



# 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

01 October 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, PhirozeJeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400001  
**Scrip code-539015**

Dear Sir/Madam;

**Subject:-Voting Results and Report of Scrutinizer of 25<sup>th</sup> Annual General Meeting**

The 25<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 30<sup>th</sup> September, 2020 at 11:30 A.M. through Video Conference (VC) / Other Audio Visual Means (OAVM).

In this regard please find enclosed the following:

1. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015. All the resolutions at the AGM were passed with requisite majority.
2. Report of the scrutinizer (MGT-13) dated 01 October 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.
3. Copy of the AGM Minutes will be sent in due course.

The voting results along with the Scrutiniser's Report are also made available on the Company's website at [www.ortelcom.com](http://www.ortelcom.com).

This is for your information and record.

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

  
Bidu Bhusan Dash  
CFO & Company Secretary



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

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

Encl.: As above



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General Information about the Company	
BSE Scrip Code	539015
NSE Scrip Code	ORTEL
MSEI Symbol	NOTLISTED
ISIN	INE849L01019
Name of the Company	Ortel Communications Limited (Under CIRP)
Type of the meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2020
Start time of the meeting	11:30 A.M.
End time of the meeting	12:00 Noon

Scrutinizer Details	
Name of the Scrutinizer	Pratima Agarwal
Firms Name	Pratima Agarwal & Associates
Qualification	Company Secretary
Membership Number	ACS 31726
Date of Board Meeting in which appointed	31-07-2020
Date of issuance of Report to the Company	01-10-2020

For Ortel Communications Ltd. (Under CIRP)

(Bidu Bhusan Dash)  
CFO & Company Secretary



Company Name:	ORTEL COMMUNICATIONS LIMITED (UNDER CIRP)
Date of the AGM/EGM:	30-09-2020
Total number of shareholders on record date	3,673
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	43

Resolution No.	1									
Resolution required: (Ordinary/Special)	ORDINARY-Adoption of Annual Accounts Standalone Consolidated along with the Reports of Auditors and Board thereon for FY 2019 – 2020.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	182,80,450	172,65,459	94.4477	172,65,459	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>172,65,459</b>	<b>94.4477</b>	<b>172,65,459</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	30,98,000	30,00,000	96.8367	30,00,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>30,00,000</b>	<b>96.8367</b>	<b>30,00,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	115,98,450	6,83,292	5.8912	6,82,846	446	99.9347	0.0652	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,83,292</b>	<b>5.8912</b>	<b>6,82,846</b>	<b>446</b>	<b>99.9347</b>	<b>0.0653</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>329,76,900</b>	<b>209,48,751</b>	<b>63.5255</b>	<b>209,48,305</b>	<b>446</b>	<b>99.9979</b>	<b>0.0021</b>	<b>0</b>	<b>0</b>



*[Handwritten signature]*

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY-Appointment of Director in place of Ms. Jagl Mangat Panda, Managing Director DIN-00304690, who retires by rotation and, being eligible, offers herself for Re-Appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	182,80,450	172,65,459	94.4477	172,65,459	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>172,65,459</b>	<b>94.4477</b>	<b>172,65,459</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	30,98,000	30,00,000	96.8367	30,00,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>30,00,000</b>	<b>96.8367</b>	<b>30,00,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	115,98,450	6,83,292	5.8912	6,82,721	571	99.9164	0.0835	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,83,292</b>	<b>5.8912</b>	<b>6,82,721</b>	<b>571</b>	<b>99.9164</b>	<b>0.0836</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>329,76,900</b>	<b>209,48,751</b>	<b>63.5255</b>	<b>209,48,180</b>	<b>571</b>	<b>99.9973</b>	<b>0.0027</b>	<b>0</b>	<b>0</b>	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY-Ratification of Remuneration of Cost Auditor of the Company for the FY 2020- 2021.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	182,80,450	172,65,459	94.4477	172,65,459	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>172,65,459</b>	<b>94.4477</b>	<b>172,65,459</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	30,98,000	30,00,000	96.8367	30,00,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>30,00,000</b>	<b>96.8367</b>	<b>30,00,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	115,98,450	6,83,292	5.8912	6,82,721	571	99.9164	0.0835	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,83,292</b>	<b>5.8912</b>	<b>6,82,721</b>	<b>571</b>	<b>99.9164</b>	<b>0.0836</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>329,76,900</b>	<b>209,48,751</b>	<b>63.5255</b>	<b>209,48,180</b>	<b>571</b>	<b>99.9973</b>	<b>0.0027</b>	<b>0</b>	<b>0</b>	



*[Handwritten Signature]*



**Pratima Agarwal & Associates**  
**Company Secretaries**  
**Address: 30A/A, SFS Flats, New Kondli, Mayur Vihar, Phase-3, Delhi-110 096**  
**Mobile: 9999973018, Email: [ag.pratima85@gmail.com](mailto:ag.pratima85@gmail.com)**

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### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 20/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and May 05, 2020 respectively & SEBI Circular dated May 12, 2020)

To,  
The Chairman  
**Ortel Communications Limited (Under CIRP)**  
Regd. Office: - B-7/122A, Safdarjung Enclave  
New Delhi-110 029

Dear Sir,

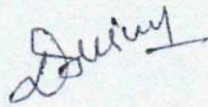
I, Pratima Agarwal, Practicing Company Secretary Proprietor of M/s Pratima Agarwal & Associates, Company Secretaries, having office at 30A/A, SFS Flats, New Kondli, Mayur Vihar, Phase-3, Delhi-110 096, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at Annual General Meeting ('AGM') under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020 & 20/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and May 05, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in notice dated July 31, 2020 ("Notice") for 25th AGM of the Company held on Wednesday, September 30, 2020 at 11:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

I submit my report as under:-

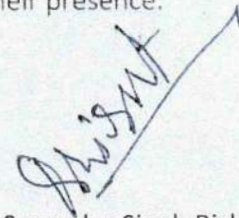
1. The remote e-voting period commenced on Friday, September 25, 2020 at 09:00 A.M. and ended on Tuesday, September 29, 2020 at 05:00 P.M. via e-voting platform on the designated website of KFin Technologies Pvt. Ltd., Authorized Agency to provide e-voting facility viz.: <https://www.evoting.karvy.com>. The Company had also provided Instapoll facility to the Members attended through VC/OAVM during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.



2. The Members of the Company as on the "cut off" date i.e. Wednesday, September 23, 2020 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the Notice.
3. The total paid up Equity Share Capital of the Company as on September 23, 2020 was Rs. 32,97,69,000/- (Rupees Thirty-Two Crore Ninety-Seven Lac Sixty-Nine Thousand Only) divided into 3,29,76,900 (Three Crore Twenty-Nine Lac Seventy-Six Thousand Nine Hundred) equity shares of Re. 10 (Rupee Ten Only) each.
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolution contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the AGM Notice.
5. After completion of e-voting at the AGM, the data of e- voting at AGM was diligently scrutinized. Thereafter, data of e- voting at AGM were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e- voting at AGM.
6. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses, Mr. Dhiraj Kumar Choudhary and Mr. Surender Singh Bisht who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Dhiraj Kumar Choudhary



Mr. Surender Singh Bisht

7. The shareholders exercised their voting either by remote e-voting or e- voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.



8. The consolidated summary of results of e- voting at AGM and remote e-voting are as under:

**Resolution No.1:** To receive consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-voting at AGM	Remote EVoting	Total	
Assent	0	2,09,48,305	2,09,48,305	99.9979
Dissent	0	446	446	0.0021
Total	0	2,09,48,751	2,09,48,751	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-A**.

**Resolution No.2:** To appoint a Director in place of Ms. Jagi Mangat Panda, Managing Director [DIN: 00304690] who retires by rotation and, being eligible, offers herself for re-appointment.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-voting at AGM	Remote EVoting	Total	
Assent	0	73,25,821	73,25,821	99.9922
Dissent	0	571	571	0.0078
Total	0	73,26,392	73,26,392	100

Therefore, the Resolution No.2 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-B**.

**Resolution No.3:** To ratify the quantum of remuneration payable to the Cost Auditors for the financial year 2020-21.


Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-voting at AGM	Remote EVoting	Total	
Assent	0	2,09,48,180	2,09,48,180	99.9973
Dissent	0	571	571	0.0027
Total	0	2,09,48,751	2,09,48,751	100

Therefore, the Resolution No.3 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-C**.



10. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,  
For PRATIMA AGARWAL & ASSOCIATES  
COMPANY SECRETARIES

  
Pratima Agarwal  
(Proprietor)  
CP No.: 22763  
UDIN: A031726B000832900



  
Counter Signed by Chairman of the meeting  
(Srigopal Choudhary)

Date: 01 October 2020  
Place: New Delhi



Details of e-voting at AGM & remote e-voting for Resolution No.1 are as under:

**A1. E-VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	0	0	0
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	0	0	0
d) Votes with Assent	0	0	0
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	126	2,09,48,751	20,94,87,510
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	126	2,09,48,751	20,94,87,510
d) Votes with Assent	117	2,09,48,305	20,94,83,050
e) Votes with Dissent	9	446	4,460



Details of e-voting at AGM & remote e-voting for Resolution No.2 are as under:

**A1. E-VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	0	0	0
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	0	0	0
d) Votes with Assent	0	0	0
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	126	2,09,48,751	20,94,87,510
b) Less: Invalid Votes	5	1,36,22,359	13,62,23,590
c) Net Valid votes	121	73,26,392	7,32,63,920
d) Votes with Assent	111	73,25,821	7,32,58,210
e) Votes with Dissent	10	571	5,710



**Annexure-C**

Details of e-voting at AGM & remote e-voting for Resolution No.3 are as under:

**A1. E-VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	0	0	0
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	0	0	0
d) Votes with Assent	0	0	0
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	126	2,09,48,751	20,94,87,510
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	126	2,09,48,751	20,94,87,510
d) Votes with Assent	116	2,09,48,180	20,94,81,800
e) Votes with Dissent	10	571	5,710

