbursement of expenses	10.85	0.64
	95.45	11.54

(f) Compensation to Key Management Personnel

The compensation to key management personnel during the year was as follows:-

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Short-term employee benefits	61.24	76.42
Post-employment benefits	15.40	19.41
Other Long term Benefits	2.68	2.58
Share Based Payments	-	-
	79.33	98.41

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

46. Capitalisation of Expenses

During the year, the Company has capitalised the following expenses to the cost of Property, Plant and Equipment under the head "Cable Network-Backbone". Consequently, expenses disclosed under the respective notes (in Note Nos. 30 & 33) are net of amounts capitalised by the Company.

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Employee Benefits Expense	43.94	356.53
Other Expenses	-	7.30
	43.94	363.83

47. Advance from customers includes Rs. 74.46 Lakhs (Previous Year: Rs. 74.46 Lakhs), being Electricity Inspection Duty collected from the customers (levied by the Department of Energy, Government of Odisha vide its notification dated 29th March, 2002 under Indian Electricity Rules, 1956) but not deposited with the appropriate authorities on the ground that neither the rules nor the notification is applicable to the Company and the charging chapter of the Notification does not authorise the electrical Inspector to levy fees on any person other than the owner of the television connection. The Company has filed a writ petition before Hon'ble High Court of Orissa against the said Notification and obtained an order to the effect that no coercive action can be taken against the Company until the disposal of the case. However, as per the direction of Hon'ble High Court of Orissa vide its order dated 9th February, 2007, Rs. 29.00 Lakhs was deposited with the said Court. "Subsequently, Hon'ble High Court of Orissa vide its order dated 5th November, 2007 directed the Government of Odisha to take a decision as to whether the inspection charges so far as consumer of television connections are concerned can be waived and/or imposed and also directed the Company not to collect any amount from any individual customer until a decision is taken by the Government of Odisha.

Particulars	Segment Assets				Segment Liabilities		(Rs. In Lakhs)
	As at 31st March, 2020	As at 31st Dec, 2019	As at 30th Sep, 2019	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2018	
Cable TV	27,951.60	16,595.78	14,400.80	15,575.16	7,847.25	17,380.54	10,610.43
Broadband	1,972.05	2,498.23	2,457.69	2,875.42	627.20	2,302.75	1,008.69
IFL	1,870.75	1,848.52	1,797.13	1,786.52	166.06	1,993.90	548.89
Others	221.13	139.19	179.88	204.97	11.34	0.00	50.89
Unallocable	8,337.25	20,218.43	23,500.10	24,012.67	37,225.94	25,420.38	34,277.30
Total	40,352.78	41,300.16	42,335.60	44,454.74	45,877.80	47,097.56	46,496.21

iii) Other segment information

Particulars	Depreciation and Amortisation Expense (allocable)		Addition to Non - Current Assets (allocable) i.e. Capital Expenditure		Bad Debts and Allowance on Trade Receivables and Advances		(Rs. In Lakhs)
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019	
Cable TV	1,096.85	1,186.99	41.39	1,584.86	1,887.36	1,488.91	1,887.36
Broadband	134.34	97.05	42.58	23.64	148.91	148.91	148.91
IFL	98.76	93.52	139.71	74.55	66.02	66.02	66.02
Others	1,584.37	36.20	915.12	70.63	2.27	2.27	2.27
Total	2,914.33	2,914.33	1,138.80	1,783.00	2,100.03	2,100.03	2,100.03
Year ended 31st March, 2019							
Cable TV	1,186.99	1,186.99	1,584.86	1,584.86	806.88	806.88	806.88
Broadband	97.05	97.05	23.64	23.64	356.97	356.97	356.97
IFL	93.52	93.52	74.55	74.55	70.63	70.63	70.63
Others	36.20	36.20	915.12	70.63	16.72	16.72	16.72
Total	2,782.86	2,782.86	2,940.18	2,940.18	1,251.20	1,251.20	1,251.20

iv) Unallocated Assets comprises of:

Particulars	As at 31st March, 2020	As at 31st March, 2019	(Rs. In Lakhs)
Property, Plant and Equipment	5,039.99	20,072.06	20,072.06
Investments	243.69	212.28	212.28
Capital Work-in-Progress	799.49	230.84	230.84
Income Tax Assets (Net)	1,008.27	913.59	913.59
Other Assets	1,245.81	2,583.90	2,583.90
Total Assets	8,337.25	24,012.67	24,012.67

v) Unallocated Liabilities comprises of:

(Rs. In Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Borrowings	22,982.29	22,982.30
Interest Accrued	495.24	495.25
Creditor for Capital Goods	5,417.96	2,675.51
Other Liabilities	2,805.43	8,124.24
Total Liabilities	31,700.92	34,277.30

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion. We have nothing to report in this regard.

Material Uncertainty Related to Going Concern

We draw attention to Note No. 48 to the Consolidated financial statements which indicates that due to the events or conditions as mentioned in the said Note, material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. However, the consolidated financial statements have been prepared on a going concern basis for the reason stated in the same Note.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Hon'ble National Company Law Tribunal ('NCLT'), New Delhi Branch, admitted a petition for initiation of CIRP u/s 9 of the Insolvency and Bankruptcy Code, 2016 ('IBC') filed by one of the operational creditors of the Company vide order dated 27th November, 2018 and appointed an Interim Resolution Professional ('IRP') to manage the affairs of the Company in accordance with the provisions of IBC. The Committee of Creditors ('CoC') in its meeting held on 7th January, 2019 passed a resolution proposing to replace the IRP and appoint a Resolution Professional ('RP') which was confirmed by NCLT vide its order dated 1st February, 2019. In view of pendency of the CIRP and in view of suspension of powers of Board of Directors and explained to us, the power of adaption of the Consolidated financial statements of the Company for the year ended 31st March, 2020 vests with the Resolution Professional (refer Note No. 1 to the Consolidated financial statements).

The Company's Resolution Professional is responsible for the matters stated in section 136(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, change in equity and cash flow of the Company in accordance with Indian Accounting Standard ("IND AS") specified under section 133 of the Act, read with Companies (Indian Accounting Standard) Rule, 2015, as amended and other accounting principle generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are responsible and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair

view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, the Resolution Professional is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Resolution Professional either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Resolution Professional is also responsible for overseeing the Company's financial process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to conduct an audit of the Company's consolidated financial statements in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India ("ICAI") and to issue an auditor's report. However, because of the matters described in the Basis of Disclaimer of opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Company in accordance with the Code of Ethics issue by ICAI and provisions of the Act that are relevant to our audit if the consolidated financial statements in India under Act, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics issue by ICAI and the requirements under the Act.

Other Matters

We did not audit the financial statements of the subsidiary, whose financial statements reflects total assets of Rs. 0.21 lakhs as at 31st March, 2020, total revenue of Rs. Nil and net cash outflows amounting to Rs. 0.50 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are audited and have been certified by the management and our opinion on the consolidated financial statements, in so far as to relates to the amounts and disclosure included in respect of the subsidiary and our reports in terms of sub - section (3) of Section 143 of the Act, in so far as it relates to the subsidiary is based solely on such audited financial statements. In our opinion and according to the information and explanations given to us by the management of the Company, these audited financial statements are not material to the consolidated financial statements.

In view of lockdown imposed nationwide since 23rd March, 2020 due to COVID-19 pandemic and imposition of travel restrictions, physical verification of books of accounts, documents, other audit evidences and face to face discussion with management of the Company, in person, could not be done by us. We have relied on documents

provided to us electronically over mail. We have received the internal audit report for Q1, Q2, Q3 and Q4 but due to travel restrictions we are unable to verify the observations as given by the internal auditors and have relied on such reports of internal auditor. We could not verify physical cash balance as on 31st March, 2020 in different location of the company and have relied on the certificate provided by the management for the cash balance of Rs. 46.93 lakhs (P/Y : Rs. 247.96 lakhs).

Report on Other Legal and Regulatory Requirements

- 1) As required by section 143(3) of the Act, we report that:
 - a) As described in the basis for Disclaimer of Opinion paragraph, we sought but were unable to obtain all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - c) The matters described under the Basis for Disclaimer of Opinion paragraph and Material Uncertainty Related to going concern paragraph, as above, in our opinion, may have an adverse effect on the functioning of the Company;
 - d) As the company is under CIRP the power of the directors is temporarily suspended, thus reporting regarding directors' disqualification under Section 164(2) of the Act is not required;
 - e) Any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Disclaimer of Opinion paragraph above;
 - f) With respect to the adequacy of the internal financial control with reference to the financial statements of the group and the operating effectiveness of such controls, we would like to state that we have given our separate report in respect of the Company along with our audit report on the standalone financial statements of the company.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations giving to us :
 - I. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements - Refer Note Nos. 38 and 47 to the Consolidated financial statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - III. There were no amounts which were required to be transfer to the Investor Education and Protection Fund by the Company.

Others: Disclaimer of Opinion

Attention is drawn to Note No. 47 to the consolidated financial statements, regarding non-recognition of interest subsequent to insolvency commencement date i.e. 27th November 2018, and also for FY 2019-20 on borrowing from banks and financial institutions and on non-cumulative, redeemable cumulative preference shares, which is not in compliance with the requirements of IND AS - 23 on "Borrowing Costs" read with IND AS - 109 on "Financial Instruments". Such charges for FY 2019-20, has not been computed and disclosed in Notes to Accounts by the Company. Also, Rs. 1,067.14 lakhs towards interest calculated during FY 2018-19 which was not considered in audited Consolidated financial statements relating to FY 2018-19, has not been considered in Consolidated financial statements for FY 2019-20. Had the aforesaid interest expenses been recognised, finance costs, total expenses and loss for the year would have been higher by the said amount having consequential impact on other current financial liabilities and other equity. In support of non-provision of finance costs for FY 2019-20, the Company has obtained a legal opinion dated 2nd June, 2020, a copy of which has also been submitted to us. However, the legal opinion does not provide any specific conclusion for non-provision of "finance cost" in consolidated financial statements.

Place: Kolkata

Date: The 31st day of July, 2020.

UDIN: 20055232AAAAAP6117

ORTEL COMMUNICATIONS LIMITED
Consolidated Balance Sheet as at 31st March 2020

(Rs. in Lakhs)

	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	31,800.84	33,497.28
Capital Work-in-Progress	2	1,455.12	2,201.28
Goodwill	3	241.35	241.35
Other Intangible Assets	3	1,037.18	1,986.32
Investment in Subsidiary		-	-
Financial Assets			
- Investments	4	211.28	211.28
- Loans	5	231.13	248.40
- Other Financial Assets	6	1.55	0.95
Other Non-Current Assets	7	371.43	432.59
Non-Current Tax Assets (Net)		1,008.27	913.59
Current Assets			
Inventories	8	37.91	59.61
Financial Assets			
- Trade Receivables	9	1,476.74	1,367.43
- Cash and Cash Equivalents	10	388.01	413.52
- Other Bank Balances	11	-	675.07
- Loans	12	42.70	27.52
- Other Financial Assets	13	0.07	14.78
Other Current Assets	14	2,045.39	2,160.48
Total Assets		40,351.98	44,454.45
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15	3,297.69	3,297.69
Other Equity		(8823.72)	(5339.73)
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
- Borrowings	16	14198.77	14,231.54
- Other Financial Liabilities	17	905.36	1,325.04
Provisions	18	35.20	32.43
Other Non-Current Liabilities	19	276.75	640.93
Current Liabilities			
Financial Liabilities			
- Borrowings	20	3332.05	3,332.05
- Trade Payables	21		
a) total outstanding dues of micro enterprises and small enterprises		0.00	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises		4175.01	4,017.00
- Other Financial Liabilities	22	20127.50	19,543.76
Other Current Liabilities	23	2823.90	3,366.82
Provisions	24	3.46	6.92
Total Equity and Liabilities		40,351.98	44,454.45

Notes to Financial Statements

1 to 52

The Notes referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

For K. Prasad & Co.
Chartered Accountants
ICAI Firm Registration No. 303062E
Santanu Das
Partner
Membership No. F-053226

Place: Kolkata
Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
CFO & Company Secretary

Taken on record

Srigopal Choudhary
Resolution Professional

ORTEL COMMUNICATIONS LIMITED
Consolidated Statement of Profit and Loss for the Period ended 31st March 2020

		(Rs. in Lakhs)	
Particulars	Note No.	Year ended 31st March, 2020	Year ended 31st March, 2019
INCOME			
Revenue from Operations	27	8,630.34	11,056.93
Other Income	28	302.35	419.15
Total Income		8,932.69	11,476.08
EXPENSES			
Programming Cost		2,614.56	3,571.48
Bandwidth Cost	29	906.93	1,197.69
Employee Benefits Expense	30	1,211.35	1,549.04
Finance Costs	31	-	2,103.53
Depreciation and Amortisation Expense	32	2,616.97	2,782.86
Property, Plant and Equipment written off		287.48	365.47
Other Expenses	33	4,781.28	5,028.85
Total Expenses		12,418.57	16,598.92
Profit / (Loss) before Exceptional Items and Tax		(3,485.88)	(5,122.84)
Exceptional Items - (Income) / Expense	48	-	-
Profit / (Loss) Before Tax		(3,485.88)	(5,122.84)
Tax Expense:			
-Current Tax		-	-
-Deferred Tax		-	-
Profit / (Loss) After Tax		(3,485.88)	(5,122.84)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement Gains/(Losses) on Defined Benefit Plans		1.88	(13.56)
- Bargain Purchases Gain		-	160.07
- Equity Instruments through Other Comprehensive Income		-	-
Total Comprehensive Income for the year		(3,484.00)	(4,976.33)
[comprising profit / (loss) and other comprehensive income for the year]			
Earnings per Equity Share of par value of Rs. 10/- each			
Basic and Diluted (In Rs.)		(10.57)	(15.70)

Notes to Financial Statements

1 to 52

The Notes referred to above form an integral part of the Statement of Profit and Loss.

This is the Statement of Profit and Loss referred to in our report of even date.

For K. Prasad & Co.
Chartered Accountants
ICAI Firm Registration No. 303062E
Santanu Das
Partner
Membership No. F-053226

Place: Kolkata
Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
CFO & Company Secretary

Taken on record

Srigopal Choudhary
Resolution Professional

ORTEL COMMUNICATIONS LIMITED

Statement of Changes in Equity for the Year ended 31st March 2020

A. Equity Share Capital

(Rs. in Lakhs)

Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
As at 1st April, 2018	As at 1st April, 2019	2018-19	2019-20	As at 31st March, 2019	As at 31st March, 2020
3,047.69	3,297.69	250.00	-	3,297.69	3,297.69

B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Items of Other Comprehensive Income (OCI)		Total
	Securities Premium	Employee Stock Options Outstanding	General Reserve	Retained Earnings	Capital Reserve on Bargain Purchase	Equity Instruments through Other Comprehensive Income	
Balance as at 1st April, 2019	18,731.32	-	69.15	(19,716.57)	576.80	135.72	(203.58)
Profit/(Loss) for the year	-	-	-	(5,122.59)	-	-	(5,122.59)
Other comprehensive income	-	-	-	(13.56)	-	-	(13.56)
Expiry of Employee Stock Options	-	-	-	-	-	-	-
Shares Issued on exercise of Employee Stock Options	-	-	-	-	-	-	-
Compensation for options during the year	-	-	-	-	-	-	-
Balance as at 31st March, 2019	18,731.32	0.00	69.15	(24,852.72)	576.80	135.72	(5,339.72)
Profit/(Loss) for the year	-	-	-	(3,485.88)	-	-	(3,485.88)
Other comprehensive income	-	-	-	1.88	-	-	1.88
Share issue expenses adjusted	-	-	-	-	-	-	-
Issue of equity shares on preferential basis	-	-	-	-	-	-	-
Balance as at 31st Mar, 2020	18,731.32	0.00	69.15	(28,336.72)	576.80	135.72	(8,823.72)

This is the Statement of Changes in Equity referred to in our report of even date.

For K. Prasad & Co.
Chartered Accountants
ICAI Firm Registration No. 303062E
Santanu Das
Partner
Membership No. F-053226

Place: Kolkata
Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
CFO & Company Secretary

Taken on record

Srigopal Choudhary
Resolution Professional

ORTEL COMMUNICATIONS LIMITED
Consolidated Statement of Cash Flows for the year ended 31st March 2020

	(Rs. in Lakhs)	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	(3,485.88)	(5,122.84)
Adjustments for:		
Depreciation and Amortisation Expense	3,496.94	3,226.54
Effect of amortisation of income & expenses (net)	(879.97)	(642.72)
Provision for doubtful receivables	310.09	558.77
Exceptional items	-	-
Property, Plant and Equipment written off	287.48	365.47
Unrealised foreign exchange (gain)/loss	(454.04)	342.19
Interest Income	(15.72)	(122.23)
Finance Costs	-	2,054.56
Bad Debts written off	45.20	786.51
Employee Stock Option Expenses	-	-
Liabilities no longer required written back	(27.06)	(200.25)
Operating Profit before Working Capital Changes	(722.96)	1,245.95
Adjustments for:		
Trade Payables	158.01	534.89
Provisions	(0.69)	(30.04)
Other Liabilities	580.83	476.36
Financial Liabilities	(0.54)	(328.10)
Trade Receivables	(464.60)	549.16
Inventories	21.70	(0.15)
Loans and Advances	117.18	47.31
Other Assets	736.23	535.76
Cash Generated from Operations	425.15	3,031.14
Direct Taxes paid	(94.68)	(290.89)
Net Cash Generated from Operating Activities	330.47	2,740.25
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	555.90	(894.54)
Purchase of Investments	-	-
Investment in Fixed Deposits	(0.60)	(68.50)
Payment for Non Compete Fee to Local Cable Operators	(941.71)	(545.09)
Interest received	30.43	71.68
Net Cash Used in Investing Activities	(355.98)	(1,436.45)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Shares (net)	-	875.00
Share Issue Expenses	-	(5.37)
Proceeds from long term borrowings	0.00	8,475.00
Repayment of long term borrowings	-	(8,588.72)
Proceeds from short term borrowings (net)	0.00	452.05
Finance cost paid	-	(2,449.26)
Net Cash (Used in) / Generated from Financing Activities	0.00	(1,241.30)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(25.51)	62.50
Cash and Cash Equivalents at the beginning of the year	413.52	351.02
Cash and Cash Equivalents at the end of the year (refer Note No. 12)	388.01	413.52
Notes:		
1. Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and Cash Equivalents at the end of the year comprises of:		
Cash on hand	46.93	247.96
Cheques on hand	-	3.82
Balance with Banks:		
- In Current Accounts	341.08	161.74
- Fixed Deposits	-	-
Bank Overdraft	-	-
Total	388.01	413.52

1. The above Statement of Cash Flows has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash
2. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Statement of Cash Flows referred to in our report of even date.

For K. Prasad & Co.
Chartered Accountants
ICAI Firm Registration No. 303062E
Santanu Das
Partner
Membership No. F-053226

Place: Kolkata
Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
CFO & Company Secretary

Taken on record

Srigopal Choudhary
Resolution Professional

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

1. Significant Accounting Policies

1.1 Principles of Consolidation

The Consolidated Financial Statements (“CFS”) relate to Ortel Communications Limited (“the group”) and its subsidiary group (the group and its subsidiary collectively referred to as “the Group”). The Consolidated Financial Statements have been prepared on the following basis:

- The financial statements of the group and its subsidiary group are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses, in accordance with Indian Accounting Standard 110 - “Consolidated Financial Statements”.
- The CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the group’s separate financial statements.
- The financial statements of the subsidiary used in the consolidation are drawn and certified by the management up to the same reporting date as that of the group i.e. 31st March, 2020. Such financial statements are not material from a consolidation point of view since the subsidiary is yet to commence commercial operations.

The list of subsidiary group which is included in the consolidation and the group’s holding therein is as under:

Sl. No.	Name of the group	Ownership / voting power in % as at	Ownership / voting power in % as at	Principal place of Business/Country of Incorporation
		31st March, 2020	31st March, 2019	
1	Ortel Broadband Limited	100%	100%	India

- Hon’ble National Company Law Tribunal, New Delhi Bench (‘NCLT’), in the matter of C.P.No.IB-761/ (ND)/2018 passed an Order dated 27th November, 2018 for commencement of the Corporate Insolvency Resolution Process (‘CIRP’) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (‘IBC’) in the matter of Ortel Communications Limited (‘the Company’) based on the application filed by Sony Pictures Networks India Pvt. Ltd., an operational creditor of the Company. Mr. Anil Bhatia (Reg. No. IBBI/IPA-001/IP-P00587/2017-18/11027) was appointed as Interim Resolution Professional (‘IRP’) to carry on the functions of an IRP, as defined under the provisions of the IBC, until replaced by the Resolution Professional (‘RP’). The Committee of Creditors (‘CoC’) in its meeting held on 07th January, 2019 had passed a resolution proposing to replace the IRP and appoint Mr. Srigopal Choudhary (Reg. No. IBBI/IPA-001/IP-P01238/2018-2019/11893) as the RP which was confirmed by NCLT vide its order dated 1st February, 2019.

Pursuant to the order, the management of affairs of the Company and powers of Board of Directors of the Company are now vested with the Resolution Professional (‘RP’).

These financial statements pertain to a period post the CIRP and all operations were being undertaken under the supervision of RP and management of the Company. As the powers of the Board of Directors have been suspended, the above results have not been adopted by the Board of Directors. However, these audited financial results were placed before the RP by the CFO & Company Secretary of the Company in the meeting held 31st July, 2020 for their consideration. Accordingly, the audited financial results were considered and recommended in the meeting. The RP has approved the results only for the limited purpose of discharging the powers of the Board of Directors of the Company, which have been conferred upon him as per the provisions of Section 23 of the IBC.

These financial statements have been prepared by the management of the Company and certified by Mr. Bidu Bhusan Dash, CFO & Company Secretary, and taken on record by Resolution Professional Mr. Srigopal Choudhary on 31st July, 2020

1.3 Other significant accounting policies

These are set out under “Significant Accounting Policies” as given in the group’s separate (standalone) Ind AS financial statements.

Ortel Communications Limited
Notes to Consolidated Financial Statements for the Year ended 31st March 2020

2. Property, Plant and Equipment and Capital Work-in-Progress

(Rs. in Lakhs)

Particulars	Tangible Assets - Own											Capital Work-in-Progress				
	Land	Buildings	Cable Network-Backbone	Cable Network-Drop	Cable Network-Infrastructure Leasing	Head End Equipments	Maintenance Equipments	Broadband NOC Equipments	Furniture and Fixtures	Computers	Office Equipments		Motor Vehicles	Electrical Installations	Signal uplinking equipments	Total
A. OWN ASSETS																
Gross Carrying Amount																
As at 1st April, 2018	37.95	196.73	16,067.84	13,404.06	1,898.16	3,139.58	407.74	506.31	142.36	347.88	167.28	21.33	519.32	303.13	37,159.70	2,945.03
Additions/Adjustments**	-	-	881.72	517.93	74.55	206.80	10.73	20.60	1.67	20.32	8.11	-	4.27	-	1,246.70	-
Deductions/Adjustments	-	-	0.17	526.93	-	-	-	-	-	-	-	-	-	-	537.10	763.75
As at 31st March, 2019	37.95	196.73	16,949.39	13,385.06	1,972.71	3,346.38	418.47	526.91	144.03	368.20	175.39	21.33	523.59	303.13	38,369.30	2,201.28
Additions/Adjustments**	-	0.45	735.60	405.55	139.71	45.17	17.89	29.68	1.34	3.67	7.42	-	13.40	32.95	1,133.00	463.25
Deductions/Adjustments	-	-	168.12	318.59	-	-	-	-	-	-	-	-	-	-	486.71	1,189.52
As at 31st, Mar. 2020	37.95	197.18	17,516.87	13,172.02	2,112.42	3,391.55	436.37	556.59	145.37	372.07	182.81	21.33	536.99	336.08	39,015.61	1,465.00
Accumulated Depreciation & Amortisation																
As at 1st April, 2018	-	7.33	1,564.87	1,412.38	177.77	327.27	45.16	40.81	53.19	175.01	60.43	9.73	169.60	71.16	4,114.71	-
Charge for the year	-	3.68	896.28	992.91	93.52	173.47	23.95	24.75	23.36	98.05	31.10	0.05	82.23	36.21	2,481.16	-
Disposals / Adjustments	-	-	0.03	171.27	-	-	-	-	-	-	-	-	-	-	171.30	-
As at 31st March, 2019	-	11.01	2,461.12	2,238.02	271.29	500.74	69.11	65.56	76.55	273.06	91.53	10.38	251.83	107.37	6,424.57	-
Charge for the year	-	3.70	949.40	1,059.53	98.76	183.86	24.81	25.52	13.17	43.06	32.07	0.12	69.25	38.17	2,541.42	-
Disposals / Adjustments	-	-	79.52	119.72	-	-	-	-	-	-	-	-	-	-	199.24	-
As at 31st, Mar. 2020	-	14.71	3,331.00	3,174.83	370.05	684.60	93.92	91.08	89.72	316.12	123.60	10.50	321.08	145.54	8,766.75	-
Net Carrying Amount:																
As at 31st, Mar. 2020	37.95	182.48	14,185.87	9,997.19	1,742.37	2,706.95	342.45	465.51	55.65	58.96	99.21	10.83	215.91	190.54	30,248.86	1,465.00
As at 31st March, 2019	37.95	185.72	14,488.28	11,150.04	1,701.42	2,845.64	349.36	461.35	67.48	95.14	83.86	10.95	271.76	193.76	31,944.73	2,201.28
B. LEASED ASSETS																
Gross Carrying Amount																
As at 1st April, 2018	54.67	-	396.44	1,370.98	-	-	-	3.53	-	-	-	-	-	-	1,830.83	-
Additions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March, 2019	54.67	-	396.44	1,370.98	-	-	-	3.53	-	-	-	-	-	-	1,830.83	-
Additions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st, Mar. 2020	54.67	-	396.44	1,370.98	-	-	-	3.53	-	-	-	-	-	-	1,830.83	-
Accumulated Depreciation & Amortisation																
As at 1st April, 2018	1.25	-	36.51	142.71	-	-	-	0.08	-	-	-	-	-	-	181.37	-
Charge for the year	0.62	-	15.20	80.39	-	-	-	0.08	-	-	-	-	-	-	96.88	-
Disposals / Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March, 2019	1.87	-	51.71	223.10	-	-	-	0.16	-	-	-	-	-	-	278.25	-
Charge for the year	0.60	-	-	-	-	-	-	-	-	-	-	-	-	-	0.60	-
Disposals / Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st, Mar. 2020	2.47	-	51.71	223.10	-	-	-	0.16	-	-	-	-	-	-	278.85	-
Net Carrying Amount:																
As at 31st, Mar. 2020	52.20	-	344.73	1,147.88	-	-	-	3.37	-	-	-	-	-	-	1,551.98	-
As at 31st March, 2019	52.80	-	344.73	1,147.88	-	-	-	3.37	-	-	-	-	-	-	1,552.58	-
TOTAL OF NET CARRYING AMOUNT (OWN ASSETS + LEASED ASSETS)																
As at 31st, Mar. 2020	90.15	182.48	14,530.60	11,145.07	1,742.37	2,706.95	342.45	468.88	55.65	59.76	99.21	10.83	215.91	190.54	31,800.84	1,465.00
As at 31st March, 2019	90.75	185.72	14,633.01	12,297.92	1,701.42	2,845.64	349.36	464.72	67.48	96.94	83.86	10.95	271.76	193.76	33,497.31	2,201.28

* Asset given on operating lease

** Includes assets acquired during acquisition of LCOs

Note -

Refer Note No. 46 for capitalisator of expenses.

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

3 Goodwill and Other Intangible Assets

(Rs. in Lakhs)

Particulars	Other Intangible Assets			Goodwill
	Computer Software	Non Compete Fees	Total	
Gross Carrying Amount				
As at 1st April, 2018	56.09	3,446.31	3,502.40	109.16
Additions/Adjustments	7.57	-	7.57	135.19
Deductions/Adjustments	-	-	-	-
As at 31st March, 2019	63.66	3,446.31	3,509.97	244.35
Additions/Adjustments	5.78	-	-	-
Deductions/Adjustments	-	85.23	-	-
As at 31st Mar, 2020	69.44	3,361.08	3,430.52	244.35
Accumulated Amortisation / Impairment				
As at 1st April, 2018	20.41	879.82	900.23	-
Charge for the year	11.46	637.04	648.50	-
Disposals / Adjustments	-	25.08	25.08	-
As at 31st March, 2019	31.87	1,491.78	1,523.65	-
Charge for the year	13.33	941.59	954.92	-
Disposals / Adjustments	-	85.23	85.23	-
As at 31st March, 2020	45.20	2,348.14	2,393.34	-
Net Carrying Amount:				
As at 31st March, 2020	24.24	1,012.94	1,037.18	244.35
As at 31st March, 2019	31.79	1,954.53	1,986.32	244.35

4 Investments

	As at 31st March, 2020	As at 31st March, 2019
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Non-Current Investments

Investments in Equity Instruments of Body Corporate designated at fair value through other comprehensive income (Unquoted)

325,500 Equity Shares of Rs. 10/- each, fully paid-up in Odisha Television (31st March, 2019: 325,500 equity shares)

211.28

211.28

Aggregate amount of unquoted investment

211.28

211.28

5 Loans

	As at 31st March, 2020	As at 31st March, 2019
--	---------------------------	------------------------------

Unsecured, Considered good

Security Deposits*

230.95

246.41

Amount Recoverable from ESOP Trust

1.99

55.82

Less: Impairment Loss Allowance

(1.81)

(53.83)

231.13

248.40

* Includes deposit with Hon'ble High Court of Orissa Rs. 29.00 lakhs (31st March, 2019: Rs. 29.00 lakhs)

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
6 Other Financial Assets		
Non Current portion of Other Bank Balances:		
Fixed Deposits with bank having balance maturity of more than twelve months (Under Lien)*	1.40	0.80
Interest accrued but not due on Fixed Deposits with Banks	0.15	0.15
	1.55	0.95
*Includes:		
-Margin Money Deposits	1.40	0.80
7 Other Non-Current Assets		
	As at 31st March, 2020	As at 31st March, 2019
Unamortised Sales Incentive Costs	57.10	72.24
Advance for Capital Goods	110.13	147.85
Receivable on account of Gratuity	62.06	72.38
Deposits made under protest	142.13	140.13
	371.43	432.59
8 Inventories		
	As at 31st March, 2020	As at 31st March, 2019
Stores and Spares	37.91	59.61
	37.91	59.61
9 Trade Receivables		
	As at 31st March, 2020	As at 31st March, 2019
Unsecured, considered good	1,476.74	1,367.43
Unsecured, considered doubtful	724.17	414.08
	2,200.92	1,781.51
Less: Provision for doubtful receivables (refer Note No. 32)	724.17	414.08
	1,476.74	1,367.43
Note: Refer Note No. 37.1(ii)(a) for ageing analysis.		
10 Cash and Cash Equivalents		
	As at 31st March, 2020	As at 31st March, 2019
Balances with Banks:		
In Current Accounts	341.08	161.74
Cheques on hand *	-	3.82
Cash on hand	46.93	247.96
	388.01	413.52

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
11. Other Bank Balances		
Fixed Deposits with Banks having balance maturity of twelve months or less:		
-Under Lien*	-	675.07
	-	675.07
* includes		
Margin money deposits		
- 12 months or less	-	675.07
12. Loans	As at 31st March, 2020	As at 31st March, 2019
Unsecured, Considered good		
Security Deposits	42.70	27.52
	42.70	27.52
13. Other Financial Assets	As at 31st March, 2020	As at 31st March, 2019
Interest accrued but not due on Fixed Deposits with Banks	0.07	14.78
	0.07	14.78
14.. Other Current Assets	As at 31st March, 2020	As at 31st March, 2019
Advance for Supplies / Services	1,928.34	1,927.51
Prepaid Expenses	42.86	131.25
Employee Advances	9.05	7.16
Unamortised Sales Incentive Costs	65.14	94.56
	2,045.39	2,160.48
15. Share Capital	As at 31st March, 2020	As at 31st March, 2019
Authorised:		
Equity Shares:		
35,000,000 Equity Shares, Rs. 10/- par value per share (31st March, 2019 : 35,000,000 Equity Shares)	3,500.00	3,500.00
Preference Shares:		
66,000,000 Preference Shares, Rs. 10/- par value per share (31st March, 2019 : 66,000,000 Preference Shares)	6,600.00	6,600.00
	10,100.00	10,100.00
Issued, Subscribed and Paid-up:		
32,976,900 Equity Shares, Rs. 10/- par value per share fully paid (31st March, 2019 : 32,976,900 Equity Shares)	3,297.69	3,297.69
	3,297.69	3,297.69

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

Reconciliation of the Number of Equity Shares outstanding

Equity Shares	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	Rs. in lakhs	No. of shares	Rs. in lakhs
At the beginning of the year	3,29,76,900	3,297.69	3,04,76,900	3,047.69
Acc: Issued during the year on exercise of Employee Stock Options	-	-	-	-
Acc: Fresh Issued during the year	-	-	25,00,000	250
At the end of the year	3,29,76,900	3,297.69	3,29,76,900	3,297.69

Rights, preferences & restrictions in respect of each class of shares

The Company's authorised share capital consists of two classes of shares, referred to as Equity Shares and Preference Shares, having par value Rs. 10/- each.

Each holder of Equity Share is entitled to one vote per share. Preference Shareholder is eligible to vote only on the resolutions directly affecting the rights attached to his Preference Shares. The preferential shareholders have preferential right over the equity shareholders in respect of repayment of capital and payment of dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of Shareholders holding more than 5% of the equity shares each

Name of the Shareholder	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	% of Shareholding	No. of shares	% of Shareholding
Metro Skynet Limited	48,59,512	14.74%	48,59,512	14.74%
Panda Investments Private Limited	46,36,510	14.06%	46,36,510	14.06%
Rivendell PE , LLC (formerly known as NSR-PE Mauritius LLC)	44,06,233	13.36%	44,06,233	13.36%
Odisha Television Limited	37,21,579	11.29%	37,21,579	11.29%
Raila Enterprises Private Limited	25,80,441	7.82%	25,80,441	7.82%

(Rs. in Lakhs)

16. Borrowings

	As at 31st March, 2020	As at 31st March,
Secured		
Rupee Term Loans from:		
Banks	3,985.90	3985.90
Others	11,947.58	11947.58
Finance Lease Obligations	710.89	710.89
Total Borrowings	16,644.37	16,644.37
Less: Current Maturities		
Banks	1,808.60	1801.12
Others	2,525.34	2500.05
Finance Lease Obligations	676.66	676.66
	(A) 11,633.77	11,666.54
Unsecured		
Rupee Term Loans from:		
Others	2,005.86	2005.86
Less: Current Maturities	440.86	440.86
	(B) 1,565.00	1,565.00

Unsecured			
9% Non Convertible Redeemable Cumulative Preference Shares	(C)	1,000.00	1,000.00
Total Non-Current Borrowings	(A+B+C)	14,198.77	14,231.54

16.1 Details of securities provided (including for current maturities as stated under "Current Liabilities - Other Financial Liabilities" in Note No. 22) and their repayment terms :

Amounts carried in Note No. 16 and 22 represent Amortised Cost whereas amounts mentioned herein below represent the payables as on the dates mentioned.

Security Description:

- (a) Term Loans of Rs. 1,380.20 lakhs (31st March, 2019: Rs. 1,380.20 lakhs) from banks are secured by way of hypothecation of Fixed assets. The following have been provided as collateral:
Already hypothecated fixed assets purchased out of term loans availed from Industrial Promotion and Investment Corporation of Odisha Limited (IPICOL) and SREI Equipment Finance Limited (SREI) charged on pari passu basis, equitable mortgage of leasehold property at Bhubaneswar, equitable mortgage of immovable property and flat at Cuttack and Bhubaneswar, pledge of term deposits of Rs. Nil (31st March, 2019: Rs. NIL) and personal guarantee of one of the Directors.
- (b) Term Loans of Rs. 1,971.99 lakhs (31st March, 2019: Rs. 1,971.99 lakhs) from banks are secured by way of pari passu charge on assets/equipments acquired out of the said Term Loan and ranking pari passu with other Banks. Second charge on fixed assets already hypothecated to other banks and institutions. The following have been provided as collateral:
Equitable mortgage of leasehold property at Bhubaneswar, equitable mortgage of Immovable property and flat at Cuttack and Bhubaneswar, pledge of term deposits of Rs.Nil (31st March , 2019: Rs.Nil) and personal guarantee of one of the Directors.
- (c) Term Loans of Rs. 649.95 lakhs (31st March, 2019: Rs. 649.95 lakhs) from banks are secured by way of pari passu charge on assets/equipments acquired out of the said Term Loan. The following have been provided as collateral:
Equitable mortgage of leasehold property at Rourkela.
- (d) Term Loans of Rs. 11,338.41 lakhs (31st March, 2019: Rs. 11,338.41 lakhs) from Others are secured by way of First/exclusive charge created by way of hypothecation of assets including various networking equipment and personal guarantee of one of the Directors. The following have been provided as collateral :
Equitable mortgage of immovable property at Raipur together with all buildings and structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.
- (e) Term Loan of Rs. 657.79 lakhs (31st March, 2019: Rs. 657.79 lakhs) from Others are secured on equipment together with all parts, accessories and substitutions taken out of the said Term Loan.
- (f) Finance Lease Obligations of Rs. 710.90 lakhs (31st March, 2019: Rs. 710.90 lakhs) from Others are secured on equipment together with all parts, accessories and substitutions taken on lease.

16.2 During the year, the Company has defaulted in repayment of borrowings which remain outstanding as on 31st March, 2020, the details of which are as follows:

Particulars	Amount of continuing default as on 31st March, 2020		Period of default
	of Principal Amount	of Interest Accrued	
Term Loans from Banks	387.40	238.65	June 1, 2018 to November 26, 2018
Finance Lease Obligations	377.86	29.32	June 1, 2018 to November 26, 2018
Term Loans from Others	120.70	32.17	April 1, 2018 to November 26, 2018
Total	885.96	300.14	

Note:

Since the CIRP has commenced from 27th November, 2018, the above disclosure has been made upto 26th November, 2018. (Also refer Note No. 48)

16.3 Long Term Borrowings (Continued)

Terms of repayment:

Tenure	As at 31st March, 2020			As at 31st March, 2019		
	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount

Residual Maturity

Term Loans from Banks:

3-5 Years	618.20	KBL Base Rate + 3%	Repayable in 36 equal monthly installments of Rs.16.60 lakhs & the final installment (60th) of Rs.20.60 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.	618.20	KBL Base Rate + 3%	Repayable in 36 equal monthly installments of Rs.16.60 lakhs & the final installment (60th) of Rs.20.60 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.
3-5 Years	762.00	KBL Base Rate + 3%	Repayable in 54 equal monthly installments of Rs.14.00 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.	762.00	KBL Base Rate + 3%	Repayable in 54 equal monthly installments of Rs.14.00 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.
3-5 Years	1,000.00	UCO MCLR + 4.65%	Repayable in 40 equal monthly installments of Rs.25 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.	1,000.00	UCO MCLR + 4.65%	Repayable in 40 equal monthly installments of Rs.25 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.
Above 5 Years	971.99	UCO MCLR + 4.65%	Repayable in 70 equal monthly installments of Rs.14 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.	971.99	UCO MCLR + 4.65%	Repayable in 70 equal monthly installments of Rs.14 lakhs & the final installment (72nd) of Rs.6.00 lakhs after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.
Above 5 Years	649.95	UBI Base rate + 4.00%	Repayable in 46 equal monthly installments of Rs.14.00 lakhs & the final installment (60th) of Rs.19.95 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.	649.95	UBI Base rate + 4.00%	Repayable in 46 equal monthly installments of Rs.14.00 lakhs & the final installment (60th) of Rs.19.95 lakhs after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.

Term Loans from Others (Secured):

Tenure	As at 31st March, 2020			As at 31st March, 2019		
	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount
3-5 Years	1,803.02	14.50% (Floating)*	Repayable with first installment of Rs. 61.63 lakh and thereafter in 47 equal monthly installment of Rs. 53.78 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,803.02	14.50% (Floating)*	Repayable with first installment of Rs. 61.63 lakh and there after in 47 equal monthly installment of Rs. 53.78 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.

3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and thereafter in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,590.90	14.50% (Floating)*	Repayable with first installment of Rs. 54.38 lakh and there after in 47 equal monthly installment of Rs. 47.46 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
3-5 Years	1,580.87	14.50% (Floating)*	Repayable with first installment of Rs. 54.04 lakh and thereafter in 47 equal monthly installment of Rs. 47.16 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.	1,580.87	14.50% (Floating)*	Repayable with first installment of Rs. 54.04 lakh and there after in 47 equal monthly installment of Rs. 47.16 lakhs after interest & principal moratorium of residual 9 months. Installments are inclusive of interest.
1-3 Years	657.79	11.26%	Repayable in 4 quarterly installments of Rs.60.74 lakhs and 8 quarterly installments of Rs.67.68 lakhs. Installments are inclusive of interest.	657.79	11.26%	Repayable in 4 quarterly installments of Rs.60.74 lakhs and 8 quarterly installments of Rs.67.68 lakhs. Installments are inclusive of interest.

Term Loans from Others (Unsecured):

Tenure	As at 31st March, 2020			As at 31st March, 2019		
	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount	Amount (Rs. in Lakhs)	Interest	Repayment Terms of residual amount
3-5 Years	341.59	14.25%	21 monthly installments of Rs.18.47 lakhs. Installments are inclusive of interest.	341.59	14.25%	21 monthly installments of Rs.18.47 lakhs. Installments are inclusive of interest.
3-5 Years	99.27	14.25%	22 monthly installments. Interest to be serviced on monthly basis on balance outstanding.	99.27	14.25%	22 monthly installments. Interest to be serviced on monthly basis on balance outstanding.
3-5 Years	850.00	9.00%	Payable within 5 years with interest payable annually.	850.00	9.00%	Payable within 5 years with interest payable annually.
0-2 Years	650.00	9.00%	Payable within 2 years with interest payable annually.	650.00	9.00%	Payable within 2 years with interest payable annually.

Finance Lease Obligations

0-3 Years	633.62	8.50% **	Repayable in 16 monthly installments which vary for each phase. 31 phases have been disbursed till March 31, 2017. Repayment for Phase 1 started on June 2008. Repayment upto 31st Schedule will end on September 2019. 1-23 phases has been repaid in full till March 31, 2019.	633.62	8.50% **	Repayable in 16 monthly installments which vary for each phase. 31 phases have been disbursed till March 31, 2017. Repayment for Phase 1 started on June 2008. Repayment upto 31st Schedule will end on September 2019. 1-23 phases has been repaid in full till March 31, 2019.
1-3 Years	77.27	11.91%	Repayable in 13 quarterly installments of Rs.7.08 lakhs. Installments are inclusive of interest.	77.27	11.91%	Repayable in 13 quarterly installments of Rs.7.08 lakhs. Installments are inclusive of interest.

*Floating rate based on the SBR (SREI Benchmark Rate) which is subject to variations.

** Interest rate is different for different phases, average interest rate being approx 8.50% (8.50% for the 31st March, 2019)

Non Convertible Redeemable Cumulative Preference Shares (Unsecured)

5 Years	1,000.00	9%	Repayable within a maximum period of 5 years from the date of allotment of shares, as may be determined by the Board	-	-	-
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Note: Currently the Company is under CIRP and is not require to meet any loan or interest obligation till approval of final resolution. Hence due to non availability of data of repayments schedule of borrowings, borrowings are classified current / non current based on normal circumstances.

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
17. Other Financial Liabilities		
Long-Term LCO Liability	896.48	1,315.62
Security Deposits	8.88	9.42
	905.36	1,325.04
18. Provisions		
Provision for Employee Benefits:		
- Leave Encashment	35.20	32.43
	35.20	32.43
19. Other Non-Current Liabilities		
Unamortised Infrastructure Leasing Income	62.81	160.91
Unamortised Connection Fee Income	213.93	480.02
	276.75	640.93
20. Borrowings		
Loans Repayable on Demand (Secured) :		
Working Capital facilities from Bank	1,642.05	1,642.05
Term Loan (Unsecured) :		
From Others	1,690.00	1,690.00
Total Current Borrowings	3,332.05	3,332.05
20.1 Secured by way of hypothecation of stocks of Networking items and book debts of the Company. The following assets are kept as collateral: Already hypothecated fixed assets purchased out of term loan availed from IPICOL and SREI charged on pari passu basis, equitable mortgage of leasehold property at Bhubaneswar, equitable mortgage of immovable property and flat at Cuttack and Bhubaneswar and personal guarantee of one of the Directors.		
21. Trade Payables		
Micro and small enterprises (refer Note No. 21.1)	-	-
Others	4,175.01	4,017.00
	4,175.01	4,017.00
21.1 Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:		
Particulars	As at 31st March, 2020	As at 31st March, 2019
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-

c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
	<u>-</u>	<u>-</u>

Dues as above, to the Micro Enterprises and Small Enterprises have been determined by the Management. This has been relied upon by the auditors.

	(Rs. in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
22. Other Financial Liabilities		
Current Maturities of Long-term borrowings (refer Note No. 16)	4,774.81	4,742.03
Current Maturities of Finance Lease Obligations (refer Note No. 16)	676.66	676.66
Interest accrued but not due on Borrowings	56.47	56.47
Interest accrued and due on Borrowings	438.78	438.78
Other Payables:		
- Payable to Employees	2,575.32	2,507.94
- LCO Liability	94.09	616.67
- Creditors for Capital Goods	6,990.96	6,933.23
- Earnest Money Deposits	131.93	121.05
- Liability for Operating Expenses	4,388.29	3,450.93
	<u>20,127.29</u>	<u>19,543.76</u>
23. Other Current Liabilities		
Statutory Liabilities	1,638.93	1,597.38
Advance from Customers (refer Note No. 44)	178.49	187.56
Accrued Income	0.63	
Liability for Operating Expenses	600.97	502.78
Unamortised Connection Fee Income	301.88	691.12
Unamortised IFL Fee Income	103.22	387.98
	<u>2,824.12</u>	<u>3,366.82</u>
24. Provisions		
Provision for Employee Benefits		
- Leave Encashment	3.46	6.92
	<u>3.46</u>	<u>6.92</u>
25. Revenue From Operations		
	As at 31st March, 2020	As at 31st March, 2019

Cable Subscription Fees	5,731.59	6,449.98
Internet Subscription Fees	466.86	1,034.31
Channel Carriage Fees	260.04	1,619.27
Connection Fees- Cable TV	632.63	679.13
Connection Fees- Internet	64.50	96.00
Income from Infrastructure Leasing	817.35	850.72
Signal Uplinking Income	324.16	327.52
Income from Broadcaster Incentive	333.22	-
	8,630.34	11,056.93

26. Other Income

	As at 31st March, 2020	As at 31st March, 2019
Interest on		
-Fixed deposits with banks	14.86	61.58
-Others	0.86	60.66
Insurance Claims	150.34	45.27
Liabilities no longer required written back	27.06	200.25
Rental Income	3.60	6.25
Miscellaneous Income	19.00	45.14
POM Income	86.63	-
	302.35	419.15

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

	(Rs. in Lakhs)	
	Year ended 31st March, 2020	Year ended 31st March, 2019
27. Bandwidth Cost		
International Lease Line Charges	248.58	424.60
Intercity Link Charges	437.94	552.67
Uplinking Charges	220.42	220.42
	906.93	1,197.69
28. Employee Benefits Expense		
Salary, Wages and Bonus	1,063.12	1,405.89
Contribution to Provident and Other Funds	121.74	118.38
Staff Welfare Expenses	26.49	24.77
	1,211.35	1,549.04
29. Finance Costs		
Interest Expense (refer Note No. 47)	-	2,095.49
Other Borrowing costs	-	8.04
	-	2,103.53
30. Depreciation and Amortisation Expense		
Depreciation/ Amortisation of tangible assets	2,542.02	2,578.04
Less: On account of closure of Finance Lease	-	-
(A)	2,542.02	2,578.04
Amortization of intangible assets	13.33	11.46
(B)	13.33	11.46
Amortization of NCF	941.59	637.04
Less: Excess of amortisation over commission	879.97	443.68
(C)	61.62	193.36
Total	(A+B+C) 2,616.97	2,782.86

Ortel Communications Limited
Notes to Consolidated Financial Statements for the Year ended 31st March 2020

(Rs. in Lakhs)

31. Other Expenses

	Year ended 31st March, 2020	Year ended 31st March, 2019
Power and Fuel	312.56	505.95
Rent	131.29	435.77
Commission and Incentive	233.50	345.33
Collection Charges	229.81	356.99
Consumption of Stores & Spare Parts	189.40	232.47
Repairs to Machinery	195.50	65.50
Repairs - Others	78.78	88.37
Insurance	92.40	189.70
Travelling & Lodging	218.52	284.19
Rates and Taxes	85.95	375.33
Professional Charges	83.70	112.66
Work outsourcing expenses	32.87	42.53
Postage and Telephone	19.90	32.71
Printing and Stationery	13.22	16.35
CIRP Expense (refer Note No. 39)	257.10	60.06
Provision for doubtful receivables (refer Note No. 32)	310.09	558.72
Credit note issued (refer Note No. 32.1)	1744.73	0.00
Bad Debts written off	45.20	786.51
Impairment Loss Allowance	1.81	53.83
Marketing Expenses	19.29	33.36
Foreign Exchange Loss (net)	-438.31	364.68
Directors' sitting fees	0.00	1.85
Miscellaneous Expenses	47.37	85.96
Total Other Expenses	4,781.28	5,028.85

32. Provision for Doubtful Receivables

	Year ended 31st March, 2020	Year ended 31st March, 2019
Closing Provision for doubtful receivables (refer Note No. 9)	724.17	414.08
Less: Opening Provision for doubtful receivables	414.08	6,794.14
Add: Provision for doubtful receivables utilised to issue credit notes during the year (refer Note No. 34.1)	0.00	6,794.14
Add: Provision for doubtful receivables created and utilised to issue credit notes during the year (refer Note No. 32.1)	0.00	50.61
Less: Provision no longer required written back	0.00	-94.03
	310.09	558.72

32.1 Credit note issued

	Year ended 31st March, 2020	Year ended 31st March, 2019
Credit notes issued during the year	1744.73	6,844.75
Less: Provision for doubtful receivables utilised to issue credit notes during the year	-	6,794.14
Less: Provision for doubtful receivables created and utilised to issue credit notes during the year	0.00	50.61
	1,744.73	-

33. Payments to the Auditor (excluding taxes)

	Year ended 31st March, 2020	Year ended 31st March, 2019
As Auditor - Statutory Audit, Limited Reviews & Tax Audit	28.50	28.70
For Other Services	4.00	2.50
For reimbursement of expenses	0.44	0.67
	32.94	31.87

34. Ortel Broadband Limited, a subsidiary group, was incorporated on 28th February, 2018 and is yet to commence commercial operations. Its Ind AS financial statements are unaudited and certified by the management of the subsidiary.

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

35. Earnings Per Share

	As at 31st March, 2020	As at 31st March, 2019
(a) Profit / (Loss) after Tax as per Consolidated Statement of Profit and Loss attributable to Owners of the Parent (Rs. In Lakh)	(3,485.88)	(5,122.59)
(b) Weighted average number of Equity Shares (Basic)	3,29,76,900	3,26,27,585
(c) Weighted average number of Equity Shares (Diluted)	3,29,76,900	3,26,27,585
(d) Basic earnings per share (in Rs.) [(a)/(b)]	(10.57)	(15.70)
(e) Diluted earnings per share (in Rs.) [(a)/(c)]	(10.57)	(15.70)
(f) Nominal Value per Equity Shares (in Rs.)	10.00	10.00

36. Contingent Liabilities and Commitments

(Rs. in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Contingent Liabilities		
Claims against the Company not acknowledged as debts:		
(i) Entry Tax demand under Appeal	1.00	1.00
(ii) Entry Tax demand for 2011-12	25.25	25.25
(iii) Entertainment Tax demand under Appeal	69.75	69.75
(iv) Income Tax and Interest thereon for non-deduction of tax at source - 2005-06, 2006-07, 2008-09 and 2010-11 (deposits made under protest 31st March, 2020 : Rs 60.06 lakhs, 31st March, 2019 : Rs 60.06 lakhs)	175.15	175.15
Service Tax and Interest demand for 2006-07, 2007-08, 2008-09 and 2009-10 (including penalty)	241.97	241.97
Service Tax and Interest for 2010-11 to 2014-15 (deposits made under protest 31st March, 2020 : Rs 44.22 lakhs, 31st March, 2019 : Rs 44.22 lakhs)	1,179.29	1,179.29
(vii) Service Tax demand for 2012-13 to 2013-14 (deposits made under protest 31st March, 2020 : Rs 0.54 lakhs, 31st March, 2019 : Rs 0.54 Lakhs)	21.10	21.10
(viii) Service Tax demand for 2013-14	26.00	26.00
(ix) Service Tax demand for 2015-16	338.06	338.06
(x) Cenvat Credit reversal for 2016-17	-	-
(xi) Paradip Port Trust (Refer Note Below)*	52.69	52.69
(xii) The Company has received legal notices of claims / lawsuits filed against it in relation to miscellaneous damages. In the opinion of the management, no material liability is likely to arise on account of such claims / lawsuits.		
B. Commitments:		
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for Current Year Rs. NIL (31st March 2019: Rs. Nil)	0.25	0.25

*The Company had been providing services in Paradeep Port Trust ('PPT') area as per contracts. In an earlier year, the Company had committed to cover programmes/news of PPT in its network as "PARADIP PARIKRAMA". As per the terms of the contract, the contents of the programmes were to be provided by PPT for coverage and transmission of the programmes by the Company. Subsequently, PPT had claimed that it incurred Rs. 52.69 lakhs for shooting and covering the same. However, the said claim has not been accepted by the Company. By the time PPT raised this claim, the contract had expired and a new contract pursuant to fresh negotiation was executed. PPT then claimed that they would adjust the said amount with subscription money payable by PPT to the Company. Accordingly, the Company had filed a writ petition dated July 10, 2006 against the demand of PPT before the Hon'ble High Court, Orissa. The demand had been stayed by the Hon'ble High Court vide its interim Order dated July 20, 2006. The matter is still pending for final hearing. As on date, all earlier contracts with PPT have expired.

37. Financial risk management

37.1 Financial risk factors

The Company's principal financial liabilities comprise of borrowings, liability towards LCOs, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company's principal financial assets include loans and advances, investment in equity instruments, trade receivables and cash and bank balances that arise directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk and the Company's senior management oversees the management of these risks.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in market prices. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

(a) Currency risk

Foreign currency risk is the risk that fair value of future cash flow of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has foreign currency payable to vendors for property, plant and equipment and is therefore, exposed to a foreign exchange risk. Foreign currency risk is managed by monitoring the movements in currencies in which foreign vendors are payable. The Company does not enter into or trade financial instrument including derivative for speculative purpose.

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

The following table demonstrates the sensitivity in the USD to the Indian Rupee and the resulting impact on the Company's Profit/(Loss) before tax, due to changes in the fair value of monetary assets and liabilities :

(Rs. in lakhs)

Particulars	Change in currency exchange rate		Effect on Profit/(Loss) Before Tax	
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
USD	+5%	+5%	(275.38)	265.49
	-5%	-5%	275.38	265.49

The carrying amount of Company's foreign currency exposure at the end of the reporting period which is not hedged by derivative instrument or otherwise is as follows:

Payable in Foreign Currency	Currency	Amount (USD in Lakhs)	Amount (Rs. in Lakhs)
As at 31st March, 2020	USD	73.06	5,507.67
As at 31st March, 2019	USD	76.76	5,309.74

(b) **Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. Any changes in the interest rates environment may impact future cost of borrowings. The interest rate risk is managed by the Company by monitoring monthly cash flows which is reviewed by management to prevent loss of interest.

The following table demonstrates the fixed and floating rate borrowings of the Company:

(Rs. in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Floating rate borrowings	16,935.25	16,935.25
Fixed rate borrowings	6,047.04	6,047.04

ii) **Credit risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with banks and other financial instruments.

(a) **Trade receivables**

The Company extends credit to various corporate customers in the normal course of business. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major customers.

The ageing of trade receivables is as follows:

(Rs. in lakhs)

Particulars	Outstanding			Total
	upto 6 months	Above 6 months and upto 12 months	Above 12 months	
Trade receivables				
As at 31st March, 2020				
Secured	-	-	-	-
Unsecured	1,785.55	415.37	-	2,200.92
Gross total	1,785.55	415.37	-	2,200.92
Provision for doubtful receivables	(724.17)	-	-	(724.17)
Net total	1,061.37	415.37	-	1,476.74
As at 31st March, 2019				
Secured	-	-	-	-
Unsecured	1,223.09	258.16	300.26	1,781.51
Gross total	1,223.09	258.16	300.26	1,781.51
Provision for doubtful receivables	(179.41)	(174.16)	(60.51)	(414.08)
Net total	1,043.68	84.00	239.75	1,367.43

The Company follows a simplified approach [i.e., based on lifetime Expected Credit Losses (ECL)] for recognition of impairment loss allowance on trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. Further, the Company has analysed ECL separately for cable TV (CATV) customers, Broadband customers and Corporate customers primarily because the characteristics and historical bad debts trend was different for different revenue streams.

The Company has made provision for doubtful receivables in respect of both retail and non retail customer, as considered, necessary, based on management's best estimate which is over and above the provision required to be made under ECL model. For other receivables where management did not anticipate any issue in recoverability, loss allowance was provided for in accordance with ECL model as described above.

(b) **Deposits with banks and other financial instruments**

The Company considers factors such as track record, market reputation and service standards to select banks with which balances and deposits are maintained. Generally, the balances are maintained with the banks with which the Company has also availed borrowings. The Company does not maintain significant cash balances other than those required for its day to day operations.

iii) **Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and working capital limits. The Company closely monitors its liquidity position through forecasts on the basis of expected cash flows.

37 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company's capital management is to safeguard continuity, maintain healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through equity, internal accruals, long term borrowings and short term borrowings.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

38 Fair value of Financial Assets and Liabilities

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements:

(Rs. in lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at fair value through other comprehensive income				
Investment in Equity Instrument	211.28	211.28	211.28	211.28
Financial Assets designated at amortised cost				
Trade Receivables	1,476.74	1,476.74	1,367.43	1,367.43
Cash and Cash Equivalents	388.01	388.01	413.52	413.52
Employee Advances	-	-	-	-
Security Deposits	273.65	273.65	273.93	273.93
Amount recoverable from ESOP Trust	0.18	0.18	1.99	1.99
Fixed Deposits with Banks	1.40	1.40	675.86	675.86
Interest accrued but not due on Fixed Deposits with Banks	0.22	0.22	14.94	14.94
Income accrued but not due	-	-	-	-
Total Financial Assets	2,351.49	2,351.49	2,958.96	2,958.96
Financial Liabilities designated at amortised cost				
LCO Liability	990.57	990.57	1,932.29	1,932.29
Borrowings (including current maturities)	22,982.29	22,982.29	22,982.29	22,982.29
Liability for Operating and Other Expenses	4,388.29	4,388.29	3,450.93	3,450.93
Creditors for Capital Goods	6,990.96	6,990.96	6,933.23	6,933.23
Trade Payables	4,175.01	4,175.01	4,017.00	4,017.00
Interest accrued	495.24	495.24	495.25	495.25
Temporary book overdraft	-	-	-	-
Payable to Employees	2,575.32	2,575.32	2,507.94	2,507.94
Others	140.80	140.80	130.47	130.47
Total Financial Liabilities	42,738.49	42,738.49	42,449.40	42,449.40

Fair valuation techniques

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate certain fair values:

- i) Fair value of trade receivables, other bank balances, deposits, employee advances, trade payables, payables for acquisition of non current assets, demand loans from banks, cash and cash equivalents and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- ii) The fair value of Non-Current investments in equity instruments of a Body Corporate was calculated based on cash flows discounted using an appropriate rate. It is classified as level 3 in the fair values hierarchy due to the inclusion of unobservable inputs.

Fair Value hierarchy

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

- i) Quoted prices/published NAV (unadjusted) in active markets for identical assets or liabilities (level 1). It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like equity shares for which quoted prices are available in active markets at the balance sheet date.
- ii) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable, then the instrument is included in level 2.
- iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(Rs. in lakhs)

Particulars	Fair value measurement using significant unobservable inputs (Level - 3)	
	As at 31st March, 2020	As at 31st March, 2019
Financial Assets		
Investment in Equity Instrument of Body Corporate	211.28	211.28
Total Financial Assets	211.28	211.28

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy, as at 31st March, 2020, 31st March, 2019 :

Particulars	Fair value	Valuation Technique	Inputs used
Investment in Equity Instrument of Body Corporate	Level 3	Discounted cash flow	Future cash flows Return on Capital Employed

39. CIRP Expense

CIRP cost incurred during the year are as follows :

(Rs. in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Fees to Interim Resolution Professional	0.00	9.67
Fees to Resolution Professional	84.60	10.90
Other Professional Fees	141.98	21.30
For reimbursement of expenses	10.88	1.20
Other expenses	19.64	16.99
	257.10	60.06

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

40. Disclosure pursuant to Indian Accounting Standard 103 - Business Combinations

The Company acquires the "Cable Network Business" of various Local Cable Operators ('LCOs') which, inter alia, consists of equipments, infrastructure and cable television subscribers and enters into agreements with the LCOs in this regard, whereby the LCOs agree to sell their "Cable Network Business". The LCOs also agree not to compete with the Company for a specified period in the areas where the LCOs have transferred their cable television subscribers to the Company. The amount payable for acquisition of equipments & infrastructure has been capitalised under relevant categories of tangible assets and the amount payable as non-compete fee has been treated as an Intangible asset.

Details of acquisitions that resulted in creation of goodwill are as follows:

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Fair Value of consideration paid / payable - Assets taken over	-	454.27
Property, Plant & Equipment	-	107.86
Non - compete fees recognised	-	211.22
Total Assets	-	319.08
Liabilities taken over	-	-
Net assets taken over	-	319.08
Consideration transferred	-	454.27
Goodwill	-	135.19

Note: There is no transaction since no acquisition of LCO's during the year

Details of acquisitions that resulted in bargain purchase are as follows:

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Fair Value of consideration paid / payable - Assets taken over	-	1,035.55
Property, Plant & Equipment	-	356.12
Non - compete fees recognised	-	839.50
Total Assets	-	1,195.62
Liabilities taken over	-	-
Net assets taken over	-	1,195.62
Consideration transferred	-	1,035.55
Bargain Purchase Gain	-	160.07

Note: There is no transaction since no acquisition of LCO's during the year

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

41 Employee Stock Option Scheme 2010 (ESOS 2010)

(Rs.in Lakhs)

The Board, vide its resolution dated 19 December 2010, approved (i) ESOS 2010 for granting Employee Stock Options in the form of Equity Shares linked to the completion of a minimum period of continued employment and (ii) Employee Performance Linked Stock Option to be issued at par in lieu of loyalty bonus linked to specified performance target to the eligible employees of the group monitored and supervised by the Compensation Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme And Employee Stock Purchase Scheme) Guidelines, 1999 and amendments thereof from time to time [since repealed on October 28, 2014 pursuant to the coming into force of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with effect from the said date]. An employee who is a promoter or belongs to the promoter group shall not be eligible to participate in the scheme. The eligible employees for the purpose of ESOS 2010 will be determined by the Compensation Committee from time to time. The Employee Performance Linked Stock Option shall be subject to 18 months lock in after the date of allotment whereas the Employee Stock Option is free from lock in. The vesting period of Employee Performance Linked Stock Option and Employee Stock Option are 18 and 36 months respectively with 3 months exercise period for exercising the option to subscriber.

The group had granted (net of options lapsed) 1,11,436 stock options in 2013-14 under the ESOS 2010 Scheme (Option XII), which had vested in earlier years and were allotted in FY 2017-18. All the exercised options were allotted in the form of Equity Shares.

Details of options granted under ESOS 2010 existing during the year :

Particulars	Employee Stock Option Plan-ESOS 2010 (Option XII)	Employee Stock Option Plan-ESOS 2010 (Option XIII)
Date of grant	23rd September, 2013	21st July, 2014
Date of Board approval	19th December, 2010	19th December, 2010
Number of options granted	1,79,600	48,150
Method of settlement	Equity	Equity
Vesting period (including 3 months Exercise period) years)	3.25 Years	3.25 Years
Exercise price (Rs.)	0	0
	70	70

All the above valid options would be allotted in the form of Equity Shares on the basis of 1:1.

Fair Value of share options

The fair value of the options, determined by an external valuer, was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:

Particulars	179,600 Options (Vesting Period- 3.25 Years)	48,150 Options (Vesting Period- 3.25 Years)
	Option XII	Option XIII
Grant date share price (Rs.)	140	140
Exercise Price (Rs.)	70	70
Expected Volatility (in %)*	61.43	61
Option Life (in years)	3.25	3.25
Dividend Yield (in %)	0	0
Risk-free interest rate (in %)	8.52	8.47
Fair Value of options (Rs.)	83.51	89.05

* Since Ortel was an unlisted group at the time of grant of Options, the Expected Volatility (V) was taken based on one year historical volatility index of peer listed companies as per clause 27 of Appendix 1 of the guidance note issued by Institute of Chartered Accountants of India (ICAI).

Employee Stock Option Scheme, 2015 (ESOS 2015/Scheme): The Members of the group vide their meeting dated 27 July, 2015 approved ESOS 2015 for granting Employee Stock Options in form of Equity Shares linked to the completion of a minimum period of continued employment to the eligible employees of the group administered by the Nomination & Remuneration Committee ("Committee") of the Board of Directors in compliance with the provisions of SEBI (Share Based Employee Benefits) Regulations 2014 and amendments thereof from time to time. The Scheme can be implemented either directly or through an irrevocable Trust. However, if the scheme involves secondary acquisition of shares or gift or both, then it is mandatory to implement the scheme through Trust. The group may lend or give refundable advance with or without interest to the trust to acquire shares of the group from secondary market. Such secondary acquisition by trust shall not exceed 2% of the paid up equity capital of the group as at the end of each financial year. An employee who is a promoter or belongs to the promoter group shall not be eligible to participate in the scheme. The eligible employees for the purpose of ESOS 2015 will be determined by the Compensation Committee from time to time. The vesting period of Employee Stock Option is not less than one year and not more than five years from the grant of offer with 3 months exercise period for exercising the option to subscribe. The shares issued against exercise of options may be subject to lock in for period till repayment of the funds availed from group/trust or for any other period as may be decided by Committee. During period under review, no option is offered/granted pursuant to the scheme. Further, as per the Scheme, the group has set up an irrevocable Trust, "Ortel Employee Welfare Trust" on 20th November, 2015 to implement the scheme. As on 31st March, 2018, the trust has acquired 39,375 no's of equity shares from secondary market at an average acquisition price of Rs.138.03 per shares which will offered to eligible employees at future as decided by the Committee. During the year ended 31st March, 2019, the Trust has not acquired any equity shares from secondary market nor offered any shares to its employee and this has been noted by the Committee.

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Notes to Consolidated Financial Statements for the Year ended 31st March 2020

42 Disclosure pursuant to Indian Accounting Standard 24 - Related Party Disclosures

(a) Names of Related Parties :

(i) Subsidiary		Country of Origin
1	Ortel Broadband Limited	India
(ii) Key Management Personnel (KMP)		Designation
1	Mrs. Jagi Mangat Panda (upto 26th November, 2018)	Managing Director
2	Mr. Bibhu Prasad Rath (upto 26th November, 2018)	President & Chief Executive Officer
3	Mr. Bidu Bhusan Dash	Group Secretary (w.e.f. 5th September, 2017)

(iii) Close family members of KMP

- Mr. Baijayant Panda - Spouse of Mrs. Jagi Mangat Panda

(iv) Entities controlled or jointly controlled or under significant influence of KMP and/or close family members of KMP (with whom transactions have taken place during the year)

- Indian Metals & Ferro Alloys Limited.
- Odisha Television Limited.
- Orissa Infrotech Pvt. Ltd.
- B.P. Developers Private Ltd.
- Metro Skynet Limited.

(v) Professionals appointed by National Company Law Tribunal in pursuant to CIRP

Name	Designation
1 Mr. Anil Bhatia (wef 27th November, 2018)	Interim Resolution Professional
2 Mr. Srignopal Choudhury (wef 1st February, 2019)	Resolution Professional

(b) Summary of Transactions with Related Parties

(Figures in brackets represent corresponding amounts of previous year)

(Rs. in Lakhs)

Sl. No.	Nature of Transactions	Subsidiary	KMP	Close family members of KMP	Entities controlled or jointly controlled or under significant influence of KMP and/or close family members of KMP
1	Remuneration	- (-)	61.24 (98.41)	- (-)	- (-)
2	Sitting fees paid	- (-)	- (-)	- (-)	- (-)
3	Signal Uplinking Income	- (-)	- (-)	- (-)	324.16 (327.52)
4	Rent Received	- (-)	- (-)	- (-)	3.60 (3.60)
5	Rent Paid	- (-)	- (-)	- (-)	0.55 (6.00)
6	Internet Subscription Fees	- (-)	- (-)	- (-)	13.32 (18.65)
7	Reimbursement of expenses (Paid)	- (-)	- (13.21)	- (-)	0.14 (16.00)
8	Reimbursement of expenses (Received)	- (-)	- (-)	- (-)	17.43 (25.32)

9	Subscription Fees	-	-	-	2.58
		(-)	(-)	(-)	3.52
10	Advertisement Expenses	-	-	-	12.00
		(-)	(-)	(-)	(12.00)
11	Channel Carriage Income	-	-	-	-
		(-)	(-)	(-)	(187.84)
12	Programming Cost	-	-	-	172.43
		(-)	(-)	(-)	(238.69)
13	Unsecured Loan Received	-	-	-	-
		(1,060.00)	(60.00)	(-)	(1,065.00)
14	Unsecured Loan Repaid	-	-	-	-
		(1,060.00)	(-)	(-)	(305.78)
15	Interest and Processing Fees on Unsecured Loan	-	-	-	-
		(-)	(0.87)	(-)	(157.30)
16	Issue of Shares under Employee Stock Option Plan	-	-	-	-
		(-)	(18.90)	(-)	(-)
17	Investment in Equity Instruments	-	-	-	-
		(-)	(-)	(-)	(-)
18	Issue of Preference shares	-	-	-	-
		(-)	(-)	(-)	(1,000.00)
19	Issue of Equity shares	-	-	-	-
		(-)	(-)	(-)	(875.00)
20	Payments to IRP and RP: As per 45(d) and (e) herein below				
21 a	Outstanding balances as at 31st March, 2020 :				
	a. Receivables	-	-	-	-
	b. Payables	-	126.63	0.71	2,398.49
21 b	Outstanding balances as at 31st March, 2019 :				
	a. Receivables	-	-	-	-
	b. Payables	-	178.98	0.71	2,293.80

Outstanding balances payable at the year-end are unsecured and settlement occurs in cash.

- (c) Disclosure in respect of Material Related Party Transactions during the year (excluding reimbursements) :
1. Remuneration paid to Mrs. Jagi Mangat Panda Rs.12 (Previous Year: Rs.41.87 Lakhs), Mr. Bibhu Prasad Rath Rs. 48.70 Lakhs (Previous Year : Rs. 56.54 Lakhs), Mr. Bidu Bhusan Dash Rs.12.54 Lakhs (Previous Year: NIL)
 2. Sitting fees as nominee paid to Mr. Baijayant Panda Rs.Nil (Previous Year: Rs. NIL).
 3. Signal Uplinking Income received from Odisha Television Ltd. Rs. 324.12 Lakhs (Previous Year: Rs.327.52 Lakhs).
 4. Rent received from Odisha Television Ltd. Rs.3.60 Lakhs (Previous Year: Rs.3.60 Lakhs).
 5. Rent paid to Odisha Television Ltd. Rs. 0.55 Lakhs (Previous Year:Rs. 6.00 Lakhs).
 6. Internet Subscription Fees received from Odisha Television Ltd. Rs. 13.32 Lakhs (Previous Year: Rs. 18.65 Lakhs) and Indian Metals & Ferro Alloys Ltd. Rs. 5.48 Lakhs (Previous Year: Rs. 7.08 Lakhs).
 7. Subscription Fees received from Odisha Television Ltd. Rs. 1.64 Lakhs (Previous Year: Rs.1.64 Lakhs) and Indian Metals & Ferro Alloys Ltd. R. 0.94 Lakhs (Previous Year: Rs. 1.88 Lakhs).
 8. Advertisement Expenses paid to Odisha Television Ltd. Rs.12.00 Lakhs (Previous Year: Rs. 12.00 Lakhs).
 9. Channel Carriage Income received from Odisha Television Ltd. Rs.NIL Lakhs (Previous Year: Rs. 187.84 Lakhs).
 10. Programming Cost paid to Odisha Television Ltd. Rs.172.43 Lakhs (Previous Year: Rs.238.69 Lakhs).
 11. Unsecured Loan received from B.P. Developers Pvt. Ltd. Rs. NIL (Previous Year:Rs. NIL), Metro Skynet Ltd. Rs. NIL (Previous Year: Rs.NIL), Odisha Television Limited Rs. NIL (Previous Year Rs. 1065 Lakhs), Mrs. Jagi Mangat Panda Rs. NIL (Previous Year Rs. 60.00 Lakhs) and Ortel Broadband Ltd Rs.NIL (Previous Year: Rs. 1065 Lakhs).
 12. Unsecured Loan repaid to Orissa Infratech Pvt. Ltd. Rs.NIL (Previous Year: Rs.55.78 Lakhs).and BP Developer Pvt Ltd Rs.NIL (Previous Year Rs 250.00 Lakhs)
 13. Interest and Processing Fees on Unsecured Loan paid to Orissa Infratech Pvt. Ltd. Rs.NIL (Previous Year: Rs.36.39 Lakh), B.P. Developers Pvt. Ltd. Rs. NIL (Previous Year: Rs.3.75 Lakhs), Metro Skynet Ltd. Rs. NIL (Previous Year:Rs.10.94 Lakhs) and Jagi Mangat Panda Rs. NIL (Previous Year Rs. 0.87 Lakhs), Indian Metals and Ferro Alloys Limited Rs. NIL (Previous Year: Rs. 56.47 Lakhs) and Odisha Television Ltd Rs. NIL (Previous Year Rs. 49.75 Lakhs).
 14. Issue of Shares under Employee Stock Option Plan to Mr. Bibhu Prasad Rath Rs.NIL (Previous Year: Rs. NIL).
 15. Investment in Equity Instrument made in Ortel Broadband Ltd. Rs. NIL (Previous Year: Rs.NIL).
 16. Preference Shares issued to Indian Metals & Ferro Alloys Limited Rs.NIL (Previous Year: Rs. 1000.00 Lakhs) and Equity Share Issued to Odisha Television Ltd Rs. NIL (Previous Year: Rs. NIL and BP Developers Pvt. Ltd. Rs. NIL (Previous Year: Rs. NIL)

(d) **Payments to Interim Resolution Professional**

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Professional Fees	-	9.67
Reimbursement of expenses	0.23	0.39
	0.23	10.06

(e) **Payments to Resolution Professional**

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Professional Fees	84.60	10.90
Reimbursement of expenses	10.85	0.64
	95.45	11.54

(f) **Compensation to Key Management Personnel**

The compensation to key management personnel during the year was as follows:-

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Short-term employee benefits	61.24	76.42
Post-employment benefits	15.40	19.41
Other Long term Benefits	2.68	2.58
Share Based Payments	-	-
	79.33	98.41

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

43 Capitalisation of Expenses

During the year, the Company has capitalised the following expenses to the cost of Property, Plant and Equipment under the head "Cable Network-Backbone". Consequently, expenses disclosed under the respective notes (in Note Nos. 30 & 33) are net of amounts capitalised by the Company.

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Employee Benefits Expense	43.94	356.53
Other Expenses	-	7.30
	43.94	363.83

44. Advance from customers includes Rs. 74.46 Lakhs (Previous Year: Rs. 74.46 Lakhs), being Electricity Inspection Duty collected from the customers (levied by the Department of Energy, Government of Odisha vide its notification dated 29th March, 2002 under Indian Electricity Rules, 1956) but not deposited with the appropriate authorities on the ground that neither the rules nor the notification is applicable to the Company and the charging chapter of the Notification does not authorise the electrical Inspector to levy fees on any person other than the owner of the television connection. The Company has filed a writ petition before Hon'ble High Court of Orissa against the said Notification and obtained an order to the effect that no coercive action can be taken against the Company until the disposal of the case. However, as per the direction of Hon'ble High Court of Orissa vide its order dated 9th February, 2007, Rs. 29.00 Lakhs was deposited with the said Court. Subsequently, Hon'ble High Court of Orissa vide its order dated 5th November, 2007 directed the Government of Odisha to take a decision as to whether the inspection charges so far as consumer of television connections are concerned can be waived and/or imposed and also directed the Company not to collect any amount from any individual customer until a decision is taken by the Government of Odisha.

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Notes to Consolidated Financial Statements for the Year ended 31st March 2020
45. Segment Information

The Company has identified four broad reportable segments which are (i) Cable TV, (i) Broadband Service, (iii) Infrastructure Leasing ('IFL'), (iv) Others and it operates in the domestic market only. Segments have been identified and reported taking into account nature of activities, the different risks and returns and the internal business reporting systems. These business segments are reviewed by the Chief Operating Decision Maker ('CODM') of the Company. The following are the additional policies for Segment Reporting :

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to the Company as a whole and are not allocable to a segment on a reasonable basis have been disclosed as "Unallocable".

Segment Assets and Segment Liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on a reasonable basis have been disclosed as "Unallocable".

a). Primary Segment Information (Business Segment)

i) Segment Revenue and Results

Particulars	Year ended 31st March, 2020				Year ended 31st March, 2019				(Rs. In Lakhs)	
	Cable TV	Broadband	IFL	Others	Total	Cable TV	Broadband	IFL		Others
A. Segment Revenue										
Revenue from Operations (External customers)	6,642.00	531.35	817.35	744.02	8,734.71	8,748.37	1,130.32	850.72	327.52	11,056.94
Unallocable	-	-	-	-	197.98	-	-	-	-	0.00
Total Revenue	6,642.00	531.35	817.35	744.02	8,932.69	8,748.37	1,130.32	850.72	327.52	11,056.94
B Segment Results before Finance Cost, Exceptional Items and Taxes										
Less: Unallocable expenses net of income	266.81	-65.90	652.56	387.64	1,241.10	1,832.65	76.59	686.56	71.27	2,667.06
Less: Finance Costs (net)	-	-	-	-	4,726.98	-	-	-	-	6,346.54
Profit/(Loss) before Exceptional Items and Taxes	266.81	(65.90)	652.56	387.64	(3,485.88)	1,832.65	76.59	686.56	71.27	(6,598.33)
Exceptional Items	-	-	-	-	-	7,361.26	404.90	116.97	-	7,883.13
Profit/(Loss) before Tax	266.81	(65.90)	652.56	387.64	(3,485.88)	(5,528.61)	(328.31)	569.59	71.27	(14,481.46)
Tax Expenses	-	-	-	-	-	-	-	-	-	-
Profit/(Loss) after Tax	266.81	(65.90)	652.56	387.64	(3,485.88)	(5,528.61)	(328.31)	569.59	71.27	(14,481.46)

ii) Segment Assets and Liabilities

Particulars	Segment Assets			Segment Liabilities			(Rs. In Lakhs)
	As at 31st March, 2020	As at 31st Dec, 2019	As at 30th Sep, 2019	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	
Cable TV	27,951.60	16,595.78	14,400.80	15,575.16	7,847.25	17,380.54	10,610.43
Broadband	1,971.05	2,498.23	2,457.69	2,875.42	627.20	2,302.75	1,008.69
IFL	1,870.75	1,848.52	1,797.13	1,786.52	166.06	1,993.90	548.89
Others	221.13	139.19	179.88	204.97	11.34	0.00	50.89
Unallocable	8,337.46	20,218.43	23,500.10	24,012.67	37,226.15	25,420.38	34,277.30
Total	40,351.98	41,300.16	42,335.60	44,454.74	45,878.01	47,097.56	46,496.21

iii) Other segment information

		(Rs. In Lakhs)			
Particulars	Depreciation and Amortisation Expense (allocable)	Addition to Non - Current Assets (allocable) i.e. Capital Expenditure	Bad Debts and Allowance on Trade Receivables and Advances		
Year ended 31st March, 2020					
Cable TV	1,096.85	41.39	1,887.36		
Broadband	134.34	42.58	148.91		
IFL	98.76	139.71	66.02		
Others			2.27		
Unallocable	1,574.49	915.12			
Total	2,904.45	1,138.80		2,100.03	
Year ended 31st March, 2019					
Cable TV	1,186.99	1,584.86	806.88		
Broadband	97.05	23.64	356.97		
IFL	93.52	74.55	70.63		
Others	36.20	-	-		
Unallocable	1,369.10	1,257.13	16.72		
Total	2,782.86	2,940.18		1,251.20	

		(Rs. In Lakhs)	
Particulars	As at 31st March, 2020	As at 31st March, 2019	
Property, Plant and Equipment	5,039.99	20,072.06	
Investments	243.69	212.28	
Capital Work-in-Progress	799.49	230.84	
Income Tax Assets (Net)	1,008.27	913.59	
Other Assets	1,246.02	2,583.90	
Total Assets	8,337.46	24,012.67	

v) Unallocated Liabilities comprises of:

		(Rs. In Lakhs)	
Particulars	As at 31st March, 2020	As at 31st March, 2019	
Borrowings	22,982.29	22,982.30	
Interest Accrued	495.24	495.25	
Temporary Book Overdraft	-	-	
Creditor for Capital Goods	5,417.96	2,675.51	
Other Liabilities	2,804.63	8,124.24	
Total Liabilities	31,700.12	34,277.30	

b). Information about major customers

No single customer contributed 10% or more to the Company's revenue during the years ended 31st March, 2020 and 31st March, 2019.

Ortel Communications Limited

Notes to Consolidated Financial Statements for the Year ended 31st March 2020

46. Additional Information as per Schedule III of the Companies Act, 2013

As at and for the year ended 31st March, 2020

Name of the Entity in the Group	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. in Lakhs)	As % of consolidated profit or loss	Amount (Rs. in Lakhs)	As % of consolidated other comprehensive income	Amount (Rs. in Lakhs)	As % of total comprehensive income	Amount (Rs. in Lakhs)
Parent								
Ortel Communications Limited	99.99%	(6,806.55)	99.99%	(3,485.46)	100.00%	1.88	99.99%	(3,483.57)
Subsidiaries								
Indian :								
1. Ortel Broadband Limited	0.01%	(1.00)	0.01%	-0.42	0.00%	-	0.01%	(0.42)
Non-Controlling Interest in all subsidiaries								
TOTAL	100.00%	-6,807.56	100.00%	-3,485.88	100.00%	1.88	100.00%	-3,484.00

As at and for the year ended 31st March, 2019

Name of the Entity in the Group	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. in Lakhs)	As % of consolidated profit or loss	Amount (Rs. in Lakhs)	As % of consolidated other comprehensive income	Amount (Rs. in Lakhs)	As % of total comprehensive income	Amount (Rs. in Lakhs)
Parent								
Ortel Communications Limited	100.02%	(2,042.46)	100.00%	(5,122.79)	100.00%	146.51	100.00%	(4,976.28)
Subsidiaries								
Indian :								
1. Ortel Broadband Limited	-0.02%	0.42	0.00%	(0.05)	0.00%	-	0.00%	(0.05)
Non-Controlling Interest in all subsidiaries								
TOTAL	100.00%	-2,042.04	100.00%	-5,122.84	100.00%	146.51	100.00%	-4,976.33

47. The Company has not recognised interest payable, after the CIRP commencement date i.e. 27th November, 2018, on borrowings from banks and financial institutions and preference shares. The same is not in compliance with Ind AS - 23 on "Borrowing Cost" read with Ind AS - 109 on "Financial Instruments".
48. There is strain on the working capital and operations of the Company and it is undergoing financial stress. It has incurred a net loss of Rs.3485.46 lakhs during the year ended 31st March, 2020 as compared to Rs. 5,122.59 lakhs in previous year. The net worth of the Company is fully eroded since last year. CIRP was initiated in respect of the Company w.e.f 27th November, 2018, as explained in Note No. 1 hereinabove. The Company has material obligations towards borrowings, employee benefits expense and statutory dues, amongst others. The Company's current level of income is barely sufficient to meet all operational expenses but not the past liabilities and the debt servicing obligations regarding the financial creditors. However, the Company has assessed that considering its plans to deal with the aforesaid events or conditions, the use of the going concern assumption is appropriate in the circumstances and hence, the financial statements have been prepared on a going concern basis. Certain crucial aspects of the Company's plans in this regard are as follows:
- Restructuring/reorganising the loss making locations to eliminate recurring operating losses;
 - Drastic reduction in overhead expenditure;
 - Reduction in manpower cost by outsourcing certain functions;
 - Introduction of new sales schemes to increase net growth in the customer base of existing locations;
 - Introduction of prepaid module/App to reduce revenue risk; and
 - Obtaining new contracts for construction and maintenance of networks. The Company has already received certain orders in this regard and expects more such orders on a regular basis.
- The company has been able to successfully implemented the above mentioned plan. Further, the CIRP provides for a moratorium as envisaged under Section 14(1) of IBC, with effect from 27th November, 2018 till the completion of the CIRP process, provided that at any time during the CIRP if a resolution plan is approved under Section 31(1) of IBC or an order for liquidation of the Company is passed under Section 33 of IBC, the moratorium shall cease to have effect from the date of such approval or liquidation order, as the case may be. CIRP is ongoing and resolution plan approved by the CoC submitted on 26th August, 2019 before NCLT and pending for approval. Pending said process under CIRP, the financial statements have been prepared on a going concern basis.
49. The Company has issued Credit Notes amounting to Rs 1744.73 lakhs during the year ended 31st March, 2020 towards disruption of services/deficient provision of services. Accordingly, the Company has debited 'Provision for doubtful receivables' with Rs. 310.09 lakhs and the related Goods and Services Tax ("GST") liability with Rs. 310.05 lakhs and credited 'Trade Receivables' with Rs. 2054.78 lakhs.
50. As per the IBC, the RP has to receive, collate and admit all the claims submitted by the operational and financial creditors of the Company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC. To the extent the process for submission and reconciliation of claims remains an on-going process, no accounting impact in the books of accounts has been made in respect of excess, short or non-receipts of claims for operational and financial creditors.
51. As explained in Note No. 1 above, the Company is under CIRP and during the CIRP, resolution plans ("Resolution Plan") was received by the Resolution Professional and the Resolution Plan was placed before the CoC for approval and the approved Resolution Plan was filed with the Hon'ble NCLT, New Delhi on 26th August, 2019 for approval under Section 31 of the Code. The application filed by the Resolution Professional for approval of Resolution Plan is currently pending adjudication before the NCLT. In terms of Section 25 of the Code, the Company is continuing to operate as a going concern. The CIRP is not yet concluded and hence, the final outcome is yet to be ascertained. Hence, the Company has not made any assessment of impairment as required by Ind AS 36 on Impairment of Assets, if any, as at 31st March 2020 in the value of PPE, CWIP, Goodwill and Stores and Spares.
52. Previous year/period figures have been regrouped/rearranged, wherever considered necessary, to make them comparable with those of current year.

For K. Prasad & Co.
Chartered Accountants
ICAI Firm Registration No. 303062E
Santanu Das
Partner
Membership No. F-053226

Place: Kolkata
Date: 31st July, 2020

For and on behalf of Ortel Communications Limited

Bidu Bhushan Dash
CFO & Company Secretary

Taken on record

Srigopal Choudhary
Resolution Professional



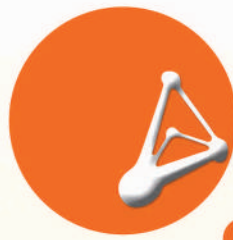
Ortel Broadband

SPEED THAT THRILLS

**100
Mbps**

Ortel
communications
AN ISO 9001:2008 COMPANY





Ortel
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AN ISO 9001: 2008 COMPANY



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