



Ortel Communications Ltd.

www.ortelcom.com

Bringing Convergence to India

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CIN: L74899DL1995PLC069353

Date:-31st March, 2018

To,

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip code-539015

Sub:- Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SAST Regulations")

Dear Sir/Madam;

This is to inform that, M/s Raila Enterprises Pvt. Ltd. ("**Acquirer**"), wholly owned subsidiary of M/s Utkal Manufacturing and Services Ltd. ("**Existing Promoter**"), has proposed to acquire equity shares by virtue of transfer from M/s Utkal Manufacturing and Services Ltd. ("**Existing Promoter**") to M/s Raila Enterprises Pvt. Ltd. ("**Acquirer**"). The said acquisition has resulted in more than 2% of change in holding from the last disclosure made under regulation 29(1) of SEBI (Substantial Acquisition of Share and Takeovers) Regulations, 2011.

Accordingly, we are enclosing herewith disclosure given by M/s Raila Enterprises Pvt. Ltd. and corresponding intimation by Target Company, M/s Ortel Communications Ltd as required under Regulation 29 (1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your record.

This may kindly be considered as disclosure both by Ortel Communications Ltd ("**Target Company**") and M/s Raila Enterprises Pvt. Ltd. ("**Acquirer**") in compliance with the said Regulations.

You are requested to kindly take the above disclosure on record.

Thanking You,
For Ortel Communications Ltd

Bidu Bhusan Dash
Company Secretary and Compliance Officer



Encl: As above

RAILA ENTERPRISES PVT. LTD.

Ortel Communications Limited,
B7/122A, Safdarjung Enclave,
New Delhi-110029

Sub: Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (“SAST Regulations”)

Sir/ Madam,

Please find enclosed the disclosure under Regulations 29(1) of the SAST Regulations in respect of proposed acquisition of 25,80,441 equity shares of Ortel Communications Limited (“**Target Company**”) by Raila Enterprises Private Limited (“**Acquirer**”) from Utkal Manufacturing and Services Limited under Regulation 10(1)(a)(iii) of the SAST Regulations.

You are requested to kindly take the above disclosure on record.

For Raila Enterprises Private Limited



Name: Anand Dinkar Joshi
Designation: Director



Place: New Delhi
Date: 30/03/2018

Encl.: As above

Registered Office : B 4/147, Safdarjung Enclave, New Delhi – 110029
Ph. : 011 - 26181590, 26181780; email : raila.enterprises@gmail.com
CIN : U74900DL2005PTC131971

**Disclosure under Regulation 29(1) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Part A- Details of the Acquisition

Name of the Target Company (TC)	Ortel Communications Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Raila Enterprises Private Limited Persons Acting in Concert: <ol style="list-style-type: none"> 1. Paramita Mahapatra (As a Trustee of REVA Foundation) 2. Paramita Mahapatra (As a Trustee of ROUMAYNE Foundation) 3. Subhrakant Panda (As a Trustee of Shaisah Foundation) 4. Jagi Mangat Panda 5. Paramita Mahapatra 6. Nivedita Panda 7. Bajjyant Panda 8. Subhrakant Panda 9. Odisha Television Limited 10. Orissa Telefilms Private Limited 11. Metro Skynet Limited 12. Panda Investments Private Limited 13. Paramita Realtor Private Limited 14. BP Developers Private Limited 		
Whether the acquirer belongs to Promoter/Promoter group	Yes, the Acquirer belongs to the Promoter Group as the Acquirer is a wholly owned subsidiary of Utkal Manufacturing and Services Limited ("UMSL"), an existing promoter of the TC		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<ol style="list-style-type: none"> 1. BSE Limited 2. National Stock Exchange of India Limited 		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	15780450	51.78	NA
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d) (Please refer to Annexure A)	15780450	51.78	NA



Details of acquisition			
a) Shares carrying voting rights acquired	2580441	8.47	NA
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	2580441	8.47	NA
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	15780450	51.78	NA
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d) (Please refer to Annexure B)	15780450	51.78	NA
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Acquisition by the Acquirer, a promoter group entity of the TC from an existing promoter of the TC, i.e., UMSL		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	NA		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	28/03/2018		
Equity share capital / total voting capital of the TC before the said acquisition	INR 30,47,69,000/- consisting of 3,04,76,900 equity shares of the face value of INR 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition	INR 30,47,69,000/- consisting of 3,04,76,900 equity shares of the face value of INR 10/- each		
Total diluted share/voting capital of the TC after the said acquisition	NA		



Part –B***

Name of the Target Company: Ortel Communications Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Raila Enterprises Private Limited (Acquirer)	Promoter Group	AACCR9729A
Paramita Mahapatra (As a Trustee of REAV Foundation)	Promoter Group	AAATR8213N
Paramita Mahapatra (As a Trustee of ROUMAYNE Foundation)	Promoter Group	AAATR8214M
Subhrakant Panda (As a Trustee of Shaisah Foundation)	Promoter Group	AADTS5780L
Jagi Mangat Panda	Promoter	AARPP3145Q
Paramita Mahapatra	Promoter Group	ADDPM0917A
Nivedita Panda	Promoter Group	AADQPP4513L
Baijayant Panda	Promoter	ADYPP5309A
Subhrakant Panda	Promoter Group	ADYPP5312K
Odisha Television Limited	Promoter Group	AAACO4658H
Orissa Telefilms Private Limited	Promoter Group	AABCO0324R
Metro Skynet Limited	Promoter Group	AACCM6972E
Panda Investments Private Limited	Promoter	AACCP6145Q
Paramita Realtor Private Limited	Promoter Group	AADCP5304L
BP Developers Private Limited	Promoter Group	AAFCEB1632F

For Raila Enterprises Private Limited


Name: Anand Dinkar Joshi
Designation: Director



Place: New Delhi

Date: 30/03/2018

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part –B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Annexure A

S. No.	Name of the Shareholder	Number of equity shares	% w.r.t. total share/ voting capital
1.	Paramita Mahapatra (As a Trustee of REAV Foundation)	24530	0.08
2.	Paramita Mahapatra (As a Trustee of ROUMAYNE Foundation)	24530	0.08
3.	Subhrakant Panda (As a Trustee of Shaisah Foundation)	56818	0.19
4.	Jagi Mangat Panda	310448	1.02
5.	Paramita Mahapatra	40230	0.13
6.	Nivedita Panda	164935	0.54
7.	Baijayant Panda	580042	1.90
8.	Subhrakant Panda	123906	0.41
9.	Odisha Television Limited	2007293	6.59
10.	Utkal Manufacturing and Services Limited	2580441	8.47
11.	Orissa Telefilms Private Limited	94310	0.31
12.	Metro Skynet Limited	4859512	15.94
13.	Panda Investments Private Limited	4636510	15.21
14.	Paramita Realtor Private Limited	98375	0.32
15.	BP Developers Private Limited	178570	0.59
Total		15780450	51.78

For Raila Enterprises Private Limited


Name: Anand Dinkar Joshi
Designation: Director



Place: New Delhi

Date: 30/03/2018

Annexure B

S. No.	Name of the Shareholder	Number of equity shares	% w.r.t. total share/ voting capital
1.	Raila Enterprises Private Limited (Acquirer)	2580441	8.47
2.	Paramita Mahapatra (As a Trustee of REAV Foundation)	24530	0.08
3.	Paramita Mahapatra (As a Trustee of ROUMAYNE Foundation)	24530	0.08
4.	Subhrakant Panda (As a Trustee of Shaisah Foundation)	56818	0.19
5.	Jagi Mangat Panda	310448	1.02
6.	Paramita Mahapatra	40230	0.13
7.	Nivedita Panda	164935	0.54
8.	Baijayant Panda	580042	1.90
9.	Subhrakant Panda	123906	0.41
10.	Odisha Television Limited	2007293	6.59
11.	Orissa Telefilms Private Limited	94310	0.31
12.	Metro Skynet Limited	4859512	15.94
13.	Panda Investments Private Limited	4636510	15.21
14.	Paramita Realtor Private Limited	98375	0.32
15.	BP Developers Private Limited	178570	0.59
Total		15780450	51.78

For Raila Enterprises Private Limited



Name: Anand Dinkar Joshi
Designation: Director



Place: New Delhi
Date: 30/03/2018