

## 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

Date: 12th August, 2017

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex, Bandra (E)

Mumbai -400051

Scrip Code: ORTEL

**BSE** Limited

Phiroze Jeejeebhoy Tower Dalal Steet, Mumbai -400001

Scrip Code:539015

Dear Sir/Madam;

Sub.: Intimation for 22<sup>nd</sup> Annual General Meeting of Ortel Communications Limited.

This is to inform you that, the 22<sup>nd</sup> Annual General Meeting ("AGM") of Ortel Communications Limited ("ORTEL") shall be held on Tuesday, 05 September, 2017 at 10.00 A. M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi 110016. Copy of the Notice is attached herewith for record.

Further, the Register of Members and the Share Transfer Register shall remain closed from 30 August, 2017 to 05 September, 2017 (both days inclusive) for the purpose of AGM.

We are also enclosing herewith copy of Newspaper Advertisement published on 12<sup>th</sup> August, 2017 relating to AGM, Book Closure, dispatch of Notice and e-voting for your record.

Thanking You For Ortel Communications Ltd

Bibhu Prasad Rath (President & CEO)

Place:-Bhubaneswar

8 Bhubaneswal

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### Notice for AGM

**NOTICE** is hereby given that the Twenty-Second Annual General Meeting of the members of the Company shall be held on Tuesday, 05 September, 2017 at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 at 10.00 A.M. to transact the following business:

### **ORDINARY BUSINESS**

- To receive, consider and adopt Financial Statements as at 31st March, 2017 including the audited Balance Sheet as at 31st March 2017, Profit & Loss Account for the year ended on that date along with all annexures thereto and the Reports of the Auditors' and Directors' thereon.
- To re-appoint Director in place of Mr. Baijayant Panda (DIN-00297862), who retires by rotation and being eligible, offers himself for re-appointment.

**Explanation:** As per the terms of appointment, is subject to retire by rotation and being eligible has offered himself for reappointment. Details of Mr. Panda as required under SEBI Listing Regulation, 2015 for the proposed reappointment is annexed along with this Notice. Members are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as "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, Mr. Baijayant Panda (DIN-00297862), who retires by rotation in the Annual General Meeting, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

To consider and if thought fit, to pass, the following resolutions ordinary resolution.

RESOLVED THAT, pursuant to the provisions of section 139, 142 and other applicable provision of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rule, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Kolkata, (ICAI Firm Registration no. 103523W) being eligible, as the Statutory Auditors of the Company be and is hereby ratified with such remuneration plus applicable tax, out-of-pocket, travelling and living expenses, etc as may be mutually agreed by Board or any committee of Board or management and Auditors .

### SPECIAL BUSINESS

4. To reappoint Managing Director and fix remuneration

Consider and if thought fit, to pass with or without modification, the following resolution as "ORDINARY RESOLUTION":

"RESOLVED THAT pursuant to recommendation of the Nomination & Remuneration Committee("Committee") and

Board of Directors ("Board") and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Companies (Appointment and Qualification of Directors) Rules, 2014 and any other relevant rules (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, the consent of the members be and is hereby accorded for re-appointment of Ms. Jagi Mangat Panda as Managing Director of the Company for a period of five (05) years with effect from the date of the approval with a remuneration of upto Rs. 75.00 lakhs per annum excluding the exempted remuneration and perquisites if any with authority to the Board or any of it's Committee (s) to alter and vary the terms and conditions of the said re-appointment and / or agreement including remuneration and authority to the Board or any of it's Committee (s) to increase the said remuneration upto 7.5% per annum on the overall maximum remuneration paid in the previous financial year during the tenure of her appointmentin such manner and subject to such conditions as may be decided by the Board or any of its Committee(s).

**RESOLVED FURTHER THAT,** Ms. Jagi Mangat Panda, Managing Director shall be paid the aforesaid remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the tenure of Ms. Panda, in excess of limits prescribed under sections 196, 197 and 198 of the Act."

To ratify remuneration of Cost Auditors of the Company for FY. 2017-18

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"), 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 2017-18 as recommended by Audit Committee of the Board and approved by Board of Directors of the Company".

### Remuneration:

Rs. 70,000/- plus out of pocket expenses & tax as applicable for conducting the Cost audit of the Company.

Place: Bhubaneswar Date:19 May, 2017 By the order of the Board For Ortel Communication Limited

Sd/-(Lalit Kumar Mohanty) C.S & Compliance Officer



### Notes:

- The Explanatory Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 is annexed hereto.
- 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting instead of himself / herself and the proxy need not be a member. Proxies in order to be valid must be received by the company not later than 48 hours before the commencement of the meeting. The relevant proxy form is attached herewith.
- 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. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that member holding more than 10% 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.
- The members/Proxies are requested to bring duly filled attendance slip along with their copy of Annual Report at the Meeting.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 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.
- 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.
- The Company has decided to close the Register of Members and the Share Transfer Register for a period of seven days from 30 August 2017 to 05 September, 2017(both days inclusive).
- 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.
- 11. 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.
- 12. The Notice of the AGM, and instructions for e-voting and the Annual Report of the Company for the year ended 31 March, 2017 is uploaded on the Company's website www.ortelcom.com and may be accessed 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
- 13. As required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / reappointment in the Annual General Meeting is annexed to this Notice. The Directors have furnished the requisite declarations for their appointment / reappointment.
- 14. The Securities and Exchange Board of India (SEBI) has mandated the 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 / RTA.
- 15. 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 22nd Annual General Meeting (AGM) by electronic means and all the items of the business may be transacted through e-voting services provided by Karvy Computershare Private Limited (Karvy). The instructions for e-voting are as under:
- Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- 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.
  - 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 Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile No., email ID etc on 1st 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.



User - ID	For Members holding shares in Demat Form: a) For NSDL:-8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL :- 16 digits beneficiary ID
	For Members holding shares in Physical Form:-
	* 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

- Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 31 August, 2017 @ 10.00 AM to 04 September, 2017 @ 5.00 PM
- v) After entering these details appropriately, click on "LOGIN".
- 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 evoting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile No., email ID etc on 1st 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 wants 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 /Fls/Flls/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 with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."
- 16. 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 (11:00 a.m. to 04:00 p.m.) on all working days, up to and including the date of the Annual General Meeting of the Company.
- 17. Members may note that, in terms of undertaking given by your Company to National Stock Exchange of India Ltd ("NSE") for getting in-principle approval of the Employee Stok Options Scheme 2010 ("Scheme"), as on the date this Notice calling the Annual general Meeting of your Company, the total number of shares that will arise pursuant to said Scheme("Pre IPO Scheme") shall be 1,90,086 numbers of shares. This consists of 35,500 numbers of shares that have already been allotted and listed in the Initial Public Offering ("IPO") of the Company, 1,11,436 numbers of Shares allotted on the date of this Notice and 43,150 numbers of Shares which will be exercised and allotted at a future date.

# 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.

Ms. JagiMangat Panda, was reappointed as Managing Director of the Company for further period of five (05) year at the Annual General Meeting (AGM) held on 28 September, 2012 as per the erstwhile Companies Act, 1956. It is now proposed to reappoint Ms. Panda as Managing Director of the Company for a further period of five years from the date of approval of such reappointment by the members of the Company.

Further, a remuneration up to Rs. 48.00 lakh per annum excluding exempted remuneration and perquisites was approved by the members to be paid to Ms. Panda at the time of reappointment on 28 September, 2012 which was subsequently increased to Rs. 65.00 lakhs per annum excluding exempted remuneration and Perquisites by the members in Annual General Meeting of the Company held on 27 September, 2015 for a period of three years.

As per Section 197 of the companies act, 2013, Company can pay upto 5% of the net profit as managerial remuneration to one Whole Time Director and in case of the Company maximum overall remuneration that can be paid to Ms. Panda based on the net profit of the Company is Rs. 7.35 lakhs (5% on Rs.1.47 Cr) P.A.

However, as per Schedule Section II of Part II of Schedule V read with section 196 and 197 of the Companies Act 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person based on effective capital of the Company as summarized hereunder.



Remuneration payable by companies having no profit or inadequate profit without Central Government approval

Where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits under given below

Wh	ere the Effective Capital is	Limit of Yearly Remuneration Payable shall not exceed (Rupees)
(i)	Negative or less than 5 crores	60 lakhs
(ii)	5 crores and above but less than 100 crores	84 lakhs
(iii)	100 crores and above but less than 250 crores	120 lakhs
(iv)	250 crores and above	120 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

Explanation.- It is hereby clarified that for a period less than one year, the limits shall be pro-rated.

Note: Effective Capital" means

The aggregate of the paid-up share capital (excluding share application money or advances against shares); amount, if any, for the time being standing to the credit of share premium account; reserves and surplus (excluding revaluation reserve); long-term loans and deposits repayable after one year (excluding working capital loans, over drafts, interest due on loans unless funded, bank guarantee, etc., and other short-term arrangements) as reduced by the aggregate of any investments (except in case of investment by an investment company whose principal business is acquisition of shares, stock, debentures or other securities), accumulated losses and preliminary expenses not written off.

As per the last Audited accounts for FY. 2015-16 and draft annual accounts for FY. 2016-17 to be placed before board for its approval, the effective capital of the Company is Rs.294.00 Cr.

So considering her rich and varied experience in the industry and role played by her spearheading the Company over a period of time, it is proposed for an overall maximum remuneration of upto Rs.75.00 lakhs per annum excluding exempted remuneration and perquisites based on the effective capital of the Company with an increase of the said remuneration upto 7.5% per annum on the overall maximum remuneration paid during the previous financial year during the tenure of her appointment. The above remuneration shall be paid to Ms. Panda irrespective of the inadequacy or not having the profit of the Company subject to approval by the Members in their meeting.

Further, the terms and conditions of this re-appointment may be revised, altered and varied from time to time by the Board/Nomination and Remuneration Committee as it may, in its discretion deem fit, subject to such approvals as may be required.

If at any time, Ms. Panda ceases to be a Director of the Company for any cause whatsoever, her reappointment as Managing Director shall stand terminated forthwith. No Directors and Key Managerial Personnel or their respective relatives except Ms. Panda, Mr. Baijayant Panda and Mr. Subhrakant Panda and their respective relatives is deemed to be concerned or interested in this item of business.

The copies of relevant resolutions of the Board is available for inspection by members at the registered office of the Company during working hours on any working day till the date of this Annual General Meeting.

The Board recommends this resolution for your approval.

A Statement of additional information and other particulars as may be required under Section II of Part II of Schedule V are provided in the Annexure attached to this Notice.

### I. General Information:

### (1) Nature of industry:

The Company is engaged in the business of providing cable television service and high speed Broadband service.

(2) Date or expected date of commencement of commercial production

The Company got the commencement certificate on 02 June, 1995.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

(4) Financial performance based on given indicators

(Rs. In lakhs)

	Si. No	Particulars	FY. 2016-17
	1	Turnover	2721.28
	2 Profit/(Loss) before tax 3 Net Profit/(Loss) after tax		146.76
			120.34

(5) Foreign investments or collaborations, if any.

The Company has not entered into any foreign collaborations. The Company also has not made any foreign investments. The Foreign Investors are holding shares in the Company within the permitted limits.

### II. Information about the appointee:

## (1) Background details

Ms. Jagi Mangat Panda was appointed as the Director of the Company on October 5, 1995. Ms. Panda is the Promoter of the Company. She was appointed as the Managing Director of the Company on December 22, 2007. 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-tier programme for management development at the Indian Institute of Management, Ahmedabad. She has more than 19 years of experience in the media and broadcasting industry.

### (2) Past remuneration

Remuneration drawn by Ms. Jagi Mangat Panda for the period 1st April, 2016 to 31st March, 2017 is Rs.65.00 lakhs per annum



### (3) Recognition or awards

Ms. Jagi Mangat Panda has been awarded and recognized as the "Young Global Leader" at the World Economic Forum in 2008. She has been elected as Vice Chairperson of Confederation of Indian Industry, Eastern Region Council for 2017-18.

### (4) Job profile and his suitability

Ms. Jagi Mangat Panda, Managing Director, is responsible for day-to-day management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration her qualifications and expertise in this industry, she is best suited for the responsibilities of current assigned role.

### (5) Remuneration proposed

overall maximum remuneration of upto Rs.75.00 lakhs per annum excluding exempted remuneration and perquisites based on the effective capital of the Company with an increase of the said remuneration upto 7.5% per annum on the overall maximum remuneration paid during the previous financial year during the tenure of her appointment Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his / her origin)

Taking into consideration the size of the Company, the profile of Ms. Jagi Mangat Panda, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

### (6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed to be paid to her, Ms. Jagi Managat Panda along with Mr. Baijayant Panda, Mr. Subhrakant Panda and also their relatives are directly or indirectly interested in the company both as shareholders and promoters of the Company. She along with other persons forming part of promoters and promoter groups and persons acting in concert control 51. 84% of the total paid up capital of the Company.

### III. Other information:

(1) Reasons of inadequate profits

Due to stiff competition, other external and internal factors.

(2) Steps taken or proposed to be taken for improvement

The Company has taken various strategic measures to increase revenue and profit. The company has made net profit of Rs.192.58 lakhs in FY. 2016-17.

### (3) Expected increase in productivity and profits in measurable terms.

With various proactive measure initiated, the Company is hopeful of better performance going forward as a result of deeper penetration in the Cable business along with continued focus on the high-margin Broadband segment and both inorganic buy out strategy and organic approach of subscriber acquisition and more particularly completion of digitization process and high speed data with better technology and service, the company is expecting to achieve significant growth both in terms turnover and profitability.

### IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual report in the Corporate Governance Report Section under the heading "Remuneration paid / payable to Managing Director for the year ended 31st March, 2017.

### Item No-5.

Board of Directors of the Company on recommendation of Audit Committee, has approved reappointment of M/s. NIRAN & CO., Cost Accountants, Bhubaneswar, Odisha as the Cost Auditor of the Company for the Financial Year 2017-18 with same remuneration of Rs.70,000/- plus out of pocket expenses if any and 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.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel other entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

## Details of Director proposed for re-appointment at the Annual General Meeting

## (Pursuant to Regulation 36 (3) of Listing Regulation)

Name of the Director Mr. Baijayant Panda

Date of Birth 12.01.1964
Date of Appointment 30.09.1999

## Nature of his expertise in specific functional area

He is the Chairman and co-founder of the Company. He holds a bachelor's degree of science in scientific and technical communication from the Michigan Technological University. He has experience in media sector operations, strategic and financial planning, capital structuring, mergers and acquisitions. He also serves as the vice chairman of Indian Metals & Ferro Alloys Limited. He is also a Member of Parliament (Lok Sabha) from the state of Odisha. Further, Mr. Panda has been awarded the prestigious 'Bharat Asmita National Award', the award for best parliamentary practices by the Chief Justice of India in 2008.

### Qualification

Bachelor's degree of science in scientific and technical communication from the Michigan Technological University.

Disclosure of relationships between Directors inter-se:-

- Mrs. JagiMangat Panda(Managing Director)-Wife
- Mr. Subhrakant Panda(Non-Executive Director)-Brother

There is no inter-se relationship between other Directors.

 $\label{lem:companies} \ Directorship in other \ Listed \ Companies \ Indian \ Metals \ \& \ Ferro \ Alloys \ Ltd$ 

Member/Chairman of Committee of the Board of the Listed Companies

- Chairman of Nomination and remuneration Committee of Ortel Communications Limited
- Member of Finance Committeeof Ortel Communications Limited

Number of shares held in the Company

580042(1.91%) no of Equity Shares



# 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. JagiMangat 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 of the Company. She is also

the founder and Director of Odisha Television Ltd. 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 bachelor's degree in biology and chemistry from Osmania University and also has participated in the middle management programme of the three-tier programme for management development at the Indian Institute of Management, Ahmedabad. She has more than 19 years of experience 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-tier programme for management development at

the Indian Institute of Management, Ahmedabad

Disclosure of relationships between Directors inter-se:- - Mr. Baijayant Panda (Chairman and Non-Executive Director)-Husband

-Mr. Subhrakant Panda(Non-Executive Director)-Brother-in-law

There is no inter-se relationship between other Directors.

Directorship in other Listed JM FINANCIAL LIMITED

Companies

Member/Chairman of Committee of the - Member of Audit Committee of Ortel Communications Limited

Board of the Listed Companies -Member of CSR Committee of Ortel Communications Limited

- Chairman of Risk-Management Committee of Ortel Communications

Limited

Number of shares held in the Company 290448 (0.96%) no of Equity Shares



### **Ortel Communications Limited**

Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110 029 CIN: L74899DL1995PLC069353, Web:www.ortelcom.com, Email: ipo@ortelgroup.com, Ph: 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		

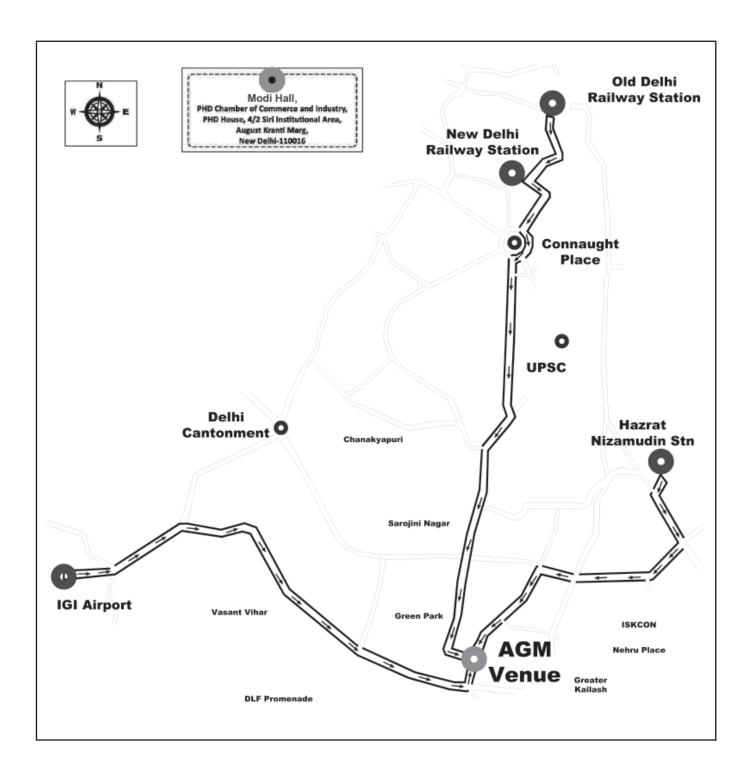
I hereby record my presence at the 22nd Annual General Meeting of the Members of the Company on Tuesday, 05 September, 2017 at 10.00 A.M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.

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Revenue Stamp	
	Signature of Shareholder(s)/ Proxy



## Guide Map for AGM



### **Ortel Communications Limited**

Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110 029 CIN: L74899DL1995PLC069353, Web:www.ortelcom.com, Email: ipo@ortelgroup.com, Ph: 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]

	(Management and Admini	stration) Rules, 2014]
Name of the m	member (s):	
Registered Add	ldress:	
E-mail Id:		Folio No/ DP Id and Client Id:
I/We, being the	e member (s) of	shares of the above named company, hereby appoint;
1. Name:		Email Id:
Address::		Signatureor failing him,
2. Name:		Email Id:
Address::		Signature
Resolution No	esolutions as are indicated below:  Description	
1	Adoption of Annual Accounts along with the	Reports of the Auditors and Board thereon.
2		t Panda (DIN-00297862), who retires by rotation and being
3	Ratification of appointment of M/s. Haribhak remuneration.	ti& Co. LLP, Chartered Accountants, Kolkata, and fix their
4	To reappoint Managing Director and fix rem	uneration
5	Ratification of remuneration of Cost Auditor	s of the Company for FY. 2017-18
Signed this	day of	
		Signature of shareholder

Note: 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.



### **Ortel Communications Limited**

Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110 029 CIN: L74899DL1995PLC069353, Web:www.ortelcom.com, Email: <u>ipo@ortelgroup.com</u>, Ph: 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 annual reports and other 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.

### 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, records for sending all communications in electronic form.	. Please register my/ our above e-mail I'd in your
Date:	Signature

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



# Notes



# Notes

## ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)

Regd. Off.: 6th Floor, Avashya House, CST Road, Kalina, Santacruz (E) Mumbai - 400 098 Tel No.: +91 22 6679 8100/2667 5800 Fax: +91 22 6679 8195 Website: www.allcargologistics.com Email: investor.relations@allcargologistics.com



THE AV VASHYA GROUP

		(Rs. In La	khs except Earni	ing Per Share)
Sr. No.	1 4111041410	Quarter ended June 30, 2017 (Unaudited)	Quarter ended June 30, 2016 (Unaudited)	Year ended March 31, 2017 (Audited)
1	Income			
а	Income from Operations	148,343	139,892	558,336
b	Other Income	1,594	593	4,532
	Total Income (a+b)	149,937	140,485	562,868
2	Net Profit for the period before tax and before exceptional item	7,067	8,801	31,164
3	Net Profit for the period after tax and after exceptional item	6,357	6,350	23,779
4	Net Profit for the period after tax, non-controlling interest and share of profit from associates and joint ventures.	6,113	6,102	23,182
5	Total Comprehensive Income for the period [Comprising profit for the period (after tax) and other Comprehensive Income(after tax)]	9,207	6,119	17,801
6	Equity Share Capital	4,914	5,042	4,914
7	Reserve (Excluding Revaluation Reserve) as shown in the audited balance sheet	-	-	174,308
8	Earnings Per Share (of Rs. 2/- each)			
	1. Basic :	2.49	2.42	9.25
	2. Diluted:	2.49	2.42	9.25

### Notes:

The statement of unaudited consolidated financial results for the guarter ended June 30, 2017 has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on August 10, 2017. The Joint Statutory Auditors have conducted review of these results pursuant to the requirements of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. There are no qualifications in the report issued by the auditors.

Other income includes

Sr. No.	Particulars	Quarter ended June 30, 2017 (Unaudited)	Quarter ended June 30, 2016 (Unaudited)	Year ended March 31, 2017 (Audited)
1	Profit on sale of fixed assets and Investment property	1,087	70	1,037
2	Profit on sale of investments	230	148	785
3	Rental income	170	74	597
4	Liabilities / provisions written back	26	1	272
5	Gain on foreign exchange fluctuations (net)	16	74	1,075
6	Derivative Gain	•	145	-
7	Others	65	81	766
	Total	1,594	593	4,532
3	Key numbers of Unaudited Standalone Financial Results for the quarter ended Ju	ne 30, 2017, du	lly approved by	the Board of

Sr. No	Particulars	Quarter ended June 30, 2017 (Unaudited)	Quarter ended June 30, 2016 (Unaudited)	Year ended March 31, 2017 (Audited)
1	Total income from operation (net)	31,259	30,615	117,359
2	Profit before tax	3,056	3,997	13,718
3	Profit after tax	3,072	2,830	10,632

Directors of the Company, in accordance with the provisions of the Listing Regulations are as under:

4 The above is an extract of the detailed format of Quarterly Unaudited Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Unaudited Standalone and Consolidated Financial Results are available on the websites of Stock Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) where Securities of the Company are listed and on the Company's website (www.allcargologistics.com).

Previous quarter's / year figures have been regrouped/reclassified wherever necessary to conform to the current quarter's presentation

For and on behalf of Board of Directors Allcargo Logistics Limited

Chairman and Managing Director (DIN: 00012754)

Shashi Kiran Shetty

Place: Mumbai Date : August 11, 2017

123Stores

**Income**Revenue from Operations

(a) Cost of Goods Sold (b) Shipping & Handling Expenses (c) Sales and Marketing Expenses

Employee Benefits Expense

Depreciation and Amortisation Expense

Items that will not be reclassified to Profit or Loss

(ii) Income Tax relating to Items that will not be reclassified to Profit or Loss

Other Income

Expenses

III Total Income (I + II)

(e) Finance Costs

(a) Other Expenses

V Profit before Tax (III - IV)

VII Net Profit for the Period (V - VI)

VIII Other Comprehensive Income

IV Total Expenses

Tax expense Current Tax

Integrated Logistics Solutions. Designed with Ingenuity.



**PARTICULARS** 

NVOCC | CFS | PROJECT & ENGINEERING SOLUTIONS CONTRACT LOGISTICS | SHIP OWNING & CHARTERING

INTRASOFT TECHNOLOGIES LIMITED

Registered Office: 502A, Prathamesh, Raghuvanshi Mills Compound,

Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Tel: 91-22-2491-2123. Fax: 91-22-2490-3123, Email: intrasoft@itlindia.com,

Website: www.itlindia.com CIN: L24133MH1996PLC197857

**UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2017** 

Revenue up by 22% in Y-o-Y (Constant Curency Terms)

Free Cash Flow Generation improved by

₹46 Cr. Y-o-Y (Trailing Twelve Months)



Government of Jharkhand Jharkhand BijliVitran Nigam Ltd. CIN No. U40108JH2013SGC001702 ELECTRIC SUPPLY AREA, DUMKA FAX No. 06434-226812, E-mail ID: gm\_esadk@rediffmail.com

**Inviting e-Tender Notice** 

e-Tenders are invited under ADP head 2017-18 from reputed, experienced and financially sound Manufactures having authorization of manufacturers and having adequate testing facilities permanentally registered with SSI/NSIC units and establishment in Jharkhand State for supply of following materials :-

NIT No.	Particulars of Material	Unit	Qty.	Cost of tender (In Rs.)	E.M.D (In Rs.)	
170/PR/JBVNL17-18/	PSC Pole 8 Mtrs length 200 kg weight	Nos.	7344	10000	393000	
171/PR/JBVNL17-18/	PSC Pole 9 Mtrs length 400 kg weight	Nos.	1200	7000	114000	
Date of Publication of	Tender on website		11.0	08.2017 upto 04:0	00 P.M	
Strart Date/time for Up	load/submission of bids		From	From 11.08.2017 at 05:00 PM		
End Date/time for uplo	ad/submission of bids		From	From 25.08.2017 at 04:00 PM		
End Date/time for sub EMD and Tender Fee	From	28.08.2017 upto 1	12:00 PM			
Date/time of opening of	f Techincal Part-I		28	3.08.2017 at 02:00	) PM	
Date/time of opening of	of Techincal Price Part-II			Will be comunicate	ted	
Name & address of off	GM	l cum-CE, ESA, D	)umka			
Contact No. of procurr	ment officer		990	5740309 & 89867	'84258	

नं० 1800 345 6570 पर दर्ज करायें। PR No: 168181(Jharkhand Bijlee Vitran Nigam Ltd)/17-18 www.jharkhandgov.in

Sd/-GM-cum-CE

## TAMIL NADU NEWSPRINT AND PAPERS LIMITED Regd. Office: 67, MOUNT ROAD, GUINDY, CHENNAI - 600 032.

## CIN: L22121TN1979PLC007799 Web: www.tnpl.com **EXTRACT OF STATEMENT OF UNAUDITED FINANCIAL RESULTS** FOR THE QUARTER ENDED 30TH JUNE, 2017

			,
Particulars	Quarter ended	Year ended	Quarter ended
	30.06.2017	31.03.2017	30.06.2016
	(Unaudited)	(Audited)	(Unaudited)
Total income from operations (Net)	597.10	3130.92	794.94
Net Profit / (Loss) for the period (before tax, Exceptional and / or Extraordinary items)	(79.71)	306.21	77.69
Net Profit / (Loss) for the period before tax (after Exceptional and / or Extraordinary items)	(79.71)	306.21	77.69
Net Profit / (Loss) for the period after tax (after Exceptional and / or Extraordinary items)	(89.15)	264.57	69.51
Total comprehensive Income for the period (Net of Tax)	(88.11)	257.54	70.52
Equity Share Capital (Face value of share of Rs.10/- each)	69.21	69.21	69.21
Reserves (excluding revaluation reserve)		1635.27	
Earnings per share (of Rs.10/ Share) ( Before and after Extraordinary items) (not annualised) - Basic and Diluted EPS-(in Rs)	(12.88)	38.23	10.04

Note: The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing obligations and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly Financial Results are available on the Stock Exchange rebsites at www.bseindia.com, www.nseindia.com and on company's website www.tnpl.com.

Place: Chennai - 32 Date: 11.08.2017 DIPR/849/DISPLAY/2017

For and on behalf of the board

Dr. R. SELVARAJ, IAS

MANAGING DIRECTOR

**EXPO GAS CONTAINERS LTD.** Regd. Office: 150, Sheriff Devji Street, Mumbai - 400 003. Tel No. 022-61319600, Website: www.expogas.com

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE. 2017

113 111 1833				
Particulars	Quarter Ending 30.06.2017	Year to Date figures for the Period ending 30.06.2017	Corresponding quarter ending 30.06.2016	
Total Income from Operations	1,014.11	1,014.11	619.12	
Net Profit / (Loss) from Ordinary Activities before tax	34.38	34.38	19.68	
Net Profit / (Loss) from Ordinary Activities after tax	34.38	34.38	19.68	
Net Profit / (Loss) for the period after tax (after Extraordinary items)	34.38	34.38	19.68	
Equity Share Capital	761.46	761.46	761.46	
Reserves excluding Revaluation	1,546.53	1,546.53	1,522.58	
Reserves (as per balancesheet)		-		
of previous accounting year.		-		
Earning Per Share.		-		
a) Before Extraordinary Items				
- Basic	0.18	0.18	0.10	
- Diluted	0.18	0.18	0.10	
b) After Extraordinary Items				
- Basic	0.18	0.18	0.10	
- Diluted	0.18	0.18	0.10	

Note: 1) The above is an extract of the detailed format of Unaudited Financial results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly Financial Results are evailable on the Stock Exchange Websites and on the Company's website www.expogas.com. By order of the Board of Directors

Murtuza S. Mewawala

THE UGAR SUGAR WORKS LTD.

Regd. Office: Mahaveernagar, Sangli 416416, CIN No: L15421PN1939PLC006738 Administrative Offices: Ugarkhurd 591316 (Dist. Belgavi)

Factories: Ugarkhurd (Dist. Belgavi) and Nagarhalli-Malli Village (Dist. Kalburgi)

Quarter ended

30/06/2017

14,688.25

(2,363.40)

(2,363.40)

(2,422.41)

(2,170.22)

1.125.00

(2.15)

For Expo Gas Containers Limited

Rs. in Lacs

15,858.09

228.16

228.16

202.87

110.79

1.125.00

Corresponding

3 months ended

in the previous

year 30/06/2016

Place: Mumbai Date: Aug 11, 2017 Chairman (DIN - 00125534)

STATEMENT OF UNAUDITED FINANCIAL RESULTS

FOR THE QUARTER ENDED 30th JUNE, 2017

#### 3272.96 3239.90 3487.33 556.79 563.67 31.91 72.07 50.23 45.24 364.82 324.79 25704.69 21874.85 498.89 494.17 178.29 183.57

₹ In Lakhs

22217.10

22369.02

14356.22

173.74

320.43

0.81

-0.28

2.18

320.96

Sr.

**Particulars** 

Total Income from Operations (Net)

Net Profit / (Loss) for the period (before tax,

Net Profit / (Loss) for the period before tax,

Net Profit / (Loss) for the period after tax

Total Comprehensive Income for the period

and Other Comprehensive Income (after tax)

(for continued and discontinued business)

Earnings per share of Re. 1/- each

**Equity Share Capital** 

(after Exceptional and / or Extraordinary items)

(after Exceptional and / or Extraordinary items)

[Comprising Profit / (Loss) for the period (after tax)

Other Equity as on 31-03-2017: Rs. 10,302.83 lakh

Exceptional and / or Extraordinary items)

Quarter Ended

30 June 2017 | 30 June 2016

(Unadited) (Unadited)

26016.43

26203.58

4055.97

138.32

360.57

-5.88

1.62

IX Total Comprehensive Income for the Period (VII + VIII) 356.31 X Earnings per Share (EPS) (₹) 2.45 NOTES: The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 11 August 2017. 2. Statutory Auditors of the Company have carried out a limited review of the results for the quarter ended 30 June 2017. An unqualified opinion has been issued and the

same is being filed with the stock exchanges along with the above results. Ind AS compliant financial results, pertaining to the corresponding quarter ended 30 June 2016 has not been subject to limited review or audit. However the management has exercised necessary due diligence to ensure that such financial results provide a true and fair view of its affairs for comparison purpose. Results for the quarter ended 30 June 2017 are in accordance with the Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs, which are
applicable to the Company for the accounting period beginning on or after 01 April 2017. Consequently results for the corresponding quarter ended 30 June 2016 has
been restated as per requirements of the said notification, to comply with Ind AS to make them comparable.

As per the requirements of IND AS 108 as notified under Companies (Indian Accounting Standards) Rules 2015 as specified under Section 133 of the Companies Act no
disclosure is required as the Company is operating in single business segment of Internet based delivery of services.

5. The Consolidated financial results of the Company for the quarter ended 30 June 2017 are available on the Company's website www.itlindia.com 6. Previous quarters' figures have been regrouped / rearranged wherever considered necessary.

	₹ In Lakhs
PARTICULARS	Unaudited (Refer Note 2)
let profit for the quarter under previous Indian GAAP	264.65
Inrealised profit on fair value of current investments	86.11
nterest income using EIR on fair valuation of security deposits	0.08
ctuarial gain on defined benefit plan reclassified to Other Comprehensive Income	-0.71
mortisation of prepaid rent recognised on fair valuation of security deposits	-0.17
eferred tax impact on above GAAP adjustments (net)	29.53
Net profit for the quarter under Ind AS	320.43



Scan this QR code to Financial Results for

Place: Pune

8.

1. The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of SEBI (Listing and Other Disclosures Requirements) Regulations 2015. The full format of the Quarterly Financial Results is available on the Stock Exchange websites (www.bseindia.com & www.nseindia.com) and Company's website (www.ugarsugar.com)

2. The above results are reviewed by the Audit Committee and were approved and taken on record by the Board of Directors at its meeting held on 11-08-2017.

For The Ugar Sugar Works Ltd. Niraj S. Shirgaokar Managing Director DIN - 254525 Date: 11-08-2017

IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013

COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
NEULAND LABORATORIES LIMITED
(TRANSFEREE COMPANY)
AND
NEULAND HEALTH SCIENCES PRIVATE LIMITED
(FIRST TRANSFEROR COMPANY)

(FIGURE COMPANY)

AND

NEULAND PHARMA RESEARCH PRIVATE LIMITED
(SECOND TRANSFEROR COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

M/s. "Neuland Laboratories Limited", a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L85195TG1984PLC004393 and having its registered office situated at Sanali Info Park, A' Block, Ground Floor, 8-2-120/113, Road No. 2, Banjiara Hills, Hyderabad - 500034, Telangana, India, represented by its Company Secretary, Mrs. Sarada Bhamidipati, email: saradab@neulandlabs.com, Ph: 040-30211600.

....Petitioner / Transferee Company

NOTICE OF PETITION UNDER RULE 16 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 Notice is hereby given that a Company Petition under section 230 to 232 Read with section 66 of the Companies Act, 2013, was presented by Neuland Laboratories Limited (Transferee / Petitioner Company) on 23<sup>rd</sup> day of June, 2017, before the Hon'ble National Company Law Tribunal, Bench at Hyderabad, for obtaining its sanction to the Scheme of Amalgamation between Neuland Laboratories Limited (Transferee Company) and Neuland Health Sciences Private Limited (Trist Transferer Company) and Neuland Pharma Research Private Limited (Second Transferor Company) and their respective Shareholders and Creditors. The said Company Petition was admitted by the Hon'ble Tribunal on 11<sup>th</sup> day of August, 2017 and as per the order dated 11<sup>th</sup> day of August, 2017, of the Hon'ble Tribunal, the said Company Petition is fixed for final hearing before the Hon'ble National Company Law Tribunal, Bench at Hyderabad on 30<sup>th</sup> day of August, 2017. Any person desirous of supporting or opposing the said Petition should send to the petitioner's advocate, notice of his intention, signed by him or his advocate, with his name and address, so as to reach the petitioner's advocate not later than two days before the date fixed for the hearing of the petition (i.e. on or before 27<sup>th</sup> day of August, 2017). Where he seeks to oppose the petition, the grounds of opposition or a copy of his affidavit shall be furnished with such notice. A copy of the petition will be furnished by the undersigned to any person requiring the same on payment of the prescribed charges for the Notice is hereby given that a Company Petition under section 230 to 23

Y. Suryanarayana, Advocate for the Petitioner Company Nirmal Towers 200, Flat No. 106, Near Sai Baba Temple, Dwarkapuri colony, Punjagutta, Hyderabad - 500082 Place: Hyderabad Date: Aug. 11<sup>th</sup>, 2017

person requiring the same on payment of the prescribed charges for the same.

## **B & A PACKAGING INDIA LIMITED**

CIN: L21021OR1986PLC001624 Regd. Office: 22, Balgopalpur Industrial Area, Balasore756020, Odisha Corp. Office: 113, Park Street, 9th Floor, Kolkata - 700016. Tel: + 91 33 2226-9582, 91 33 2265-7389, Fax: +91 33 2265-1388

E-mail:investorsgrievance@bampl.com, website: www.bampl.com NOTICE OF ANNUAL GENERAL MEETING. E-VOTING INFORMATION AND BOOK CLOSURE DATES

Notice is hereby given that 31st Annual General Meeting ("AGM") of the Members of the Company will be held on Thursday, the 7th September, 2017 at 10.00 a.m. at Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore756020, Odisha to transact the Ordinary Business, as set out in the Notice of the AGM.

The Notice of the AGM together with Annual Report for the FY 2016-17 have been sent to all shareholders and dispatch of the same have been completed on 9th August, 2017. The Notice of the AGM and the Annual Report are also available at and can be downloaded from the Company's Website: www.bampl.com. Shareholders may request for a copy of the Notice and Annual Report by writing to the Company at the above mentioned e-mail id o

orporate office address of the Company, if they are not receipt of the same The Company is pleased to inform that pursuant to the provisions of Section 108 of th Companies Act, 2013 and rules framed thereunder the Company is providing the facility to exercise the right to vote at the Annual General Meeting (AGM) by electronic means other than the venue of the AGM (remote e-voting) and the business may be transacted through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL) Members can opt for only one mode of voting i.e. e-voting or ballot voting. In case a Member cast his votes through both the modes, voting done by remote e-voting shall prevail and vote cast through ballot voting shall be treated as invalid.

The remote e-voting period commences on Monday, the 4th September, 2017 at 10.00 a.m and ends on Wednesday, the 6th September, 2017 at 5 p.m. The e-voting module shall be disabled by CDSL for e-voting thereafter. The results of remote e-voting and ballot voting will be declared by the Chairman of the AGM on Friday, 8th September 2017 and will be osted on the Company's website.

Members of the Company holding shares as on the cut-off-date (relevant date), being Thursday, 31st August 2017 may cast their vote electronically. The procedure of e-voting has been mentioned in the Notice. In case of any query, Members may refer to Frequently Asked Questions (FAQs) at www.evotingindia.com nelpdesk.evoting@cdslindia.com for any further clarifications regarding e-voting. The Shareholders may contact the Company Secretary in e-mail at nvestorsgrievance@bampl.com or Company's RTA "MCS Share Transfer Agent Ltd" i email at mcssta@rediffmail.com or can call at the corporate office of the Company.

Any person who has acquired shares and become a Member after dispatch of notice and held shares as on cut-off date may obtain sequence number of remote e-voting by sending a request to Company's RTA at mcssta@rediffmail.com

Company has appointed Mr Ashok Kumar Daga, Practicing Company Secretary as Scrutinizer o scrutinize the remote e-voting and ballot voting procedure in a fair and transparent manne Notice is also given pursuant to Section 91 of the Companies Act, 2013 that the Register of Members and Share Transfer Books will remain closed from Friday, 1st September, 2017 to Thursday, 7th September, 2017 (both days inclusive). An equity dividend of Re. 0.50 per hare as recommended by the Board of Directors, if approved, at the AGM, will be paid of or after 12th September, 2017 to those Members whose names appear in the Register of Members of the Company as at the end of business hours on 31st August, 2017.

A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll in the venue of the Meeting instead of himself/herself and the proxy need not be a Member. The proxy form(s) should however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

By Order of the Board Place: Kolkata Company Secretary



## ORTEL COMMUNICATIONS LIMITED Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110 029

Web: www.ortelcom.com, Email: ipo@ortelgroup.com Ph: 011-46868800/0674-3983200 CIN: L74899DL1995PLC069353 NOTICE OF THE 22<sup>nd</sup> ANNUAL GENERAL MEETING,

## **E-VOTING AND BOOK CLOSURE**

NOTICE is hereby given that, the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company will be held on Tuesday, 05 September, 2017 at 10.00 A. M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg. New Delhi 110016

Notice of the AGM and the Annual Report for FY 2016-17 have been sent in electronic mode to all the members whose email IDs are registered with the Company/ Depository Participant(s). For the members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report have been sent to them at their registered address in the permitted mode within time.

Further notice is given that, in terms of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI Listing and Other Disclosure Requirements (LODR) Regulations, 2015, the Register of Members and the Share Transfer Register shall remain closed from 30 August, 2017 to 05 September, 2017 (both days inclusive) for the purpose of

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing and Other Disclosure Requirements (LODR) Regulations, 2015, as amended, Company is providing facility to its members holding shares either in physical form or in dematerialized form, as on the cut-off date of August 29, 2017, to exercise to vote on the resolutions proposed to be passed in the AGM. The members may cast their vote through electronic voting system from a place other than venue of the meeting (remote e-voting). The Company has engaged Karvy Computershare Private Limited ("Karvy") to provide e-voting facility. It may be noted that, facility for voting through ballot paper wil also be made available at the meeting venue and members attending the AGM who have not casted their vote by remote e-voting shall be able to exercise their rights at the AGM through ballot paper. Members who have casted their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast votes again. The

### Instructions for e-voting are annexed to the Notice. All the Members may also note following information;

(a) Date of completion of despatch of Notice and Annual Report is 11 August, 2017 (b) Notice of the AGM and Annual report are also available on the Company's website www.ortelcom.com and Karvy's website https://evoting.karvy.com (c) the voting through electronic means shall commence on August 31, 2017 at 10:00 A.M. (IST) and shall end on September 04, 2017 at 05:00 P.M. (IST); (d) in case of any person acquires shares of the Company and becomes member of the Company after despatch of Notice of AGM and holding shares as on the cut-off date i.e. 29 August, 2017, may obtain login and password by sending a request at evoting@karvv.com. or at ipo@ortelgroup.com (e) facilities for voting through ballot paper shall be made available at the AGM (f) in case of any queries, members may visit Help & FAQ's section available at Karvy's website download section on https://evoting.karvy.com or contact Mr. V Raghunath, the officials of Karvy at Tel No. 040-67161606 or at Tel No. 1800 345 4001 (toll free) who will address the grievances connected with the electronic voting

For Ortel Communications Ltd

Jagi Mangat Panda

Place: Kolkata Dated: 11 August 2017

Place: Bhubaneswar Date: 12 August, 2017