

22 September 2018

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex, Bandra (E),  
Mumbai-400051  
Scrip- ORTEL

**BSE Limited**

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

Dear Sir/Madam;

**Subject: Proceedings and Voting Results of Annual General Meeting (AGM)**  
**(Pursuant to Regulation 30, Part-A of Schedule-III and Regulation 44 of the SEBI(LODR)**  
**Regulations,2015)**

The Annual General Meeting (AGM) of Ortel Communications Ltd (the Company) was held on Friday, 21<sup>st</sup> September, 2018 at 10:30 A.M. at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.

In this regard, please find enclosed the following:

1. Proceedings of the AGM of the Company as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"):-**Annexure-1**,
2. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"):-**Annexure-2**, and
3. Report of the scrutinizer dated 21<sup>st</sup> September, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014:-**Annexure-3**

The voting results alongwith the Scrutiniser's Report is 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.



**Bidu Bhusan Dash**  
Company Secretary & Compliance Officer



Encl.: As above

**Annexure-1**

**SUMMARY OF PROCEEDINGS OF 23<sup>RD</sup> ANNUAL GENERAL MEETING OF ORTEL COMMUNICATIONS LIMITED HELD ON FRIDAY, 21<sup>ST</sup> SEPTEMBER, 2018.**

The 23<sup>rd</sup> Annual General Meeting (AGM) of the members of Ortel Communications Ltd ("the Company") was held on Friday, 21<sup>st</sup> September, 2018 at 10:30 A.M. (IST) at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.

In absence of any designated Chairman of the Board, Dr. Gautam Sehgal, Independent Director was elected as Chairman of the meeting and presided over the meeting with the consent of the members as proposed by Mrs. Jagi Mangat Panda, Managing Director and seconded by Mr. Kadambi Seshasayee, Independent Director and Chairman of Corporate Social Responsibility Committee.

Company Secretary of the Company welcomed all the members to the 23<sup>rd</sup> Annual General Meeting of the Company and also introduced the dignitaries who were present on the Dias.

As confirmed by the Company Secretary of the Company that the requisite quorum being present, the Chairman called the meeting to order. Three out of four Directors of the Company attended the meeting. Statutory Auditor and Secretarial Auditor were also present in the meeting. The Chairman delivered his speech and shared the company's performance during the year under review and update some of the recent developments in the Company to the members present in the meeting. He informed that the Company had provided remote e-voting facilities to the members on all resolutions set forth in the Notice and opportunities to those members to cast votes at the end of the meeting who were present at the AGM and had not casted their votes electronically.

With the consent of the members present, the Notice convening the meeting, the Auditors' Report, were taken as read. Company Secretary confirmed that, there are no qualifications, observations or comments in the reports of Statutory Auditors.

The following items of business (Ordinary & Special), as per the Notice of AGM dated August 10, 2018, were transacted at the meeting:

**Item No.1**—To receive, consider and adopt the Audited Financial Statements including the Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 including the audited Balance Sheet as at March 31, 2018, together with the Reports of the Auditors' and Directors' thereon.

**Item No.2**—To appoint Director in place of Mrs. Jagi Mangat Panda, Managing Director (DIN-00304690), who retires by rotation and, being eligible, offers herself for re-appointment.

**Item No.3**—To ratify remuneration of Cost Auditors of the Company.



*[Handwritten signature]*

The Board of Directors had appointed Mr. Suresh Kumar Yadav, Practicing Company Secretary, M/s Kumar Suresh & Associates, as the Scrutinizer to supervise both e-voting and ballot voting process. The voting through poll at the venue of the meeting was completed for all the resolutions by the shareholders present in person.

The Chairman then announced that the voting results alongwith the consolidated scrutinisers report shall be informed to the Stock Exchanges and also placed on the website of the company and at the registered office of the Company.

The meeting concluded at 12:30 P.M.

Post the conclusion of the meeting, the scrutiniser report was received.

All the resolutions have been passed with the requisite majority.

For Ortel Communications Ltd.



**Bidu Bhusan Dash**  
Company Secretary & Compliance Officer

Annexure - 2

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

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

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

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





**FORM No. MGT-13**

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

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

To,  
The Chairman  
Ortel Communications Limited  
B-7/122A, Safdarjung Enclave  
New Delhi-110029

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

Dear Sir,

I, Suresh Kumar Yadav, Practising Company Secretary in M/s Kumar Suresh & Associates (M.No.-6452 and C.P. No.-6711), appointed as Scrutinizer(s) for the purpose of scrutinizing the voting on below mentioned resolutions both through e-voting and ballot papers at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Ortel Communications Limited held on 21<sup>st</sup> September, 2018 at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 at 10:30 A.M. submit my report hereunder.

1. In accordance with the Notice of the 23<sup>rd</sup> AGM sent to the members, the remote e-voting period was opened from Monday, September 17, 2018 (10:00 A.M.) to September 20, 2018 (5:00 P.M.).
2. The members holding shares as on the "cut-off date" i.e. 14<sup>th</sup> September, 2018 were entitled to vote on the resolutions (Items no. 1 to 3 as set out in the notice of the 23<sup>rd</sup> Annual General Meeting of the Company).



3. The details of e-voting through remote e-voting were downloaded from the e-voting portal of Karvy Computershare Pvt. Ltd (<https://www.evoting.karvy.com>), in order to ensure that, members did not vote again through ballot papers at the AGM.
4. After the time fixed for closing of the poll by the Chairman, one Ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorisation/proxies lodged with the Company.
6. I did not find any poll papers invalid and no proxies have been appointed.
7. After counting the votes cast by the members present at the 23<sup>rd</sup> AGM through ballot papers, the votes casted through remote e-voting were unblocked on 21<sup>st</sup> September, 2018 in the presence of two witnesses. Mrs. Gita Yadav residing at H.No. 1078/31, Street No.-1, Laxman vihar, Phase-1, Gurgaon-122001, Haryana and Mr. Himanshu Aggarwal residing at 725, Sector-3, Part-1, Rewari-123401, Haryana who were not in the employment of the Company and have signed below as witness to the unblocking of votes.
8. Based on reports generated for both remote e-voting and poll, the result of the poll is as under:

**RESOLUTIONS:**

**ORDINARY BUSINESS:**

**Item No. 1:-**

**ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING THE CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 INCLUDING THE AUDITED BALANCE SHEET AS AT MARCH 31, 2018, TOGETHER WITH THE REPORTS OF THE AUDITOR'S AND DIRECTOR'S THEREON.**

**I. Voted in favour of the resolution:**

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
33	1,74,21,197	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
49	79,67,152	100
<b>TOTAL (A+B) 82</b>	<b>2,53,88,349</b>	<b>100</b>



II. Voted against the resolution:

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

III. Invalid Votes:

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

IV. Abstain Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
-	-
B. Number of members voted through remote e-voting system	Number of votes not cast by them
1	7,92,794
<b>TOTAL (A+B)</b> 1	<b>7,92,794</b>

V. Less Voted:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
1	44
B. Number of members voted through remote e-voting system	Number of votes not cast by them
-	-
<b>TOTAL (A+B)</b> 1	<b>44</b>



Item No. 2:-

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

I. Voted in favour of the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
25	1,55,782	99.97
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
50	89,15,728	100
<b>TOTAL (A+B) 75</b>	<b>90,71,510</b>	<b>100</b>

II. Voted against the resolution:

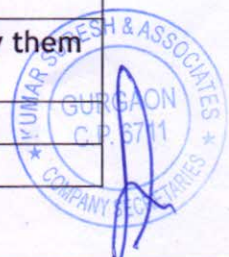
A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
-	-	-
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Against)
-	-	-
<b>TOTAL (A+B) 0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

III. Invalid Votes:

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

IV. Abstain Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
08	1,72,65,459
B. Number of members voted through remote e-voting system	Number of votes not cast by them
-	-
<b>TOTAL (A+B) 08</b>	<b>1,72,65,459</b>





V. Less Voted:

A. Number of members present and voted (In person and Proxy)		Number of votes not cast by them
1		44
B. Number of members voted through remote e-voting system		Number of votes not cast by them
-		-
<b>TOTAL (A+B)</b>	<b>1</b>	<b>44</b>

Item No. 3:-

ORDINARY RESOLUTION TO RATIFY REMUNERATION OF COST AUDITORS OF THE COMPANY FOR F.Y. 2018-19

I. Voted in favour of the resolution:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
33	1,74,21,197	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
50	87,59,946	100
<b>TOTAL (A+B) 83</b>	<b>2,61,81,143</b>	<b>100</b>

II. Voted against the resolution:

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

III. Invalid Votes:


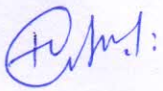
A. Number of members present and voted (In person and Proxy)	Number of votes cast by them
-	-
B. Number of members voted through remote e-voting system	Number of votes cast by them
-	-
<b>TOTAL (A+B)</b>	<b>-</b>



IV. Less Voted:

A. Number of members present and voted (In person and Proxy)	Number of votes not cast by them
1	44
B. Number of members voted through remote e-voting system	Number of votes not cast by them
-	-
TOTAL (A+B)	44

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

<p><b>Witness -1:</b></p> <p>Name: Gita Yadav Address: H.No. 1078/31, Street No.1, Laxman Vihar, Gurgaon-122001</p> <p>Signature: </p>	<p><b>Witness-2:</b></p> <p>Name: Himanshu Aggarwal Address: 725, Sector-3, Part-1, Rewari- 123401 Haryana</p> <p>Signature: </p>
--	--

Thanking you,  
Yours faithfully,



Kumar Suresh & Associates  
Suresh Kumar Yadav  
(Proprietor)  
C.P No-6711, M. No- 6452

Place: New Delhi  
Dated: 21-09-2018