



# 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

September 04, 2019

Company under Corporate Insolvency Resolution  
Process by NCLT Order, dated November 27, 2018

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

Dear Sir/Madam;

**Subject: - Notice of the 24<sup>th</sup> Annual General Meeting and remote e-voting – reg.**  
**Ref.: - Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015**

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 96 and other applicable provisions of the Companies Act, 2013, we would like to inform you that the 24<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company to be held on **Saturday, 28<sup>th</sup> September, 2019 at 10:30 A.M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.**

Further, we would like to inform you that pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is providing remote e-voting facility to its Shareholders to exercise the right to vote at the AGM. The remote e-voting shall commence on **September 24, 2019 @ 10:00 A.M. (IST) and shall end on September 27, 2019 @ 05:00 P.M. (IST).** The remote e-voting module shall be disabled by Karvy for voting thereafter and members will not be allowed to vote electronically beyond the said date and time. The **cut-off date** for the purpose of determining the members eligible for remote e-voting is fixed as **20<sup>th</sup> September, 2019.**

We enclose herewith the Notice of 24<sup>th</sup> Annual General Meeting ("AGM") along with Proxy Form, Attendance Slip containing the requisite details.

The above is for your information and records please.

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

Bidu Bhusan Dash  
Company Secretary & Compliance Officer



Encl.: As above

*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 01<sup>st</sup> February, 2019 under the provisions of the Code)*

## ORTEL COMMUNICATIONS LIMITED (UNDER CIRP)

(CIN:L74899DL1995PLC069353)

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

Website : [www.ortelcom.com](http://www.ortelcom.com), Email: [bidu.dash@ortelgroup.com](mailto:bidu.dash@ortelgroup.com)

### NOTICE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 24th Annual General Meeting (AGM) of the members of Ortel Communications Limited shall be held on Saturday, September 28, 2019 at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August KrantiMarg, New Delhi-110016 at 10:30 A.M. to transact the following business:

#### BACKGROUND

This is to apprise 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 Mr. Anil Bhatia was appointed as Interim Resolution Professional of the Company and subsequently on 07.01.2019, the Meeting of Committee of Creditors was convened and in the said meeting the Committee of Creditors proposed to replace the Interim Resolution Professional and the same was approved through e-voting. That the Hon'ble Adjudicating Authority vide its order dated 01.02.2019 (received on 07.02.2019) approved the appointment of Mr. Srigopal Choudhary as "Resolution Professional" for the management of the affairs of the Company ("RP"/ "Resolution Professional").

#### ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON**
- 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. JagiMangat 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."

- 3. TO APPOINT AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION**

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 139 and 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), pursuant to the proposals and recommendation of the Resolution Professional of the Company, M/s K. Prasad & Co., Chartered Accountants (Firm Registration No. 303062E), be and is hereby appointed as Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2024 with a remuneration as mutually discussed and decided by the Resolution Professional and the proposed auditor plus out of pocket expenses & tax as applicable for conducting the statutory audit of the Company."

#### **SPECIAL BUSINESS**

#### **4. TO RATIFY THE QUANTUM OF REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2019-20**

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 2019-20 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: August 16, 2019

Place: Kolkata

#### **Registered Office:**

**B-7/122A, Safdarjung Enclave**

**New Delhi-110029**

**CIN:**L74899DL1995PLC069353

**Phone:** 011-46868800; 011-46868803

**E-mail:** [bidu.dash@ortelgroup.com](mailto:bidu.dash@ortelgroup.com)

**Website:** [www.ortelcom.com](http://www.ortelcom.com)

**Notes:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item No.4 setout above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
  
Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.
3. A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
4. Attendance slip, proxy form and route map of the venue of the Meeting are annexed hereto.
5. All documents referred to in the accompanying Notice are open for **inspection** at the Registered Office of the Company on all working days, except Saturdays, Sundays and Bank holidays, **between 10:00 A.M. and 05:00 P.M.** upto the date of the Annual General Meeting.
6. The members/Proxies are requested to bring duly filled attendance slip along with their copy of Annual Report at the Meeting.
7. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
8. Proxy in prescribed **Form No. MGT-11** is enclosed herewith.
9. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant board resolution together with the specimen signatures of their representative(s) authorised under the said board resolution to attend and vote on their behalf at the meeting.
10. 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.
11. 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/KeyManagerial 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.
12. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings, particulars of the Directors seeking re-appointment at the Annual General Meeting are provided in the "Annexure" to the Notice.
13. The Attendance at the meeting will be regulated through the Attendance Slip and the same will be verified with the records maintained with the Company. Members who hold shares in dematerialized form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the Attendance Slip to facilitate their identification at the Meeting.
14. The members are requested to intimate to the Company, queries, if any, at least 7 days before the date of the meeting to enable the management to keep the required information available at the meeting.
15. 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 **21st September, 2019 to 28th September, 2019 (both days inclusive)** for the purpose of Annual General Meeting.
16. Members holding shares in physical form are requested to notify any change in their address, if any, to the Registrar and Share Transfer Agent, M/s Karvy Fintech Private Limited, Hyderabad (Karvy) at their address mentioned below or to the Registered Office of the Company, quoting their Folio number (s).
17. 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.
18. 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.
19. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file **nomination** in the prescribed **Form SH-13** and for

- cancellation/variation in nomination** in the prescribed **Form SH-14** with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/d-mat form, the nomination form may be filed with the respective Depository Participant.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
  21. The Notice of the AGM and instructions for e-voting and the Annual Report of the Company for the year ended March 31, 2019 is uploaded on the Company's website [www.ortelcom.com](http://www.ortelcom.com) and may be access by the members. The physical copies of the aforesaid documents will also be available at the Company's registered office and Corporate Office for inspection during normal business hours on working days. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
  22. SEBI vide its circular dated 20th April, 2018 has made it mandatory for submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their D-Mat accounts and members holding shares in physical form to the Company or to RTA, the said documents duly attested.
  23. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting by electronic means and all the items of the business may be transacted through e-voting services provided by M/s Karvy Fintech Private Limited (Karvy). The instructions for e-voting are as under:
    - i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
 

|          |   |
|----------|---|
| User-ID  | For Members holding shares in Demat Form:<br>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID<br>b) For CDSL :- 16 digits beneficiary ID<br>For Members holding shares in Physical Form:<br>* Event no. followed by Folio Number registered with the company |
| Password | Your Unique password is printed on the remote e-voting form / via email forwarded through the electronic notice   |
| Captcha  | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.   |
    - ii) Enter the login credentials (i.e. user-id & password) mentioned on the remote e-voting Form. Your folio/DP Client ID will be your User-ID.
    - iii. Please contact **Karvy's toll free No.18003454001** for any support or clarification in relation to the e-voting.
    - iv. Members can cast their **vote** online from **Tuesday, September 24, 2019 @ 10:00 A.M. to Friday, September 27, 2019 @ 5:00 P.M.**
    - v. After entering these details appropriately, click on "LOGIN".
    - vi. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited under e- Voting platform. System will prompt you to change your password and update any contact details like mobile No., email ID etc. on 1<sup>st</sup> login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vii. You need to login again with the new credentials.
    - viii. On successful login, system will prompt to select the 'Event' i.e. 'Company Name'.
    - ix. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.
    - x. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not want to cast, select 'ABSTAIN'
    - xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
    - xii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. Corporate / Institutional Members (Corporate / FIs / FIIs / Trust / Mutual Funds / Banks etc.) are required to send scan (PDF format) of the

- relevant Board resolution to the Scrutinizer through e-mail to [scrutinizer@ortelgroup.com](mailto:scrutinizer@ortelgroup.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."
24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be **open for inspection** at the Registered Office and Corporate Office of the Company during normal business hours (**10:00 A.M. to 05:00 P.M.**) on all working days, up to and including the date of the Annual General Meeting of the Company.
  25. The Notice of the AGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes.
  26. The holders of Cumulative Redeemable Preference Shares are not entitled to vote on any item set out in the Notice.
  27. Process and manner for Members opting for voting through Electronic means:
    - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting.
    - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut Off Date of September 20, 2019**, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off Date, shall treat this Notice as intimation only.
  - iii. 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. September 20, 2019**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through Poll at the AGM by following the procedure mentioned in this part.
  - iv. The **remote e-voting** will commence on **Tuesday, September 24, 2019 @ 10:00 A.M.** and will end on **Friday, September 27, 2019 @ 5:00 P.M.** During this period, the Members of the Company holding shares either in physical form or in Demat form as on the **Cut-off Date i.e. September 20, 2019**, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL/CDSL thereafter.
  - v. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - vi. The facility for voting through Poll would be made available at the AGM and the Members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through Poll. The Members who have already cast their vote by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
  - vii. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off Date of September 20, 2019**.
  - viii. The Company has appointed Mr. Suresh Kumar Yadav, Kumar Suresh & Associates, Practicing Company Secretary (FCS No. 6452, COP No. 6711), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll at the AGM, in a fair and transparent manner.

**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: August 16, 2019

Place: Kolkata

**Registered Office:**

**B-7/122A, Safdarjung Enclave**

**New Delhi-110029**

**E-mail: [bidu.dash@ortelgroup.com](mailto:bidu.dash@ortelgroup.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.4:**

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 2019-20 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: August 16, 2018

Place: Kolkata

**Registered Office:**

**B-7/122A, Safdarjung Enclave**

**New Delhi-110029**

**E-mail: [bidu.dash@ortelgroup.com](mailto:bidu.dash@ortelgroup.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 23 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"> <li>1. Member of Audit Committee of Ortel Communications Limited</li> <li>2. Member of CSR Committee of Ortel Communications Limited</li> <li>3. Chairperson of Finance Committee of Ortel Communications Limited</li> <li>4. Chairperson of Risk Management Committee of Ortel Communications Limited</li> <li>5. Member of Corporate Restructuring Committee of Ortel Communications Limited</li> <li>6. Member of Share Allotment Committee of Ortel Communications Limited</li> </ol>   |
| 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 - 110 029**  
**CIN: L74899DL1995PLC069353, Web:www.ortelcom.com,**  
**Email: bidu.dash@ortelgroup.com, Phone: 011-46868800**

**ATTENDANCE SLIP**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHARE HOLDERS MAY OBTAIN ADDITIONAL ATTENDANCE SLIP ON REQUEST.**

| Name              | Folio No/ *DP Id No and Client Id No | No. of shares held |
|-------------------|--------------------------------------|--------------------|
| Shareholder _____ |                                      |                    |
| Proxy _____       |                                      |                    |

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Members of the Company on Saturday, 28th September, 2019 at 10:30 A.M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

**\* Applicable for members holding share in electronic form.**

Revenue  
Stamp

\_\_\_\_\_  
**Signature of Shareholder(s)/ Proxy**

**Ortel Communications Limited (under CIRP)**  
**Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110 029**  
**CIN: L74899DL1995PLC069353, Web:www.ortelcom.com**  
**Email: bidu.dash@ortelgroup.com, Phone: 011-46868800**  
**Form No. MGT-11**

**Proxy Form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**24<sup>th</sup> Annual General Meeting-Saturday, 28th September, 2019 at 10:30 A.M.**

|                               |   |  |
|-------------------------------|---|--|
| Name of the Member(s)         | : |  |
| Registered Address            | : |  |
| E-mail Id                     | : |  |
| Folio No/ DP Id and Client Id | : |  |

I/We, being the member (s) of ..... shares of the above named company, hereby appoint;

- Name: .....  
 Of Email Id:.....  
 Address: .....  
 Signature: .....or failing him / her
- Name: .....  
 Of Email Id:.....  
 Address: .....  
 Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company shall be held on the Saturday, 28th September, 2019 at 10:30 A.M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No            | Description   | Optional* |         |
|--------------------------|---|-----------|---------|
|                          |   | For       | Against |
| <b>Ordinary Business</b> |   |           |         |
| 1                        | To Adopt Annual Accounts of the Company along with the Reports of Auditors and Board thereon for the FY 2018-19.  |           |         |
| 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. |           |         |
| 3                        | To appoint auditors of the company and fix their remuneration.  |           |         |
| <b>Special Business</b>  |   |           |         |
| 4                        | To ratify remuneration of Cost Auditors of the Company for FY 2019-20   |           |         |

Signed this ..... day of .....2019

Signature of shareholder: .....

Signature of Proxy holder(s): .....

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the Proxy Form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.
- \*It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or Against column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Revenue  
Stamp

**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.

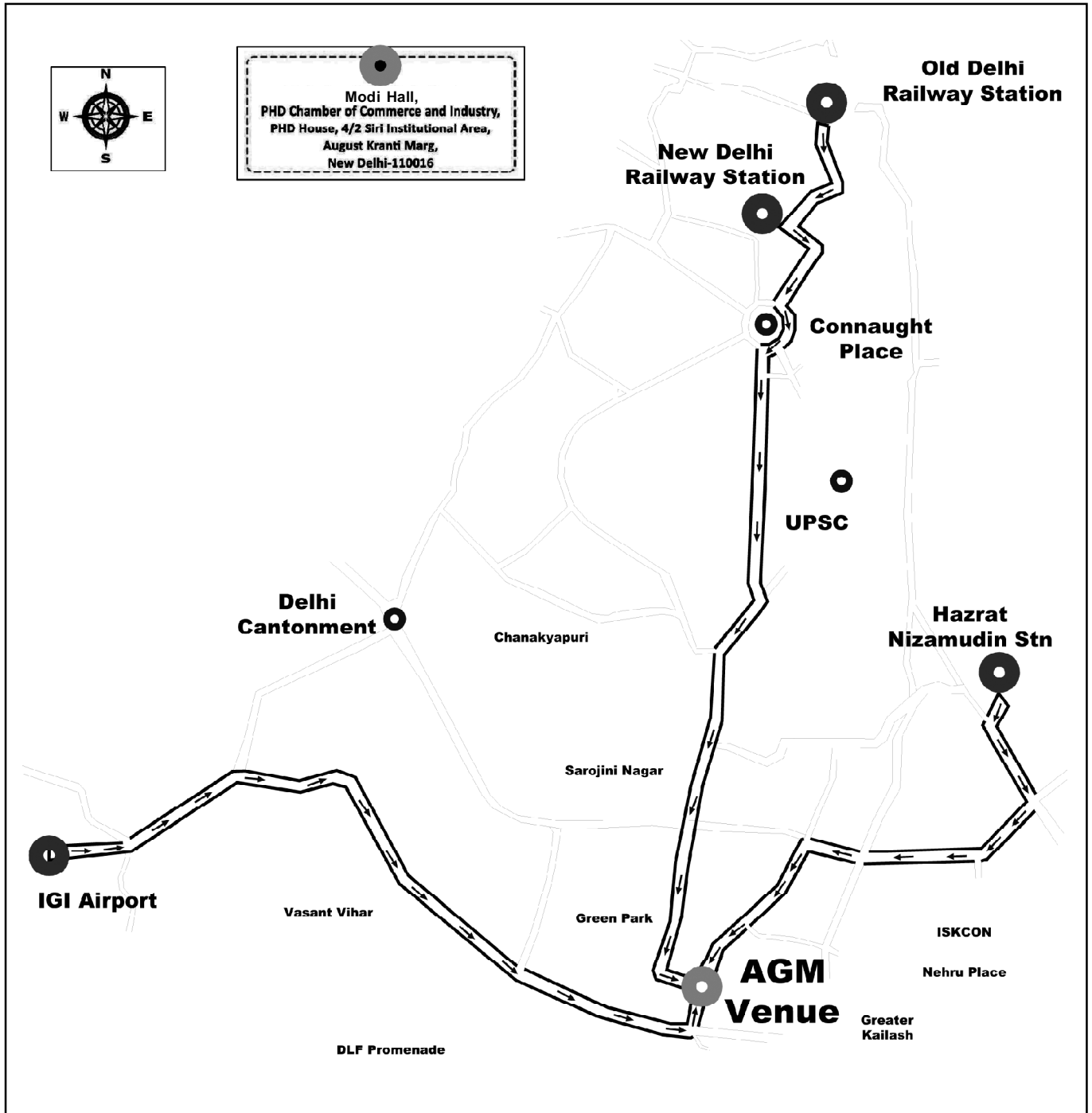
**Date:**

**Signature**

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



# Guide Map for AGM



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# Notes

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