

# Ortel Communications Ltd.

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Bringing Convergence to India

Regd. Office: B-7/122A, Safdarjung Enclave New Delhi - 110029, India Tel.: 91 (11) 46868800, 46868803 Fax: 91 (11) 46868801 email - nodal@ortelgroup.com CIN: L74899DL1995PLC069353

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Scrip- ORTEL Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip code-539015

Dear Sir/ Madam:

Sub: Voting Result of 22nd Annual General Meeting of the Company

Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, We are enclosing herewith details of voting results of 22nd Annual General Meeting ("AGM") of Ortel Communications Limited ("Ortel") on the 05th September, 2017, Tuesday, 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

This is for your information and record.

Thanking You For Ortel Communications Limited

(Debaraj Biswal) Director & Chairman of AGM

Place: New Delhi

Date: 06 September, 2017



Name of the Company	
7 - Configuration of the confi	ORTEL COMMUNICATIONS LIMITED
Date of the AGM/EGM	05-09-2017
Total number of shareholders on record date	2615
No. of shareholders present in the meeting either in person or through proxy:	COLO
Promoters and Dromoter Course	
regiments and Florifotter Group:	5
Public:	107
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public	The phylicapie
FORT	Not Applicable
Resolution No.	

Marrie of the Company			ORTEL COMMUN	ORTEL COMMUNICATIONS I IMITED	dought west and the farm of			
Date of the AGM/EGM			05-09-2017	Control City City				
Total number of shareholders on record date	e		2615					
No. of shareholders present in the meeting either in person or through proxy:	either in person or thr	ough proxy:						
Promoters and Promoter Group:			5					
Public:			107					
No. of Shareholders attended the meeting through Video Conferencing	hrough Video Confere	ncing	IO,					
Promoters and Promoter Group:		c	Not Applicable					
Public:			Not Applicable					
			INOT Applicable					
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Ador	otion of Annual Acco	nints along with the	roports of the A				
Whether promoter/ promoter group are		bran of william Accounts along with the reborts of the	Salle Mich Che	E reports of the Aug	Auditors and Board thereon.	ereon.		
interested in the agenda/resolution?	No							
				% of Votes Polled on outstanding			% of Votes in	% of Votes
Category	Mode of Voting	(1) No. of shares held No. of votes	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled
	E-Voting		15215777		15215777	(c) Isilipage	(0)=[(4)/	(/)=[(5)/(2)
	Poll	15700450	350678	2.2222				
	Postal Ballot (if	UC400/CT					100.000	0.000
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0 0000
	Iotal		15566455	98.6439	15566455	0		
	E-Voting		3054074	95.3185	3054074	0	100.0	0.0000
	Political	3204074	0	0.0000	00	0		
Public- Institutions	applicable)		0	0 0000	00			
	Total		3054074	95.3185	3054074		0.0	0.0000
	E-Voting		4687784	40.7904	4687784			0
	Poll		124541	1 0827	124541			0.0000
	Postal Ballot (if	11492376	T+C+2T	1.003/	124541	0	100.0000	0.0000
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0 0000
	Total		4812325	41.8741	4812325	0		0.0000
	TOTAL	30476900	23432854	76.8873	23432854	0	100.0	0.0000
Resolution No.								
	1							

ORDINARY - To re-appoint Director in place of Mr. Baijyant Panda (DIN-00297862), who retires by rotion and being eligible, offers himself for re-

Resolution required: (Ordinary/ Special)

appointment

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Resolution No.	

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Promoters and Promoter Group:		c	Not Applicable					
Public:			Not Applicable					
			INOT Applicable					
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Ador	otion of Annual Acco	nints along with the	roports of the A				
Whether promoter/ promoter group are		bran of military accounts along with the reports of the	Salle Mich Che	E reports of the Aug	Auditors and Board thereon.	ereon.		
interested in the agenda/resolution?	No							
				% of Votes Polled on outstanding			% of Votes in	% of Votes
Category	Mode of Voting	(1) No. of shares held No. of votes	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled
	E-Voting		15215777		15215777	(c) Isilipage	(0)=[(4)/	(/)=[(5)/(2)
	Poll	15700450	350678	2.2222				
	Postal Ballot (if	UC400/CT					100.000	0.000
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0 0000
	Iotal		15566455	98.6439	15566455	0		
	E-Voting		3054074	95.3185	3054074	0	100.0	0.0000
	Political	3204074	0	0.0000	00	0		
Public- Institutions	applicable)		0	0 0000	00			
	Total		3054074	95.3185	3054074		0.0	0.0000
	E-Voting		4687784	40.7904	4687784			0
	Poll		124541	1 0827	124541			0.0000
	Postal Ballot (if	11492376	T+C+2T	1.003/	124541	0	100.0000	0.0000
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0 0000
	Total		4812325	41.8741	4812325	0		0.0000
	TOTAL	30476900	23432854	76.8873	23432854	0	100.0	0.0000
Resolution No.								
	1							

ORDINARY - To re-appoint Director in place of Mr. Baijyant Panda (DIN-00297862), who retires by rotion and being eligible, offers himself for re-

Resolution required: (Ordinary/ Special)

appointment

							5	Resolution No.
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0 0000	0.0000	0	00	0.0000	0		applicable)	Public- Institutions
0.0000	0.0000	0	00	0.0000		3204074	Postal Ballot (if	
0.0000	100.0000	0	3054074	0,000	101010		Poll	
	0			000000000000000000000000000000000000000	305/07/		E-Voting	
0.0000	0.0000			0	0		Total	
			00	0.0000	0		applicable)	Promoter and Promoter Group
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1 [/2/1/2/1	_	0	00	0.0000	0		E-Voling	
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*100	against (5)	favour (4)	(3)=[(2)/(1)]* 100	polled (2)	(+)	E Votine	
% of Votes against on votes	% of Votes in favour on votes polled	No. of Votes –	No. of Votes – in	% of Votes Polled on outstanding shares	No. of votes	No. of shares held No. of votes		Category
							ics	
							Yor	interested in the agenda/resolution?
				muneration	Director And Fix Re	ORDINARY - To re-appoint Managing Director And Fix Remuneration	ORDINARY - To re	Resolution required: (Ordinary/ Special)
							4	Resolution No.
0.0000	100.0000	0	23524854	11.1031				
	100			-	2	30476900	Total	
0.0000	0.0				4904325		Total	
			00	0.0000	0		applicable)	Public- Non Institutions
		1 0	124541	1 1.0837	6 124541	11492376	Post-I Pallación	
0.0000	100.0		9 4779784	4 41.5909	4779784		E-voting	
			3054074	95.3185	3054074		E Water	
0 0000	0.0000	0	00				applicable)	Public- Institutions
0.0000	0.0000	00		0.0000		3204074	Postal Ballot (if	
0.0000	10						Poll	
			3054074	4 95.3185	3054074		E-Voting	

The P



	Public- Non Institutions			CHOTHMINGH	Public- Institutions				Fromoter Group				Category	interested in the agenda/resolution?
Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Postal Ballot (if	POII	E-Voting	Mode of Voting	No
30476900	117020/0	11/102376			3204074	}				15/80450			No. of shares held No. of votes polled (2)	
4812325 23432854	0	124541	3054074	0	C	1,01,000	3054074	15566755	0		350678	15215777		
41.8741 76.8873	0 0000	1.0837	95.3185	0.0000	0.0000	95.3185	98.6439	0.000	0 0000	7.27.7	ייייי	96.4217	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 favour (4)	
4812325 23432854	14C+7T	4687784	3054074	00	00	3054074	15566455	00		350678	11104704	215777	ies – in	
0 0 0	0	0	0	0	0	0	0	0		0	0	(c) 1suipap	No. of Votes –	
0.0000 100 100.0000	100.0000	100.0000	100		0.0000	100.0		0.0000		100.0000	-	_	% of Votes in favour on votes polled	
0.0000	0.0000	0.0000	0.0000			0.0000		0 0000			0.0000	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	% of Votes against on votes polled	

F. F.





# **KUMAR SURESH & ASSOCIATES**

Company Secretaries FCS, LL.B 1078/31, Street No. - 1, Laxman Vihar, Phase-I, Gurgaon - 122001, Haryaha

Ph.: 0124-4054086

Mob.: 9899378384, 7835817776, 9953817776

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E-mail: kumarsureshassociates@gmail.com

admin@csksassociates.com

Website: www.csksassociates.com

# FORM No. MGT-13

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

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

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

22nd Annual General Meeting of the Equity Shareholders of Ortel Communications Limited held on 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.

Dear Sir,

I, Suresh Kumar Yadav, Practising Company Secretary, M/s. Kumar Suresh & Associates, appointed as Scrutinizer(s) for the purpose of scrutinizing the voting on below mentioned resolutions both through e-voting and ballot papers at the 22nd Annual General Meeting of the Equity Shareholders of Ortel Communications Limited held on 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 submit my report hereunder.

- 1. In accordance with the Notice of the 22<sup>nd</sup> AGM sent to the members, the remote e-voting period was opened from Thursday, August 31, 2017 (10.00 AM) to September 04, 2017 (5.00 PM).
- 2. The members holding shares as on the "cut-off date" i.e. 29th August, 2017 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 22nd Annual General Meeting of the Company)
- 3. The details of e-voting through remote e-voting were downloaded from voting portal of Karvy Computershare Put.

- (<a href="https://www.evoting.karvy.com">https://www.evoting.karvy.com</a>), in order to ensure that, members did not vote again through ballot papers at the AGM.
- 4. After the time fixed for closing of the poll by the Chairman, one Ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorisation/ proxies lodged with the Company.
- 6. I did not find any poll papers invalid.
- 7. After counting the votes cast by the members and proxy holders present at the 22nd AGM through ballot papers, the votes casted through remote e-voting were unblocked on 05th September, 2017 in the presence of two witnesses. Ms. Gita Yadav residing at H.No. 1078/31, Street No.-1, Laxman vihar, Phase-1, Gurgaon-122001, Haryana and Mr. Rohit Sachdeva residing at 4764/2, Leo Chowk, Rewari-123401, Haryana who were not in the employment of the Company and have signed below as witness to the unblocking of votes.
- 8. Based on reports generated for both remote e-voting and poll, the result of the poll is as under:

#### **Resolutions:**

#### **ORDINARY BUSNINESS:**

#### Item No. 1:-

Ordinary resolution 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 Board thereon.

#### I. Voted **in favour** of the resolution;

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
31	475219	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
52	22957635	100
TOTAL (A+B) 83	23432854	100 \ 3 GAGA

II. Voted against the resolution;

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

### III. Invalid Votes:

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

### Item No. 2:-

Ordinary resolution to re-appoint Director in place of Mr. Baijayant Panda (DIN-00297862), who retires by rotation and being eligible, offers himself for re-appointment.

### I. Voted in favour of the resolution;

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
29	124541	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
41	7833858	100
TOTAL (A+B) 70	7958399	100

### II. Voted against the resolution;

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
-	-	- PACUNA
B. Number of members voted through remote	Number of votes cast by them	% of total number of valid votes cast

e-voting system		(Against)
-	-	
TOTAL (A+B) 0	-	•

### III. Invalid Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them
· ·	Never how of victor goot by thom
B. Number of members voted through remote e-voting system	Number of votes cast by them
04	7958399
TOTAL (A+B) 04	7958399

### Item No. 3:-

Ordinary resolution to ratify appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Auditors of the Company

### I. Voted **in favour** of the resolution;

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
31	475219	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
52	23049635	100
TOTAL (A+B) 83	23524854	100

# II. Voted against the resolution;

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

### III. Invalid Votes:

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them
B. Number of members voted through remote e-voting system	Number of votes cast by them
-	- Staire
TOTAL (A+B) -	- EX De

### Item No. 4:

Ordinary resolution to reappoint Managing Director and fix remuneration of the Company

### I. Voted in favour of the resolution;

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
29	124541	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
40	7833808	99.9989
TOTAL (A+B) 69	7958349	99.9994

### II. Voted against the resolution;

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Against)
01	50	0.0010
TOTAL (A+B) 01	50	0.0010

### III. Invalid Votes:

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

#### Item No. 5:

Ordinary resolution to ratify remuneration of Cost Auditors of the Company for F.Y. 2017-18

# I. Voted **in favour** of the resolution;

A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Favour)
31	475219	100 (- 6711 )
B. Number of members	Number of votes cast	% of total number of

voted through remote e-voting system	by them	valid votes cast (Favour)
52	22957635	100
TOTAL (A+B) 83	23432854	100

### II. Voted **against** the resolution;

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

#### III. Invalid Votes:

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

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

Witness -1:

Name: Gita Yadav

Address: H.No. 1078/31, Street No.1, Laxman

Vihar, Gurgaon-122001

Witness-2:

Name: Rohit Sachdena

Address: 4764/2, Leo chowk, Rewari-123401

Haryana

Thanking you, Yours faithfully,

Kumar Suresh & Associates

Suresh Kumar Yadav

(Proprietor)

C.P No-6711 M. No- 6452

Place: Gurugram Dated: 05-09-2017