



**SECRETARIAL COMPLIANCE REPORT OF ORTEL COMMUNICATIONS LIMITED (UNDER CIRP)
(CIN: L74899DL1995PLC069353)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

We M/s Kumar Suresh & Associates have examined:

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

for the year ended 31st March, 2021 (" Review Period") in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure) Requirements) Regulations, 2018: to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; Not applicable during year under review;
- (e) Securities and Exchange Board of India (Share Based Employee benefits) Regulations, 2014 to the extent applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable during the year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; to the extent applicable;
- (i) The Depositors Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of regulation 76 of Securities and Exchange Board of India (Depositories and participants) Regulations, 2018; to the extent applicable;
- (j) The Securities and Exchange Board of India (Registers to an issue and Share Transfer Agents) Regulations, 1993 regarding the companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; to the extent applicable.



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

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

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires submission of the financial results within 45 days from the quarter ended 30.06.2020	Due to technical network issues and system failure financial results could not be submitted on time	Since technical network issues and system failure occurred during submission of the financial results and IT staffs of the company were tested COVID positive and admitted into hospital, could not be submitted on time.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder to the extent as mentioned above, insofar as it appears from our examinations of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters / directors either by SEBI or by Stock Exchange (including under the standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/ guidelines issued thereunder :

Sl. No.	Action taken by	Details of Violation	Details of actions taken E.g. fines, warning Letter, debarment, etc.	Observations remarks of the Practicing Company Secretary, if any.
01	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Late submission of financial results for the quarter ended June 2020	Fines were imposed by both BSE and NSE. Based on Company's reply/clarification both BSE and NSE have waived the fine	Since the situation is unavoidable and not possible on the part of the Company and also considered by both the BSE and NSE and also it was delayed due to Covid-19 Pandemic, hence can be taken care of in future for such noncompliance as advised by both BSE and NSE vide their waiver letter.



KUMAR SURESH & ASSOCIATES
Company Secretaries
FCS, LL.B

1078/31, Street No. -1,
Laxman Vihar, Phase-1
Gurugram -122001, Haryana
Ph. : 0124-4054086
Mob. : 9899378384, 8076540228
PAN No. : ABLPY2608N
E-mail : cssureshyadav@gmail.com
E-mail : kumarsureshassociates@gmail.com
E-mail : admin@csksassociates.com
Website : www.csksassociates.com

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

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

(e) Since the auditor has already been appointed, the terms of appointment of the auditor have been suitably modified to give effect to 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019, dated October 18, 2019.

**For Kumar Suresh & Associates
Company Secretaries**

For Kumar Suresh & Associates
Company Secretaries

Suresh Kumar Yadav
(Proprietor)
M.No.6452
CP No.6711

Place: Gurugram
Date: 28 April 2021