



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 07, 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: 1. Intimation of Notice of 25th Annual General Meeting, remote e-voting / e-voting and Closure Date
2. Annual Report for the Financial Year 2019-2020**

Ref.: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

In continuation to our letter dated September 06, 2020 and pursuant to Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 96 and other applicable provisions of the Companies Act, 2013, please find enclosed herewith, the Annual Report of the Company for the Financial Year 2019-20, containing inter alia, the Notice of the 25th Annual General Meeting ("AGM") of the Company scheduled to be held on **Wednesday, 30th September, 2020 at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means ("OAVM")**.

The Annual Report of the Company for the Financial Year 2019-20 (comprising of, inter alia, Audited Standalone and Consolidated Financial Statements, Reports of the Board of Directors and the Statutory Auditors for the Financial Year ended March 31, 2020, Notice of the AGM), is also available on the website of the Company, viz., www.ortelcom.com.

We further wish to inform that pursuant to the regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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.

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 **Friday, September 25, 2020 @ 09:00 A.M. (IST) and shall end on Tuesday, September 29, 2020 @ 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by KFin Technologies Pvt. Ltd. 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 **Wednesday, 23rd September, 2020**.

The above is for your information and records please.

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

Bidu Bhusan Dash
Company Secretary & Compliance Officer



Issued with the approval of Mr. Srigopal Choudhary ("RP"), Registration No.IBBI/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 01st February, 2019 under the provisions of the Code)

Enclo.: As above

CC to:

1. **National Securities Depository Limited**
Trade World, A wing, 4th Floor,
Kamala Mills Compound, Lower Pare), Mumbai - 400013
2. **Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Pare), Mumbai 400013
3. **KFin Technologies Private Limited**
Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad- 500 032



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

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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.

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