



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: 13th September, 2017

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex , Bandra (E)
Mumbai -400051
Scrip Code: NSE- ORTEL

BSE LIMITED
Phiroze Jeejeebhoy Tower
Dalal Steet, Mumbai -400001
Scrip Code: BSE- 539015

Dear Sir/Madam;

Sub: Annual Report of the Company approved and adopted by the members in the Annual General Meeting held on 05th September, 2017 in compliance with Regulation 34(1) the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

We are enclosing herewith the Annual Report of the Company approved and adopted by the members in the 22nd Annual General Meeting held on 5th September, 2017 at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi 110016 in compliance with Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking You
For Ortel Communications Ltd

Bidu Bhusan Dash
(Company Secretary and Compliance Officer)



Encl: As above

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

- 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 appointment in 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:

1. 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.
5. The members/Proxies are requested to bring duly filled attendance slip along with their copy of Annual Report at the Meeting.
6. 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.
7. 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.
8. 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.
9. 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).
10. 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 / re-appointment 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:
 - i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
 - ii) Enter the login credentials (i.e., user-id & password) mentioned on the remote e-voting Form. Your folio/DP Client ID will be your User-ID.

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

- iii) 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".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy 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

Where 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	146.76
3	Net Profit/(Loss) after tax	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 Mangat 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.

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 Committee of 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 Companies	JM FINANCIAL LIMITED
Member/Chairman of Committee of the Board of the Listed Companies	- Member of Audit Committee of Ortel Communications Limited -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

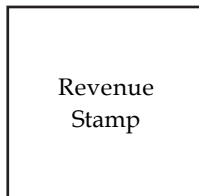
ATTENDANCE SLIP

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.

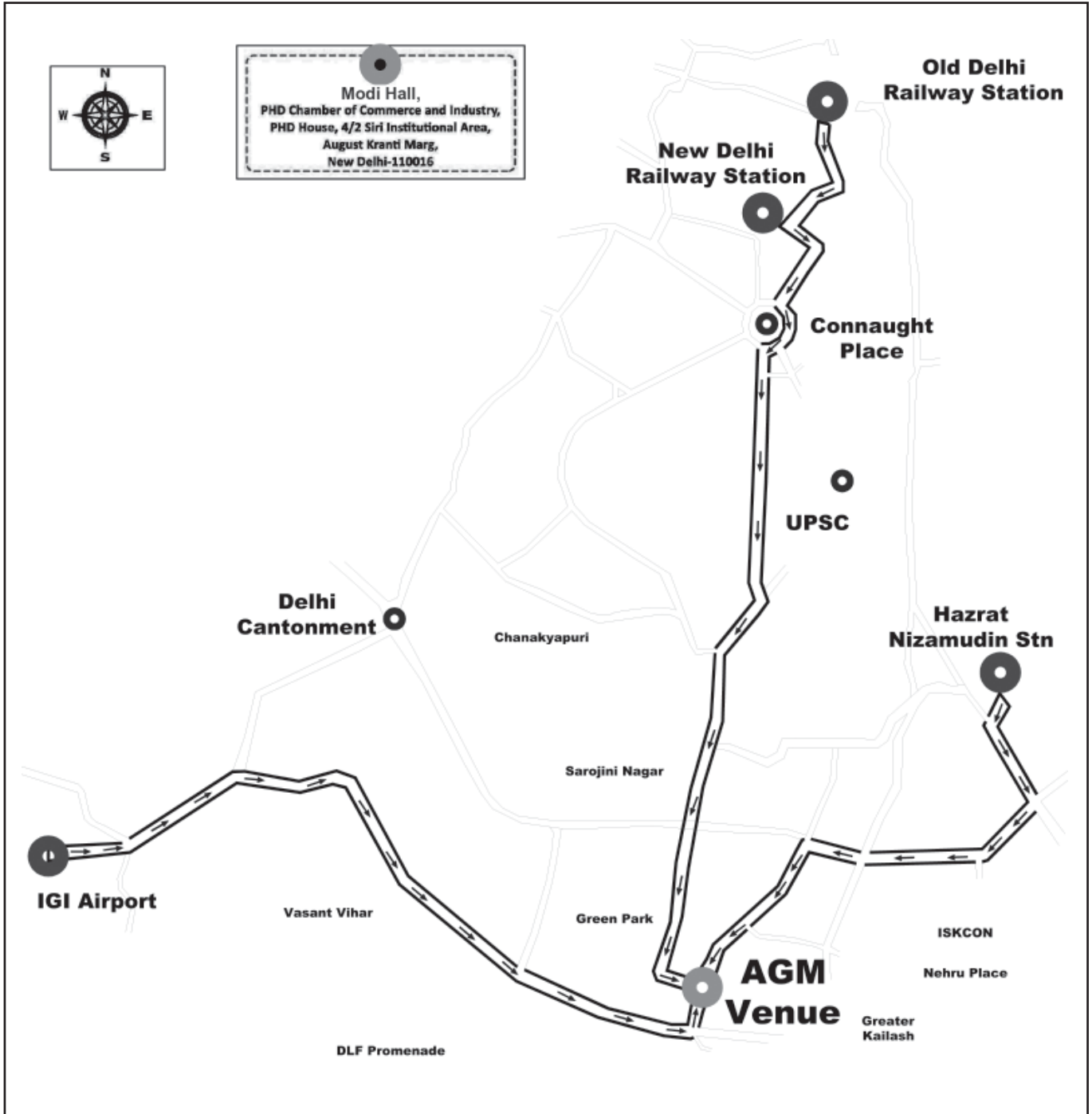
* Applicable for members holding share in electronic form.



Signature of Shareholder(s)/ Proxy

Tear here

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]

Name of the member (s):

Registered Address:

E-mail Id:

Folio No/ DP Id and Client Id:

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

1. Name:..... Email Id:.....

Address:..... Signatureor failing him,

2. Name:..... Email Id:.....

Address:..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on the **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.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description
1	Adoption of Annual Accounts along with the Reports of the Auditors and Board thereon.
2	To re-appoint Director in place of Mr. Baijyant Panda (DIN-00297862), who retires by rotation and being eligible, offers himself for re-appointment.
3	Ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Kolkata, and fix their remuneration.
4	To reappoint Managing Director and fix remuneration
5	Ratification of remuneration of Cost Auditors of the Company for FY. 2017-18

Signed this..... day of..... 2017

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.

Tear here

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

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. Please register my/ our above e-mail I'd 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.

Notes

Notes

22nd Annual Report FY 2016-17

Ortel Communications Ltd



Ortel
communications
AN ISO 9001: 2008 COMPANY





State of the Art Network Operating Centre at Bhubaneswar

BOARD OF DIRECTORS



Mr. Baijayant Panda

Non Executive Director Cum Chairman

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.



Mrs. Jagi Mangat Panda

Managing Director

She is the Promoter and Managing Director of the Company. She holds a bachelor's degree in biology and chemistry from Osmania University and also participated in the middle management programme of the three tier programme for management development at the Indian Institute of Management, Ahmedabad. She has been awarded and recognized as the "Young Global Leader" at the World Economic Forum in 2008. She has more than 19 years of experience in the media and broadcasting industry. She is the vice-chairperson of CII (Confederation of Indian Industries) Eastern Region Council for 2017-18.



Mr. Subhrakant Panda

Non Executive Director

He holds a bachelor's degree of science in business administration from the School of Management, Boston University. He is presently the managing director of Indian Metals & Ferro Alloys Limited. He is also a member of the executive committee of FICCI. He has been recognised as a member of the "Beta Gamma Sigma Honour Society for Collegiate Schools of Business", "Golden Key National Honour Society" and named amongst the "Who's Who Among Students in American Universities and Colleges". He has been elected as Vice-President of the International Chamber of Commerce, India on 9th February , 2016.



Mr. Jyoti Bhusan Pany

Non Executive and Independent Director

He holds a bachelor's degree in chemical engineering from the, Nagpur University. Mr. Pany is currently a Director on the board of Radiant Telesystem Limited, a member of the Radiant Group of Companies, Odisha and has more than 25 years of experience in various industries including telecom manufacturing, information technology and mechanical engineering.



Dr. Joseph Puliparambil

Non Executive and Independent Director

He holds a master's degree in science from the University of Madras. He also holds a masters' degree in business administration from St. Joseph's University, Philadelphia. He was awarded a doctorate of philosophy in electrical and computer engineering from Marquette University. He is currently serving as the director of Marian International Institute of Management, Kuttikkanam and has previously has been associated with XLRI and Xavier Institute of Management, Bhubaneswar, Odisha as a professor. He was a visiting scholar at Campion Hall, Oxford University, United Kingdom in 2007.



Major (Retd.) Rabi Narayan Misra

Non Executive and Independent Director

He was associated with the Indian Metals and Ferro Alloys group in the year 1981 as the deputy general manager and retired in the year 1993 as the executive vice president. During this period, he was responsible for the overall operations of the group and had detailed experience in project management, operations, maintenance, marketing, finance and public relations. Major Misra is currently a director on the board of Indian Metals & Ferro Alloys Limited.



Mr. Debaraj Biswal

Non Executive and Independent Director

He is a fellow member of the Institute of Cost Accountants of India. He has 30 years of experience in power sector. He has also served as the chief executive officer and administrator of the CESU. He is currently acting as the Director of the Odisha Capital Market & Enterprises Limited.



Mr. Kadambi Seshasayee

Non Executive and Independent Director

He holds a master's degree in mechanical engineering from the Indian Institute of Technology, Madras. Mr. Seshasayee has over 35 years of experience in the telecom and media industry.



Dr. Gautam Sehgal

Non Executive and Independent Director

He holds a bachelor's degree in medicine and surgery from the University of Mysore and owns the Sehgal Neurological Research Institute in New Delhi. He has more than 23 years of experience in the medical profession.



Mr. Gautam Buddha Mukherji

Non Executive and Independent Director

He has served in the Indian Administrative Service since 1973 in various positions in Odisha and New Delhi and retired on July 31, 2010. He was the Secretary to Ministry of Tribal Welfare from June 2007 till July 31, 2010. He has also served as the chairman-cum-managing director of Orissa Electronics Development Corporation. He has also held position as Government nominee for about four years on the Board of Neyveli Lignite Corporation, a public sector undertaking, under the Ministry of Coal, Government of India.



Mr. Lalit Kumar Mohanty

Company Secretary & Compliance Officer

Audit Committee

Mr. Jyoti Bhusan Pany	- Chairperson
Mrs. Jagi Mangat Panda	- Member
Mr. Debaraj Biswal	- Member
Mr. Kadambi Seshasayee	- Member

Nomination & Remuneration Committee

Dr. Joseph Puliparambil	- Chairperson
Mr. Bajjayant Panda	- Member
Dr. Gautam Sehgal	- Member
Major (Retd.) R.N. Misra	- Member

Stakeholders' Relationship Committee

Mr. Jyoti Bhusan Pany	- Chairperson
Mrs. Jagi Mangat Panda	- Member
Mr. Debaraj Biswal	- Member
Mr. Kadambi Seshasayee	- Member

Corporate Social Responsibility Committee

Major (Retd.) R.N. Misra	- Chairperson
Mrs. Jagi Mangat Panda	- Member
Mr. Jyoti Bhusan Pany	- Member

Risk Management Committee

Mrs. Jagi Mangat Panda	- Chairperson
Mr. Kadambi Seshasayee	- Member
Mr. Debaraj Biswal	- Member
Mr. Subhrakant Panda	- Member

Finance Committee

Mr. Bijayant Panda	- Chairperson
Mrs. Jagi Mangat Panda,	- Member
Mr. Jyoti Bhusan Pany	- Member
Mr. Debaraj Biswal	- Member

Statutory Auditors

M/s. Haribhakti & Co.
LLP, Chartered Accountants,
Kolkata

Secretarial Auditor

M/s. Kumar Suresh &
Associates, Gurgaon

Bankers

Karnataka Bank Limited
UCO Bank Limited
Union Bank of India

Internal Auditors

M/s. SCM & Associates,
Chartered Accountants,
Bhubaneswar

Cost Auditor

M/s. NIRAN & CO.
Cost Accountants, BBSR.

State Bank of India
Axis Bank Limited

**Registrar & Share Transfer Agent
(Both for physical & demat)**

Karvy Computershare Private Limited

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22nd Annual General Meeting

Day	: Tuesday
Date	: 05 September, 2017
Time	: 10.00 A.M.
Venue	: Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016

Important Communications to Members

- Members are requested to send their all correspondence relating to Shares including transfer, transmission, change of address, issue of duplicate share certificates etc. to Karvy Computershare Private Limited Vittalrao Nagar, Madhapur, Hyderabad - 500081, India or at the Company at B-7/122A, Safdarjung Enclave, New Delhi-110029.
- The process and manner of e-voting is being sent to all the members whose e-mail Ids are registered with the Company/Depository Participant /Share Transfer Agent for communication purpose through electronic mode. For members who have not registered their e-mail I'd as above, the process and manner of e-voting is provided in a separate sheet as enclosed along with this Annual Report / e-mail separately.

Note:- As a measure of economy, copies of the Annual Report including Notice of AGM will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

Registered Office

B7/122A, Safdarjung Enclave, New Delhi-110029
Telephone: +91 11 4686 8800, Facsimile: +91 11 4686 8801
Corporate Identity Number: L74899DL1995PLC069353

Corporate Office

C-1, Chandrasekharapur, Bhubaneswar-751016, Odisha
Telephone: +91 674 7107200; Facsimile: +91 674 2303 448,
Email: ipo@ortelgroup.com

Management Team



Mr. Bibhu Prasad Rath
President & Chief Executive Officer(CEO)



Mr. Chitta Ranjan Nayak
Executive Vice-President (Operations)



Mr. Jiji John
Vice-President (Broadband Business)



Mr. Bibhu Prasad Mohapatra
Vice-President (Corporate Affair)



Mr. Mihirkanta Samal
Associate Vice-President (Operations)



Mr. Manmohan Pattnaik
Chief Technology Officer(CTO)



Mr. Manoj Kumar Patra
Chief Financial Officer(CFO)



Mr. Dhananjaya Sarangi
Senior General Manager Customer Care & IT



ORTEL AT A GLANCE

LAST MILE

Own & Operates
its network

RIGHT OF WAY

Legal "rights of way"
for Online Network

B2C

Direct customer access
leads to greater control

TWO-WAY

Network enabled for
'Triple Play' (video, data
& voice)

64,685*

Kilometres of cable
network

1,353,502

Estimated homes
reaches

823,558

Total Subscribers

90%

Subscriber base on
'last mile' network

27%

EBITDA Margin

9%

Total broadband
subscribers

17%

Revenue contribution
from broadband

*** Note: Figures above
are for financial years
2016-17**

BOARD OF DIRECTORS' REPORT

To the esteemed Members,

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations along with the Audited Accounts of your Company for the Financial Year ended March 31, 2017.

Financial Highlights

A summary of your Company's financial performance is given below:

Particulars	Rs. In Crores.	
	2016-17	2015-16
Total Revenue	207.21	196.29
Operating Expenses	152.12	126.00
Earnings Before Interest, Depreciation, Tax & Amortization (EBIDTA)	55.09	70.29
Interest and Financial Charges	25.21	23.56
Earnings before Depreciation, Tax & Amortization (EBDTA)	29.88	46.73
Depreciation, Amortization & other exceptional expenses.	28.45	31.74
Earning before Tax (EBT)	1.43	14.99
Tax	-	3.06
Earning after tax (EAT)	1.43	11.93

State of Company's affairs and Operational Results

The highlights of the Company's performance are as under:

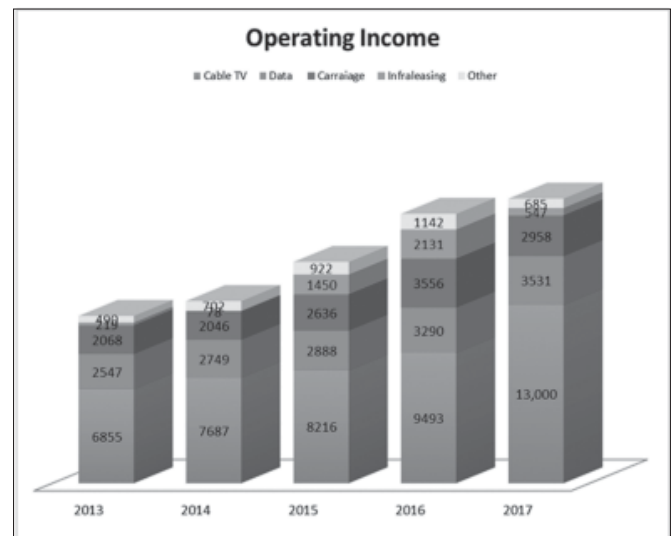
- Total revenue was Rs. 207.21 Cr compared to the previous year's total revenue of Rs. 196.29 Cr.
- EBITDA stood at Rs. 55.09 Cr compared to Rs. 70.29 Cr of corresponding previous financial year.
- Earning before Tax (EBT) for the period is Rs. 1.43 Cr as compared to Rs. 14.99 Cr of last fiscal.
- Earning after Tax (EAT) stood at Rs. 1.43 Cr as compared to Rs. 11.93 Cr of last fiscal.
- EPS stood at Rs. 0.47 as compared to Rs. 3.93 of last financial year.

Business/ Operational Review:

The Year 2016-17 has been a challenging year in terms of performance. The financial performance of the Company

has been impacted due to factors such as; competition from new players, challenges in digital implementation in smaller markets. Moreover, this year, your Company focused in consolidating the newly acquired markets in the recent past.

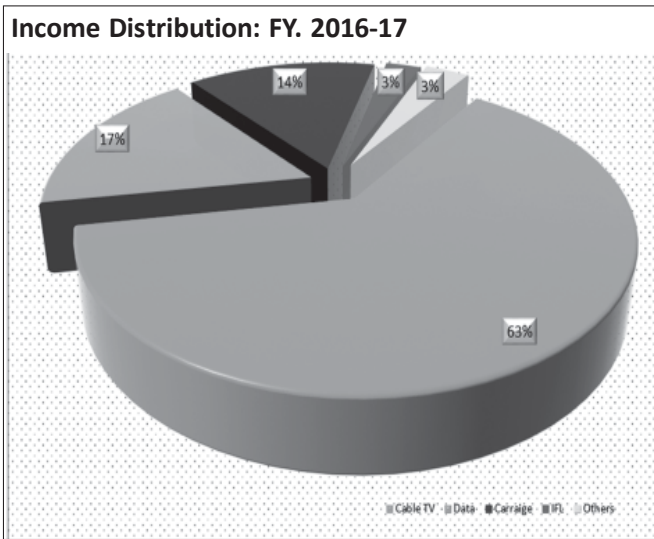
Notwithstanding this, your company has demonstrated healthy growth in revenues from both cable TV and broadband business on a year-on-year basis (Y-o-Y) during the year under review. Members will be happy to know that, EBITDA for non-Odisha markets have turned positive during the year under review. In spite of various factors affecting the performance, during the period under review, your company has reported a 5.56% growth in total revenues driven by healthy growth of 27% in cable TV and 11.35% in broadband business.



Segment Revenue Contribution:

The contribution of each income stream to the total revenue is as below:-

Cable TV services	:	63 %
Data Services	:	17 %
Infra-structure leasing	:	03 %
Carriage fees	:	14 %
Others	:	03 %.



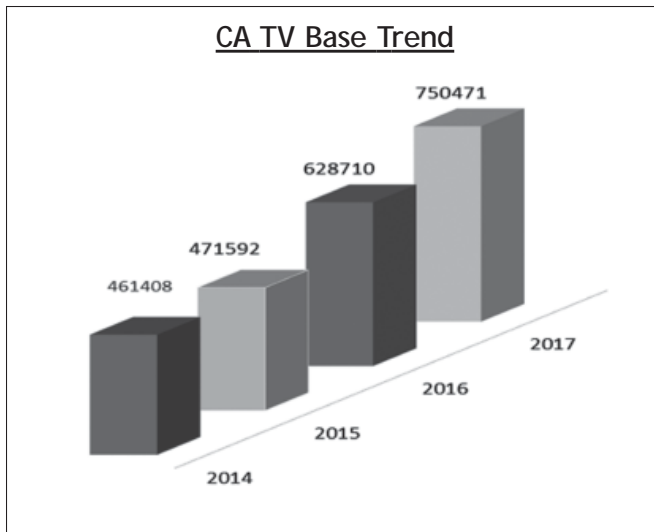
Segment wise Analysis:

i) Cable TV Service:

During the year under review, your company continued to be a dominant player in the Cable TV market in Odisha and has continued to consolidate its position in the states of Chhattisgarh, Andhra Pradesh and Telangana.

As on 31.03.2017, the total Cable TV customer base has been increased to 750,471 (Previous Year: 628,710) which is a 19% growth over previous year.

With internationally used “Last Mile” model implemented by your Company and digitization of entire CATV subscribers, the Company is hopeful of continuing growth in the customer base in the future.

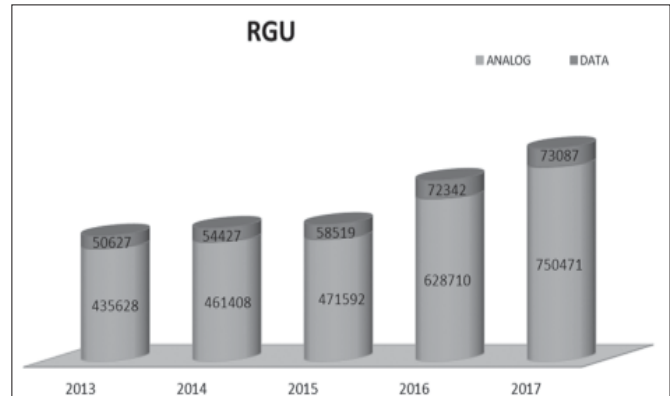


ii) Broadband Services Operation:

The total Broadband subscriber base as on 31.03.2017 is 73,087 (Previous Year: 72,482). With competition across the Industry, the broadband growth was static during the year. However, your Company is hopeful increasing the growth trend of customer base in the coming years with higher data speed and better technology including service.

Your Company has successfully implemented DOCSIS 3.0 high speed broadband service during the year under review and is currently offering data service upto a speed of 100 Mbps. To offer better experience broadband speed to the customers, your Company has withdrawn all the schemes where the download speed was below 1 Mbps. The Company has also identified new markets as a part of expanding the Data operation and has planned to expand further in the coming financial year. Your company is using HFC network architecture, which can easily be upgraded to FTTH topology in future. Your company is currently providing FTTH for pure data usage. With the implementation of new technology, high speed data service and aggressive marketing strategy, the Company is well placed to cater to the growing demand.

Considering both cable TV and broadband together, your company has achieved total RGU base of 823,558 by the end of the current year (previous year 701,192), a growth of 17 %. It is important to note here that in line with your company’s philosophy of operating on “Last Mile” Model, 90 % company’s RGUs are on its own ‘last mile’ network.



iii) Infrastructure leasing:

Over last few years, your Company is pursuing infrastructure segment as another major revenue generating stream by leasing out its own infrastructure to corporate clients for their communication requirement and has leased out to various corporates a total of 1878 kms (Previous Year: 1569 kms) as on 31 March, 2017, a growth of 20 % over the previous year.

Dividend

Though the Company has reported profits for the year, no dividend is being recommended due to accumulated losses from the past Financial Years.

Transfer to Reserves

As no dividend is proposed, so no amount is recommended to be transferred to General Reserve.

Share Capital

During the year under review, there were no change in the Share Capital of your Company.

Holding, Subsidiaries & Associates

Your Company does not have any holding, subsidiary or associate during the period under review.

Change in the Nature of Business, if any

During the year under review, there were no changes in the nature of the business of the Company.

Revision of financial statement:

There was no revision of the financial statements for the year under review.

Extract of Annual Return

The extract of the Annual Return of your Company as on March 31, 2017 as provided under sub-section (3) of Section 92 in the Form MGT 9 is enclosed as 'Annexure-1' forming part of this Report.

Statutory Auditors

M/s. Haribhakti and Co. LLP, Chartered Accountants Kolkata, were appointed as Statutory Auditors of your Company for a period of five years with effect from 19th Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company subject to ratification of their appointment by the shareholders in the Annual General meeting of the Company every year if eligible.

Now Board has recommended members for ratification of said appointment of M/s. Haribhakti and Co. LLP, Chartered Accountants, Kolkata, being eligible, as the Statutory Auditors of the Company at the ensuing Annual General Meeting.

Observations of the Auditors

Observations of the Auditors on the Annual Accounts of the Company forms part of "Auditors' Report". The observations

made in their report when read together with the relevant notes to the accounts are self-explanatory.

Secretarial Auditor

Pursuant to the provisions of Section 179 and 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Kumar Suresh & Associates, Gurugram, a firm of Practising Company Secretaries was appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2016-17.

CS. Suresh Yadav, Secretarial Auditor has given the Secretarial Audit Report in Form No. MR.-3 and the same has been annexed to the Board's Report and marked as 'Annexure - 2'. There is no qualification in the Report of Secretarial Auditor which is self-explanatory.

Your Board has also re-appointed M/s. Kumar Suresh & Associates, Gurugram, as Secretarial Auditor for FY 2017-18 who is eligible for such reappointment to conduct Secretarial Audit of your Company.

Cost Auditor

Terms of M/s. NIRAN & CO., Cost Accountants, Bhubaneswar, Odisha who were reappointed as Cost Auditor of the Company for Financial Year 2016-17 expired on 31 March, 2017.

Your Directors have approved their reappointment for FY. 2017-18 and their remuneration shall be ratified by the members in the ensuing Annual General meeting.

Internal Auditor

Terms of M/s. SCM & Associates, Chartered Accountants, Bhubaneswar, Odisha who were reappointed as Internal Auditor of the Company for Financial Year 2016-17 expired on 31 March, 2017.

Your Directors have approved their reappointment for financial year 2017-18.

Directors' Responsibility Statement

Yours Directors hereby certify:-

- a) that in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) that the directors have selected such accounting policies and applied them consistently and made

judgment and estimates that they are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2016-17 and of the profit or loss of the company for that period.

- c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and preventing and detecting fraud and other irregularities.
- d) that the directors have prepared the annual accounts on a going concern basis.
- e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Utilization of IPO Proceeds:

The IPO proceeds (net of issue expenses) pursuant to the Initial Public Offering (IPO) completed in FY 2014-15 has been fully utilized as per the object set out in the offer document. There was no deviation in the utilization of issue proceeds during the year under review.

Particulars of loans, guarantees or investments under section 186

Your Company has not given any loans or guarantee or made any investments under Section 186 of the Companies Act, 2013.

Particulars of loans/ advances or investments outstanding during the financial year

Disclosure on particulars relating to loans, advances and investments outstanding during the financial year is disclosed in note no 13,14 &19 under "Notes to Financial Statement" forming part of the financial statement of the Company.

Particulars of contracts or arrangements with related parties

All contracts / arrangements / transactions entered by the Company during the Financial Year with related parties were in the ordinary course of business and on an arm's length

basis and were reviewed and approved by the Audit Committee and Board. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Company's Policy on Materiality of Related Party Transactions. All the transactions made on arm's length basis are being reported in Form No. AOC - 2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as 'Annexure-3'.

The policy on dealing with Related Party Transactions can be viewed at <http://www.ortelcom.com>

Performance Evaluation of Board, Committees and Individual Directors including Managing Director

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, the performance evaluation of the Board, its Committees and individual Directors including Managing Director were carried out during the year under review.

Independent Directors in their separate meeting evaluated performance of Board as a whole, non-independent Director and Chairperson of the Board.

Further, based on the appraisal report of the individual Directors both for self and other Directors, Board carried out evaluation of Independent Directors, Managing Director and all its committees.

The evaluation framework for assessing the performance of Directors comprises of the following parameters:-

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Contribution at meetings
- iii. Guidance/ support to Management
- iv. Relationship with Board and Committees
- v. Degree of participation etc.

Risk Management:

Risk management has always been an integral part of the corporate strategy which complements the organizational capabilities with business opportunities, robust planning and execution. The Company through a process of management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation practice, manages the potential risks. A detailed regular exercise is

being carried out to identify, evaluate, manage and monitor both business and non-business risks. A Risk Management Committee of the Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same.

Deposits

Your Company has not accepted any deposit from public during the year under review.

Declaration given by Independent directors

All the Independent Directors have given declaration of their independence in terms of Section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Number of meetings of Board of Directors

For the Financial Year 2016-17, the Company held four (04) meetings of the Board of Directors, details of which form part of the Corporate Governance Report.

Material changes and commitments, if any.

There were no significant material changes and commitments, affecting the financial position of the Company which has occurred between the end of the Financial Year of the Company to which the Financial Statement relate and the date of its report

Employee Stock Option Scheme:

During the year under review, the Company has neither offered/granted nor allotted any new Stock Option either under 'Ortel Employee Stock Option Scheme, 2015' ("ESOS 2015") or under old Scheme ESOS 2010. As per ESOS 2015, a Ortel Employee Welfare Trust (herein after referred as "Trust") was executed by the Company to acquire shares of the Company from Secondary market for offering them to the eligible employees in future as per the direction of Nomination & Remuneration Committee of the Board. During the year under review, the Trust has acquired 29375 shares of the Company. The details of disclosure form part of the Corporate Governance.

Directors and Key Managerial Personnel.

Mr. Baijayant Panda, Non-Executive Director of the Company is retiring at the ensuing Annual General Meeting. Your Directors have recommended his reappointment in the next AGM. The detailed resume of Mr. Baijayant Panda who has

offered for re-appointment is provided in the explanatory statement annexed to the notice of the Annual General Meeting.

There are no other changes in the constitutions of the Board of Directors and key managerial personnel.

Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future;

No such significant and material order have been passed by any Regulator/ Court/ Tribunal against the Company which will impact the Going Concern status and company's operation in future. In those matters which are pending before various regulators or courts or tribunals, your company has strong reasons to succeed in all the said disputed matters

Particulars of Employees

Information as per section 197 and Rule 5(1) & 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 is provided as 'Annexure-4'.

Corporate Governance:

Pursuant to SEBI Listing Regulations, a report on the Corporate Governance, Management Discussion and Analysis, Certificate regarding Compliance of conditions of Corporate Governance and Certificate by CEO & CFO have been made part of the Annual Report as Annexures.

Conservation of Energy, technology, foreign exchange earnings and outgo

The Company is a Multi System Operator (MSO) and is carrying on business of, inter alia, providing Cable TV and Broadband service along with other value added services. Since this does not involve any manufacturing activity, most of the Information required to be provided under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are nil / not applicable.

Further, your Company, being a service provider, requires minimal energy consumption and Company takes all possible measures to ensure optimal use of energy, avoid wastages and conserve energy as far as possible. Following are the energy conservation measures being taken by Company over a period of time to ensure minimum energy consumption and technology absorption.

Conservation of Energy:	
<ol style="list-style-type: none"> 1. The steps taken for conservation of energy. 2. The steps taken by the company for utilizing alternate sources of energy. 3. The capital investment on energy conservation equipment. 	<ul style="list-style-type: none"> • Conservation of RF, Optical, Electrical and fuel energy is being accomplished by your company in economically responsible and beneficial ways by using power efficient equipment, broadband HFC network, provisioning system, ergonomics in the cable layout, cleanest and state of art technologies. • Increasing more deeper fiber by using Broadband HFC network in star structure has resulted less power consumption. • Applying the strongest feasible energy efficiency standards to network upto electronics, RF products and signal quality.
Technology Absorption:	
<ol style="list-style-type: none"> 1. The efforts made towards technology absorption. 2. The benefits derived like product improvement, cost reduction, product development or import substitution. 3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):- <ol style="list-style-type: none"> a. the details of technology imported; b. the year of import; c. whether the technology been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; e. The expenditure incurred on Research and Development 	<ul style="list-style-type: none"> • Your company is one of the MSOs in India which has potential to provide Triple Play services over HFC network. It has chosen best, economical and state of art technologies. • Your company uses Cable Modem technology for high speed Internet access. The Company is also using Metro Ethernet ("MEN") and Ethernet over Cable (EoC) technology which engages different network topology for providing high speed data service at a lower cost. • Your company has also adopted digital video technology to deliver qualitative video and audio using MPEG-2 and MPEG-4 Technology. Your company has also started HD TV services and offers HD channels to its subscribers in select markets. • Your Company has also introduced latest broadband technologies such as DOCSIS 3.0 to cater to subscribers who have increased demand of Video led Internet Consumption. Seamless HD video content viewing as well as increased download speeds are the main benefits of DOCSIS 3.0 technology. DOCSIS 3.0 allows for a much higher throughput compared to the earlier versions by using multi-channel bonding simultaneously for download/upload. This technology has been widely used in Europe and USA by leading ISPs. • Your company is also using HFC architecture, which can easily be converted or upgraded to FTTH. Your company is currently providing FTTH for pure data usage to select customers.

Foreign Exchange Earnings & Outgo

Your Company does not have any foreign exchange earnings. Details of foreign exchange outgo are disclosed in Note Nos. 33 to 35 of "Notes on Accounts" forming part of the notes to financial statement of the Company.

Certifications

Your company has been certified and recertified by Bureau Veritas Certification (India) Pvt. Ltd. (BVQI) to confirm with ISO 9001:2008 standardization for both cable and data services for Bhubaneswar, Cuttack, Rourkela and Sambalpur operational sites.

Your company has also received certification from BECIL (TRAI appointed Certifying Agency) for its digital Encryption and Subscriber Management System of digital services.

Your company is the first of its kind in India to receive such certification.

Corporate Social Responsibility:

Being a responsible Corporate Citizen, your company is committed to contribute towards social well-being of the communities through various corporate social responsibility ("CSR") initiatives. Company has been undertaking various social works as part of its CSR activities over a period of time. It invests in Social programs for the under privileged

girl child, contributes towards their overall learning and personal growth, opens employment avenues and also it attempts to bring about significant and sustainable improvements in their standard of living. Your company's flagship CSR activity known as 'Ortel Dayitwa' provides financial support to girl children for college education. Ortel Dayitwa encourages girls to pursue education after secondary education with an objective to reduce dropouts after secondary education and also conducts various education awareness programs from time to time.

After mandatory applicability of provisions of Section 135 of the Companies Act, 2013 to the Company in FY. 2015-16, the Company has constituted a Corporate Social Responsibility Committee of the Board ("CSR Committee").

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee. The CSR Policy of the Company is available on the Company's web-site and can be accessed in the link www.ortelcom.com

As per the criteria specified under Section 135 of the Companies Act, 2013 ("Act"), the Company was mandatorily required to contribute and spent at least Rs. 5.57 lac constituting 2% of average net profit towards CSR activities during FY 2017. However, Your Company has contributed and spent Rs.6,14,000/- towards education of poor and under privileged girl child, Computer and Internet education and related programs and towards peripheral and environmental development. As required under Section 134 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014, statement containing the details of CSR expenditure is disclosed as 'Annexure -5'.

The Company continues and shall continue to contribute towards social well being in future.

Internal Financial Control

The Company has a well laid down, proper and adequate internal control system, which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

The Board of Directors has appointed M/s. SCM & Associates, Chartered Accountants as the Internal Auditor of the Company. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting

of Internal Auditors to the Audit Committee of the Board. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Internal Auditors findings are discussed on a quarterly basis and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

The Company has also its own Internal Audit Department. Internal Audit team under the guidance of Head of Internal Audit conduct various checks, audit and submit their report to the management and is responsible for implementing adequacy of internal control both in terms of financial and operational control.

Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy that aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2016-17.

Personnel & Industrial Relations

Personnel & industrial relations during the year were cordial & harmonious.

Acknowledgement

Your Directors place on record their sincere appreciation for the continued support from shareholders, customers, suppliers, Government authorities, banks and financial institutions and other business associates. A particular note of thanks to all employees of your company, without whose contribution, your company could not have achieved the year's results.

On behalf of the Board of Directors
For Ortel Communications Ltd

Sd/-
Jagi Mangat Panda
Managing Director

Sd/-
Jyoti Bhusan Pany
Director

Place: Bhubaneswar
Date: 19th May, 2017

GROWTH STRATEGY



MANAGEMENT'S DISCUSSION AND ANALYSIS

Economic overview:

The global economy has been sluggish with a very poor growth hampered by slow pick up in US economy and slowdown in the growth rate in China. Political uncertainties and the rise in protectionist policies following Brexit and the Republican win in US Presidential Election further adversely impact global economy momentum and business sentiment.

In this uncertain global economic scenario, the Indian economy has been one of the brightest spots with an expected growth of 7.1 percent in FY 2017 despite the impact on account of demonetisation. Further domestic consumptions has remained strong accounting for around 70 percent of gross domestic product (GDP) in FY 2017. In FY 2018', the GDP is expected to continue to grow above 7 percent while in the long term both demonetisation and proposed Goods and Service Tax are likely to provide a further boost to the Country's GDP.

Against the backdrop of robust macro-economic stability, the year was marked by two major domestic policy developments, the passage of the Constitutional amendment, paving the way for implementing the transformational Goods and Services Tax (GST) and demonetisation of the two highest denomination notes. The GST is expected to create a uniform common Indian market, improve tax compliance and governance and boost investment and growth in long term paving way for brighter GDP and stronger economy. Further as a reform measure, it was also a bold new experiment in the governance of India's cooperative federalism by way of demonetisation of Specified Bank Notes. Demonetisation has had short-term costs and inconvenience but holds the potential for long term benefits. Besides, follow-up actions and measures have been put in place to minimize the costs and maximise the benefits including; fast and demand-driven, remonetisation, further tax reforms including bringing land and real estate into the GST, reducing tax rates and stamp duties and acting to allay anxieties about over-zealous tax administration. These actions would definitely allow growth to return to trend in 2017-18 following a temporary decline in 2016-17.

In the aftermath of demonetisation and at a time of gathering gloom about globalisation, articulating and embracing those ideational shifts will be critical to ensuring that India's sweet spot is enduring not evanescent.

Industry overview:

Media and Entertainment Industry

The year FY 2017 was a mixed bag for the Indian Media and Entertainment (M&E) industry. The digital ecosystem penetrated further into the citizens' day-to-day lives and opened up new avenues of consumption by customers and revenue generation by the service provider. It was

time for introspection for many players of the industry.

In FY 2017, the Indian M&E industry grew at 9.1 per cent on the back of advertising growth of 11.2 per cent. This was aided by strong fundamentals and a steady growth in consumption, although demonetisation shaved off 150 to 250 basis points in terms of growth across all sub segments at the end of the year.

Television experienced slower growth due to a lacklustre year for subscription revenues, which have faced headwinds owing to continued challenges around digitisation and its intended benefits flowing through the value chain. Television advertising saw sunrise sectors, such as e-commerce, scaling back spends significantly and the event of demonetisation leading to an adverse impact across categories. However, strong long-term fundamentals driven by domestic consumption augur well for the future. Growing access to rural audiences through digitisation, coupled with content availability through increase in Free-to-Air (FTA) channels and deeper audience measurement will be a key catalyst to long-term growth, though this may have an adverse impact on distribution revenues. A solution to the tariff and interconnect orders by the Telecom Regulatory Authority of India (TRAI), which is acceptable to all stakeholders will be critical for the successful completion of the digitisation exercise.

Looking ahead, the future of M&E industry indeed revolves around digital. The mobile phone, which today has reached every nook and corner of the country, manifests itself as a powerful medium to bridge the content consumption divide across socio-economic classes and categories. With the continued push by the government around digital consumption and payments, mass adoption of technology is a foregone conclusion. However, this brings with itself challenges for every sub-segment of M&E industry to innovate, to align with this change, and evolve in terms of building sustainable business models. Whether existing industry stakeholders are able to harness this potential dividend, or find themselves at the wrong end of this divide, will be the big answer to watch out for in the future.

Strong economic fundamentals coupled with growth in domestic consumption has also aided the Indian M&E industry to maintain a growth of 11.6 per cent over the last five years. Though demonetisation adversely impacted the Media and Entertainment sector's performance in Q3 and Q4 2017, especially advertising revenue, the impact is likely to be short lived and normalcy is expected to return by Q2 2018. The long-term factors driving the future growth are expected to remain positive, with growing rural demand, increasing digital access and consumption, and the expected culmination of the digitisation process of television distribution over the next two to three years.

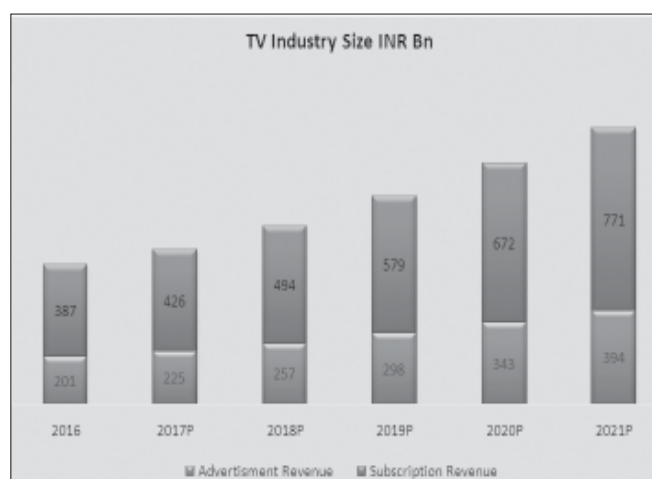
The Indian M & E Industry: Size

Over all Industry Size (INR in billion) For Calendar year	2011	2012	2013	2014	2015	2016	Growth in 2016 over 2015
TV	329.0	370.1	417.2	474.9	542.2	588.3	8.6%
Print	208.8	224.1	243.2	263.4	283.4	303.3	7.8%
Films	92.9	112.4	125.3	126.4	138.2	142.3	3.0%
Digital Advertising	15.4	21.7	30.1	43.5	60.1	76.9	28.0%
Music	9.0	10.6	9.6	9.8	10.8	12.2	13.0%
OOH	17.8	18.2	19.3	22.0	24.4	26.1	7.0%
Animation & VFX	31.0	35.3	39.7	44.9	51.1	59.5	16.4%
Gaming	13.0	15.0	19.2	23.5	26.5	30.8	16.2%
Radio	11.5	12.7	14.6	17.2	19.8	22.7	14.8%
Total	728.4	821.1	918.2	1,025.6	1,156.5	1,262.1	9.1%

Source: KPMG in India's analysis and estimates, 2016-17

India's Television Industry: Synopsis.

- The entertainment industry continues to be dominated by the television segment, with the segment accounting for 46.92 percent of revenue share in 2016, which is expected to grow further to 48.56 per cent by 2020. Television, print and films together are likely to account for 82.2 per cent of market share in 2016, in value terms.
- In year 16, the Indian Media & Entertainment (M&E) industry was estimated to register a growth of 13.7 per cent over 2015 & reach USD20.5 billion, in value terms.
- During 2015-2020, the industry is expected to grow at a CAGR of 14.33 per cent from 2015-2020 with the market expected to reach to USD35.2 billion by 2020.
- The next 5 years will see digital technologies increase their influence across the industry leading to a sea change in consumer behavior across all segments.
- The entertainment industry is projected to be more than USD62.2 billion by FY25.
- In 2015, the television industry in India derived a major share of its revenue from subscription (66.6 per cent) & the rest from advertising segment (33.4 per cent).
- Television advertising is expected to generate a revenue of USD3.13 billion in 2016.
- Regional Entertainment channels comprising mostly of Viewership in regional channels in 2015 regional GECs (General Entertainment Channels), regional movies & regional music. GECs accounted for 29.6 per cent of the total television viewership share in 2015 followed by viewership of regional movies with 6.6 per cent
- In 2016, television penetration in India reached to 64 per cent.



The Indian M&E industry: Projections

The Indian M&E industry is projected to grow at a faster pace of 14 per cent over the period 2016-21, with advertising revenue expected to increase at a Compound Annual Growth Rate (CAGR) of 15.3 per cent during the same period. However, in 2017, advertising revenues are expected to grow at a marginally slower rate of 13.1 per cent due to the prolonged effects of demonetisation and initial volatilities arising from GST implementation. Television is expected to grow at a CAGR of 14.7 per cent over the next five years as both advertisement and subscription revenues are projected to exhibit strong growth at 14.4 per cent and 14.8 per cent, respectively. The long term forecast for the television segment remains robust due to strong economic fundamentals and rising domestic consumption coupled with the delayed, but inevitable, completion of digitisation. The rising share of FTA channels may, however, partially pull down the long-term subscription revenue forecasts.

Key Policy changes driving the Changes:

Government policies and initiatives are creating a significant and lasting impact on M&E industry, both directly and indirectly. However, implementation across the various measures have been a challenge, resulting in heart burn in the short-to-medium term.

Demonetisation - a bolt out of the blue:

The Government of India's de-legalisation of high denomination currency notes led to a decline in consumption across sectors, such as Fast Moving Consumer Goods (FMCG), Auto, Banking, Financial Services and Insurance (BFSI) and Real Estate. This led to a pull back on discretionary spends on marketing and advertising, the repercussions of which were felt across M&E industry. Advertising revenues across television, print and radio suffered while the attendance at cinema halls, particularly single screens, and live events, was also impacted. It is estimated that the annual advertising growth rates for television, print and radio were adversely impacted by about 1.5 to 2.5 per cent.

However, the impact is expected to be short lived, because from January 2017, there has been an upswing in consumption and advertising demand, although spend levels continue to remain lower than the same period in the previous year. It is expected that the spend level would be back to usual by Q2 2017.

GST to rationalise taxation across M&E industry:

The GST, which is expected to be implemented by the central government in FY18, is likely to streamline the multiple incidence of taxes currently being levied by both the central and state governments. While the introduction of GST is likely to have varied levels of impact across the various media segments on an overall basis, M&E industry is expected to be a net beneficiary. This is primarily due to availability of input credits across the board and inclusion of entertainment tax within the ambit of GST. However, GST rules are complex and particularly the move from a place of production-based taxation to destination-based taxation would require change in operating models to optimise the impact of GST. Further, adherence to compliance would also require multiple changes in an organisation's IT and reporting systems.

It is expected that in 2017, there would be an initial adverse impact on advertising spend as Organisations across the board struggle with the implementation of GST. However, in the long term, with the formalisation of the economy and widening of tax base, there could be a positive impact on the country's GDP and consequently on advertising spends.

Cable digitisation - a game changer:

The ongoing cable digitisation is bringing a paradigm shift in the overall operations of the television sector; however, delays in Set-Top-Box (STBs) supply, seeding and challenges pertaining to addressability, gross billing, per subscriber billing, and roll out of packaging remain a major concern amongst the stakeholders. It is now expected that digitisation would be largely completed in 2017 with related benefits flowing through gradually, though at a slow pace based on historical indicators.

The Telecom Regulatory Authority's (TRAI's) guidelines on Tariff and Interconnect in 2016 (draft) and 2017 (final), are expected to alter the operating dynamics between various stakeholders of the industry. The implementation of these guidelines, in a form acceptable to all stakeholders, would be key to Average Revenue per User (ARPU) uptick and to improve industry profitability. However, implementation in phase-IV markets will pose a challenge considering the low scale of economies.

Further, Digitisation of the cable distribution sector to attract greater institutional funding, improve profitability & help players improve their value chain.

ARPU Post - digitisation

- Presence of analog cable & higher contribution has led to lower Average Revenue Per User (ARPU) level, which is around USD3.4 for a digital pay television. However, with higher scope of introduction of new and niche channels with digitisation, ARPU levels are expected to increase in the coming years.
- ARPU for DTH subscribers has seen an increase of around 12-15 per cent in 2014. The more promising trend is that DTH operators are able to increase collections from customers by providing additional services such as HD channels, premium channels & other value added services.
- HD adoptions continues to drive ARPU growth for DTH players with the average ARPU of a HD subscribers at ~1.5 to 2 times more the ARPU of non HD subscribers.
- Digital cable on the other hand, has not seen any significant ARPU increases as compared to the DTH ARPU. For digital cable, deployment of different channel packages will be the key driver to increase ARPUs

Increasing investments in the sector - key deals and FDI inflows

- FDI inflows into the entertainment sector during April 2000 to December 2016 rose up to USD6.62 billion.
- As of March 2016, the share of FDI in 'Information & Broadcasting' was 1.73 per cent of total FDI inflows into the country.

- Demand growth, supply advantages & policy support are the key drivers in attracting FDI.
- In 2015 admissions were at an estimated 2.04 billion & in 2020 are predicted to be at 2.80 billion, rising at a 6.6 percent CAGR.
- Box office revenue in India, which stood at USD 1.64 billion in 2015, is expected to increase to USD 2.74 billion by 2020, exhibiting a CAGR of 10.9 per cent.

Surge in digital consumption compelling existing players to take a hard look at their business models:

Consolidation gaining momentum across the value chain

Consumer analytics has become indispensable

Strong demand and policy support driving investments

Over all Industry Size (INR in billion) For Calendar year	2016	2017P	2018P	2019P	2020P	2021P	CAGR (2015-2020)
TV	588.3	651.0	750.9	876.8	1014.5	1165.6	14.7%
Print	303.3	325.0	350.4	378.5	405.6	431.1	7.3%
Films	142.3	155.0	166.0	178.2	191.6	206.6	7.7%
Radio	22.7	26.4	30.7	35.9	41.5	47.8	16.1%
Music	12.2	14.0	16.3	19.0	22.1	25.4	15.8%
OOH	26.1	29.0	32.5	36.4	40.8	45.7	11.8%
Animation & VFX	59.5	69.5	81.2	95.5	111.9	131.7	17.2%
Gaming	30.8	37.2	44.2	52.2	60.7	71.0	18.2%
Digital Advertising	76.9	101.5	134.0	174.3	226.5	294.5	30.8%
Total	1,262.1	1,408.6	1,606.2	1,846.8	2,115.2	2,419.4	13.9%

The carriage fees to be capped at 20 paisa per SD channel per subscriber/month, and 40 paisa per HD channel per subscriber per month. Further, the carriage fees of a particular channel shall decrease with the increase in subscribers for that channel, becoming nil if the subscriber base of that channel equals or exceeds 20 per cent of the average subscriber base of the DPO in that month in that target market.

While carriage fees experienced an overall decline of ~25-30 per cent after rollout of STBs in Phase I and II market, but there has not been significant decline after 2014. As per the industry sources, there was an increase in carriage fees paid to distributors in 2015 due to launch of new channels and channels continuing to increase distribution in smaller towns and cities. Over all, Carriage fees remained broadly stable for existing deals but new deals saw a hike of 5-10% in carriage fees. However, MSOs are expecting to see a 10-15 % increase in carriage fees due to increase in number of channels being carried by each MSO.

India Cable TV Market

India Cable TV market has grown considerably over the past six years. Demand for cable TV services in the country has escalated over the past six years due to increased prevalence of digitization drive, increasing household

expenditure on entertainment, improving quality of television display, lower costs of service provision and stable user base. Majority of people in India have preferred cable TV due to convenience and lower cost of subscriptions.

Digitisation:

Indian TV industry is going through a rapid and historic transformation. To accelerate the slow growth of analog regime and to help consolidate and organise the industry and at the same time to make it more transparent, Government of India has framed a road map for conversion of analog customers to digital platform in four phases.

In December 2011, the Indian Government had passed 'The Cable Television Networks (Regulation) Amendment Act' for 3rd phase of digitisation of cable television networks by 2015. The Information Broadcasting (I&B) Ministry completed the phase-II of digitisation, which involved digitising 16 million cable TV houses in 38 cities by April 1, 2013 & had targeted to complete the phase-III of digitisation which includes all other urban areas (municipal corporations/ municipalities) by January 2017. The rest of the country was targeted to be covered by March 2017 under phase IV of digitisation. The cable operators under the digitisation regime are legally bound to transmit only digital signals, while the customer can access the

subscribed channels through a set-top box only. This will benefit the cable TV industry in terms of improved addressability and average revenue per user (ARPU). Consumers will also be able to select content of their choice as well as indefinitely store and access digital content. Subscriber declaration level is expected to

Status of Digitization- December 2016

Phase	Sun Set Date	No of C&S Subs (Million)	Non-digitized subs (Million)	Digitization including DTH
Phase-I	June -12	14	0.2	100% excluding Chennai
Phase-II	March- 13	28	0.3	100 per cent excluding parts of TN
Phase-III	January-17	44	5	~90%
Phase-IV	March-17	83	42	~50%
Total		169	47	~70%

(Sources: KPMG in India analysis, 2017)

Advantages of Digitisation

- Higher consumer preference, which lacked in the former Conditional Access System (CAS)
- Consumers will be able to select content of their choice as well as indefinitely store and access digital content
- The digital platform in films also includes the 'video-on-demand' feature on television
- Higher transparency; subscriber declaration level is expected to increase to 100 per cent under post-digitisation regime as compared to 15-20 per cent as declared by Local Cable Operators (LCOs) to Multiple System Operators (MSOs).
- The digital segment in India's media & entertainment industry is set to cross USD 3208.07 million by 2020. This offers a huge opportunity for expansion of digital sector in India's media & entertainment industry.

Mandatory digitization will result in consolidation of the last mile cable industry. Larger operators will be keen to acquire the last mile as valuations for LCOs drop and operators successfully develop skill sets and necessary infrastructure as they transition to a B2C model.

Digital Cable is poised to gain significantly from DAS Phase-III and IV incremental additions. We envisage Digital Cable to take a sizable share in the C&S market space and in the long run, with the deep customer connect; Digital Cable has a definite edge over DTH. However, the major challenge for MSOs presently remains the ARPU realisations, which

increase to 100 per cent under post-digitisation regime as compared to 15-20 per cent as declared by Local Cable Operators (LCOs) to Multiple System Operators (MSOs). The digital segment in India's media & entertainment industry is set to cross USD 3208.07 million by 2020. This offers a huge opportunity for expansion of digital sector in India's media & entertainment industry.

are not even 30 per cent of what the customer pays, and a share of that goes to the broadcasters as well. We believe that the TRAI draft tariff orders are a step in the right direction toward ensuring better revenue realisation across the TV value chain, provided litigations around the orders are addressed.

DTH and digital cable ARPUs:

The ARPU growth for the Industry remained largely subdued in 2016. While the pack price increases effected by most players, along with efforts to drive HD adoption were Pull up factors, the majority of the incremental subscriber additions were from DAS III and IV, which came in at lower ARPUs than average, resulting in muted ARPU growth.

- ARPUs to be driven by packaging, package wise collections, improved monetization from LCOs, Premium Contents, HD Channels, and Broadband etc.
- Digitization will led to increased transparency in subs declaration and improved ARPUs.

In conclusion, while strong economic fundamentals would continue to drive growth, the Indian M&E industry is on the cusp of rapid transformation with digital media taking centre stage across all the sub-sectors. Digital media, which was earlier being viewed as just an additional distribution platform and just another touch point, is rapidly emerging as a core revenue engine. While M&E organisations are looking to build out digital strategies, the economic and business models required to succeed in the digital landscape

are challenging and would require a significant shift in mindset and approach. Further, dramatic changes in the regulatory environment is also impacting business models. In this changing paradigm, M&E organisations would need to be nimble and flexible and operate with a long term integrated strategy to build out sustainable businesses.

BROADBAND INDUSTRY:

India is currently the world's second-largest telecommunications market and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP), according to report prepared by GSM Association (GSMA) in collaboration with the Boston Consulting Group (BCG).

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and a top five employment opportunity generator in the country.

The Indian telecom sector is expected to generate four million direct and indirect jobs over the next five years according to estimates by Randstad India. The employment opportunities are expected to be created due to combination of government's efforts to increase penetration in rural areas and the rapid increase in smartphone sales and rising internet usage.

International Data Corporation (IDC) predicts India to overtake US as the second-largest smartphone market globally by 2017 and to maintain high growth rate over the next few years as people switch to smartphones and gradually upgrade to 4G.

India's Internet economy expected to double to become \$250 billion by 2020

The Internet economy in India is becoming a major contributor to GDP, and is expected to grow to about 7.5% of the country's GDP by 2020 from 5% now. E-commerce and financial services are projected to lead the growth. For instance, share of digital payment transactions could increase to 30-40% of all transactions by 2020 from 13% in 2015. Data consumption is set to expand to around 7-10 GB per month per user by 2020 from the current 700 MB per month per user.

Digital adoption in India has been growing rapidly

Recent disruptions in the telecom space have given a strong impetus to digital adoption in India, accelerating the rate by at least a few years. While the total number of mobile Internet users is expected to grow to almost 650 million by 2020, users with high-speed Internet access is expected to be around 550 million. This can prove to be a huge boost for the Internet economy. Data consumption is set to expand to around 7-10 GB per month per user by 2020 from the current 700 MB per month per user.

Three key forces are coming together to unlock the latent digital demand

By 2020, 4G-enabled devices are expected to grow six-fold to 550 million devices, constituting about 70% of devices in use. At the same time, reliable high-speed data is becoming both ubiquitous as well as affordable (data rates have reduced to less than one-third in just 4-5 months). The proliferation of digital content is also driving consumption. Mobile Internet users are expected to nearly double from 391 million today to 650 million by 2020 while data consumption per user is estimated to grow 10-14 times to reach 7-10 GB/month.

Broadband speeds are an essential component for consumers to have a rich experience over the internet. The average broadband speed in India is 4.1 Mbps (3Q 2016), which has marked a 62 per cent increase Year on Year (y-o-y). The broadband (4 Mbps) adoption (IPv4) in India is at 30 per cent representing a 116 per cent y-o-y change. Although the broadband speed and adoption are improving at a swift pace, South Korea leads the space with 26.3 Mbps and an adoption of 97 per cent (IPv4); on the other hand, India still has some headroom for growth.

In parallel, the adoption of IPv6 internet protocol is improving in India, which creates the infrastructure to connect more devices, supports higher speeds, increases security of communication and reduces latency.

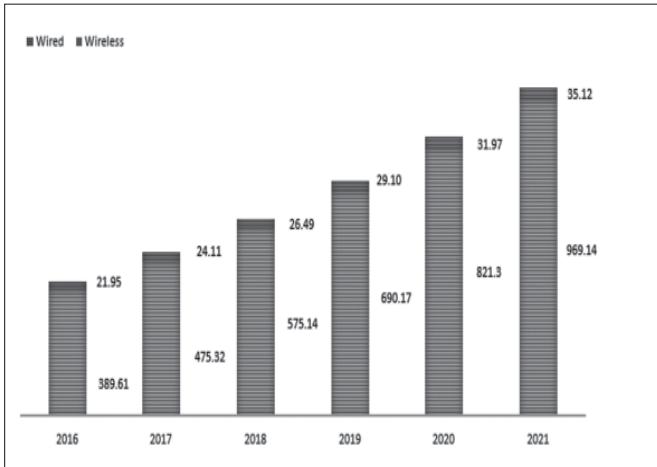
As of 2016, IPv6 adoption in India stood at 16.4 per cent. How fast the telcos are able to transition to this new protocol will lay the foundation of how the adoption of new age technology, such as Internet of Things (IoT), matures in India.

As per TRAI report, The total number of users has increased to 350.48 million at the end of June 2016, as compared to 342.65 million users at the end of the previous quarter ending on March 2016. There were 319.42 Internet users at the end of June 2016, which shows a 9.72 percent increase in Internet usage over the past year and 2.28 percent over

the quarter. Broadband subscription rates have surged, showing a growth of 8.22 percent over the previous quarter. Narrowband internet subscribers have declined by 2.32 percent as compared to the previous quarter.

Further, total number of Broadband subscribers in 2016 was 411.56 million consisting of wired broadband subscribers and wireless broadband subscribers at 21.95 million and 389.61 million respectively.

Broadband Users (In Millions):



(Sources: KPMG in India analysis, 2017)

Cable Internet Broadband

The cable broadband sector in India remains nascent with limited investments made in network rollout and upgrades, aside from a few well-capitalized national MSOs. According to industry resource, the total wireless broadband penetration by India is 7% whereas fixed broadband penetration is 1% of total household. So there is huge broadband potential due to penetration.

The advantage to cable operators will come in the form of large-scale fiber backhaul availability, which could reduce capital expenditure as well as time required to expand to new territories. Additionally, it also allows operators to focus on last mile upgrades to coaxial networks.

Broadband is a key driver of the Last Mile Cable Business

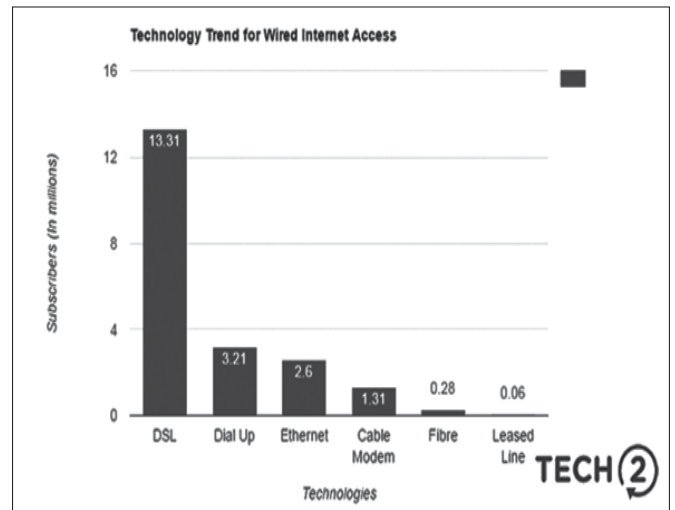
In particular, broadband cable service entails the highest return for distribution platforms in the United States. In Pay-TV, satellite generates superior return to cable in general due to (i) lower operating costs from leveraging wireless infrastructure and lower churn levels due to national footprint and (ii) higher ARPUs vis-à-vis cable. However, cable

broadband is the strongest solution in maximizing ARPU and margins and helps cable maintain superior returns to satellite.

The increasing proliferation of technology-enabled devices, policy driven push through programmes such as the digital India campaign and high speed broadband highways will lead to a dramatic increase in the internet subscriber base and penetration level. (Source: TRAI).

With DOCSIS 3.0 technology which provides speeds of 50-100 Mbps, a better ARPU margin for the broadband business is expected to increase in the coming years.

Also the Broadband business offers multiple synergies to MSOs by allowing them to leverage their existing infrastructure and consumer base. In the normal scenario, Subscriber will always prefer wired internet connectivity compared to wireless as it is faster, cheaper and reliable. The Broadband offers higher ARPU and margins than digital cable and is in line with the changing consumer preference for high speed connectivity. Due to low penetration of broadband in India, there is scope for substantial growth opportunity in broadband.



About Ortel:

Ortel Communications Limited ("the Company") is a regional cable television and high speed broadband services provider focused in the Indian states of Odisha, Andhra Pradesh, Telangana, Chhattisgarh, West Bengal and Madhya Pradesh. As part of major expansion process, in the current year the Company has taken further geographical progress by expanding its operation to the States of Madhya Pradesh and Telangana. It has always been the Company's vision to provide Cable TV, Data Service and Internet Telephony on a

single cable platform to households. Company has built a State-of-Art two-way communication network for 'Triple Play' services (video, data and voice capabilities) having HFC network (combination of optic fibre in the backbone and coaxial cable in the distribution network) with control over the 'Last Mile'. It pioneered the primary point cable business model in India by offering digital and analog cable television, broadband and VAS services. It currently holds a dominant position in Odisha, with a fast-growing presence in five other markets, covering an addressable market of approximately five million homes with direct to consumer business model, popularly known as "Last Mile" business model in the Cable TV universe having 90% of the subscriber base under own network. Currently, business of the Company is broadly divided into (i) cable television services comprising of (a) analog cable television services; (b) digital cable television services including other value added services such as HD services, NVoD, gaming and local content; (ii) broadband services; (iii) leasing of fibre infrastructure; and (iv) signal up linking services. It has legal 'Rights of Way' for laying network cable and capable of providing broadband at speed of up to 100 mbps through use of cable modem with DOCSIS 3.0 technology. It has grown both organically and inorganically through buyout of network equipment, infrastructure and subscribers of other MSOs and LCOs. Ortel is a pioneer in providing Convergence Communication Services in the Country. It has revolutionized the Entertainment and Broadband Technology in the Eastern India.

Ortel is the first MSO to offer upto 100 Mbps Broadband in the state of Odisha using the DOCSIS 3.0 technology. DOCSIS 3.0 allows for a much higher throughput compared to the earlier versions by using multi-channel bonding simultaneously for download/upload. Ortel has withdrawn all scheme of Broadband services where the speed is less than 1Mbps.

Performance highlights

Particulars	(Rs. in crore)	
	2016-17	2015-16
Total Operating and other Income	207.21	196.29
EBIDTA	55.09	70.29
Earning before Tax (EBT)	1.43	14.99
Earning after tax (EAT)	1.43	11.93
EPS	0.47	3.93
Net Worth	141.23	139.48

FY2017 performance overview:

- Total Income increased to Rs.2072 million from Rs. 1,963 million of FY 2016
- Profit Before Tax is Rs.10.43 million with Rs.149 million in the FY 2016
- Profit After Tax came in at Rs. 10.43 million compared to Rs. 119 million in FY 2016

Operational Review:

The FY 2017 was a challenging year for your Company. The operational performance has been affected due to both external and internal factors resulting in slower growth both in terms of revenue and profitability. On external side, slow pace of digitisation and lower Average Revenue Per User ("ARPU") realisations from the addressable C&S base has impacted the performance. Further, with cash drying up in the hands of customers due to demonetisation though short term, we witnessed down in collection and new sales for both third and fourth quarter. Increased competition has impacted industry in general affecting broadband performance of the company.

The company's performance has also been affected due to internal factors such as; increase in receivable days in new market, lower ARPU in the case of new market. The collection percentage has been slower due to transition from analog to digital platform affecting collection from old subscribers. Delay in debt funding has also affected the performance during the period under review. Apart, the performance was further impacted due to lower IFL income during the period under review.

Notwithstanding above, your company has achieved a healthy growth in revenue both for cable TV and broadband business year on year basis. Members will be happy to know that, all Non Odisha states have been EBITDA positive. Full digitisation of subscribers will also help improving the collection controlling the debtors days. The Company has already started acquiring subscriber base aggressive organic plan with various schemes and members will be glad to know that, your company has registered a growth in the subscriber base through organic route. Company has achieved an over all RGU of 8,23,405 over 7,01,192 of pervious period, a growth of 17.43% year on year basis. Further, the Broadband business has started a turnaround after being impacted post Jio lunch which particularly affected our younger subscriber genre. Members may also note that, the Company has demonstrated a strong B2C last mile business model in its core market which is profitable and expects to replicate the same in the new markets also. Having the unique 'Last Mile' model and with adequate steps

being taken for aggressive digitisation and various other business plan, the Company is very hopeful of improved performance in the coming FY.

Current Business Trends and Future Outlook

Cable TV:

After consolidating its business at various locations in Odisha, your Company has taken further steps to consolidate its market base in other States that have been entered into since 2008. The Company has done significant buyout of LCOs in Andhra Pradesh and Telangana. We take the opportunity to communicate that your company is making steady progress in the all other States beyond Odisha.

The company is hopeful of achieving a substantial growth in its Subscriber Base both through Organic as well as inorganic acquisition of LCOs. The Company has achieved a better growth in terms of organic acquisition. Company has also plans to expand into other new markets through a combination of competitive pricing, multiple service offering, extensive marketing and acquiring network equipment, infrastructure and subscribers from LCOs/ MSOs in those new areas.

Digitization:

With mandatory digitization under phase III and Phase-IV, the Company is aggressively working to maximise digitization and has made a significant growth in its digital subscriber base with 17.43% growth over last year and has a total digital subscriber base of 233,012 as on 31March, 2017.

Further, in addition to SD (Standard Definition) series, your Company is also providing high quality HD (High Definition) and has also plan to invest more in an HD Head end and Set Top Boxes to provide high quality HD services to its customers.

The Company also holds registration certificate as prescribed in the amended Act to operate as MSO in DAS areas from Ministry of Information & Broadcasting.

Data Services:

Ortel continues to be the one of the dominating player in the Data Services market in Odisha by providing high speed services at competitive prices. The Company presently provides both retail and corporate broadband services in 19 towns including 13 towns in the state of Odisha. In spite of the severe competition from Telcos, your company has increased its Data Services (retail) customer by 14,093 during the year under review.

While the competition for data services has intensified especially from wireless operators who offer the advantage

of mobility, high speed service still remains the unique selling proposition for Ortel Broadband. Your company has taken various steps for improving network uptime by providing for power backups at nodes, expanding to new locations and deeper penetration in existing locations and improving customer service delivery infrastructure so as to increase the subscriber base. Your Company also intends to improve network penetration by cross selling our broadband services to the existing cable television customers and attracting new customers through competitive pricing, better customer support service.

Your Company has successfully implemented DOCSIS 3.0 high speed broadband service and is currently offering data service upto a speed of 100 Mbps. The Company has also identified new markets as a part of expanding the Data operation and have planned out to expand further in the coming financial year. Your company is also using HFC architecture, which can easily be converted or upgraded to provide FTTH service at very nominal incremental capital expenditure. With the implementation of new technology, high speed data service and aggressive marketing strategy, the Company will manage to increase its subscriber base.

In order to partly counter the mobility feature of the competitors, we are focusing on providing home wireless options to customers by installing wireless modems to interested consumers. We are also creating public hot spots for both existing customers and prospective customers inside the city in different crowd public points.

Your Company is also leveraging the existing infrastructure to provide bulk bandwidth as well as leasing out the fiber network to various Corporates.

Your company is well equipped with its upgraded Network Operating Center (NOC) with inbuilt redundancy of key elements in the system to support and sustain the higher level of customer base and service. Your Company provides data services through MEN in West Bengal, which engages different network topology capable of broadband and IP television services. The company is also upgrading its Bandwidth purchases from multiple vendors at competitive prices which will bring in substantial cost reduction of Bandwidth charges.

Your company has set up a state of the art integrated Call Center to address customer queries and complaints. At present, 18 local customer help centers are integrated to the centralized Call Center with 24X7 help line. Company has also a network monitoring system through which major network failures are monitored and steps taken to restore the services early. Your company also has a grievance redressal system in place to resolve the complaints.

Key Developments

- **Robust RGU Additions:**
 - During the year, the total RGU additions stood at 122,366 subscribers, taking the total RGUs to 823,558
- **Healthy Traction in States outside Odisha:**
 - o The Company's Local Cable Operator (LCO) buy-out strategy receiving strong response in states of Andhra Pradesh, Telangana, Chhattisgarh and Madhya Pradesh
 - o 98% of new subscribers added in FY17 outside Odisha
 - o Robust growth outside Odisha to continue in FY18
- **Improved Digital Penetration:** Seeded 107,175 Set Top Boxes (STB) during the year, thereby improving the digital penetration ratio to 37.1% from 22.7% in FY15
 - o ARPU for subscribers converted from Analog to Digital witnesses improvement - Analog and Digital ARPU stood as Rs. 141 per month and Rs. 178 per month respectively
 - o Hold over 3 lakh STBs in inventory with digital signals in place - sufficient stock for implementation of Digitization under Phase-III
- **Steady momentum in Broadband Business:**
 - o Expect significant growth in broadband subscribers in FY18 on the back of new network rollout, a strong team, solid back-end operations, attractive broadband packages and various other value-added services & initiatives

Other Value Added Service:

The Company also provides choice of other value added services over the same cable leading to customer convenience and satisfaction with a range of services HD services, NVoD and other interactive video content. Currently Company provides 14+ HD channels on its network. The Company also offers bundled services such as Cable TV + Broadband + HD to its customers. All these services are expected to drive revenue in future.

Key strategies which will accelerate overall growth of the Company

- **LCO Buyout:** The aggressive LCO buy out plan which is already being carried out shall enable the Company to substantially increase its subscriber base.
- **HD Launch:** Offering Channels in HD platform in its core markets which has already been launched, the Company will able to provide quality service to its customers and hence will increase both revenue and customer demand.
- **High Speed Broadband Packs:** with already launched high Speed Broadband packs with data speed of upto 100 Mbps in the market, the Company is expecting to

increase customer base and revenue in the coming years.

- **Digitisation:** With digitisation mandate and Company having ready to provide digital cable TV service, it will benefit in terms of lesser revenue leakage, more accurate subscriber base information, high transparency and higher subscription revenue.

Principal factors affecting our results of operations and financial condition

i. Primary subscriber base

Company's business model is focussed on the control over 'the last mile' connection. Primary subscriber numbers allows benefit from higher revenues per subscriber as it controls the service and collection directly without involving any intermediary and reduces large scale customer churn.

ii. Number and mix of subscribers

The revenue of the Company is significantly impacted by the ability to increase the number of cable television subscribers.

The subscriber numbers are affected by the following factors, among others:

- Our geographic reach -
- Competition -
- iii. The other factors affecting operation performance are as follows:
 - Buyout of network equipment, infrastructure and subscribers
 - Channel carriage fees
 - Broadband spread and density
 - Programming cost
 - Regulations

Internal Control Systems and their Adequacy

The Company has developed and maintained with an adequate internal control system commensurate to its size and business. The company has appointed M/s. SCM & Associates. A firm of Chartered Accountants, as its Internal Auditors, who conduct internal audit for various activities. The reports of Internal Auditors are submitted to Audit Committee, which further reviews the adequacy of internal Control system periodically.

In addition to this the company has its own Internal Audit Department to implement and monitor proper and adequate internal control procedures. Further, the company has maintained adequate system to ensure effective operation of the internal financial control with reference to financial statement of the Company.

Human Resources

Human Resources are of paramount importance for the sustenance and growth of any organization and it is specifically true for the technically sensitive broadband sector. Your company has initiated steps to recruit and retain talented personal at key levels and believes in involving young executives in its decision-making processes. Your company continues to give maximum thrust to its Human Resources Development.

Employee relations remained cordial at all your company's locations. Your Directors take this opportunity to record their appreciation for the outstanding contribution of all employees of your company.

During the year, the Company maintained harmonious and cordial industrial relations. No man- days were lost due to strike, lock out etc. As on 31st March 2017 there were 1898 permanent employees on the rolls of the company.

Disclosure by Senior Management Personnel i.e. one level below the Board including all HODs

None of the Senior Management personnel has Financial and Commercial transactions with the Company, where they have personal interest that would have a potential conflict with the interest of the Company at large.

Risk Management:

The Company takes proactive risk management initiatives to identify and mitigate the relative risk associated by various risk measures. The company has taken comprehensive and adequate insurance policies for its electronic equipment, vehicles, network assets and buildings etc to cover different types of potential risk that may affect the operational performance of the Company. The risk management Committee of the Board reviews various areas from time to time.

Potential risk and measures to mitigate

Nature of Risk	Definition and impact	Measures for mitigation
Regulatory Risk	Increased regulations or change in existing regulations could potentially impact the operation of the Company	Keep updation of the changed legislation and compliance on top priority by close monitoring regularly.
Industry Risk	Competition from competitors may adversely affect the operating performance of of the Company.	Adding new technology and better customer service while keeping close watch on competitors activity.
Finance Risk	As at March 31, 2017, the Company has outstanding loans of Rs.154.95Cr. In addition the outstanding payables to creditors amounts to Rs.20.21 Cr and are subject to fluctuations in foreign currency rates	Company is confident of meeting the obligations towards repayment of both principal and interest in time as the company is performing better. Again, the company has put into place necessary system to constantly review its repayment capabilities. The Company has not done any hedging of foreign currency liabilities.

Health, Safety and environment:

The company has taken adequate measures for health and safety of its employees through Group Insurance covering life, accident and disablement, Employee Deposit Link Insurance and ESI.

Your Company also gives utmost priority on health and safety of its employees and is committed to ensure high standard work practice in compliance with applicable laws and regulations.

Your Company also conducts training programmes for its staff and employees, and carries out regular safety audits in relation to the operations. All field employees are provided

with safety equipment. Regular safety audits are conducted at each location to monitor the implementation of the safety guidelines issued by the Company, and a compliance report is also prepared every month. The company also believes in environmental safety and zero hazards.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation may be "forward-looking" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

HIGH QUALITY NETWORK INFRASTRUCTURE WITH LEGAL 'RIGHTS OF WAY'

Technology & Network

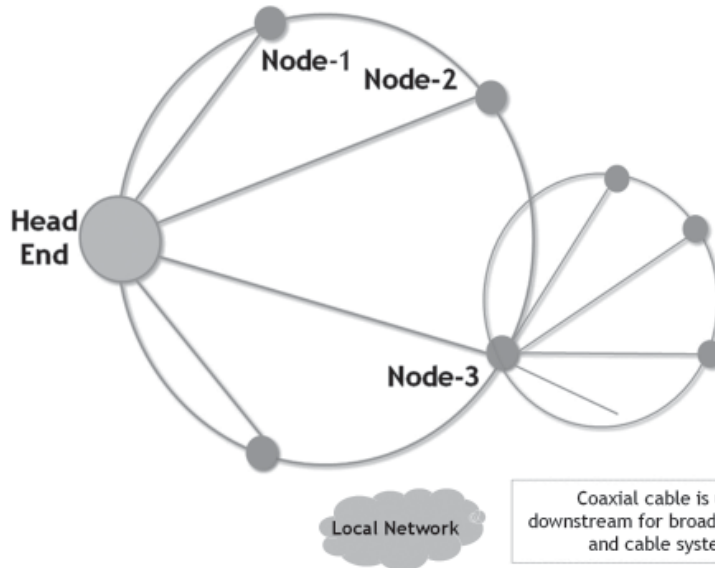
	Across	Head end
64,685 Kms of cable	78 towns	57 Analog 12 Digital

Network as on March 31, 2016

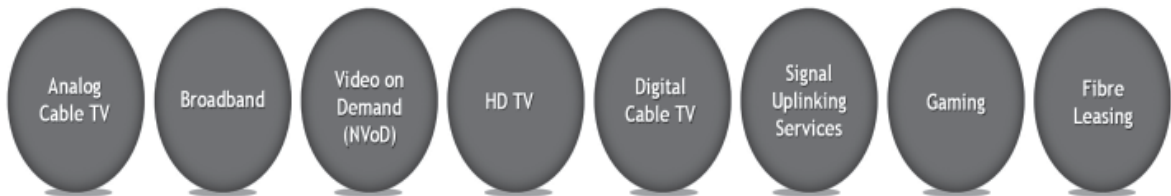
- Two-way enabled communication network that can provide triple play services of video, data and voice
- Network ready for deployment of digital services without further up gradation
- Legal 'rights of way' for entire network
- Stringent network design parameters and constant upgradation of technology to maintain a high quality of service

Strong Infrastructure in place...

Fibre optic cable used as a network backbone



...multiple streams of revenues with marginal additional capex



Report on Corporate Governance

Company's Philosophy on Corporate Governance

Your Company's philosophy in relation to Corporate Governance is to ensure transparent disclosures and reporting that confirms full compliance to the applicable laws, regulations and guidelines, and to promote ethical conduct of the business operation with primary objective of enhancing all stakeholder's value while being a responsible corporate citizen. Company firmly believes that any meaningful policy on the Corporate Governance must provide empowerment to the executive management of the Company and simultaneously create a mechanism of checks and balances which ensures that the decision making power vested in the executive management are used with care and responsibility to meet shareholders and stakeholders expectations. The Company has innate the values and corporate governance practices since its inception and the management of the Company has assigned high priority to Corporate Governance practices in the Company.

Your Company is committed to attain the highest standard of Corporate Governance and has duly complied with all the applicable requirements and disclosures as per listing agreement signed with the Stock Exchanges in accordance with SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Regulation") and the then old listing agreement after listing of its shares on 19 March, 2015. However, your Company was voluntarily complying with the code of corporate governance in accordance with the applicable clauses/ regulations particularly in respect of Board of Directors and other committees of the Board. Your Board functions either through a full board of directors or through various committees constituted to oversee specific operational areas with a professional management team below board level. Your Company undertakes to take all necessary steps to comply with code of Corporate Governance on a continuous basis.

Board of Directors:

The Board of Directors of your Company has been constituted in compliance with requirement of Companies Act, Listing agreement with Stock Exchanges in line with the SEBI (Listing Obligation and Disclosure Requirement), 2015.

The Board provides leadership, strategic guidance and independent view to the Company's management while discharging its responsibilities. The Board consists of distinguished persons having requisite knowledge and expertise in business & industry.

The Composition of Board as on 31 March, 2017 and the number of other directorships and Board Committee Memberships/ Chairmanships are as follows:

Name	Category of Directorship	No. of in Directorship in other Public Limited Companies*	No. of Directorship in listed entity including Ortel Communications Limited	No. of Committee Membership in other Public Limited Companies**	
				Chairman	Member
Baijayant Panda	Promoter & Non Executive	3	2	0	0
Jagi Mangat Panda	Promoter & Executive	3	2	0	2
Subhrakant Panda	Promoter & Non-Executive	3	2	0	0
Rabi Narayan Misra	Independent & Non-Executive	2	2	0	2
Debaraj Biswal	Independent & Non-Executive	3	1	1	2
Jyoti Bhusan Pany	Independent & Non Executive	2	1	3	1
Gautam Sehgal	Independent & Non-Executive	2	2	0	1
Kadambi Seshasayee	Independent & Non Executive	1	1	0	1
Joseph Puliparambil	Independent & Non Executive	1	1	0	0
Gautam Buddha Mukherji	Independent & Non Executive	1	1	0	0

Note:-

* Directorships in Private, Foreign Companies, and Companies under Section 8 of Companies Act, 2013 if any, are excluded.

**Memberships of only Audit Committee and Stakeholder's relationship Committee have been considered.

Composition of the Board:

The current Board comprises of ten (10) Directors with non-executive Director as Chairman, one Executive Director who is the Managing Director of the Company and eight (08) other Non-Executive Directors of whom seven are Independent Directors. Managing Director is the Woman Director on the Board of the Company.

None of the Directors have been independent directors in more than seven listed companies and Managing Director of the Company is not independent director in more than three listed companies.

All the Independent Directors have been appointed in due compliance of Companies Act, 2013 and Listing Regulations and formal letter of appointment with terms of their appointment has been issued to them which has been posted in the website of the Company www.ortelcom.com.

None of the Directors is member in more than ten committees and chairman of five committees or Director in more than twenty companies.

Chairman, Managing Director and Non-Executive Directors are related with each other and their relation inter-se has been depicted in the table below:

Apart from this relation, there is no inter-se relation among the Directors.

Sl. No	Name	Designation	Relationship
1	Baijayant Panda	Chairman	Brother of Subhrakant Panda and Husband of Jagi Mangat panda
2	Jagi Mangat Panda	Managing Director	Wife of Baijayant Panda and Sister-in-Law of Subhrakant Panda
3	Subhrakant Panda	Director	Brother of Baijayant Panda and brother-in-law of Jagi Mangat Panda

Board Procedure:

The Board meets at least once in a quarter to review inter alia, the quarterly business and the financial performance of the Company along with other business matters proposed. Additional meetings are held, when necessary. In case of urgency or when the Board Meeting is not practicable to be held, the matters are approved and decision are taken through circular resolution, which is then noted by the Board in its next meeting. Provision for video conferencing facilities is also there to facilitate Directors to participate in the meetings.

The Board Meetings are generally scheduled well in advance and the notice of each Board Meeting is given to each Director.

The Board papers, comprising the agenda backed by comprehensive background information, are circulated to the Directors in advance except matters containing unpublished Price Sensitive Information which are circulated closer to the meeting and in exceptional cases, the same is tabled at the Board Meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman in due compliance of the applicable provisions.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at every Board Meeting on the overall performance of the Company.

The Board's function is not limited to matters requiring approval of Board statutorily. The Board is involved in all the important decisions relating to the Company's Policy matters, strategic business plans, new avenues of investment and expansion, compliance with statutory/regulatory requirements, major accounting provisions etc. Non-Executive Director provides necessary support for effective

board performance. The Independent Directors play an important role in deliberations at the Board and Committee Meetings and bring to the Company their expertise for better functioning of Board.

The Minutes of the Board Meetings are circulated to all Directors well in advance as per the applicable provisions and are confirmed at the subsequent meeting.

The Minutes of Audit Committee and other Committees of the Board are regularly placed before the Board for its noting.

The attendance of each Director at the Board Meetings and also at the previous Annual General Meeting (AGM) held on July 28, 2016 is given below:

Name	No. of Board Meetings attended during 2016-17	Attendance at the AGM held on 28 July, 2016
Baijayant Panda	4/4	No
Jagi Mangat Panda	4/4	Yes
Subhrakant Panda	4/4	Yes
Rabi Narayan Misra	4/4	Yes
Debaraj Biswal	4/4	Yes
Jyoti Bhusan Pany	4/4	Yes
Gautam Sehgal	4/4	Yes
Kadambi Seshasayee	2/4	Yes
Joseph Puliparambil	2/4	Yes
Gautam Buddha Mukherji	4/4	Yes

During the year, four Board Meetings were held on 30 April, 2016, 28 July, 2016, 25 October, 2016, 11 February, 2017.

The gap between no two Board meetings exceeded one hundred and twenty days.

The Company had circulated and placed before Board, details of role and responsibilities of all the Directors including Independent Directors in line with Companies Act, 2013 and Listing Regulation particularly in respect of the Company and same has been posted in the website of the Company www.ortelcom.com.

Board has reviewed compliance report of all laws applicable to the Companies in its meeting during the year under review.

Board has laid down Code of Conduct for all the members of Board and senior management of the Company. The Code of conduct lays down the duties of Independent Directors in line with Companies Act, 2013 and Listing Regulation.

Your Board has also constituted following Committees:

Sl.No	Name of the Committee
1.	Audit Committee
2.	Nomination and Remuneration Committee
3.	Stakeholders Relationship Committee
4.	Corporate Social Responsibility Committee
5.	Risk Management Committee*
6.	Finance Committee

* As on the date of reporting, requirement of Risk Management Committee as per Listing Regulation was not applicable.

Audit Committee:

The Audit Committee of the Company originally constituted on November 25, 1999 as per the requirements of Section 292A of the Companies Act, 1956 has been reconstituted on 2nd February 2011 and 20 April, 2015 in line with the requirement of Listing Regulations. The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities by reviewing the financial reports, adequacy of Internal audit function and the disclosure of other financial information provided by the Company to any Govt. Body or to the investors or the public and the company's system of internal controls regarding finance, accounting and legal compliances that Management and the Board have established. The broad terms of reference, scope, power and duties of Audit Committee are as defined in the Listing Regulation and Companies Act. The Company Secretary acts as the Secretary of the Audit Committee.

Composition of Audit Committee and details of meeting attended by the members

Name	Category	No. of Meetings attended during 2016-17
Jyoti Bhusan Pany	Independent & Non Executive Chairman	4
Debaraj Biswal	Independent & Non Executive	4
Jagi Mangat Panda	Non Independent & Executive	4
Kadambi Seshasayee	Independent & Non Executive	2

During the year, four Meetings were held on 30 April, 2016, 28 July, 2016, 25 October, 2016, 11 February, 2017.

Nomination and Remuneration Committee:

The Remuneration/ Compensation Committee as originally constituted on November 25, 1999 and subsequently reconstituted on 02 February, 2011 as per the requirement under Listing Agreement for the erstwhile Initial Public Offer (IPO) of the Company has been renamed as Nomination and Remuneration Committee by the Directors at their meeting held on 21 July, 2014 and reconstituted subsequently on 09 March, 2015 in compliance with the amended listing agreement of the Stock Exchanges and SEBI (LODR) Regulation 2015.

The primary function of the Nomination and Remuneration Committee ("Committee") is to formulate criteria for determining qualifications, positive attributes and independence of a director and review and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees, to approve appointment, reappointment, retention of KMPs and senior management personnel of the Company, to formulate criteria for evaluation of Directors, the Board and other Committees, to recommend offer and issue of ESOP to eligible employees, to guide and monitor function of ESOP Trust and devise guidelines for due implementation of ESOP Scheme, devising a policy on Board diversity to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, to fix and finalize remuneration including salary, perquisites, benefits, bonuses, allowances, etc. to fix performance linked incentives along with the performance criteria, increments and Promotions, Service Contracts, notice period, severance fees, Ex-gratia payments and such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

Composition of Nomination and Remuneration Committee and details of meeting attended by the members

Name	Category	No. of Meetings attended during 2016-17
Joseph Puliparambil	Independent & Non-Executive - Chairman	0
Baijayant Panda	Promoter & Non Executive	2
Gautam Sehgal	Independent & Non Executive	2
Major (Retd.) Rabi Narayan Misra	Independent & Non Executive	2

During the year, two Meetings were held on 30 April, 2016 and 25 October, 2016.

Remuneration of Directors, Key Managerial Personnel and Senior Managerial Personnel:

Remuneration of Managing Director was approved by Shareholders of the Company in the Annual General Meeting (AGM) of the Company held on 27 July, 2015 on recommendation by the Board of Directors and Nomination & Remuneration Committee ("Committee"). The Members in the said AGM, had also approved payment of Commission to the Non-Executive Directors (NEDs) upto 0.5% of the Net Profit of the previous financial year calculated as per applicable provisions of the Companies Act, 2013 read with Schedule V and Companies (appointment & Remuneration of Managerial Personnel) Rules, 2014.

Further, the remuneration and reappointment of Managing Director shall be proposed for Member's approval in the ensuing Annual General Meeting as recommended by the Committee.

All Non-Executive Directors are paid sitting fees for attending board and committee meetings during FY 16-17.

The Board has formulated a Nomination and Remuneration Policy relating to appointment, qualification, attributes, independence remuneration of Director(s) and also for appointment, retirement and removal of Key Managerial Personnel (KMPs) and Senior Management Personnel in compliance with the provisions of companies Act, 2013 and Listing agreement with the Stock Exchanges. Same is annexed as 'Annexure-6'.

Board has made performance evaluation of independent Directors as per the Nomination and Remuneration Policy in order to determine whether to extend or continue the terms of appointment of independent director and has been satisfied with the performance and contribution made by them. Board had also done the performance evaluation of its Committees and of Managing Director as per the policy.

Further, Independent Directors in their separate meeting, had made the performance evaluation of Board as a whole, Chairperson and Non-Executive Director of the Company.

Details of remuneration for FY. 2016-17 to Non-Executive Directors:

Name	Sitting fees	Commission	Amt.in Rs. Total
Baijayant Panda	50000	104604	154604
Subhrakant Panda	40,000	104604	144604
Rabi Narayan Misra	50,000	104604	154604
Debaraj Biswal	100000	83683	183683
Jyoti Bhusan Pany	100000	83683	183683
Gautam Sehgal	60,000	41841	101841
Kadambi Seshasayee	25,000	83683	108683
Joseph Puliparambil	20,000	62762	82762
Gautam Buddha Mukherji	35,000	83683	118683
TOTAL	4,80,000	753148	1233148

Managing Director

Name	Salary	Other allowance & Perquisites	Commission/ Performance pay	Sitting fees	Amt.in Rs. Total
Jagi Mangat Panda	51,20,328	15,90,192	-	-	67,10,520
Total	51,20,328	15,90,192	-	-	67,10,520

Stakeholders Relationship Committee:

Shareholders/ Investors Grievance Committee and Share Transfer Committee as originally constituted by the Directors at their Board meeting held on February 2, 2011 were merged and renamed as the Stakeholders Relationship Committee by our Directors at their Board meeting on July 21, 2014 in compliance with amended clause 49 of the listing agreement of the Stock Exchanges.

The primary function of the Stakeholders Relationship Committee (erstwhile Shareholders/ Investor Grievance Committee) consist of redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non - receipt of annual reports, etc, giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time and overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the Insider Trading Regulations and other related matters as may be assigned by the Board.

Composition of Stakeholders Relationship Committee and details of meeting attended by the members

Name	Category	No. of Meetings attended during 2016-16
Debaraj Biswal	Independent & Non-Executive-Chairman	4
Jyoti Bhusan Pany	Independent & Non Executive	4
Gautam Sehgal	Independent & Non-Executive	3

During the year, four Meetings were held on 30 April, 2016, 28 July, 2016, 25 October, 2016, 11 February, 2017.

Name, designation and address of Compliance Officer

Mr. Lalit Kumar Mohanty
DGM- Co. Secretary & Compliance Officer
Ortel Communications Limited
C-1, C. S. Pur, Behind RMRC, Near BDA Colony,
Bhubaneswar-751016, Odisha

Email: ipo@ortelgroup.com

Phone: 0674-7107200, Fax: 0674-2303448

No. of Complaints received during the year : 07

No. of complaints not resolved as on 31.03.2017 : Nil

No. of pending share transfer as on 31.03.2017 : Nil

Corporate Social Responsibility Committee

In terms of Section 135 of the Companies Act, 2013, the Board in its meeting held on 27th July 2015, had constituted a Corporate Social Responsibility (CSR) Committee to monitor the Corporate Social Responsibility Policy of the Company and the activities included in the policy.

Scope and Broad terms of reference of the Committee, inter alia, among others were as follows;

1. Shall devise the CSR policy to be implemented by the Company.
2. Shall decide the types of activities to be undertaken within the purview of CSR Policy of the Company from time to time.
3. Shall review and ensure that, the activities included in the CSR policy are undertaken by the Company.
4. Shall devise, recommend and implement such other matter as the Committee deems fit from time to time in due compliance of the CSR requirement.

Composition of Corporate Social Responsibility Committee and details of meeting attended by the members

Name	Category	No. of Meetings attended during 2016-17
Rabi Narayan Misra	Independent & Non-Executive-Chairman	1
Jyoti Bhusan Pany	Independent & Non Executive	1
Jagi Mangat Panda	Non Promoter & Non Executive	1

During the year under review, one Meeting was held on 30 April, 2016.

Risk Management Committee

Risk Management Committee was constituted by your Directors at their Board Meeting held on July 21, 2014 and which was reconstituted on 20 April, 2015.

The Risk Management Committee is responsible, inter alia, among other things, for:

1. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;
2. To frame and devise risk management plan and policy of the Company;
3. To review and recommend potential risk involved in any new business plans and processes;
4. Any other similar or other functions as may be laid down by Board from time to time.

Composition of Risk Management Committee and details of meeting attended by the members

Name	Category	No. of Meetings attended during 2016-17
Debaraj Biswal	Independent & Non Executive-Chairman	1
Kadambi Seshasayee	Independent & Non Executive	0
Jagi Mangat Panda	Promoter & Executive	1
Subhrakant Panda	Promoter & Non-Executive	1

During the year under review, one Meeting was held on 25 October, 2016.

Finance Committee

A new Committee of the Board known as Finance Committee of the Board was constituted in its meeting held on 20 October, 2015.

The scope and broad terms of reference of the Committee was as follows:

1. To consider, recommend/approve where ever required, raising funds from various sources, taking loans from Banks, financial institutions and other lenders, availing lease financing from various parties, availing suppliers' credit and other credit facilities, availing and renewal of overdraft/ cash credit facilities and other similar facilities both short term or long terms, temporary or otherwise with banks and other institutions and any other similar nature of financial matters.
2. Consider and approve the Company's annual financing plan, including its projected financial structure and all types of funding requirements from Bank, financial institutions and other lenders.
3. Consider and recommend for approval by the Board of Directors of a) issuances of equity and/or debt securities; or b) authorizations for other financing transactions, including bank credit facilities.
4. Consider and recommend for approval by the Board of Directors of the Company's external dividend policy.

5. Consider and recommend for approval by the Board of Directors the repurchase of the Company's stock.
6. Consider and approve the Company's financial risk management activities, including the areas of foreign exchange, commodities, and interest rate exposures, insurance programs and customer financing risks.
7. Consider and approve the Company's policy for investment of excess cash.
8. Report to the Board of Directors all significant issues discussed and make appropriate recommendations to be acted upon by the Board.
9. Perform such other activities consistent with the Memorandum of Association, the Company's Articles of Association and applicable, as the Committee or the Board deems necessary or appropriate and as may be delegated by Board from time to time.

Composition of Finance Committee and details of meeting attended by the members

Name	Category	No. of Meetings attended during 2016-17
Baijayant Panda	Promoter & Non-Executive-Chairman	1
Jagi Mangat Panda	Promoter & Executive	1
Jyoti Bhusan Pany	Independent & Non-Executive	4
Debaraj Biswal	Independent & Non-Executive	4

During the year under review, four Meetings were held on 20 May, 2016, 22 August, 2016, 20 March, 2017 and 27 March, 2017.

Independent Directors' Meeting

As required under Companies Act, 2013 and Listing Regulations, a meeting of the Independent Directors was held on 30th April, 2016 who had submitted the report to the Board.

Familiarization Program for Independent Directors

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director and CEO and other Functional Heads on important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities from time to time. The Company conducted various conference call with the Independent directors in order to sensitize them on various important issues of the Company whenever required. During the period, two

familiarisation programs and two conference call were conducted with the Independent Directors on various matters updating the Directors. The details of familiarization program can be accessed from the website: www.ortelcom.com.

Shares held by Non-Executive Directors as on 31st March 2017:

Sl. No.	Name of the Investor	No. of Shares held
1	Baijayant Panda	5,80,042
2	Subhrakant Panda	1,80,724*
3	Gautam Sehgal	54,255
4	Jyoti Bhusan Pany	14,000

*No. of shares held by Mr. Subhrakant Panda as on 31st March 2017 is inclusive of 56818 No. of equity shares held as a trustee of Shaisah Foundation.

General Body Meeting

(i) Details of Location and time where the last three (3) Annual General Meetings of the Company were held is depicted in the table below:

Financial Year	Day, Date and Time	Venue	Whether Special Resolution passed
2015-16	Thursday, 28 July, 2016, 10.00 AM	Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016	Yes
2014-15	Monday, 27 July, 2015, 10.00 AM	Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016	Yes
2013-14	Thursday, 14 August, 2014, 11.00 AM	B7/122A, Safdarjung Enclave, New Delhi - 110 029	Yes

(ii) No resolution was passed through postal ballot during the financial year 2016-17. No Special Resolution requiring Postal Ballot is being proposed at ensuing Annual General Meeting.

Disclosure

Disclosure under Regulation 39(4) and schedule V (F) of Listing Regulations

Pursuant to details schedule V (F) of Listing Regulations in respect of the shares lying in the Ortel Communications Limited-Unclaimed Suspense Account (Promoter group & Non-promoter group) till 31st March, 2017 are as under.

Si. No	Description	No. of Shareholders	No of shares
i	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying as on 1st April, 2017	-	-
ii	Number of shareholders who approached the Company for transfer of shares from unclaimed suspense account during the year 2016-17	-	-
iii	Number of shareholders to whom shares were transferred from unclaimed suspense account during the year 2016-2017	-	-
iv	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying as on 1st April, 2017	-	-

Certificate on Corporate Governance

The Company has obtained Certificate on Corporate Governance from a Practising Company Secretary forming part of the Directors' Report as 'Annexure-7'.

Employees Stock Option Scheme:

The disclosure required to be made under SEBI (Share Based Employee Benefits) Regulations, 2014 and Companies (Share Capital and Debentures) Rules, 2014 is given in the 'Annexure-8' to this report.

Related Party Policy:

Company has adopted a policy on dealing with related party transactions and same has been posted in the website of the Company www.ortelcom.com.

All the related party transactions have been done in normal commercial practice in the ordinary course of business and on arm length basis in compliance of the companies act, 2013 and listing regulations. All the related party transactions have been placed and approved by both Audit Committee and Board. There was no material related party transaction during the period under review.

Policy on Material Subsidiary:

Board has also approved and laid down Policy on determining material subsidiaries and same has been posted in the website of the Company www.ortelcom.com. The Company does not have any subsidiary for the period under review.

Policy on Determination of Materiality of Events/ Information:-

Board has also approved and laid down Policy on Determination of Materiality of Events/Information and same has been posted in the website of the Company www.ortelcom.com.

Code of Conduct for Prevention of Insider Trading

Board has adopted Code of Conduct for Prevention of Insider Trading in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulation, 2015. The same is available in our Company website www.ortelcom.com.

Vigil Mechanism (Whistle Blower Policy):

Board has also approved and laid down Vigil/Whistle-blower mechanism for employees and Directors and same has been posted in the website of the Company www.ortelcom.com.

Corporate Social Responsibility Policy:

A Corporate Social Responsibility policy of the Company has also been adopted and posted in the website of the Company www.ortelcom.com.

Policy on preservation of Records:

Board has approved and laid down policy on preservation of records and same has been posted in the website of the Company; www.ortelcom.com.

Code of Conduct:

Board has also approved and laid down a code of conduct for all Board members, Key and senior managerial personnel's

of the Company and same has been posted in the website of the Company www.ortelcom.com.

DECLARATION

As provided under Regulation 17(5) and Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Key and Senior Management Personnel have confirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2017.

Bhubaneswar
19th May, 2017

Jagi Mangat Panda
Managing Director

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years. NIL

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) certification, issued pursuant to the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To

The Board of Directors
Ortel Communications Ltd.

Dear Sirs,

Sub:CEO & CFO Certificate

We have reviewed the financial statements, read with the cash flow statement of Ortel Communications Ltd for the year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal

control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

- (d) we have indicated to the Auditors and the Audit Committee:
- (i) There has not been any significant change in internal control over financial reporting during the year under reference.
 - (ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - (iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely

Sd/-
Manoj Kumar Patra
Chief Financial officer

Sd/-
Jagi Mangat Panda
Managing Director

Place: Bhubaneswar
Date: 19th May, 2017

Mandatory and Non-mandatory requirements.

All the mandatory requirements of Listing Regulation on Corporate Governance are being complied with and non-mandatory requirements of the Corporate Governance are being reviewed by the Board from time to time and adopted wherever necessary.

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations are summarised below:

- Non-Executive Chairman's Office: Chairman's office is separate from that of the Managing Director and CEO within the same office premise.
- Shareholders' Rights: As the quarterly and half yearly financial results along with significant events are posted on the Company's website and website of both BSE Limited and National Stock Exchange of India Ltd and are also published in the newspapers wherever required under regulation, the same are not being sent to the shareholders separately.
- Modified Opinion in Auditors Report: The Company's financial statement for the financial year 2016-17 does not contain any modified audit opinion. However

auditors has given emphasis on the matter which is forming part of auditors report.

- Separate posts of Chairman and CEO: The Chairman of the Board is a Non-executive Director and his position is separate from that of the Managing Director and CEO.
- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee

Means of communication:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after same are approved by the Board. These are published in both prominent national English and Hindi daily newspapers and are simultaneously posted on the website of the Company at www.ortelcom.com. The official press releases and presentation made to Institutional Investors / Analysts are also uploaded on the website of National Stock Exchange of India Ltd, the Bombay Stock Exchange of India Ltd and Company's website for public information.

General Shareholder Information

Annual General Meeting

Date & Time	05 September, 2017, 10.00 AM
Venue	Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016
Financial Year	1st April, 2016 to 31st March, 2017
Dates of Book closure	30 August, 2017 to 05 September, 2017 (both days inclusive)
Dividend Payment Date	NIL
Listing in Stock Exchanges	The shares of the Company are listed at BSE Ltd and National Stock Exchange of India Ltd since 19 March, 2015. Listing fee for the year 2016-17 has been paid to the above said Stock Exchanges.
Scrip Code	BSE: 539015 NSE: Ortel
ISIN	INE849L01019
Market Price Data	The high/low market price shown during the period 1st April, 2016 to 31st March, 2017 at the BSE and NSE are as under.

(Amt. in Rs.)

BSE:

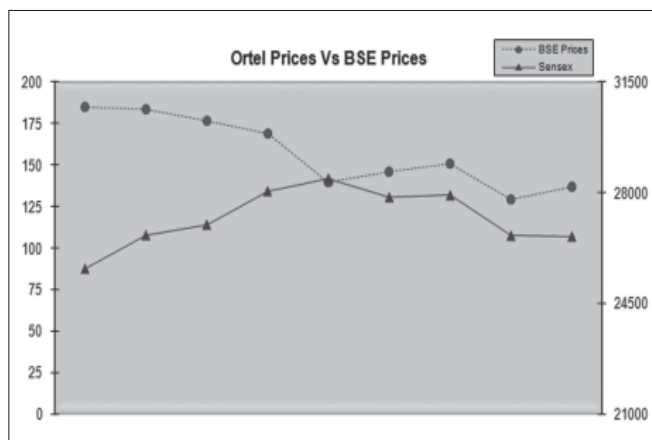
Month	High	Low
April, 2016	198.00	175.00
May, 2016	190.00	177.60
June, 2016	191.40	158.00
July, 2016	184.00	156.35
August, 2016	174.90	135.00
September, 2016	169.30	130.05
October, 2016	159.80	140.00
November, 2016	151.90	120.05
December, 2016	153.90	117.00
January, 2017	160.00	131.05
February, 2017	134.00	110.50
March, 2017	135.00	102.00

NSE:

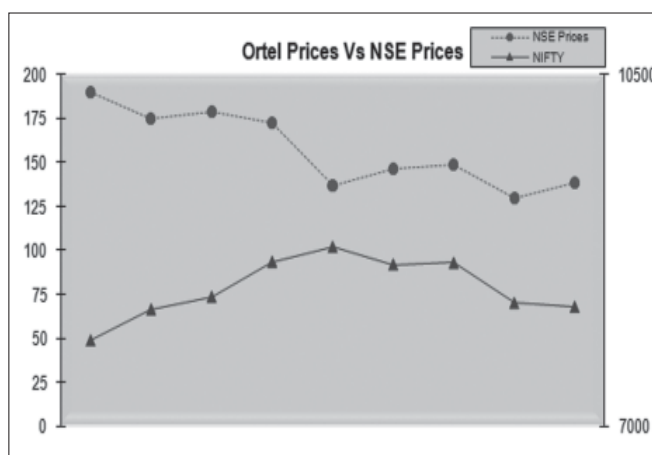
Month	High	Low
April, 2016	190.00	176.40
May, 2016	193.00	172.60
June, 2016	195.00	146.00
July, 2016	184.00	163.00
August, 2016	174.95	132.00
September, 2016	169.50	122.40
October, 2016	155.90	140.00
November, 2016	155.00	111.02
December, 2016	163.90	124.10
January, 2017	163.95	132.20
February, 2017	135.00	111.20
March, 2017	130.85	105.00

Performance in comparison to Broad-based indices

Ortel Vs. BSE graph:



Ortel Vs. NSE graph:



Distribution of Shareholding as on 31st March, 2017:

ORTEL COMMUNICATIONS LIMITED
DISTRIBUTION SCHEDULE CONSOLIDATED AS ON 31/03/2017

Sl. No.	Category (Amount)	No. of Cases	% of Cases	Amount	% of Amount
1.	upto 1 - 5000	1590	88.19	1477040.00	0.49
2.	5001 - 10000	83	4.60	695220.00	0.23
3.	10001 - 20000	28	1.55	461870.00	0.15
4.	20001 - 30000	10	0.55	245350.00	0.08
5.	30001 - 40000	6	0.33	213680.00	0.07
6.	40001 - 50000	9	0.36	405520.00	0.13
7.	50001 - 100000	20	1.11	1686340.00	0.56
8.	100001 & ABOVE	56	3.30	298469620.00	98.29
Total:		1802	100.00	303654640.00	100.00

Categories of Shareholders as on 31st March, 2017

ORTEL COMMUNICATIONS LIMITED				
CONSOLIDATED SHARE HOLDING PATTERN AS ON 31/03/2017				
Sl.No.	Description	Cases	Shares	% Equity
1	CLEARING MEMBERS	19	5625	0.02
2	Trust	1	29375	0.10
3	FOREIGN BODIES	1	4588748	15.11
4	FOREIGN PORTFOLIO INVESTORS	7	3650836	12.02
5	STATE GOVERNMENTS	1	50000	0.16
6	H U F	67	65831	0.22
7	BODIES CORPORATES	63	3994747	13.16
8	MUTUAL FUNDS	5	706188	2.33
9	NON RESIDENT INDIANS	20	7918	0.03
10	NRI NON-REPATRIATION	6	2643	0.01
11	OVERSEAS CORPORATE BODIES	1	275067	0.91
12	PROMOTERS BODIES CORPORATE	7	14435411	47.54
13	PROMOTER INDIVIDUALS	8	1305439	4.30
14	RESIDENT INDIVIDUALS	1594	1179381	3.88
15	DIRECTORS AND THEIR RELATIVES	2	68255	0.22
	Total:	1802	30365464	100.00

Registrar and transfer agents (RTA) : Karvy Computershare Private Ltd, Vittalrao Nagar, Madhapur, Hyderabad - 500081, India. Members may contact RTA for any share related matters like transfer, transmission, dematerialization, rematerialisation and other share related matter.

Dematerialization of shares & liquidity : The Company's shares are connected under both the Depository Systems in India viz. NSDL & CDSL and are compulsorily traded in dematerialization form on both NSE and BSE. The equity shares of the Company representing 98.71% of the Company's equity share capital are dematerialized as on 31 March, 2017. The International Securities Identification Number (ISIN) allotted to the Company's equity shares under the Depository System is INE849L01019.

Share Transfer System : Transfers of shares held in electronic form are done through depositories by the shareholders themselves. As regards transfer of physical shares, the transfer documents can be lodged with RTA at their address. Transfer of shares are processed within statutory time period with the approval of Board or Stakeholders relationship committee of the Board.

Reconciliation of Share Capital Audit : As required by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges.

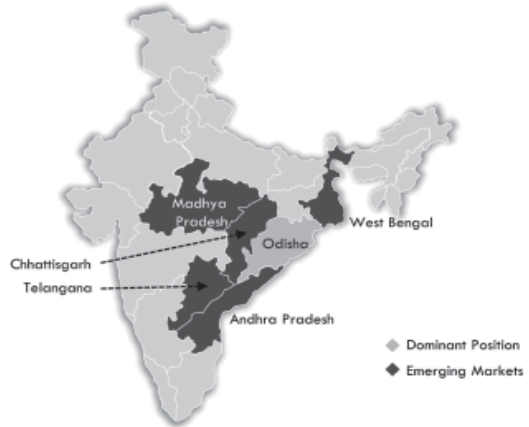
Outstanding GDRs/ADRs/Warrants or any convertible instruments : Nil

State wise Operational locations : Odisha, Chhattisgarh, West Bengal, Andhra Pradesh, Telengana, Madhya Pradesh.

Address for correspondence : **Registered & Head Office:**B-7/122A, Safdarjng Enclave, , New Delhi - 110029, India; **Telephone:** +91 11 4686 8800; **Facsimile:** +91 11 4686 8801 **Corporate Office:**C-1, Chandrasekharapur, Near BDA Colony, Behind RMRC, Bhubaneswar - 751 016, Odisha, India, **Telephone:** +91 674 7107200; **Facsimile:** +91 674 2303 448, **Email:** ipo@ortelgroup.com; **Website:** www.ortelcom.com

DOMINANT REGIONAL PLAYER WITH DIRECT TO CONSUMER OFFERING

- One of the leading cable television and broadband providers focused in the Indian states of Odisha, Chhattisgarh, Madhya Pradesh, Andhra Pradesh, Telengana & West Bengal
 - Rapidly growing markets with maximum headroom for growth in the cable TV and broadband industry
- Direct to consumer business model with full control over the 'last mile'
 - 90% of the subscriber base under own network
- Two-way communication network for 'Triple Play' service delivery (video/ TV, data/ broadband and voice capabilities)
 - HFC network (combination of optic fibre in the backbone and coaxial cable in the downstream) with legal 'rights of way' for laying network
 - Providing broadband at speed of up to 100 mbps through use of cable modem with DOCSIS 3.0 technology
- Grown both organically and inorganically – through buyout of network equipment, infrastructure and subscribers of other MSOs and LCOs



Estimated Homes Reached	1,353,502
Total Subscribers	823,558
Cable television subscribers	750,471
Broadband subscribers	73,087

Note: Data above is as on March 31, 2017

Growth through increased penetration, digitization, inorganic acquisition and increased broadband penetration

Strong Traction in Markets outside Odisha



Presence across 78 Towns

Total Subscribers	823,558
- Odisha	538,032
- Outside Odisha	285,526
- Ratio	65 : 35
Subscribers added in FY17	
- Odisha	2,906
- Outside Odisha	119,460
- Ratio	2 : 98

Note: As on March 31, 2017

- The Company's Local Cable Operator (LCO) buy-out strategy receiving strong response in states of Andhra Pradesh, Telangana, Chhattisgarh and Madhya Pradesh
 - 98% of new subscribers added in FY17 outside Odisha
- Robust growth outside Odisha to continue in FY18

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

i	CIN	L74899DL1995PLC069353
ii	Registration Date	02-06-1995
iii	Name of the Company	ORTEL COMMUNICATIONS LIMITED
iv	Category/Sub-category of the Company	Public Company Limited by Share
v	Address of the Registered office & contact details	B7/122A, SAFDARJUNG ENCLAVE, NEW DELHI, 110029. Tel: 011-46868800, Fax :011- 46868801
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	KARVY COMPUTERSHARES PRIVATE LIMITED PLOT NO17-24, VITTALRAO NAGAR, MADHAPUR, HYDERABAD - 500081 INDIA., PH: +91 40 44655300

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Cable	61103-Activities of the cable operators	80%
2	Internet	61104-Activities of providing internet	17%
3	Infrastructure Leasing	77309-Renting and leasing of other machinery and equipment n.e.c. withoutoperator	3%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held in the Company	Applicable section*
			NIL		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
A. Promoters									
(1) Indian									
a) Individual/ HUF	1285439	0	1285439	4.23	1305439	0	1305439	4.30	0.07
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	14409246	0	14409246	47.45	14435411	0	14435411	47.54	0.09
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)	15694685	0	15694685	51.69	15740850	0	15740850	51.84	0.15
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	962304	0	962304	3.2	706188	0	706188	2.33	-0.8
b) Banks / FI	0	0	0	0.0	0	0	0	0.00	0.0
c) Central Govt	0	0	0	0.0	0	0	0	0.00	0.0
d) State Govt(s)	0	50000	50000	0.2	0	50000	50000	0.16	0.0
e) Venture Capital Funds	0	0	0	0.0	0	0	0	0.00	0.0
f) Insurance Companies	0	0	0	0.0	0	0	0	0.00	0.0
g) FIs	3700025	0	3700025	12.18	3650836	0	3650836	12.02	-0.16
h) Foreign Venture Capital Funds	0	0	0	0.0	0	0	0	0.00	0.0
i) Others (specify)	4588748	275067	4863815	16.0	4588748	275067	4863815	16.02	0.0
Sub-total (B)(1):-	9251077	325067	9576144	31.5	8945772	325067	9270839	30.53	-1.01
2. Non-Institutions									
a) Bodies Corp.		0				0			
i) Indian	3998985	0	3998985	13.17	3994747	0	3994747	13.16	-0.01
ii) Overseas	0	0	0	0	0	0	0	0.00	0.00
b) Individuals	926638	156964	1083602	3.57	1246503	66964	1313467	4.33	0.76
i. Individual Shareholders holding nominal share capital upto Rs. 1lakh	283811	328175	611986	2.02	539624	14214	553838	1.82	-0.19
ii) Individual Shareholders holding nominal share capital in excess Rs.1lakh	762844	650244	1413088	4.7	706879	52750	759629	2.50	-2.15
c) Others (specify)				0				0.00	0.00
Non Resident Indians	3402	0	3402	0.0	10561	0	10561	0.03	0.02
Overseas Corporate Bodies	0	0	0	0	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0	0	0	0	0.00	0.00
Clearing Members	5551	0	5551	0.0	5625	0	5625	0.02	0.00
Trusts	3095	0	3095	0.0	29375	0	29375	0.10	0.09
Foreign Bodies - D R	0	0	0	0	0	0	0	0.00	0.00
Sub-total (B)(2):-	4937671	156964	5094635	16.78	5286811	66964	5353775	17.63	0.85
Total Public Shareholding (B)=(B)(1)+ (B)(2)	14188748	482031	14670779	48.31	14232583	392031	14624614	48.16	-0.15
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	29883433	482031	30365464	100.00	29973433	392031	30365464	100	

ii) **SHARE HOLDING OF PROMOTERS (INCLUDING PROMOTER GROUP)**

SI No.	Shareholder's Name	Shareholding at the beginning of the year(31.03.2016)			Shareholding at the end of the year(31-03-2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	METRO SKYNET LTD	4859512	16.003	0	4859512	16.003	0	0.00
2	PANDA INVESTMENTS PVT LTD	4636510	15.269	0	4636510	15.269	0	0.00
3	UMSL Ltd	2580441	8.498	0	2580441	8.498	0	0.00
4	ODISHA TELEVISION LTD	2007293	6.610	0	2007293	6.610	0	0.00
5	BAIJAYANT PANDA	580042	1.910	0	580042	1.910	0	0.00
6	JAGI MANGAT PANDA	270448	0.891	0	290448	0.957	0	0.07
7	NIVEDITA PANDA	164935	0.543	0	164935	0.543	0	0.00
8	SUBHRAKANT PANDA	123906	0.408	0	123906	0.408	0	0.00
10	PARAMITA REALTOR PVT LTD	98375	0.324	0	98375	0.324	0	0.00
11	SUBHRAKANT PANDA(UNDER TRUSTEESHIP)	56818	0.187	0	56818	0.187	0	0.00
12	PARAMITA MOHAPATRA	40230	0.132	0	40230	0.132	0	0.00
13	PARAMITA MOHAPATRA (UNDER TRUSTEESHIP)	24530	0.081	0	24530	0.081	0	0.00
14	PARAMITA MOHAPATRA (UNDER TRUSTEESHIP)	24530	0.081	0	24530	0.081	0	0.00
15	B PANDA AND COMPANY PVT.LTD	107142	0.353	0	0	0.000	0	0.35
16	BARABATI INVESTMENT AND TRADING CO PVT.LTD	71428	0.235	0	0	0.000	0	-0.24
17	ORISSA TELEFILMS PRIVATE LIMITED	48545	0.160	0	74710	0.246	0	0.25
18	BP DEVELOPERS PRIVATE LTD	0	0.000	0	178570	0.588	0	0.00
	Total	15646140	51.53	0	15740850	51.84	0	0.43

iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY IF THERE IS NO CHANGE)

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2016)					Cumulative Share holding during the year	
		No. of Shares "At the beginning of the year (01-04-2016)"	"% of total shares of the company "At the beginning of the year "(01-04-2016)	Date	Increase and Decrease in Shareholding	Reason	No of shares	% of total shares of the company
	At the beginning of the year	15694685	51.69				15694685	51.69
1.	Jagi Mangat Panda	10000	0.03	27/12/2016	Increase	Purchase from Market	15704685	51.72
		5000	0.02	28/12/2016	Increase	Purchase from Market	15709685	51.74
		5000	0.02	29/12/2016	Increase	Purchase from Market	15714685	51.75
2.	ODISHA TELEFILMS PVT.LTD.	5799	0.02	27/06/2016	Increase	Purchase from Market	15720484	51.77
		1128	0.00	28/06/2016	Increase	Purchase from Market	15721612	51.77
		643	0.00	29/06/2016	Increase	Purchase from Market	15722255	51.78
		6225	0.02	17/08/2016	Increase	Purchase from Market	15728480	51.80
		1320	0.00	29/08/2016	Increase	Purchase from Market	15729800	51.80
		5050	0.02	30/08/2016	Increase	Purchase from Market	15734850	51.82
		6000	0.02	6/9/2016	Increase	Purchase from Market	15740850	51.84
	At the end of the year	15740850	51.84					

IV) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holdres of GDRs and ADRs)

For each of the Top Ten share holder	Name	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year 01-04-16 to 31-03-17	
		"No. of Shares at the Beginning (01-04-16)/end of the year"(31-03-2017)"	% of total shares of the company				No. of Shares	% of total shares of the company
1	NSR-PE MAURITIUS LLC	4588748	15.11	0	0	0	4588748	15.11
2	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	1882776	6.20					
		271	0.00	8/4/2016	Decrease	Sell	1882505	6.20
		1145	0.00	26/08/2016	Decrease	Sell	1881360	6.20
		140	0.00	21/10/2016	Decrease	Sell	1881220	6.20
3	KOTAK MAHINDRA BANK LTD	1443172	4.75					
		1062	0.00	6/1/2017	Decrease	Sell	1442110	4.75
4	ACACIA PARTNERS, LP	960000	3.16	0	0	0	960000	3.16
5	ACACIA INSTITUTIONAL PARTNERS, LP	840000	2.77	0	0	0	840000	2.77
6	SCHRODER INTERNATIONAL SELECTION FUND INDIAN OPPOR	700025	2.31					
		17050	0.06	19/08/2016	Decrease	Sell	682975	2.25
		4991	0.02	26/08/2016	Decrease	Sell	677984	2.23
		1474	0.00	02/09/2016	Decrease	Sell	676510	2.23
		9848	0.03	09/09/2016	Decrease	Sell	666662	2.20
		6260	0.02	16/09/2016	Decrease	Sell	660402	2.17
		2000	0.01	23/09/2016	Decrease	Sell	658402	2.17
		15900	0.05	30/09/2016	Decrease	Sell	642502	2.12
		12118	0.04	07/10/2016	Decrease	Sell	630384	2.08
		985	0.00	14/10/2016	Decrease	Sell	629399	2.07
		3887	0.01	21/10/2016	Decrease	Sell	625512	2.06
		2530	0.01	28/10/2016	Decrease	Sell	622982	2.05
		1945	0.01	04/11/2016	Decrease	Sell	621037	2.05
		1745	0.01	11/11/2016	Decrease	Sell	619292	2.04
		2469	0.01	25/11/2016	Decrease	Sell	616823	2.03
		8627	0.03	02/12/2016	Decrease	Sell	608196	2.00
		1268	0.00	09/12/2016	Decrease	Sell	606928	2.00
		9984	0.03	16/12/2016	Decrease	Sell	596944	1.97
		5963	0.02	23/12/2016	Decrease	Sell	590981	1.95
		4775	0.02	30/12/2016	Decrease	Sell	586206	1.93
1848	0.01	06/01/2017	Decrease	Sell	584358	1.92		
5525	0.02	13/01/2017	Decrease	Sell	578833	1.91		
1535	0.01	20/01/2017	Decrease	Sell	577298	1.90		
3930	0.01	27/01/2017	Decrease	Sell	573368	1.89		
1920	0.01	03/02/2017	Decrease	Sell	571448	1.88		
251	0.00	24/02/2017	Decrease	Sell	571197	1.88		
113	0.00	03/03/2017	Decrease	Sell	571084	1.88		
2002	0.01	17/03/2017	Decrease	Sell	569082	1.87		
14424	0.05	24/03/2017	Decrease	Sell	554658	1.83		
7	ACACIA CONSERVATION FUND LP	600000	1.97	0	0	0	600000	1.97
8	AXIS MAXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS SMALL CAP FUND	568142	1.87	31/03/2016				
		290	0.00	11/11/2016	Decrease	Sell	567852	1.87
		263	0.00	06/01/2017	Decrease	Sell	567589	1.87
		1712	0.01	10/02/2017	Decrease	Sell	565877	1.86
		103941	0.34	10/03/2017	Decrease	Sell	461936	1.52
		105	0.00	17/03/2017	Decrease	Sell	461831	1.52
		83	0.00	24/03/2017	Decrease	Sell	461748	1.52
7109	0.02	31/03/2017	Decrease	Sell	454639	1.50		
9	ACACIA BANYAN PARTNERS	540000	1.78	0	0	0	540000	1.78
10	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	499950	1.65	31/03/2016				
		1181	0.0038	03/06/2016	Decrease	Sell	498769	1.64
		9752	0.032	10/06/2016	Decrease	Sell	489017	1.61
		13400	0.044	17/06/2016	Decrease	Sell	475617	1.57
		880	0.0028	06/01/2017	Decrease	Sell	474737	1.56

v) SHAREHOLDING OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

DIRECTORS

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in	Reason	Cumulative Shareholding during the year	
		"No. of Shares at the Beginning (01-04-15)/ end of the year" (31-03-2017)"	% of total shares of the company				No. of Shares	% of total shares of the company
1	Baijayant Panda	580042	1.91	-	-	-	580042	1.91
2	Jagi Mangat Panda	270448	0.89	-	-	-	270448	0.89
		10000	0.03	27/12/2016	Increase	Purchase from Market	280448	0.92
		5000	0.02	28/12/2016	Increase	Purchase from Market	285448	0.94
		5000	0.02	29/12/2016	Increase	Purchase from Market	290448	0.96
3	Gautam Sehgal	52750	0.17	-	-	-	52750	0.17
		280	0.00	10/5/2016	Increase	Purchase from Market	53030	0.17
		250	0.00	3/6/2016	Increase	Purchase from Market	53280	0.18
		110	0.00	4/8/2016	Increase	Purchase from Market	53390	0.18
		155	0.00	25/08/2016	Increase	Purchase from Market	53545	0.18
		35	0.00	2/11/2016	Increase	Purchase from Market	53580	0.18
		175	0.00	1/11/2016	Increase	Purchase from Market	53755	0.18
		500	0.00	16/01/2017	Increase	Purchase from Market	54255	0.18
4	Subhrakant Panda	123906	0.41	-	-	-	121875	0.40
5	Jyoti Bhusan Pany	15000	0.05	-	-	-	15000	0.05
		52	0.00	21/09/2016	Decrease	Sell in the Market	14948	0.05
		209	0.01	21/09/2016	Decrease	Sell in the Market	14739	0.05
		739	0.02	26/09/2016	Decrease	Sell in the Market	14000	0.05
KEY MANAGERIAL PERSONNEL:								
6	Bibhu Prasad Rath	61049	0.20	-	-	-	61049	0.20
7	Manoj Kumar Patra	2000	0.01	-	-	-	2000	0.01
		1000	0.00	28/03/2016	Decrease	Sell in the Market	1000	0.00
8	Lalit Kumar Mohanty	500	0.00	-	-	-	500	0.00

V. INDEBTEDNESS

(Rs. in Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	14297.80	895.62	15193.42
ii) Interest due but not paid	48.83	-	48.83
iii) Interest accrued but not due	286.37	-	286.37
Total (i+ii+iii)	14633.00	895.62	15528.62
Change in Indebtedness during the financial year			
* Addition	4328.69	15	4343.69
* Reduction	4140.02	242.88	4382.9
Net Change	188.67	-227.88	-39.21
Indebtedness at the end of the financial year			
i) Principal Amount	14353.83	667.74	15021.57
ii) Interest due but not paid	116.84	-	116.84
iii) Interest accrued but not due	351.01	-	351.01
Total (i+ii+iii)	14821.67	667.74	15489.41

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the MD JAGI MANGAT PANDA	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	51,20,328	51,20,328
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of Profit	-	-
	- as a % of Profit	-	-
	-Others, specify	-	-
5	Others, please specify	15,90,192	15,90,192
	Total (A)	67,10,520	67,10,520
	Ceiling as per the Act	-	-

Note: 1. Total remuneration includes exempted remuneration of Rs. 635592(Employer contribution to provident fund and gratuity) as per Section IV of Part II of Schedule V of the Companies Act, 2013

B. Remuneration to other Directors

(Rs. in Lakhs)

Sl. No	Particulars of Remuneration	Name of Directors								Total Amount
		Baijayant Panda	Subhrakant Panda	Gautam Sehgal	Jyoti Bhusan Pany	K.V. Seshasayee	Major(retd.) R.N.Misra	Dr. P.T Joseph	Debaraj Biswal	
1	Independent Directors									
	Fee For Attending Board / Committee Meetings	0	0	60000	100000	25000	50000	20000	100000	390000
	Commission	0	0	41841	83683	83683	104604	62762	83683	543939
	Others, Please Specify	-	-	-	-	-	-	-	-	-
	Total (1)	0	0	101841	183683	108683	154604	82762	183683	933939
2	Other Non-executive Directors									
	Fee For Attending Board/ Committee Meetings	50000	40000	0	0	0	0	0	0	90000
	Commission	104604	104604	0	0	0	0	0	0	209208
	Others, Please Specify	-	-	-	-	-	-	-	-	-
	Total (2)	154604	144604	0	0	0	0	0	0	299208
	Total (B)=(1+2)	154604	144604	101841	183683	108683	154604	82762	183683	1233148

Total Managerial Remuneration (In Lakhs)

Rs. 79.43

Overall Ceiling As Per The Act#

No Remuneration Is Paid To Non Executive And Independent Directors Except Sitting Fees

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO	CS	
		Bibhu Prasad Rath	Manoj Kumar Patra	Lalit Kumar Mohanty	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	4861100	1936518	1075034	7873352
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of Profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	1426670	489468	395158	2311296
	Total	628770	2425986	1470892	10184648

VII. PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeall made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

MR-3
SECRETARIAL AUDIT REPORT

Annexure - 2

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017

To,
The Members
ORTEL COMMUNICATIONS LIMITED
B7/122A,SAFDARJUNG ENCLAVE
NEW DELHI-110029

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ORTEL COMMUNICATIONS LIMITED(hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2017('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Notapplicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, (Not applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).
- (vi) and other applicable laws like Factories Act, 1948, the payments of Gratuity Act, 1972

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges in compliance with The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- I. Consumer Complaint Redressal (Digital Addressable Cable TV Systems) Regulations, 2012;
- II. Quality of Service of Broadband Service Regulations, 2006
- III. The Direct to Home Broadcasting Services (Standards of Quality of Service and Redressal of Grievances) Regulations, 2007
- IV. The Indian Telegraph Act, 1885 ("Telegraph Act")
- V. The Indian Wireless Telegraphy Act, 1933 ("Wireless Telegraphy Act")
- VI. The Sports Broadcasting Signals (Mandatory Sharing with Prasar Bharati) Act, 2007("Mandatory Signal Sharing Act")
- VII. The Telecom Regulatory Authority of India Act, 1997 ("TRAI Act")

- VIII. The Policy Guidelines for Uplinking of Television Channels from India, 2011 ("Uplinking Guidelines")
- IX. Guidelines and General Information for Grant of License for Operating Internet Services dated August 24, 2007 ("ISP License Guidelines")
- X. Broadband Policy, 2004 ("Broadband Policy")
- XI. Guidelines for Issue of Permission to Offer Internet Telephony Services, 2002 ("Internet Telephony Guidelines")
- XII. Guidelines for Permission to Offer Virtual Private Network (VPN) Services by Internet Service Providers (ISPs), 2004 ("VPN Guidelines")
- XIII. National Tariff Policy, 2012 ("NTP 2012") to the extent applicable to the Company.
- XIV. The Telecommunication Tariff Order, 1999 ("Tariff Order 1999") and any amendment thereof.
- XV. Information Technology Act, 2000

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out by Majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Kumar Suresh & Associates
Company Secretaries
Suresh Kumar Yadav
FCS No. 6452
C P No.: 6711

Place: Gurugram
Date: 19 May, 2017

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure-A

To,
ORTEL COMMUNICATIONS LIMITED
B7/122A,SAFDARJUNG ENCLAVE
NEW DELHI-110029

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Gurugram
Date: 19 May, 2017

For Kumar Suresh & Associates
Suresh Kumar Yadav
Company Secretaries
FCS No. 6452
C P No.: 6711

AOC-2

Details of Contracts or Arrangements or Transactions at arm's length basis

Annexure-3

(Rs. in Lakhs)

<i>Details of Contracts or Arrangements or Transactions at arm's length basis</i>							
a	b	c	d	e	f	g	h
Name(s) of the related party	Nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Mrs. Jagi Mangat Panda	KMP	Managerial Remuneration	01/04/2016-31/03/2017	65.91	30/04/2016	NIL	27-Jul-15
Mr. Bibhu Prasad Rath	KMP	Managerial Remuneration	01/04/2016-31/03/2017	61.23	30/04/2016	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Signal Uplinking Income	01/04/2016-31/03/2017	300.87	30/04/2016	NIL	NA
Odisha Television Limited	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Rent Received	01/04/2016-31/03/2017	3.6	30/04/2016	NIL	NA
Odisha Television & Indian Metals & Ferro Alloys Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Internet Subscription fee	01/04/2016-31/03/2017	20.2	30/04/2016	NIL	NA
Indian Metals & Ferro Alloys Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Reimbursement of expenses (Paid)	01/04/2016-31/03/2017	41.08	30/04/2016	NIL	NA
Odisha Television	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Reimbursement of expenses (Received)	01/04/2016-31/03/2017	103.56	30/04/2016	NIL	NA
Indian Metals & Ferro Alloys Ltd and KMPs	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Subscription Income for providing CATV service to IMFA and KMPs	01/04/2016-31/03/2017	0.97	30/04/2016	NIL	NA
Odisha Television	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Advertisement Expenses	01/04/2016-31/03/2017	18	30/04/2016	NIL	NA
Odisha Television	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Channel Carriage Income	01/04/2016-31/03/2017	210.6666032	30/04/2016	NIL	NA
Odisha Television	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Programming Costs	01/04/2016-31/03/2017	218.67	30/04/2016	NIL	NA
Orissa Infratech Pvt. Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Unsecured Loan Received	01/04/2016-31/03/2017	15	30/04/2016	NIL	NA
Orissa Infratech Pvt. Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Unsecured Loan Repaid	01/04/2016-31/03/2017	242.88	30/04/2016	NIL	NA
Orissa Infratech Pvt. Ltd	Enterprises over which KMP/Relative of KMP is able to exercise significant influence	Interest and Processing Fees on Unsecured Loan	01/04/2016-31/03/2017	111.55	30/04/2016	NIL	NA
Mr. Bibhu Prasad Rath	KMP	Advance recovery	01/04/2016-31/03/2017	1.29	30/04/2016	NIL	NA
Mr. Baijayant Panda	KMP	Sitting Fee and Commission	01/04/2016-31/03/2017	1.55	30/04/2016	NIL	NA

Details of contracts or arrangements or transactions not at arm's length basis

a	b	c	d	e	f	g
Name(s) of the related party and nature of relationship:	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board	Amount paid as advances, if any	
NOT APPLICABLE						

Annexure-4

PART-I

Disclosure of the particulars as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the Financial Year 2016-17 in respect of employees of the Company, is provided herein below.

(a) Ratio of remuneration of each Director/KMP to the median* remuneration of the employees:

Sl. No	Directors/ KMPs	Designation	Ratio of remuneration of each Director/KMP to the median* remuneration of the employees of the Company for the Financial Year 2016-17
1	Director	Managing Director	(6710520:122160)=54.93
2	KMP	President & CEO	(6287770:122160)=51.47
3	KMP	CFO	(2425986:122160)=19.86
4	KMP	CS	(1470892:122160)=12.04

*'median' means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one.

(b) Percentage increase in the remuneration;

Sl. No	Name	Designation	Remuneration paid in FY15-16	Remuneration paid in FY16-17	Percentage (%) increase/(decrease) in remuneration
1	Jagi Mangat Panda	Managing Director	6590580	6710520	1.81
2	Bibhu Prasad Rath	President & CEO	5881623	6287770	6.9
3	Manoj Kumar Patra	CFO	1774131	2425986	36.74
4	Lalit Kumar Mohanty	CS	933946	1470892	57.49

- (c) There has been 1.32% of increase in the median remuneration of employees during the financial year 2016-17.
- (d) There are 1898 permanent employees on the rolls of company.
- (e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year, i.e. 2016-17 is 4.16% whereas the increase in the managerial remuneration of managerial personnel for the same financial year was 25.73%.The managerial remuneration is linked to market trend and industry segment composition, thus, increase in managerial remuneration is higher.
- (f) The key parameters for the variable component of remuneration availed by the Managing Director are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy of the Company and was also approved by shareholders in their meeting.
- (g) There is no such employee in the Company who receives remuneration in excess of the highest paid Director during the year.
- (h) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

PART-II

Particulars of employees in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of the employees is disclosed as hereunder.

Sl. No	Name	Age (Years)	Designation /Nature of duties	Gross Remuneration (Rs.)*	Qualification	Total Experience (Years)	Date of Commencement of Employment	Last employment Designation-held Period for which post held
1	Mrs. Jagi Mangat Panda	50 Yrs. & 4 Months	Managing Director	6710520	Bachelor's degree in biology and Chemistry from Osmania University Middle level management programme from the Indian Institute of Management Ahmedabad	21 Yrs. & 5 Months	05-10-1995	NA

Notes:

* Gross remuneration includes exempted remuneration of Rs. 635592/- (Employer contribution to provident fund and gratuity) as per Section IV of Part II of Schedule V of the Companies Act, 2013

Annual Report on CSR Activities

- 1 A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

CSR Policy is stated herein below: www.ortelcom.com

- 2 Composition of CSR Committee:

Major (Retd.) Rabi Narayan Misra	Chairman
Mrs. Jagi Mangat Panda	Member
Mr. Jyoti Bhusan Pany	Member

- 3 Average net profit of the Company for the last three financial years: Rs. 27850000

- 4 Prescribed CSR Expenditure (2% of the amount in item no 3 above): Rs. 557000

- 5 Details for CSR spend for the financial year.

(a) Total amount spend for the financial year: Rs. 614,000/-

(b) Amount unspent, if any: NIL

(c) Manner in which the amount spent during the financial year is detailed below:

Sl No.	Sector in which the project is covered	CSR projects/Activities Identified	Projects or Programms		Amount Out lay (Rs)	Amount spent on the projects		Cumulative expenditure upto the reporting period	Activities carried out directly/ through implementing agency
			Local Area/others	State/District		Direct Expenditure	Overhead		
1	Education	Education of poor and under privileged girl child (Sc VII (ii): of Companies Act, 2013 read with Section 135)	Bhubaneswar	Odisha	300000	300000	-	300000	Through Ortel Dayitwa Charitable Trust*
2	Environmental development	Peripheral and Environmental development	Bhubaneswar	Odisha	100000	114000	-	414000	Directly by the Company
3	Education	Computer and Internet education and related programs	Bhubaneswar	Odisha	200000	200000	-	614000	Directly by the Company

*Details of Implementing Agency:- Ortel Dayitwa Charitable Trust is a registered trust under Income Tax Act, 1961The principal aim and objective of the Trust is to undertake various activities for the promotion of education and upliftment of poors.

- 6 Reasons for not spending the allocated amount: NA

- 7 The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company, is reproduced below:

'We hereby affirm that the implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.'

Sd/-
Mrs. Jagi Mangat Panda
Managing Director

Sd/-
Major (Retd.) Rabi Narayan Misra
Chairman, CSR Committee

Date: 19 May 2017
Bhubaneswar

NOMINATION AND REMUNERATION POLICY

1. Preamble

Companies Act, 2013 read with applicable rules made thereunder and listing agreement applicable to Company on listing requires the Nomination and Remuneration Committee to formulate a policy relating to appointment, remuneration, retirement and removal of Director (s)/ Key Managerial Personnel (KMPs) and Senior Management Personnel. This policy has been formulated in compliance with above regulation.

2. Definitions

“Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“Board” means Board of Directors of the Company.

“Directors” mean Directors of the Company.

“Key Managerial Personnel” means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such other officer as may be prescribed.

“Senior Management” means the personnel of the company who are members of its core management team excluding Board of Directors and Key Managerial Personnel of the level GM and above.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. Policy on Board Diversity

The Board of Directors shall have the optimum combination of Directors including one Woman Director from different areas/fields like production, Technology management, Finance, Sales & marketing, Human Resources, Administration etc or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

4. Policy for Appointment and Removal of Director, KMPs

4. 1. Appointment Criteria and Qualifications

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for

appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of 70 (seventy) years. Provided that the term of the person holding this position may be extended beyond the age of 70 (seventy) years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 (seventy) years.

4.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

4.3. Removal

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP subject to the provisions and compliance of the said Act, rules and regulations.

4.4. Retirement

The KMPs who are not Directors shall retire as per prevailing policy of the Company. The Board will have the discretion to retain KMP in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company on the recommendation of President & CEO.

4.5. Remuneration

1. Remuneration to Managing/Whole-time / Executive -Director

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

2. Remuneration to Non- Executive / Independent Director

The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

3. Remuneration to KMP

The Committee will recommend the remuneration to be paid to the KMP to the Board for their approval as per the provisions of the Act/ Policy of the Company. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors or KMPS of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and variable pay reflecting short and long term performance objective appropriate to the working of the Company and its goals.

5. Policy for Appointment, Remuneration, Retirement and Removal of Senior Management Personnel

5.1. Appointment criteria and qualification

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for

appointment at Senior Management level and recommended to the Board his / her appointment.

b) A person should possess adequate qualification, functional expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.

5.2. Retirement & Removal

The Senior Management Personnel shall retire as per the prevailing policy of the Company. The Committee will have the discretion to retain the Senior Manager Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company based on the recommendation of President & CEO.

The Senior management personnel shall be removed after taking appropriate disciplinary action due to any breach of code of conduct/ ethics and / or any misconduct during the service.

5.3. Remuneration

The Committee will recommend the remuneration to be paid to the Senior management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate senior management of the quality required to run the Company successfully. The same should be reviewed periodically to make any adjustment based on the market.

The remuneration of such persons shall be in accordance with performance criteria defined for the role through performance management system to achieve the company's goal. The remuneration should be a balance of fixed and incentive pay which will be determined by fixed pay components and executive incentives scheme applicable to their level as and when in place.

Review and Amendment

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the President & CEO /Compliance Officer where there is any statutory changes necessitating the change in the policy.

Corporate Governance Compliance Certificate

To
The Members
Ortel Communications Limited

I have examined the compliance of conditions of Corporate Governance of Ortel Communications Limited for the financial year ended March 31, 2017, as stipulated in Regulation 34(3) & Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is a responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statement of the Company. In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that the compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Gurugram
Date: 19 May, 2017

For Kumar Suresh & Associates
Company Secretaries
Suresh Kumar Yadav
Proprietor
C.P. No. - 6711
FCS No. - 6452

Disclosure relating to ESOP as per SEBI guidelines

a)	Total nos of options outstanding at the beginning of the year	206,450
b)	Total nos. of options granted during the year 2016-17	0
c)	Pricing formula	Exercise Price will be INR 70.00 per share
d)	Option Vested during the year	Nil
e)	Options exercised during the year	Nil
f)	Total number of shares arising as a result of exercise of option	Nil
g)	Options lapsed during the year	49,864
h)	Variation of terms of options during the year	There was no variation in the terms of options
i)	Money realised by exercise of options during the year	Nil
j)	Total No of Options in force	156,586
k)	Employee wise details of options granted during FY 2016-17:	
i)	Senior managerial personnel	0
ii)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	0
iii)	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	0
l)	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with [Accounting Standard (AS) 20 'Earnings Per Share	Please refer note no 31 of Notes to the financial statement.
Computation of employee compensation cost and effect on profit and EPS:		
m)	i) Method of calculation of employee compensation cost	Intrinsic value as per ESOS guidelines
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost to P&L account if the Company has used the fair value of the option has used the fair value of the option	Please refer note no 39 of Notes to the financial statement.
n)	Weighted-average exercise prices and weighted-average fair values of options granted at a price either equals or exceeds or below market price of the stock	Please refer note no 39 of Notes to the financial statement.
o)	Method and significant assumptions used during the year to estimate the fair values of options	Please refer note no 39 of Notes to the financial statement.

INDEPENDENT AUDITOR'S REPORT

To the Members of Ortel Communications Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Ortel Communications Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control

relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note No. 47(a) and (b) to the financial statements relating to change in estimates by the Company for providing for doubtful receivables and for writing off bad debts. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and except for the matter obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e. The matters described under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
- f. On the basis of written representations received from the directors as on 31st March , 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
- h. With respect to the other matters to be included in the Auditor's Report in accordance with **Rule 11 of the Companies (Audit and Auditors) Rules, 2014**, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Notes 29 and 41 to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There were no amounts which were required to be

transferred to the Investor Education and Protection Fund by the Company.

- (iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes (SBNs) during the period from 8th November, 2016 to 30th December, 2016 (Refer Note No. 48 to the financial statements). We report that the disclosures in respect of the amounts mentioned in the 'Total' column of the said Note No. 48 are in accordance with the books of account maintained by the company and as produced to us by the Management. However, we are unable to obtain sufficient and appropriate audit evidence to report on the amounts mentioned under the columns for 'SBNs' and 'Other denomination notes'.

Further, as reported in the said Note No. 48, amounts aggregating to Rs. 327.01 lakhs have been received from transactions which are not permitted.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Sd/-
Anand Kumar Jhunjunwala
Partner
Membership No. 056613

Bhubaneswar
19th May,2017

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the financial statements for the year ended 31st March, 2017]

- (i)
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the Company's Management ("management") physically verifies its fixed assets annually (except a significant portion of cables and network equipment for which, as explained to us, physical verification is not practicable), which, in our opinion, is reasonable having regard to the size of the Company and the nature of its fixed assets. As informed, no material discrepancies were noticed on such verification of fixed assets during the year.
- (c) The title deeds of immovable properties recorded in the books of account of the Company are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As explained to us, there were no material discrepancies on physical verification of inventory as compared to the book records.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.
- (iv) According to the information and explanations given to us in respect of loans, investments, guarantees and security, the Company has complied with the provisions of Sections 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- (vi) The maintenance of cost records has been specified by the Central Government under subsection (1) of Section 148 of the Act. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues have generally been regularly deposited with the appropriate authorities.

However, according to the records of the Company, amounts deducted/accrued in the books of account in respect of service tax dues have not been regularly deposited with the appropriate authority and there have been significant delays in depositing the same in a large number of cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the dues as at 31st March, 2017 of income-tax, sales tax, service tax, duty of customs, duty of excise and value added tax, which have not been deposited on account of any dispute, are as follows :

Name of the Statute	Nature of dues	Amount (Rs. In Lakhs)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Tax and interest thereon for non deduction of tax at source	175.15*	2005-06, 2006-07, 2008-09 & 2010-11	Commissioner of Income Tax (Appeals), Bhubaneswar
Finance Act, 1994	Service Tax and interest thereon	1449.87	2006-07 to 2014-15	Commissioner of Central Excise, Customs & Service Tax, Bhubaneswar
Finance Act, 1994	Service Tax and interest thereon	13.00	2013-14	Addl. Commissioner(Audit) of Central Excise, Customs & Service Tax, Bhubaneswar

* Rs.60.06 lakhs has been deposited in this regard.

- (viii) Based on our audit procedures and as per the information and explanations given to us by the management, we are of the opinion that during the year the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or Government except for details given below :

Particulars	Amount of default as at 31 st March, 2017 (Rs. In Lakhs)	Period of Default
Name of the Lenders :		
Bank		
Karnataka Bank Limited	124.36	Less than 90 days
UCO Bank	125.00	Less than 90 days

The Company has not issued any debentures as at the balance sheet date.

- (ix) In our opinion and according to the information and explanations given to us, moneys raised by way of initial public offer and term loans were prima facie applied for the purposes for which those were raised. The Company has not raised any money by way of further public offer (including debt instruments).
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company.
- (xiii) According to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As per the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with directors or persons connected with them.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W/W100048

Sd/-

Anand Kumar Jhunjunwala

Partner

Membership No. 056613

Bhubaneswar

19th May, 2017

ANNEXURE - 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (2)g under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the financial statements for the year ended 31st March, 2017]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sd/-

Anand Kumar Jhunjunwala

Partner

Membership No.056613

Bhubaneswar

19th May, 2017

Balance Sheet as at March 31, 2017

(Rs. in Lakhs)

	Note No.	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	2	3,036.54	3,036.54
(b) Reserves and Surplus	3	11,085.80	10,912.12
		14,122.34	13,948.66
Non-Current Liabilities			
(a) Long-Term Borrowings	4	9,834.86	10,940.29
(b) Other Long Term Liabilities	5	1,619.33	1,359.36
(c) Long-Term Provisions	6	71.85	58.92
		11,526.04	12,358.57
Current Liabilities			
(a) Short-Term Borrowings	7	2,450.00	2,000.00
(b) Trade Payables			
- Due to Micro and Small Enterprises	8.1	-	-
- Due to Others	8.2	1,635.41	2,598.77
(c) Other Current Liabilities	9	20,156.88	14,122.84
(d) Short-Term Provisions	10	0.98	2.69
		24,243.27	18,724.30
Total		49,891.65	45,031.53
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	33,382.00	26,085.66
(ii) Intangible Assets	12	2,158.96	705.52
(iii) Capital Work-In-Progress (Refer Note No.43)		3,158.69	6,008.44
(b) Non-Current Investments	13	32.55	32.55
(c) Long-Term Loans and Advances	14	293.11	237.31
(d) Other Non-Current Assets	15	293.23	539.71
		39,318.54	33,609.19
Current Assets			
(a) Inventories	16	64.20	1,300.75
(b) Trade Receivables	17	6,428.82	3,134.85
(c) Cash and Cash Equivalents	18	753.06	2,895.00
(d) Short-Term Loans and Advances	19	3,230.10	3,844.71
(e) Other Current Assets	20	96.93	247.03
		10,573.11	11,422.34
Total		49,891.65	45,031.53

Significant Accounting Policies and Notes to Financial Statements 1 to 49
The Notes referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

For Haribhakti & Co. LLP

Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Sd/-

Anand Kumar Jhunjhunwala
Partner

Membership No.056613

Date: May 19, 2017

Place: Bhubaneswar

For and on behalf of Board of Directors

Sd/-
Jagi Mangat Panda
Managing Director

Sd/-
Lalit Kumar Mohanty
Company Secretary

Sd/-
J.B. Pany
Director

Sd/-
Manoj Kumar Patra
Chief Financial Officer

Statement of Profit and Loss for the year ended March 31, 2017

(Rs. in Lakhs)

	Note No.	Year ended March 31, 2017	Year ended March 31, 2016
Revenue			
((a) Revenue from Operations	21	20,337.45	18,769.50
(b) Other Income	22	383.83	859.65
Total Revenue		20,721.28	19,629.15
Expenses			
(a) Programming Cost		3,844.77	3,751.38
(b) Bandwidth Cost	23	1,699.16	831.91
(c) Employee Benefits Expense	24	2,456.22	2,249.70
(d) Finance Costs	25	2,521.32	2,356.41
(e) Depreciation and Amortisation Expense	26	2,404.97	1,857.27
(f) Fixed Assets written off		439.90	1,316.48
(g) Other Expenses	27	7,211.89	5,767.24
Total Expenses		20,578.23	18,130.39
Profit / (Loss) before tax		143.05	1,498.76
Tax Expense			
- Current Tax		-	305.92
- Deferred Tax		-	-
Profit / (Loss) for the year		143.05	1192.84
Earnings per Equity Share (in Rs.)	31		
(Par Value of Rs.10/- per Equity Share)			
Basic		0.47	3.93
Diluted		0.47	3.91

Significant Accounting Policies and Notes to Financial Statements 1 to 49
The Notes referred to above form an integral part of the Statement of Profit & Loss

This is the Statement of Profit & Loss referred to in our report of even date

For Haribhakti & Co. LLP

Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Sd/-
Anand Kumar Jhunjunwala
Partner
Membership No.056613

Date: May 19, 2017
Place: Bhubaneswar

For and on behalf of Board of Directors

Sd/-
Jagi Mangat Panda
Managing Director

Sd/-
Lalit Kumar Mohanty
Company Secretary

Sd/-
J.B. Pany
Director

Sd/-
Manoj Kumar Patra
Chief Financial Officer

Cash Flow Statement for the year ended March 31, 2017

(Rs. in Lakhs)

	Year ended March 31, 2017	Year ended March 31, 2016
A. Cash flow from operating activities:		
Net profit/(loss) before Tax	143.05	1,498.76
Adjusted for:		
Depreciation and Amortisation Expense	2,611.73	1,945.07
Finance Costs	2,521.32	2,356.41
Interest Income	(92.74)	(645.94)
Fixed Assets written off	439.90	1,316.48
Liability no Longer required written back	(27.67)	(18.34)
Provision for doubtful receivables	492.66	642.04
Provision for doubtful receivables written back	(642.04)	(707.37)
Bad Debts / Advances written off	2,634.81	1,664.07
Employee Stock Option Expenses	20.73	46.75
Unrealised Foreign Exchange (Gain) / Loss [net]	(139.33)	(69.34)
Operating profit before working capital changes	7,962.42	8,028.59
Increase / (Decrease) in Trade Payables	(963.36)	517.05
Increase / (Decrease) in Provisions	11.22	26.93
Increase / (Decrease) in Other Liabilities	1,750.74	1,494.47
Decrease / (Increase) in Trade Receivables	(5,779.41)	(2,917.55)
Decrease / (Increase) in Inventories	1,236.55	(1,251.59)
Decrease / (Increase) in Loans and Advances	710.55	(2,359.52)
Decrease / (Increase) in Other Assets	(2.63)	126.65
Cash generated from operations	4,926.09	3,665.03
Payment of Taxes (Net)	(151.75)	(457.36)
Net cash from / (used in) operating activities	4,774.34	3,207.67
B. Cash flow from Investing activities:		
Purchase of Fixed Assets	(4,819.16)	(12,297.48)
Payment for Non Compete Fee to LCOs	(488.42)	(442.48)
Interest Received	207.69	565.74
Net cash from investing activities	(5,099.89)	(12,174.22)
C. Cash flow from financing activities:		
Proceeds from Long-Term Borrowings	4,325.85	5,055.61
Repayment of Long-Term Borrowings	(4,497.70)	(3,592.13)
Proceeds from Short-Term Borrowings	450.00	1,253.55
Share issue expenses	9.90	-
Interest and Other Borrowing Cost paid	(2,388.68)	(2,267.94)
Net cash from financing activities	(2,100.63)	449.09
Net Increase / (Decrease) in Cash & Cash Equivalents	(2,426.18)	(8,517.46)
Opening Cash and Cash Equivalents	2,819.91	11,337.37
Closing Cash and Cash Equivalents	393.72	2,819.91

Cash Flow Statement for the year ended March 31, 2016

Notes :

1 Closing Cash and cash equivalents comprises:

Cash	53.96	4.92
Cheques on hand	174.96	2.87
Balance with Banks:		
- On Current Accounts	164.45	311.77
- On Deposit Accounts	0.35	2,500.35
Total	393.72	2,819.91

2 The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard 3 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.

3 Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's classification.

This is the Cash Flow Statement referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

For and on behalf of Board of Directors

Sd/-
Anand Kumar Jhunjunwala
Partner
Membership No.056613

Sd/-
Jagi Mangat Panda
Managing Director

Sd/-
J.B. Pany
Director

Date: May 19, 2017
Place: Bhubaneswar

Sd/-
Lalit Kumar Mohanty
Company Secretary

Sd/-
Manoj Kumar Patra
Chief Financial Officer

Notes to Financial Statements for the year ended March 31, 2017

1 Summary of Significant Accounting Policies

1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India, under the historical cost convention, on accrual basis. As per Rule 7 of The Companies(Accounts) Rules, 2014, the standards of accounting as specified under the Companies Act,1956 shall be deemed to be the accounting standards until accounting standards are specified by the Central Government under Section 133 of the Companies Act,2013. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act,1956 [Companies (Accounting Standards) Rules,2006] and the relevant provisions of the Companies Act,2013.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

1.2 Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions, which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and the estimates are recognized in the periods in which the results are known / materialized. Any revision to the accounting estimates is recognized prospectively in the current and future years.

1.3 Fixed Assets, Depreciation / Amortisation and Impairment

i) Fixed Assets

Tangible Assets are carried at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Own developed assets are capitalized

at cost including an appropriate share of directly attributable overheads. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the financial statements. Any expected loss is recognized immediately in the Statement of Profit and Loss. Borrowing costs relating to acquisition of fixed assets, which take substantial period of time to get ready for their intended use, are also capitalised to the extent they relate to the period till such assets are ready to put to use.

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Cost comprises of the purchase price and any directly attributable expenditure on making the asset ready for its intended use. Intangible assets, comprising of amounts relating to Computer Software, Goodwill and Non Compete Fee, are recognised only if they are separately identifiable and the company expects to receive future economic benefits arising out of them. The amortisation period and amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from the previous estimate, the amortisation period is changed accordingly.

ii) Depreciation / Amortisation

a) Depreciation on tangible assets other than Freehold and Leasehold Land, including assets acquired under finance lease, is provided over the estimated useful life of assets, in accordance with Schedule II to the Companies Act, 2013. The residual value of assets is considered at 5%.

For the purpose of estimating the useful life of tangible assets as required under Schedule II , the Company has broadly divided the tangible assets in two categories viz., (a) assets which are specific to its industry and (b) assets which are general in nature. For the assets which are specific to its industry, the Company has estimated the useful life of such assets based on it's past experience in this regard, which has been duly supported by independent technical advice. For assets which are general in nature, the Company has adopted the useful life as specified in Schedule II to the Companies Act, 2013.

Accordingly, the useful lives of tangible assets of the Company which are different from the useful lives as specified by Schedule II are as given below :

Asset Description (as per Note No.11)	"Estimated useful life duly supported by Technical Advice(Years)	Estimated useful Life as per Schedule II (Years)
Cable Network - Backbone	21	13, 18
Cable Network- Drop	12, 21	13, 18
Cable Network- Infrastructure Leasing	21	13, 18
Maintenance Equipments	21	15
Head End Equipments	21	13
Broadband NOC Equipments	21	13

Depreciation / Amortisation on assets purchased / sold during the reporting year is recognised on a pro-rata basis.

Leasehold Land is amortised over the period of lease.

b) Intangible assets are amortised on a straight line basis over their expected useful life as follows:

a) Non compete fees is amortised over the period of agreement with the Local Cable Operators ("LCOs"), in equal instalments.

b) Computer software and Goodwill are amortised over a period of five years.

iii) **Impairment**

The carrying amount of assets is reviewed at each Balance Sheet date to determine if there is any indication of impairment, based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

1.4 Inventories

Inventories comprising of Stores and Spares are stated at lower of cost and net realisable value. The Company follows the first-in, first-out (FIFO) basis for valuation of inventory.

Cost comprises of expenditure incurred in the normal course of business in bringing such inventories to their location and condition. Obsolete, slow moving and defective inventories are identified at the time of physical verification and where necessary, provision is made for such inventories. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

1.5 Borrowing Costs

Borrowing costs relating to the acquisition / construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

All other costs related to borrowings are recognised as expense in the year in which they are incurred.

1.6 Leases

Where the Company is lessee:

Finance Lease

(i) Assets acquired under leases where all the risks and rewards of ownership have been substantially transferred in favour of the Company are classified as finance leases. Such Leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Operating lease

(ii) Assets acquired under leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease rentals are charged to the Statement of Profit and Loss on accrual basis.

Where the Company is lessor:

Operating lease

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in Fixed Assets. Lease income on an operating lease is recognised in the Statement of Profit and Loss

on accrual basis. Costs, including depreciation are recognised in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc are recognised immediately in the Statement of Profit and Loss.

1.7 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with Accounting Standard 13 on 'Accounting for Investments'. All other investments are classified as non-current investments.

Current investments are carried at lower of cost and fair value.

Non-current investments are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognise a decline, for each investment individually.

1.8 Foreign Currency Transactions and Translations

The reporting currency of the Company is the Indian Rupee (Rs.).

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and the foreign currency, as on the date of the transaction.

ii) Conversion

As at the reporting date, foreign currency monetary items are reported using the year end rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates prevailing at the date when the values were determined.

iii) Exchange Differences

Exchange differences arising on the settlement or reporting of monetary items, at rates different from those at which they were initially recorded during the year or reported in previous financial statements and / or on conversion of monetary items, are recognised as income or expense in the year in which they arise.

1.9 Revenue Recognition

- a) Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection.
- b) Service revenue comprises subscription fees, channel carriage fees, use of infrastructure facilities and other services. Income from services is recognised upon completion of services as per the terms of contracts with the customers. Period based services are accrued

and recognised prorata over the contractual period.

- c) Connection fees is recognised as revenue in the month of activation of service.

1.10 Other Income

Income is recognised in the Statement of Profit and Loss on an accrual basis.

Interest : Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Insurance Claims: It is not practicable to estimate the amount at which an Insurance Claim will be settled. Hence, Insurance Claims are recognised as income on settlement with the insurers.

1.11 Provision for Doubtful Receivables

In case of both retail and non-retail customers, the Company makes provision for doubtful receivables, to the extent considered necessary, based on the management's best estimate.

1.12 Bad Debts

- (a) In case of retail customers,
 - (i) the entire outstanding dues as on the date of disconnection of service for any reason is written off as Bad Debts.
 - (ii) During continuation of service, based on the managements best estimate, a portion of full amount of oustanding is written off as bad debts.
- (b) For other receivables, amount is written off based on management's assessment of each receivable separately.

1.13. Employee Benefits

Post Employment Benefits:

(i) Provident Fund

This is a defined contribution plan. Contributions to the recognised Provident Fund maintained by the Regional Provident Fund Commissioner are charged to the Statement of Profit and Loss on accrual basis. The Company has no further obligations for future provident fund benefits other than its contributions.

(ii) Gratuity

This is a defined benefit plan covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's scheme is administered by Life Insurance Corporation of India (LIC). The liability is determined based on year end actuarial valuation using projected unit credit method. Actuarial gains/losses are recognized immediately in the Statement of Profit and Loss as

income or expense. The fair value of the plan assets is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on net basis. Past Service Costs, to the extent its benefits already vested, is recognised immediately in the Statement of Profit and Loss.

(iii) Leave Encashment

Accumulated compensated absences, which are expected to be available or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(iv) Superannuation fund

The Company operates a superannuation scheme for its eligible employees with LICI towards which the Company contributes upto a maximum of 15% of the employees' current salary, which is charged to the Statement of Profit and Loss. The above benefit is in the nature of a defined contribution plan.

1.14 Employee Stock Option Expenses

Measurement and disclosure is done in accordance with the relevant guidelines and regulations issued by Securities and Exchange Board of India in this respect and the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India (ICAI). The Company measures compensation cost relating to employee stock options using the intrinsic value method. The deferred employee stock compensation is charged to Statement of Profit and Loss on straight line basis over the vesting period of the option.

1.15 Taxes on Income

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of timing differences between taxable income and accounting income for the current reporting year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted

at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.16 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. There is no inter-segment revenue. Revenue and expenses have been identified to segments on the basis of their relationship with the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under 'Unallocable expenses net of income'.

1.17 Programming Cost

Programming Cost represents amount paid / payable to Broadcasters to telecast their respective channels.

1.18 Provision, Contingent Liabilities and Contingent Assets

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognised but are disclosed in the notes to financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.19 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

1.20 Prior Period, Exceptional and Extra Ordinary Items

Prior Period, Exceptional and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately.

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	As at March 31, 2017	As at March 31, 2016
2 Share Capital		
Authorised		
35,000,000 (March 31, 2016: 35,000,000) Equity Shares, Rs.10/- par value per share	3,500.00	3,500.00
66,000,000 (March 31, 2016: 66,000,000) Preference Shares Rs.10/- par value per share	6,600.00	6,600.00
	<u>10,100.00</u>	<u>10,100.00</u>
Issued, Subscribed and Paid-Up		
Equity Shares		
30,365,464 (March 31, 2016: 30,365,464) Equity Shares, Rs.10/- par value per share fully paid	3,036.54	3,036.54
	<u>3,036.54</u>	<u>3,036.54</u>

2.1 Rights, preferences and restrictions in respect of each class of shares

The Company has two classes of shares referred to as Equity Shares and Preference Shares having par value of Rs.10/- per share. Each holder of Equity Share is entitled to one vote per share. Preference Shareholder is eligible to vote only on the resolutions directly affecting the rights attached to his Preference shares.

In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their paid up value of Capital.

2.2 Reconciliation of the Number of Shares outstanding:

	March 31, 2017		March 31, 2016	
	Number Of Shares	Amount	Number Of Shares	Amount
Equity Shares				
Balance as at the beginning of the year	30,365,464	3,036.54	30,365,464	3,036.54
Balance as at the end of the year	<u>30,365,464</u>	<u>3,036.54</u>	<u>30,365,464</u>	<u>3,036.54</u>

2.3 Details of shares held by each shareholder holding more than 5% shares in the company:

	March 31, 2017		March 31, 2016	
	Number Of Shares	Amount	Number Of Shares	Amount
Equity Shares				
Metro Skynet Limited	4,859,512	16.00%	4,859,512	16.00%
Panda Investments Private Limited	4,636,510	15.27%	4,636,510	15.27%
NSR-PE Mauritius LLC	4,588,748	15.11%	4,588,748	15.11%
UMSL Limited	2,580,441	8.50%	2,580,441	8.50%
Odisha Television Limited	2,007,293	6.61%	2,007,293	6.61%
ICICI Prudential Life Insurance Company Ltd	1,882,505	6.20%	1,882,776	6.20%

2.4 Shares reserved for issue under options:

Refer note no. 39 for details of shares to be issued under Employee Stock Option Scheme.

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

3 Reserves & Surplus	As at	
	March 31, 2017	March 31, 2016
Securities Premium Reserve		
Balance as at the beginning of the year	17,941.87	17,941.87
Add: Share issue expenses Adjusted	9.90	-
Balance as at the end of the year (A)	17,951.77	17,941.87
Employee Stock Options Outstanding		
Balance as at the beginning of the year	112.23	65.48
Add: Compensation for options during the year	20.73	46.75
Less: Expiry of Stock Options during the year	26.40	-
Balance as at the end of the year (B)	106.56	112.23
General Reserve		
Balance as at the beginning of the year	-	-
Add: On expiry of Employee Stock Options	26.40	-
Balance as at the end of the year (C)	26.40	-
Surplus / (Deficit) in the Statement of Profit and Loss		
Balance as at the beginning of the year	(7141.98)	(8334.82)
Add : Net Profit / (Loss) for the year	143.05	1192.84
Balance as at the end of the year (D)	(6998.93)	(7141.98)
Total (A+B+C+D)	11085.80	10912.12

4 Long-Term Borrowings

Particulars	As at March 31, 2017			As at March 31, 2016		
	Non-current Maturities	Current Maturities	Total	Non-current Maturities	Current Maturities	Total
Secured Term Loans:						
From Banks	3,185.95	1,383.16	4,569.11	4,305.76	1,338.57	5,644.33
From Others	5,831.39	2,879.42	8,710.81	5,622.76	2,178.12	7,800.88
Finance Lease Obligations	362.41	711.49	1,073.90	356.47	496.12	852.59
(A)	9,379.75	4,974.07	14,353.82	10,284.99	4,012.81	14,297.80
Unsecured Term Loans:						
From Others	455.11	212.64	667.75	655.30	240.32	895.62
(B)	455.11	212.64	667.75	655.30	240.32	895.62
Total (A+B)	9,834.86	5,186.71	15,021.57	10,940.29	4,253.13	15,193.42

Notes to Financial Statements for the year ended March 31, 2017

4.1 Security Description:

Term Loans of Rs.1949.56 lakh (March 31, 2016: Rs.2599.77 lakh) from banks are secured by way of hypothecation of Fixed assets. The following have been provided as collateral:

Already hypothecated fixed assets purchased out of term loans availed from Industrial Promotion and Investment Corporation of Odisha Limited (IPICOL) and SREI Equipment Finance Limited (SREI) charged on pari passu basis, equitable mortgage of leasehold property at Bhubaneswar, equitable mortgage of immovable property and flat at Cuttack and Bhubaneswar, pledge of term deposits of Rs.129.24 lakh (March 31, 2016: Rs.129.24 lakh) and personal guarantee of one of the Directors.

Term Loans of Rs.1773.60 lakh (March 31,2016: Rs.2198.60 lakh) from banks are secured by way of pari passu charge on assets/equipments acquired out of the said Term Loan and ranking pari passu with other Banks. Second charge on fixed assets already hypothecated to other banks and institutions. The following have been provided as collateral: Equitable mortgage of leasehold property at Bhubaneswar, equitable mortgage of Immovable property and flat at Cuttack and Bhubaneswar, pledge of term deposits of Rs.225.28 lakh (March 31, 2016: Rs.209.26 lakh) and personal guarantee of one of the Directors.

Term Loans of Rs.845.95 lakh (March 31, 2016: Rs. 845.95 lakh) from banks are secured by way of pari passu charge on assets/equipments acquired out of the said Term Loan. The following have been provided as collateral:

Equitable mortgage of leasehold property at Rourkela.

Term Loans of Rs.8710.81 lakh (March 31, 2016: Rs.7800.88 lakh) from Others are secured by way of First/exclusive charge created by way of hypothecation of assets including various networking equipment and personal guarantee of one of the Directors. The following have been provided as collateral :

Against Term Loan of Rs.7886.19 lakh (March 31, 2016: Rs.6697.30 lakh), equitable mortgage of immovable property at Raipur together with all buildings and structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.

Finance Lease Obligations of Rs.1073.90 lakh (March 31, 2016: Rs.852.59 lakh) from Others are secured on equipment together with all parts, accessories and substitutions taken on lease.

4.2 Long Term Borrowings (Continued)

Terms of repayment:

Tenure	As at March 31, 2017		Repayment Terms of residual amount	As at March 31, 2016		Repayment Terms of residual amount
	Amount (Rs. Lakh)	Interest		Amount (Rs. Lakh)	Interest	

Residual Maturity

Term Loan from Bank

0-1 Years	49.15	KBL Base Rate + 3.5%	Last installment due for payment on January 29, 2017. Installments are inclusive of interest.	599.77	KBL Base Rate + 3.5%	Repayable in 10 equated monthly installments and last installment due on January 29, 2017. Installments are inclusive of interest.
0-1 Years	398.60	UCO Base rate + 4.05%	3 quarterly installments of Rs.100.00 lakh. Interest to be served on monthly basis as and when charged. One quarterly installment is due for payment as of March 17 for Rs.100.00 Lakh.			
1-3 Years				698.60	UCO Base rate + 4.05%	7 quarterly installments of Rs.100.00 lakh. Interest to be served on monthly basis as and when charged.
Above 5 Years				1,000.00	KBL Base Rate + 3%	Repayable in 59 equal monthly installments of Rs.16.60 Lakh & the final installment (60th) of Rs.20.60 Lakh after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.

Notes to Financial Statements for the year ended March 31, 2017

4.2 Long Term Borrowings (Continued)

Terms of repayment:

3-5 Years	900.40	KBL Base Rate + 3%	Repayable in 51 equal monthly installments of Rs.16.60 Lakh & the final installment (60th) of Rs.20.60 Lakh after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period. Two installments are due for payment as of March 17 amounting to Rs.33.20 Lakh.			
Above 5 Years				1,000.00	KBL Base Rate + 3%	Repayable in 71 equal monthly installments of Rs.14.00 Lakh & the final installment (72nd) of Rs.6.00 Lakh after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.
3-5 Years	1,000.00	KBL Base Rate + 3%	Repayable in 68 equal monthly installments of Rs.14.00 Lakh & the final installment (72nd) of Rs.6.00 Lakh after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period. Three installments are due for payment as of March 17 for Rs.42.00 Lakh.			
Above 5 Years				1,500.00	UCO Base rate + 3.55%	Repayable in 60 equal monthly installments of Rs.25 Lakh after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period.
3-5 Years	1,375.00	UCO Base rate + 3.55%	Repayable in 54 equal monthly installments of Rs.25 Lakh after an initial holiday period of 12 months after the disbursement. Interest to be serviced on monthly basis including during holiday period. One installment due as of March 17 for Rs.25 Lakh.			
Above 5 Years	845.95	UBI Base rate + 4.00%	Repayable in 59 equal monthly installments of Rs.14.00 Lakh & the final installment (60th) of Rs.19.95 Lakh after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.	845.95	UBI Base rate + 4.00%	Repayable in 59 equal monthly installments of Rs.14.00 Lakh & the final installment (60th) of Rs.19.95 Lakh after an initial holiday period of 12 months. Interest to be serviced on monthly basis including during holiday period.

Notes to Financial Statements for the year ended March 31, 2017

Term Loans from Others (Secured):

1-3 Years	824.62	16% (Floating)*	25 monthly installments of Rs.38.32 lakh. Installments are inclusive of interest.			
1-3 Years	4,836.46	16% (Floating)*	25 monthly installments of Rs.224.73 lakh. Installments are inclusive of interest.			
3-5 Years				1,103.58	"16%" (Floating)**	37 monthly installments of Rs.38.32 lakh. Installments are inclusive of interest.
3-5 Years	950.00	14.25% (Floating)*	1 monthly installments of Rs.11.28 lakh and 48 monthly installment of 26.08 lakh. Installments are inclusive of interest.	6,697.30	16% (Floating)*	37 monthly installments of Rs.224.73 lakh. Installments are inclusive of interest.
3-5 Years	799.73	14.25% (Floating)*	4 monthly installments of Rs.9.50 lakh and 48 monthly installment of 21.97 lakh. Installments are inclusive of interest.			
3-5 Years	500.00	14.25% (Floating)*	6 monthly installments of Rs.6.05 lakh and 48 monthly installment of 13.73 lakh. Installments are inclusive of interest.			
3-5 Years	400.00	14.25% (Floating)*	8 monthly installments of Rs.4.84 lakh and 48 monthly installment of 10.98 lakh. Installments are inclusive of interest.			
3-5 Years	400.00	14.25%	9 monthly installments of Rs.4.84 lakh and 48 monthly installment of 10.98 lakh. Installments are inclusive of interest.			

Term Loans from Others (Unsecured):

0-1 Years				73.74	18%	4 monthly installments of Rs.19.16 lakh. Installments are inclusive of interest.
3-5 Years	514.33	14.25%	34 monthly installments of Rs.18.47 lakh. Installments are inclusive of interest.	651.88	14.25%	46 monthly installments of Rs.18.47 lakh. Installments are inclusive of interest.
3-5 Years	153.42	14.25%	34 equal monthly installments. Interest to be serviced on monthly basis on balance outstanding.	170.00	14.25%	Repayable in 41 equal monthly installments starting from September 2016 and ends on January 2020. Interest to be serviced on monthly basis on balance outstanding.

Finance Lease Obligations

0-1 Years	711.49	12% **	Repayable in 12-15 equal quarterly installments which vary for each phase. 31 phases have been disbursed till March 31, 2017. Repayment for Phase 1 started on June 2008. Repayment upto 31st Schedule will end on January 2019. 1-20 phases has been repaid in full till March 31, 2017.	496.12	12% **	Repayable in 12-15 equal quarterly installments which vary for each phase. 28 phases have been disbursed till March 31, 2016. Repayment for Phase 1 started on June 2008. Repayment upto 28th Schedule will end on September 2018. 1-16 phases has been repaid in full till March 31, 2016.
1-3 Years	362.41	12% **		356.47	12% **	

*Floating rate based on the SBR (SREI Benchmark Rate) which is subject to variations.

** Interest rate is different for different phases, average interest rate being approx 12% (12% for the year ending March 31, 2016)

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	As at March 31, 2017	As at March 31, 2016
5 Other Long-Term Liabilities		
Long-Term LCO* Liability	1,586.92	441.17
Security Deposits	30.47	34.03
Creditors for Capital Goods	1.94	884.16
Total	1,619.33	1,359.36
* LCO: Local Cable Operators		
6 Long-Term Provisions		
Provision for Employee Benefits: (Non Current Portion) (Refer Note No.38)		
Leave Entitlement	71.85	58.92
Total	71.85	58.92
7 Short-Term Borrowings		
Loans repayable on demand (Secured) :		
Working Capital facilities from bank	2,000.00	2,000.00
Unsecured Term Loan :		
From Others	450.00	-
Total	2,450.00	2,000.00

"[Secured by way of hypothecation of stocks of Networking items and book debts of the Company. The following assets are kept as collateral: "Already hypothecated fixed assets purchased out of term loan availed from IPICOL and SREI charged on pari passu basis, equitable mortgage of leasehold property at Bhubaneswar, equitable mortgage of immovable property and flat at Cuttack and Bhubaneswar, pledge of term deposits amounting to Rs. 78.05 Lakh (March 31, 2016: Rs. 78.05 Lakh) and personal guarantee of one of the Directors.]"

8 Trade Payables

8.1 Due to Micro and Small Enterprises

a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of payment made to the supplier beyond the appointed day	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Total	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

8.2 Due to others	1635.41	2598.77
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Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	As at March 31, 2017	As at March 31, 2016
9 Other Current Liabilities		
Current Maturities of Long-term borrowings (Refer Note No.4)	4,475.22	3,757.01
Current Maturities of Finance Lease Obligations (Refer Note No.4)	711.49	496.12
Interest accrued but not due on Borrowings	351.01	286.37
Interest accrued and due on Borrowings	116.84	48.83
Temporary book overdraft (Unsecured)	1,505.98	1,449.08
Temporary overdraft	200.00	-
Other Payables:		
Statutory Liabilities	904.86	288.84
Payable to Employees	1,667.23	401.05
Advance from Customers (Refer Note No.41)	615.53	903.48
LCO Liability	537.83	206.42
Creditors for Capital Goods	6,452.80	4,287.71
Earnest Money Deposits	117.88	116.08
Security Deposits	6.65	-
Liability for Operating Expenses	2,493.55	1,881.85
Total	20,156.87	14,122.84
10 Short-Term Provisions		
Provision for Employee Benefits (Current portion) (Refer Note No.38)		
Leave Entitlement	0.98	2.69
Total	0.98	2.69

Notes to Financial Statements for the year ended March 31, 2017

11. Tangible Assets

(Rs. in Lakhs)

Particulars	Gross Block / Original Cost			Depreciation / Amortisation			Net Block		
	As at April 01, 2016 (a)	Addition/ Adjustments (b)	Deletion/ Adjustments (c)	As at April 01, 2016 (e)	Addition/ Adjustments (f)	Deletion/ Adjustments (g)	As at March 31, 2017 (h)=(e)+(f)-(g)	As at March 31, 2016 (i)=(e)-(a)	
Land (Leasehold)- A	59.24	-	-	4.57	0.63	-	5.20	54.04	54.67
Own Assets									
Land	37.95	-	-	-	-	-	-	37.95	37.95
Buildings	234.49	-	-	37.76	3.67	-	41.43	193.06	196.73
Cable Network-Backbone	15,452.19	3,276.12	11.13	4,212.31	741.36	4.68	4,948.99	13,768.19	11,239.88
Cable Network- Drop	8,333.96	4,779.48	754.09	1,225.66	769.47	237.40	1,757.73	10,601.62	7,108.30
Cable Network- Infrastructure Leasing	1,901.90	80.21	0.28	1,194.77	87.66	0.07	207.06	1,774.77	1,782.43
Head End Equipments	3,801.94	687.37	0.71	1,400.75	156.94	0.57	1,557.12	2,931.48	2,401.19
Maintenance Equipments	489.94	66.90	0.49	160.24	22.16	0.34	182.06	374.29	329.70
Broadband NOC Equipments	558.43	218.10	-	297.22	18.84	-	316.06	460.47	261.21
Furniture and Fixtures	310.39	22.51	0.08	197.58	26.35	0.08	223.85	108.97	112.81
Computers	521.73	133.66	-	341.85	92.62	-	434.47	220.92	179.88
Office Equipments	332.40	60.61	0.44	234.28	31.33	0.38	265.23	127.34	98.12
Vehicles	78.12	-	2.62	54.16	6.29	2.47	57.98	17.52	23.96
Electrical Installations	803.58	51.09	0.39	340.13	85.19	0.32	425.00	429.28	463.45
Total- B	32,857.02	9,376.05	770.23	8,621.41	2,041.88	246.31	10,416.98	31,045.86	24,235.61
Assets taken on Finance Lease									
Cable Network-Backbone	422.29	56.69	29.77	33.44	15.65	5.31	43.78	405.43	388.85
Cable Network- Drop	1,222.50	739.72	204.22	122.68	62.90	36.69	148.89	1,609.11	1,099.82
Broadband NOC Equipments	3.96	-	3.96	1.11	0.08	1.18	-	-	2.85
Computers	14.69	-	14.69	13.96	-	13.96	-	-	0.73
Total- C	1,663.44	796.41	252.64	171.19	78.63	57.14	192.67	2,014.54	1,492.25
Assets given on Operating Lease									
Signal uplinking equipments - D	431.68	-	-	128.55	35.57	-	164.12	267.56	303.13
Total Tangible Assets A+B+C+D	35,011.38	10,172.46	1,022.87	8,925.72	2,156.71	303.45	10,778.97	33,382.00	26,085.66
Previous year	28,272.54	9,126.15	2,387.31	8,359.97	1,518.75	953.00	8,925.72	26,085.66	

Note:

(i) Refer Note No.36 for capitalisation of expenses.

12. Intangible Assets

Particulars	Gross Block / Original Cost			Amortisation			Net Block		
	As at April 01, 2016 (a)	Addition/ Adjustments (b)	Deletion/ Adjustments (c)	As at April 01, 2016 (e)	Addition/ Adjustments (f)	Deletion/ Adjustments (g)	As at March 31, 2017 (h)=(e)+(f)-(g)	As at March 31, 2016 (i)=(e)-(a)	
Own Assets									
Computer Software	83.10	-	-	40.85	11.30	-	52.15	30.95	42.25
Goodwill	65.82	-	-	50.14	12.41	-	62.55	3.27	15.68
Non Compete Fees	1,705.31	1,965.57	990.95	1,057.72	488.42	990.95	555.19	2,124.74	647.59
Total Intangible Assets	1,854.23	1,965.57	990.95	1,148.71	512.13	990.95	669.89	2,158.96	705.52
Previous year	2,568.00	616.84	1,330.61	2,014.67	464.65	1,330.61	1,148.71	705.52	

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	As at March 31, 2017	As at March 31, 2016
13 Non-Current Investments		
Trade Investment, at Cost		
Investment in Equity Instruments (Unquoted)		
Odisha Television Limited	32.55	32.55
(325,500 Equity Shares of Rs. 10/- each, fully paid)		
Total	32.55	32.55
14 Long-Term Loans and Advances		
Unsecured, Considered good		
Employee Advances	-	1.79
Security Deposits*	249.01	229.42
Amount recoverable from ESOP Trust	44.10	6.10
Total	293.11	237.31
* Includes deposit with Hon'ble High Court of Orissa Rs. 29.00 lakh (March 31, 2016: Rs. 29.00 lakh). Refer Note No.41.		
15 Other Non-Current Assets		
Unsecured, Considered good		
Non Current portion of Other Bank Balances:		
-Fixed Deposits with bank having balance maturity of more than twelve months (Under Lien)*	271.15	522.83
Interest accrued but not due on Fixed Deposits with Banks	22.08	16.88
Total	293.23	539.71
*Includes:		
-Margin Money Deposits	45.87	166.59
-Deposits pledged with banks against borrowings	225.28	356.24
16 Inventories		
Stores and Spares [Refer Note No.1.4]	64.20	1,300.75
Total	64.20	1,300.75
17 Trade Receivables		
Unsecured		
a) Outstanding for more than six months		
Considered good	1,643.22	312.15
Considered doubtful	462.30	502.66
	2,105.52	814.81
Less : Allowances for doubtful receivables	462.30	502.66
	1,643.22	312.15
b) Others		
Considered good	4,785.60	2,822.70
Considered doubtful	30.36	139.38
	4,815.96	2,962.07
Less : Provision for doubtful receivables	30.36	139.38
	4,785.60	2,822.70
Total	6,428.82	3,134.85

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	As at March 31, 2017		As at March 31, 2016	
18 Cash and Cash Equivalents				
Cash on hand	53.96		4.92	
Balance with banks- In current accounts	164.45		311.77	
Cheques on hand *	174.96		2.87	
Fixed Deposits with Banks having balance maturity of three months or less :	0.35	393.72	950.00	1,269.56
Other Bank Balances :				
Fixed Deposits with Banks having balance maturity of twelve months or less :				
- Not under lien	-		1,550.00	
- Under lien**	359.34		75.09	
Fixed Deposits with Banks having balance maturity of more than twelve months				
- Not under lien	-		0.35	
- Under lien	271.15		522.83	
Less: Non-Current portion of other bank balances disclosed separately under 'Other Non-Current Assets' (Refer Note No.15)	(271.15)	359.34	(522.83)	1,625.44
Total	753.06		2,895.00	
* Cheques on hand have been since realised.				
** Includes				
-Margin Money Deposits	152.05		14.78	
-Deposits pledged with banks against borrowings	207.29		60.31	
19 Short-Term Loans and Advances (Unsecured, Considered good) Advances				
Advance for Capital Goods	598.46		737.34	
Advance for Supplies / Services	1,460.38		1,347.85	
Employee Advances	17.03		9.87	
Security Deposits- Others	15.77		12.54	
Advance Income Tax [Net of provision for tax Rs.451.68 Lakh (March 31, 2016: Rs. 451.68 Lakh)]	760.81		609.07	
Prepaid Expenses	159.22		182.55	
Balances with Statutory/Government Authorities	218.43		945.49	
Total	3,230.10		3,844.71	
20 Other Current Assets (Unsecured, Considered good)				
Interest accrued but not due on Fixed Deposits with Banks	41.65		161.81	
Income accrued but not due	-		55.50	
Receivable on account of Gratuity	55.28		29.72	
Total	96.93		247.03	

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	Year ended March 31, 2017	Year ended March 31, 2016
21 Revenue from Operations		
Cable Subscription Fees	11,624.48	8,658.78
Internet Subscription Fees	3,375.44	3,031.24
Channel Carriage Fees	2,957.86	3,555.98
Connection Fees- Cable TV	1,375.51	835.24
Connection Fees- Internet	155.80	259.31
Income from Infrastructure Leasing	547.49	2,131.33
Signal Uplinking Income	300.87	297.62
Total	20,337.45	18,769.50
22 Other Income		
Interest on		
- Fixed deposits with banks	67.18	644.84
- Others	25.56	1.10
Insurance Claims	54.14	100.43
Liability no longer required written back	27.67	18.34
Rental Income	9.47	17.60
Foreign Exchange Gain (net)	124.73	15.79
Miscellaneous Income	75.08	61.55
Total	383.83	859.65
23 Bandwidth Cost		
International Lease Line charges	817.62	460.16
Intercity link charges	696.94	187.82
Uplinking Charges	184.60	183.93
Total	1,699.16	831.91
24 Employee Benefits Expense		
Salary, Wages and Bonus	2,217.04	1,979.92
Contribution to Provident and Other Funds	171.13	153.80
Employee Stock Option Expenses	20.73	46.75
Staff Welfare Expenses	47.32	69.23
Total	2,456.22	2,249.70
25 Finance Costs		
Interest Expense	2,505.49	2,247.33
Other Borrowing costs	15.83	109.08
Total	2,521.32	2,356.41
26 Depreciation and Amortisation Expense		
Depreciation/ Amortisation of tangible assets	2,156.71	1,518.75
Less: On account of closure of Finance Lease	57.14	8.83
Less: On account of asset reclassification	-	29.49
	2,099.57	1,480.43
Amortization of intangible assets	23.71	22.16
Amortization of NCF	488.42	442.49
Less Excess of amortisation over commission	206.73	87.81
	281.69	354.68
Total	2,404.97	1,857.27

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	Year ended March 31, 2017		Year ended March 31, 2016	
27 Other Expenses				
Power and Fuel		671.42		590.10
Rent		599.62		353.49
Commission and Incentive		634.46		615.56
Collection Charges		720.56		626.38
Consumption of Stores & Spare Parts (refer Note No.35)		333.28		225.30
Repairs to Machinery		65.76		80.73
Repairs to Buildings		0.98		1.74
Repairs - Others		71.35		97.80
Insurance		197.36		183.31
Travelling & Lodging		548.32		620.85
Rates and Taxes		103.78		93.40
Professional Charges		221.17		141.62
Work outsourcing expenses		80.10		70.85
Postage and Telephone		83.43		61.21
Printing and Stationery		39.35		41.52
Closing Provision for doubtful receivables [refer Note No.-47(a)]	492.66	642.04		
Less: Opening Provision written back	642.04	(149.38)	707.37	(65.33)
Bad Debts written off [refer Note No.-47(b)]		2,634.81		1,661.82
Advances written off		-		2.25
Marketing Expenses		47.25		61.61
Corporate Social Responsibility Expenses		6.44		1.00
Commission to Director		0.76		7.53
Director sitting fees		4.82		3.35
Miscellaneous Expenses		296.25		291.15
Total		7,211.89		5,767.24

28 Deferred Tax Liabilities/Assets

Deferred Tax asset is recognised only to the extent of deferred tax liability and accordingly, no amount has been provided for on account of deferred tax.

The major components of deferred tax liabilities/assets on the tax effects on the timing differences as at March 31, 2017 are :

	As at March 31,2017	As at March 31,2016
Deferred Tax Liabilities		
Depreciation	2,070.11	1,506.69
Finance Lease	310.97	221.39
Total	2,381.08	1,728.08
Deferred Tax Assets		
Leave Entitlement	24.08	21.32
Bonus	44.46	-
Allowance for Doubtful Receivables	162.87	222.21
Unabsorbed Depreciation Carried Forward	2,149.67	1,484.55
Total	2,381.08	1,728.08
Deferred Tax Liabilities/Assets (Net)	-	-

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

29 Contingent Liabilities and Commitments (To the extent not provided for)

	As at March 31, 2017	As at March 31, 2016
A. Contingent Liabilities		
Claims against the Company not acknowledged as debts:		
Entry Tax demand under Appeal	1.00	1.00
Entertainment Tax demand under Appeal	69.75	69.75
Income Tax and Interest thereon for non-deduction of tax at source - 2005-06, 2006-07, 2008-09 and 2010-11	175.15	175.15
Service Tax and Interest for 2006-07, 2007-08 and 2008-09	283.58	283.58
Service Tax and Interest for 2010-11 to 2014-15	1179.29	819.37
Paradip Port Trust (Refer Note Below)*	52.69	52.69
The Company has received legal notices of claims / lawsuits filed against it in relation to miscellaneous damages. In the opinion of the management supported by legal advise, no material liability is likely to arise on account of such claims / lawsuits.		
Total	1761.46	1401.54
B. Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for	903.64	4569.23

[Net of advance Rs. 585.53 Lakh (March 31, 2016: Rs.715.86 Lakh)]

* The Company had been providing services in Paradeep Port Trust (PPT) area as per contracts. In an earlier year, the Company had committed to cover programmes/news of PPT in its news channel as "PARADIP PARIKRAMA". As per the terms of the contract, the contents of the programmes were to be provided by PPT for coverage and transmission of the programmes by the Company. Subsequently, PPT had claimed that it incurred Rs. 52.69 Lakh for shooting and covering the same. However, the said claim has not been accepted by the Company. By the time PPT raised this claim, the contract had expired and a new contract pursuant to fresh negotiation was executed. PPT then claimed that they would adjust the said amount with subscription money payable by PPT to the Company. Accordingly, the Company had filed a writ petition dated July 10, 2006 against the demand of PPT before the Hon'ble High Court, Orissa. The demand has been stayed by the Hon'ble High Court vide its interim Order dated July 20, 2006. The matter is still pending for final hearing. As on date, all earlier contracts with PPT have expired.

30 Leases

Finance Leases

The Company has acquired certain Cable Network, Broadband NOC equipment and Computers on finance lease for a period maximum up to forty eight months, The assets will be transferred to the Company at a nominal value at the end of the lease period. The lease Agreements are non-cancellable as envisaged in the Accounting Standard 19 on Leases.

The minimum lease payments and their present value, for each of the following years are as follows:

Total Minimum Lease Payments Outstanding	1,180.46	964.76
Less: Interest not due	106.56	112.16
Total	1,073.90	852.60
Future minimum lease payments payable:		
Not later than one year	793.27	577.48
Later than one year and not later than five years	387.19	387.29
Later than five years	-	-
Total	1,180.46	964.77
Present Value of minimum lease payments:		
Not later than one year	758.99	541.26
Later than one year and not later than five years	298.79	316.75
Later than five years	-	-
Total	1,057.78	858.01

(b) Operating Leases

Rent (Minimum lease payment Rs. Nil (March 31, 2016 :Rs. Nil))	599.62	353.49
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[Operating leases for office premises and pole rents are entered into for a period of one to ten years and thereafter renewable by mutual consent of both parties. The operating leases are cancellable by either party giving one to six months notice.]

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	Year ended March 31, 2017	Year ended March 31, 2016
31 Earnings Per Share		
(A) Profit / (Loss) after Tax (Rs. In Lakh)	143.05	1192.84
(B) Weighted average number of equity shares (Basic)	30,365,464	30,365,464
(C) Weighted average number of equity shares (Potential)	72,946	128,879.00
(D) Weighted average number of equity shares (Diluted) [(B) +(C)]	30,438,410	30,494,343
(E) Nominal Value of Equity Shares	10.00	10.00
(F) Basic Earnings per Share [(A)/(B)]	0.47	3.93
(G) Diluted Earnings per Share [(A)/(D)]	0.47	3.91
32 Payments to the Auditor (excluding service tax)		
As Auditor - Statutory Audit & Limited Reviews	28.50	28.50
For Other Services	1.50	2.50
For reimbursement of expenses	0.59	0.52
Total	30.59	31.52
33 Value of imports calculated on CIF basis		
C.I.F. value of imports		
Capital Goods	2,514.73	7,746.50
Stores and Spare Parts	150.15	1,614.49
Total	2,664.88	9,360.99
34 Expenditure in Foreign Currency		
Professional & Consultation Fees	10.02	6.73
Other Matters:		
Annual Membership Fees	4.61	0.44
Repairs to Plant and Machinery	-	1.49
License fees	0.41	0.32
Total	15.04	8.98
35 Directly Imported and indigenously available stores and spare parts consumed and the percentage of each to the total consumption :		
Directly Imported	36% 119.22	37% 83.32
Indigenously Available	64% 214.05	63% 141.98
Total	333.27	225.30
36 Capitalisation of Expenses		
During the year, the Company has capitalised the following expenses to the cost of Fixed Assets under the head 'Cable Network-Backbone'. Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Company.		
Employee Benefits Expense	1,315.02	679.94
Other Expenses	110.12	66.79
Total	1,425.14	746.73

Notes to Financial Statements for the year ended March 31, 2017

Rs. in Lakhs

37 Unhedged Foreign Currency Exposure

Foreign currency exposure as on the Balance Sheet date which is not hedged by derivative instruments or otherwise is as follows:

	As at March 31, 2017			As at March 31, 2016		
	Currency	Amount	Rs.	Currency	Amount	Rs.
Payable in Foreign Currency	USD	75.67	4,906.30	USD	67.35	4,467.68

(In Lakh)

38 Disclosure pursuant to Accounting Standard (AS) 15 - Employee Benefits

The Company maintains a provident fund with Regional Provident Fund Commissioner. Contributions are made by the Company to the funds, based on the current salaries. In the provident fund schemes, contributions are also made by the employees. An amount of Rs. 171.24 Lakh (March 31, 2016 : Rs.123.23 Lakh) has been charged to the Statement of Profit and Loss on account of the above defined contribution schemes.

The Company operates a superannuation scheme for its eligible employees with Life Insurance Corporation of India (LIC) towards which the Company contributes upto a maximum of 15% of the employees' current salary amounting to Rs. Nil (March 31, 2016 : Rs.1.24 Lakh) which is charged to the Statement of Profit and Loss.

The Company has taken a policy with Life Insurance Corporation of India (LIC) for future payment of gratuity liability to its employees, which is a defined benefit scheme. Actuarial valuations are carried out by an independent actuary based on the methods prescribed in the Accounting Standard 15 - "Employee Benefits" of the Companies (Accounting Standard) Rules, 2006. Contributions are also made by the Company. Employees are not required to make any contribution.

The Company also provides for leave encashment benefit to the employees. Actuarial valuations for the year are carried out by an independent actuary based on the methods prescribed in the Accounting Standard 15 - "Employee Benefits" of the Companies (Accounting Standard) Rules, 2006.

Gratuity (Funded)

(Rs. In Lakh)

Amount recognised in the Balance Sheet is as follows:

	As at 31-Mar-17	As at 31-Mar-16	As at 31-Mar-15	As at 31-Mar-14	As at 31-Mar-13
Present value of funded obligation	203.66	176.03	128.35	94.91	99.92
Fair Value of Plan Assets	258.93	205.75	166.40	163.05	158.52
Net (Asset)/Liability	(55.27)	(29.72)	(38.05)	(68.14)	(58.60)

Recognised under:

Other current assets 55.27 29.72

Leave Entitlement (Unfunded)

Amount recognised in the Balance Sheet are as follows:

Present value of un-funded obligation	72.83	61.61	34.68	27.06	117.09
Fair Value of Plan Assets	-	-	-	-	-
Net (Asset)/Liability	72.83	61.61	34.68	27.06	117.09

Recognised under:

Long-term Provision	71.85	58.92
Short-term Provision	0.98	2.69
Total	72.83	61.61

Notes to Financial Statements for the year ended March 31, 2017

Amount recognised in the Statement of Profit and Loss and charged to Salaries and Wages and Contribution to Provident and Other Funds as follows:

(Rs. in Lakhs)

	Gratuity		Leave Encashment	
	Year ended 31-Mar-17	Year ended 31-Mar-16	Year ended 31-Mar-17	Year ended 31-Mar-16
Current Service cost	35.58	27.38	13.00	12.94
Interest cost	12.33	10.10	4.37	2.60
Expected Return on Plan Assets	(15.43)	(13.31)	-	-
Net actuarial loss/(gain) recognised during the year	4.97	14.33	0.46	15.70
Total	37.45	38.48	17.83	31.24

Reconciliation of opening and closing balances of the present value of the obligations:

Opening defined benefit obligation	176.04	128.35	61.61	34.68
Current Service cost	35.58	27.38	13.00	12.94
Interest cost	12.33	10.10	4.37	2.60
Actuarial loss/(gain)	2.92	14.42	0.46	15.70
Benefits paid	(23.20)	(4.21)	(6.61)	(4.31)
Closing Defined Benefit Obligation	203.67	176.04	72.83	61.61

Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows:

	Gratuity		Leave Encashment	
	Year ended 31-Mar-2017	Year ended 31-Mar-2016	Year ended 31-Mar-17	Year ended 31-Mar-16
Opening fair value of Plan Assets	205.75	166.40	-	-
Expected Return on Plan Assets	15.43	13.31	-	-
Contributions by employer	63.00	30.16	-	-
Actuarial (loss)/gain	(2.05)	0.09	-	-
Benefits paid	(23.20)	(4.21)	-	-
Closing Fair Value on Plan Assets	258.93	205.75	-	-
Actual Return on Plan Assets*	13.38	13.41	-	-

* Plan Assets consist of funds maintained with LIC for gratuity scheme
Principal Actuarial Assumption Used:

Discount Rates	7.50%	8.00%	7.50%	8.00%
Expected Return on Plan Assets	7.50%	8.00%	-	-
Expected Salary increase rates	6.50%	6.50%	6.50%	6.50%
Mortality Rates	IALM (2006-2008) ultimate	IALM (2006-2008) ultimate	IALM (2006-2008) ultimate	IALM (2006-2008) ultimate

The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors. The expected return on plan assets is based on actuarial expectation of the average long term rate of return expected on investments of the funds during the estimated terms of the obligations.

Gratuity expenses and Leave Encashment expenses charged to the Statement of Profit and Loss for the year ended March 31, 2017 are Rs.36.59 lakh and Rs.16.94 lakh respectively.

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

The table below illustrates experience adjustment disclosure as per para 120 (n) of Accounting Standard 15 - Employee Benefits.

Gratuity

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Present value of obligation at the end of the year	203.66	176.03	128.35	94.91	99.92
Fair value of plan assets at the end of the year	258.93	205.75	166.40	163.05	158.52
Surplus/(Deficit) at the end of the year	55.28	29.72	38.05	68.14	58.60
Experience adjustments on plan liabilities [(Gain)/Loss]	(10.04)	4.00	7.88	1.09	(2.40)
Experience adjustments on plan assets [Gain/(Loss)]	(1.02)	0.09	0.67	(1.37)	14.65

Leave Salary

Particulars	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation at the end of the year	72.83	61.61	34.68	27.06	117.09
Fair value of plan assets at the end of the year	-	-	-	-	-
Deficit at the end of the year	-	-	-	-	-
Experience adjustments on plan liabilities [(Gain)/Loss]	(4.83)	11.55	(0.17)	(41.51)	4.12
Experience adjustments on plan assets [Gain/(Loss)]	-	-	-	-	-

39 Employee Stock Option Scheme

Brief description about the scheme :

Employee Stock Option Scheme, 2010 (ESOS 2010): The Board, vide its resolution dated 19 December 2010, approved (i) ESOS 2010 for granting Employee Stock Options in the form of Equity Shares linked to the completion of a minimum period of continued employment and (ii) Employee Performance Linked Stock Option to be issued at par in lieu of loyalty bonus linked to specified performance target to the eligible employees of the Company monitored and supervised by the Compensation Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme And Employee Stock Purchase Scheme) Guidelines, 1999 and amendments thereof from time to time [since repealed on October 28, 2014 pursuant to the coming into force of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with effect from the said date.] An employee who is a promoter or belongs to the promoter group shall not be eligible to participate in the scheme. The eligible employees for the purpose of ESOS 2010 will be determined by the Compensation Committee from time to time. The Employee Performance Linked Stock Option shall be subject to 18 months lock in after the date of allotment whereas the Employee Stock Option is free from lock in. The vesting period of Employee Performance Linked Stock Option and Employee Stock Option are 18 and 36 months respectively with 3 months exercise period for exercising the option to subscriber.

The Company had granted (net of options lapsed) 35500 stock options in 2010-11 under the ESOS 2010 Scheme (Option XI), which had vested in earlier years and were allotted in FY 2014-15. All the exercised options were allotted in the form of Equity Shares.

Details of options granted under ESOS 2010 existing during the year :

	Option XII	Option XIII
Date of grant	23-Sep-13	21-Jul-14
Numbers originally granted	179,600	48150
Exercise price	70	70
Vesting Period (Including 3 months Exercise Period)	3.25 Years	3.25 Years
Weighted Average Remaining Contractual Life of options (in years)	0.00	0.56
Method of Settlement	Equity	Equity

All the above valid options would be allotted in the form of Equity Shares on the basis of 1:1.

Notes to Financial Statements for the year ended March 31, 2017

(Rs. in Lakhs)

	Year ended 31-Mar-17		Year ended 31-Mar-16	
	Numbers	Weighted Average Price (Rs.)	Numbers	Weighted Average Price (Rs.)
Outstanding at the beginning of the year	206,450	70.00	210,450	70.00
Granted during the year	-	-	-	-
Forfeited/Expired during the year	49,864	70.00	4,000	70.00
Exercised during the year	-	-	-	-
Outstanding at the end of the year	156,586	70.00	206,450	70.00
Exercisable at the end of the year	-	-	-	-

The Company has adopted the intrinsic value method as permitted by the aforesaid SEBI guidelines/regulations and the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India in respect of stock options granted. The value of the underlying Shares has been determined by an independent valuer.

The Company's net profit / (loss) and earnings per share would have been as under, had the compensation cost for employees' stock options been recognised based on the fair value at the date of grant in accordance with Black Scholes model.

The following assumptions were used for the calculation of fair value of the options / grants :

	Option XII	Option XIII
Risk Free Interest Rate (%)	8.52	8.47
Expected life of Options (years)	3.25	3.25
Expected Annual Volatility	61.43%	61.00%
Dividend Yield	0%	0%
Weighted average exercise price	70.00	70.00
Weighted average fair value	131.05	131.05

Since the Company was unlisted at the time of grant of Options, the Expected Annual Volatility of the options was taken based on one year historical volatility index of Peer Listed Company as per clause 27 of Appendix 1 of the Guidance Note issued by ICAI.

	Year ended March 31, 2017	Year ended March 31, 2016
Profit / (Loss) for the year as reported	143.05	1,192.84
Add: ESOP Cost using intrinsic value method	20.73	46.75
Less: ESOP Cost using fair value method	9.01	55.57
Proforma Profit / (Loss) for the year	154.77	1,184.02

Earnings Per share:

Basic and Diluted

- As reported

Basic	0.47	3.93
Diluted	0.47	3.91
- Proforma		
Basic	0.51	3.90
Diluted	0.51	3.88

Notes to Financial Statements for the year ended March 31, 2017

Employee Stock Option Scheme, 2015 (ESOS 2015/Scheme): The Members of the Company vide their meeting dated 27 July, 2015 approved ESOS 2015 for granting Employee Stock Options in form of Equity Shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company administered by the Nomination & Remuneration Committee ("Committee") of the Board of Directors in compliance with the provisions of SEBI (Share Based Employee Benefits) Regulations 2014 and amendments thereof from time to time. The Scheme can be implemented either directly or through an irrevocable Trust. However, if the scheme involves secondary acquisition of shares or gift or both, then it is mandatory to implement the scheme through Trust. The Company may lend or give refundable advance with or without interest to the trust to acquire shares of the Company from secondary market. Such secondary acquisition by trust shall not exceed 2% of the paid up equity capital of the Company as at the end of each financial year. An employee who is a promoter or belongs to the promoter group shall not be eligible to participate in the scheme. The eligible employees for the purpose of ESOS 2015 will be determined by the Compensation Committee from time to time. The vesting period of Employee Stock Option is not less than one year and not more than five years from the grant of offer with 3 months exercise period for exercising the option to subscribe. The shares issued against exercise of options may be subject to lock in for period till repayment of the funds availed from company/trust or for any other period as may be decided by Committee. During period under review, no option is offered/granted pursuant to the scheme. Further, as per the Scheme, the Company has set up an irrevocable Trust, "Ortel Employee Welfare Trust" on 20 November, 2015 to implement the scheme. As on 31 March, 2017, the trust has acquired 29375 nos of equity shares from secondary market at an average acquisition price of Rs.147.55 per shares which will be offered to eligible employees at future as decided by the Committee.

40 Disclosure pursuant to Accounting Standard 18- Related Party Disclosures

(a) Names of the Related Parties

i) Key Managerial Personnel (KMP) :	Ms. Jagi Mangat Panda - Managing Director Mr. Bibhu Prasad Rath - Chief Executive Officer
ii) Relative of Key Managerial Personnel :	Mr. Baijayant Panda - Husband of Ms. Jagi Mangat Panda
iii) Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence (with whom transactions have taken place during the year):	Indian Metals & Ferro Alloys Ltd. Odisha Television Ltd. Orissa Infratech Pvt. Ltd.

(Rs. in lakh)

(b) Summary of Transactions with Related parties:		Year ended March 31, 2017			Year ended March 31, 2016		
Sl. No.	Nature of Transaction	KMP	Relative of KMP	Enterprises over which KMP/ Relative of KMP is able to exercise significant influence	KMP	Relative of KMP	Enterprises over which KMP/ Relative of KMP is able to exercise significant influence
1	Managerial Remuneration	127.14	-	-	124.73	-	-
2	Sitting fees paid	0.50	-	-	-	-	-
3	Signal Uplinking Income	-	-	300.87	-	-	297.62
4	Rent Received	-	-	3.60	-	-	7.20
5	Internet Subscription Fees	-	-	20.20	-	-	18.64
6	Reimbursement of expenses (Paid)	25.86	-	15.22	23.17	-	15.92
7	Reimbursement of expenses (Received)	-	-	103.56	-	-	127.79
8	Subscription Fees	0.19	-	0.78	0.16	-	0.30
9	Advertisement Expenses	-	-	18.00	-	-	18.03
10	Channel Carriage Income	-	-	210.67	-	-	210.67
11	Programming Cost	-	-	218.67	-	-	219.03
12	Unsecured Loan Received	-	-	15.00	-	-	170.00
13	Unsecured Loan Repaid	-	-	242.88	-	-	207.56
14	Interest and Processing Fees on Unsecured Loan	-	-	111.55	-	-	142.76
15	Commission to Director	1.05	-	-	-	-	-
16	Advance Recovery	1.29	-	-	2.83	-	-
		Year ended March 31, 2017			Year ended March 31, 2016		
17	Credit Balance outstanding	100.03	-	774.86	13.49	-	1,004.15

Notes to Financial Statements for the year ended March 31, 2017

- (c) Details of the aforesaid Related Party Transactions during the year (excluding reimbursements):
1. Managerial Remuneration paid to Ms. Jagi Mangat Panda Rs.65.91 Lakh (Previous Year: Rs.65.91 Lakh) and Mr. Bibhu Prasad Rath Rs. 61.23 Lakh(Previous Year : Rs. 58.82 Lakh)
 2. Sitting fees as nominee paid to Mr. Baijayant Panda Rs.0.50 Lakh (Previous Year: Rs.Nil)
 3. Signal Uplinking Income received from Odisha Television Ltd. Rs.300.87 Lakh (Previous Year: Rs.297.62 Lakh)
 4. Rent Received from Odisha Television Ltd. Rs.3.60 Lakh (Previous Year: Rs.7.20 Lakh)
 5. Internet Subscription Fees received from Odisha Television Ltd. Rs.13.97 Lakh (Previous Year: Rs.12.40 Lakh) and Indian Metals & Ferro Alloys Ltd. Rs.6.23 Lakh (Previous Year: Rs.6.24 Lakh)
 6. Subscription Fees received from Mr. Bibhu Prasad Rath Rs 0.19 Lakh (Previous Year Rs 0.16 Lakh) and Indian Metals & Ferro Alloys Ltd. Rs 0.78 Lakh (Previous Year: Rs.0.30 Lakh)
 7. Advertisement Expenses paid to Odisha Television Ltd. Rs.18.00 Lakh (Previous Year: Rs. 18.03 Lakh)
 8. Channel Carriage Income received from Odisha Television Ltd. Rs.210.67 Lakh (Previous Year: Rs.210.67 Lakh)
 9. Programming Cost paid to Odisha Television Ltd. Rs.218.67 Lakh (Previous Year: Rs.219.03 Lakh)
 10. Unsecured Loan received from Orissa Infratech Pvt. Ltd. Rs. 15.00 Lakh(Previous Year: Rs.170.00 Lakh)
 11. Unsecured Loan repaid to Orissa Infratech Pvt. Ltd. Rs.242.88 Lakh (Previous Year: Rs.207.56 Lakh)
 12. Interest and Processing Fees on Unsecured Loan paid to Orissa Infratech Pvt. Ltd. Rs.111.55 Lakh (Previous Year: Rs.142.76 Lakh)
 13. Commission to Director paid to Mr. Baijayant Panda Rs.1.05 Lakh (Previous Year: Rs.Nil)
 14. Advance Recovery from Mr. Bibhu Prasad Rath Rs. 1.29 Lakh (Previous Year : Rs 2.83 Lakh)
- 41 Advance from customers includes Rs. 74.46 Lakh, being Electricity Inspection Duty collected from the customers (levied by the Department of Energy, Government of Orissa vide its notification dated March 29, 2002 under Indian Electricity Rules, 1956) but not deposited with the appropriate authorities on the ground that neither the rules nor the notification is applicable to the Company and the charging chapter of the Notification does not authorise the electrical Inspector to levy fees on any person other than the owner of the television connection. The Company has filed a writ petition before Hon'ble High Court of Orissa against the said Notification and obtained an order to the effect that no coercive action can be taken against the Company until the disposal of the case. However, as per the direction of Hon'ble High Court of Orissa vide its order dated February 09, 2007, Rs. 29.00 Lakh was deposited with the said Court.
- "Subsequently, Hon'ble High Court of Orissa vide its order dated November 05, 2007 directed the Government of Orissa to take a decision as to whether the inspection charges so far as consumer of television connections are concerned can be waived and/or imposed and also directed the Company not to collect any amount from any individual customer until a decision is taken by the Government of Orissa.
- 42 The Company acquires the "Cable Network Business" of various Local Cable Operators ('LCOs') which, inter alia, consists of equipments, infrastructure and cable television subscribers and enters into agreements with the LCOs in this regard, whereby the LCOs agree to sell their "Cable Network Business" . The LCOs also agree not to compete with the Company for a specified period in the areas where the LCOs have transferred their cable television subscribers to the Company. The amount payable for acquisition of equipments & infrastructure has been capitalised under relevant categories of tangible assets and the amount payable as non-compete fee has been treated as an Intangible asset.
- 43 Capital Work-in-Progress includes capital inventory of Rs.3158.69 Lakh (March 31, 2016: Rs.6008.44 Lakh).

Notes to Financial Statements for the year ended March 31, 2017

44 Segment Information

(Rs. in Lakhs)

The Company is engaged in the businesses of Cable TV, Broadband Service, Infrastructure Leasing (IFL) and operates in domestic market only.

Segment Information as required by Accounting Standard 17 - "Segment Reporting"

Particulars	March 31, 2017				March 31, 2016			
	Cable TV	Broadband	IFL	Total	Cable TV	Broadband	IFL	Total
Segment Revenue	15,957.85	3,531.24	547.49	20,036.58	13,050.00	3,290.55	2,131.33	18,471.88
Others				300.87				297.62
Total Revenue from operations				20,337.45				18,769.50
Segment Results	6,786.16	1,861.24	491.99	9,139.39	5,598.43	1,994.45	1,991.39	9,584.27
Less: Unallocable expenses net of income				6,567.76				6,375.04
Less: Finance Costs (net)				2,428.58				1,710.47
Profit/(Loss) before exceptional and extraordinary items and Tax				143.05				1,498.76
Exceptional items/ Extraordinary items				-				-
Profit/(Loss) before Tax				143.05				1,498.76
Provision for Taxation				-				305.92
Profit/(Loss) after Tax				143.05				1,192.84
Segment Assets	18,929.93	2,839.92	2,220.89	23,990.74	11,138.57	1,808.43	2,207.16	15,154.16
Add: Unallocated Corporate Assets				25,900.91				29,877.37
Total Assets				49,891.65				45,031.53
Segment Liabilities	6,802.35	559.12	1.35	7,362.82	5,900.39	348.25	1.35	6,249.99
Add: Unallocated Liabilities				28,406.49				24,832.88
Total Liabilities				35,769.31				31,082.87
Capital Expenditure	6,029.53	821.37	80.21	6,931.11	4,025.49	653.29	357.32	5,036.10
Depreciation	1,142.70	95.08	87.66	1,325.44	790.73	71.50	82.53	944.76
Non Cash Expenses other than Depreciation	2,213.06	304.74	(32.37)	2,485.43	1,283.61	262.85	52.28	1,598.74

Notes:

(a) The segment wise revenue, results, assets and liabilities figures relate to the respective amounts directly identifiable to each of the segments. Unallocable income/expenditure relate to the Company as a whole and are earned/incurred at the Company level.

Notes to Financial Statements for the year ended March 31, 2016

- 45 Funds were raised through IPO during the year ended March 31, 2015 for, inter alia, expansion of network/capital expenditure on development of digital cable services and broadband services/general corporate purposes. The amount remaining unutilised as at March 31, 2017 is as follows:

	(Rs. in Lakhs)	
	Year ended March 31, 2017	Year ended March 31, 2016
Issue Proceeds	10,860.00	10,860.00
Less: Issue Expenses accounted upto March 31*	780.58	780.58
Net proceeds from IPO (A)	10,079.42	10,079.42
Amount utilised upto March 31:		
- Expansion of network for providing video, data and telephony services"	6,797.62	5,542.89
- Capital expenditure on development of digital cable services	1,674.01	886.94
- Capital expenditure on development of broadband services	1,050.63	677.51
- General corporate purposes	557.16	470.28
Total (B)	10,079.42	7,577.62
Amount unutilised as at March 31 # (A-B)	-	2,501.80

* excluding the share of expenses pertaining to the selling shareholder
remains invested in Fixed Deposits and Bank Current Accounts

- 46 The Company has calculated Earning before Interest, Tax, Depreciation & Amortisation (EBITDA) as follows :-

	(Rs. in Lakhs)	
	Year ended March 31, 2017	Year ended March 31, 2016
Profit / (Loss) for the year, after tax	143.05	1,192.84
Add:		
(a) Finance Costs	2,521.32	2,356.41
(b) Tax Expense	-	305.92
(c) Depreciation and Amortisation Expense	2,404.97	1,857.27
(d) Fixed Assets written off	439.90	1,316.48
EBITDA	5,509.24	7,028.92

For Haribhakti & Co. LLP

Chartered Accountants
ICAI Firm Registration No.103523W/W100048

Sd/-
Anand Kumar Jhunjunwala
Partner

Membership No.056613
Date: May 19, 2017
Place: Bhubaneswar

- 47 (a) During the year, in respect of retail customers the Company has changed the basis of estimating the Provision for Doubtful Receivables. In earlier years, the Company provided for the entire amount outstanding for more than six months but now, the Company makes provision to the extent considered necessary, based on the management's best estimate. The basis of estimating the provision needed a change due to various factors like the Company venturing out into newer geographies having different market dynamics, the effect of CAS implementation on customer behavior etc. Had the Company continued with the earlier basis of estimating the provision for doubtful receivables, the provision as at 31st March, 2017 would have been higher by Rs. 1554.18 Lakh with the Profit for the year being lower by an equivalent amount.

(b) Further, in respect of retail customers, in addition to the earlier practice of writing off the entire outstanding dues as on the date of disconnection of service for any reason, the Company has also started writing off bad debts based on the management's best estimate. Had the Company continued with the earlier basis of estimating bad debts, bad debts written off during the year would have been lower by Rs 1064.86 Lakh with the Profit for the year being higher by an equivalent amount.

Due to the changes in estimates as stated in 47 (a) and (b) above, profit for the year is higher by Rs 489.32 Lakh.

48. Details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016:

	(Rs. in Lakhs)		
	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	52.22	0.75	52.97
Add: Permitted receipts	0.00	1,321.05	1,321.05
Add: Non Permitted receipts	327.01	0.00	327.01
Less: Permitted payments	0.00	9.67	9.67
Less: Amount deposited in Banks	379.23	1,274.79	1,654.02
Closing cash in hand as on 30.12.2016	0.00	37.34	37.34

49. Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with those of current year.

For and on behalf of Board of Directors

Sd/-
Jagi Mangat Panda
Managing Director

Sd/-
J.B. Pany
Director

Sd/-
Lalit Kumar Mohanty
Company Secretary

Sd/-
Manoj Kumar Patra
Chief Financial Officer

Glossary:

<u>Abbreviation</u>	<u>Full Form</u>	<u>Abbreviation</u>	<u>Full Form</u>
Rs./ INR	Indian Rupees.	HFC	Hybrid Fibre Coaxial.
ADR	American Depository Receipt	HHTs	Hand Held Terminals.
AGM	Annual General Meeting.	HITS	Headend-in-the-sky.
ARPU	Average Revenue Per User per month.	HUF	Hindu Undivided Family.
B2B	Business to Business.	ICAI	Institute of Chartered Accountants in India.
B2C	Business to Consumer.	IPO	Initial Public Offer.
BSE	BSE Limited.	IPTV	Internet Protocol Television.
CAGR	Compound annual growth rate	IRD	Integrated Receiver cum Decoder.
CDSL	Central Depository Services (India) Limited.	ISIN	International Security Identification Number
CEO	Chief Executive Officer.	ISP	Internet Service Provider
CFO	Chief Financial Officer.	IT	Information Technology
CIN	Corporate Identity Number.	KMP	Key Managerial Personnel
CSR	Corporate Social Responsibility	LCOs	Local Cable Operators.
DAS	Digital Addressable Systems	M&E	Media and Entertainment.
Demat	Dematerialization	Mbps	Mega bytes per second.
DIN	Directors Identification Number.	MEN	Metro Ethernet Network.
DoT	The Department of Telecommunications.	MSOs	Multi System Operators.
DOCSIS	Data Over Cable Service Interface Specification	NED	Non-Executive Director
DSNG	Digital Satellite News Gathering.	NOC	Network operating centre.
DTH	Direct-to-home.	NRC	Nomination & Remuneration Committee
DVR	Digital Video Recorder.	NSDL	National Securities Depository Limited.
EAT	Earnings After Tax.	NSE	National Stock Exchange of India Limited.
EBDTA	Earnings before Depreciation, Tax and Amortisation	NVoD	Near Video on Demand.
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation	OFC	Optic Fibre Cable network.
EBT	Earnings Before Tax.	RGUs	Revenue Generating Units.
EoC	Ethernet over Cable	QMS	Quality management system.
EPS	Earning Per Share.	SD	Standard Definition
ESI	Employee State Insurance	SEBI	The Securities and Exchange Board of India
ESOP	Employee Stock Option Plan	STB	Set-top box.
FTTH	Fiber To The Home	TRAI	The Telecom Regulatory Authority of India
GDR	Global Depository Receipt	VoiP	Voice over Internet Protocol.
HD	High Definition.	VPN	Virtual Private Network

Notes

Ortel Broadband

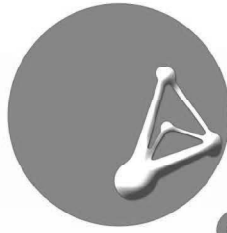
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