



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

March 16, 2018

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

Dear Sir/Madam;

Subject:- Notice of Extra Ordinary General Meeting
Ref.:-Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice dated 10th March, 2018, convening the Extra Ordinary General Meeting of the members of the Company to be held on Monday, 09th April, 2018 at 11:30 A.M. at its Corporate Office at C-1, Chandrasekharpur, Behind RMRC, Near BDA Colony, Bhubaneswar-751016, Odisha.

The above is for your information and records please.

Thanking You,
Yours truly,
For Ortel Communications Ltd

Bidu Bhusan Dash
Company Secretary & Compliance Officer



Enclo.: As above

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Ortel Communications Limited will be held on Monday, April 09, 2018 at 11:30 A.M. at its Corporate Office at C-1, Chandrasekharapur, Behind RMRC, Near BDA Colony, Bhubaneswar-751016, Odisha to transact the following Special Businesses :-

Item No. 01

Issue and Offer of Cumulative Redeemable Preference Shares on a Private Placement basis:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the Company be and is hereby accorded to the Board to create, offer and/or invite to subscribe, issue and allot, for cash at par, upto 1,00,00,000, Cumulative Redeemable Preference Shares (“CRPS”) of Rs.10/- each for an aggregate amount not exceeding Rs.10,00,00,000/-, on a private placement basis, during financial year 2018-19, to such person or persons, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of offer are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) The holder of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation there to and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit.”

Item No. 02

Issue and offer of Equity Shares on Preferential Basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder (“Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and any other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines promulgated or issued from time to time by the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India, the Ministry of Corporate Affairs, other regulatory authorities and the Stock Exchanges, including the enabling provisions of the uniform listing agreement entered into by the Company with the stock exchanges on which the Company’s Equity Shares are listed (the “**Stock Exchanges**”) and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities under applicable laws, consent of the Company be and is hereby accorded for the issuance and allotment on a preferential basis of not exceeding 25,00,000 Equity Shares having a face value of Rs.10/- each to BP Developers Private Limited and Odisha Television Limited at a price of Rs.35/- (Rupees Thirty Five Only) per share including a premium of Rs.25/- (Rupees Twenty Five Only) per share aggregating upto Rs.8,75,00,000 (Rupees Eight Crore Seventy Five Lacs Only).”

“RESOLVED FURTHER THAT in accordance with the provisions of the ICDR Regulations, the ‘*relevant date*’ for the purpose of determination of the price to be issued and allotted as above shall be Friday, 09th March, 2018.”

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The Equity Shares to be allotted to each proposed allottee shall be subject to lock-in for such period as may be prescribed by the ICDR Regulations;
- b) The Equity Shares shall be allotted within a period of 15 days from the date of passing this resolution provided that where the allotment of the Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- c) Allotment shall only be made in dematerialised form.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to issue a offer letter together with an application form to the proposed allottees inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend.”

“RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions and for the purpose of issue and allotment of the Equity Shares and listing thereof with the stock exchanges, the Board be and is hereby authorised to take all steps and to perform and execute all such acts, matters, deeds and things as they may consider necessary, expedient, usual or proper including appointing advisors, consultants, valuers, accountants, auditors, attorneys, advocates, consultant firms or any other agencies, execute the necessary documents and enter into contracts, arrangements, agreements, documents, filing such forms with and providing such information to Governmental Authorities, making such disclosures to the stock exchanges and issuing advertisements and announcements, affixing the common seal of the company in accordance with the Articles of Association of the Company on such documents and papers, approving all expenses and payments in relation to the foregoing and furnishing certified true copies of this resolution, as may be required or they deem necessary to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Place: Bhubaneswar
Date: March 10, 2018

By Order of the Board of Directors
For Ortel Communications Ltd

Sd/-
Bidu Bhusan Dash
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the businesses set out at Item Nos. 1 and 2 above, is annexed hereto.
 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent 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 shareholder.
 3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. The relevant proxy form is attached herewith.
 4. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
 5. 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.
 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. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on March 09, 2018 ("Record Date").
 8. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
 9. 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.
 10. 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.
 11. The Company has decided to close the Register of Members and the Share Transfer Register for a period of seven days from 03 April, 2018 to 09 April, 2018 (both days inclusive).
 12. 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.
 13. 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.
 14. The Notice of the EGM and instructions for e-voting of the Company 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.
 15. 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.
 16. 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 Extra Ordinary General Meeting (EGM) 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 05 April, 2018 @ 10:00 AM to 08 April, 2018 @ 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 (az), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for evoting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile No., email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix. If you are holding shares in Demat form and had logged onto "<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/FIs/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."
17. 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, upto and including the date of the Extra Ordinary General Meeting of the Company.
18. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes.
19. The holders of Cumulative Redeemable Preference Shares are not entitled to vote on any item set out in the Notice.
20. Process and manner for Members opting for voting through Electronic means:
 - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut Off Date of March 30, 2018, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off Date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a Member of the Company after the despatch of the Notice of the EGM and prior to the Cut Off Date i.e. March 30, 2018, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through Poll at the EGM by following the procedure mentioned in this part.

- iv. The remote e-voting will commence on Thursday, April 05, 2018 at 10.00 a.m. and will end on Sunday, April 08, 2018 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off Date i.e. March 30, 2018, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL/CDSL thereafter.
- v. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The facility for voting through Poll would be made available at the EGM and the Members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through Poll. The Members who have already cast their vote by remote e-voting prior to the Meeting, May also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off Date of March 30, 2018.
- viii. The Company has appointed Mr. Suresh Kumar Yadav, Kumar Suresh & Associates, Practicing Company Secretary (FCS No. 6452; COP No. 6711), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll at the EGM, in a fair and transparent manner.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned under Item Nos. 01 and 02 of the accompanying Notice dated March 10, 2018.

Item No. 01

At the Meeting of the Board of Directors of the Company ("Board") held on March 10, 2018, the Directors had, pursuant to the provisions of Sections 42, 55 and 62 of the Companies Act, 2013 ("Act") and the Rules framed there under, approved of an issue and offer not exceeding 1,00,00,000, Cumulative Redeemable Preference Shares ("CRPS") of Rs.10/- each for an aggregate amount not exceeding Rs. 10,00,00,000/-, for cash at par, during financial year 2018-19, on such terms and conditions as may be determined by the Board.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

The approval of the Members is accordingly being sought by way of Special Resolutions under Sections 42, 55 and 62 of the Act read with the Rules framed there under, for the issue and offer of CRPS by way of Offer of Rs.10,00,00,000 and to allot the CRPS, on a private placement basis, during financial year 2018-19, on the terms and conditions set out hereunder.

Given below are the terms of issue of the CRPS and a Statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for such an Offer:

- (i) The CRPS shall be cumulative, non-participating and non-convertible.
- (ii) The objective of the issues is to:
 - (a) Capital requirement of the Company for its business activities;
 - (b) Meeting the general corporate purposes and,
 - (c) Meeting other purposes as may be approved by the Board and permissible under applicable laws.
- (iii) The CRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- (iv) Other terms over and above those mentioned in the Resolution:

Instrument /Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 1,00,00,000 (One Crore only) Non-Convertible Redeemable Cumulative Preference Shares ("CRPS") of face value of Rs.10/- (Rupees Ten only) each aggregating to nominal amount not exceeding Rs.10,00,00,000 (Rupees Ten Crore only) for cash.
Offer Period	For 5 years or to be determined by the Board after the date of approval from the Members of the Company for issue of CRPS
Consideration	Cash
Nature of CRPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. Capital requirement of the Company for its business activities; b. Meet the general corporate purposes including payment of statutory dues; and c. Meet other purposes as may be approved by the Board and permissible under applicable laws.
Manner of Issue	The CRPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42, 55 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.
Voting rights	CRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended and the rules issued thereunder.
Seniority of the holder(s) of the CRPS	The claims of holder(s) of CRPS shall be subordinate to the claims of all senior, secured, unsecured and sub-ordinate creditors but senior to the claims of the equity shareholders and shall rank <i>pari passu</i> amongst themselves.

	In pursuance of Section 43 of the Companies Act, 2013, the CRPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 10/- (Rupees Ten only) per CRPS
Premium on Issue	Nil per CRPS
Issue Price	The CRPS will be issued at par i.e. Rs. 10/- (Rupees Ten only) per CRPS
Basis on which price has been arrived	Not Applicable since the issue is at par.
Tenor	With in a maximum period of 5 (Five) years from the date of allotment of the CRPS, as may be determined by the Board
Put/ Call Option	None
Rate of Dividend	@9% per annum
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Nil (as the CRPS will be issued at par i.e. Rs. 10/- per CRPS)
Redemption Price/ Redemption Amount	Each CRPS of face value of Rs. 10/- (Rupees Ten only) each will be redeemed at the face value i.e. at par.
Payment of Face Value on Redemption/	Redemption at par in accordance with the provision of Section 55 of the Companies Act,
Manner and Modes of Redemption	2013 and the Company shall redeem the CRPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of CRPS to be redeemed, to are serve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Conversion	The CRPS are non-convertible in nature
Listing	The CRPS will not be listed
Rights of holder(s) of NCRCPs	The holder(s) of CRPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Companies Act, 2013, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act, 2013 and rules made there under.
Expected Dilution in Equity Capital upon conversion of Preference Shares	Nil, since the CRPS are non-convertible.
Other terms	As may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default / listing / statutory / market related covenants.

(v) The shareholding pattern of the Company as on March 09, 2018 is, as under:

EQUITY SHARES @RS.10/- EACH					
Sl. No.	Name of Member	No. of Shares	Face Value of Share	Amount (Rs.)	% Equity
1	Promoter & Promoter Groups	1,57,80,450	10	15,78,04,500	51.78
2	Foreign Portfolio Investors	31,00,000	10	3,10,00,000	10.17
3	Bodies Corporate	21,92,272	10	2,19,22,720	7.19
4	Public	40,77,785	10	4,07,77,850	13.38
5	Foreign Corporate Bodies	45,88,748	10	4,58,87,480	15.06
6	NRI	24,901	10	2,49,010	0.08
7	Clearing Members	6,977	10	69,770	0.02
8	Others	7,05,767	10	70,57,670	2.32
	TOTAL	3,04,76,900	10	30,47,69,000	100
PREFERENCE SHARES					
NIL					

(vi) The issue of CRPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

Item No. 02

The Company proposes to make a preferential issue of Equity Shares to:

- (i) BP Developers Private Limited, and
 - (ii) Odisha Television Limited
- (together the Proposed Allottees).

The Board of Directors of the Company has approved such preferential issue at its meeting held on March 10, 2018.

Approval of the members by way of special resolution is required inter-alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (together "the Act") as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), as amended from time to time.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of upto 25,00,000, Equity Shares having a face value of Rs.10/- (Rupees Ten) each for a price of Rs. 35/- (Rupees Thirty Five Only) each [including premium of Rs. 25/- (Rupees Twenty Five Only) aggregating to Rs.8,75,00,000 (Rupees Eight Crore Seventy Five Lacs Only) on a preferential basis to the Proposed Allottees.

The Proposed Allottees have represented that they have not sold any Equity Shares of the Company during the 6 months preceding the Relevant Date (as defined later).

Intention of Promoters/Directors/Key Management Persons to subscribe to the offer: None of the Directors and Key Management Persons are subscribing to the offer.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter VII of the ICDR Regulations and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, are set out below:

(i) Objects of the Issue

The proceeds of the preferential issue will be used for the following business activities:

1. Meet the general corporate purposes including payment of statutory dues; and
2. Meet other purposes as may be approved by the Board and permissible under applicable laws.

The Board of Directors of the Company in its meeting held on 10th March, 2018 have received the consent and confirmation from the above mentioned promoter and promoters group entities for offer, issue and allotment of Equity Shares of the Company to achieve the above said objectives. This allows the Company to carry out its operations smoothly and improve the performance / profitability in long run and also improve the current ratio of the Company.

(ii) Total number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to issue upto 25,00,000 Equity Shares having a face value of

Rs.10/- (Rupees Ten) each at an issue price of Rs.35/- (Rupees Thirty Five Only) per Equity Share, aggregating upto Rs.8,75,00,000.

(iii) Issue price

Regulation 76 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. Based on the valuation certificate received from an independent chartered accountant in practice that the minimum price at which the proposed preferential issue may be made (as determined in accordance with Regulation 76(1) of the ICDR Regulations) is Rs.31.95/- per equity share.

The Board has decided that the proposed preferential issue shall be made at a price of Rs.35/- (Rupees Thirty Five) per equity share including a premium of Rs.25/- (Rupees Twenty Five) per equity share.

(iv) Relevant date

As per the ICDR Regulations, the 'Relevant Date' for determination of the price per equity share is March 09, 2018.

Sl.No.	Name of proposed allottee	Category	pre-issue % holdings	No. of equity shares proposed to be allotted	post-issue % holdings	Name of ultimate beneficial owner of the proposed allottees
1	BP Developers Private Limited	Promoter / Promoter Group	7.18%	Upto 25,00,000 Equity Shares of face value of Rs.10/- each with a premium of Rs.25/- only	14.21%	Promoter / Promoter Group
2	Odisha Television Limited					

Consequent to the preferential issue, the Proposed Allottees will together hold 14.21% of the post-issue share capital of the Company.

(viii) Change in control, if any, in the Company that would occur consequent to the preferential issue

(v) Intention of the promoters / promoters group / directors / Key Managerial Personnel of the Company to subscribe to the offer

The preferential issue is being made to Promoter / Promoter Group entities viz. BP Developers Private Limited and Odisha Television Limited and they intend to subscribe to the offer.

(vi) Proposed time within which the allotment shall be completed

The issue and allotment of Equity Shares to the Proposed Allottees will be completed not later than 15 days from the date of passing of this special resolution provided that where the allotment of the Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

(vii) The names of the Proposed Allottees, Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately controls the Proposed Allottees:

There will be no change in control or management of the Company as a consequence of the preferential issue.

(ix) The pre and post-issue shareholding pattern of the Company as on 09th March, 2018:

Sl.No	Category	Pre-preferential issue Shareholding ^a		Post-preferential issue Shareholding	
		Total number of shares	%	Total number of shares	%
(A)	Promoters' Shareholding				
1	Promoters'	157,80,450	51.78	182,80,450	55.43
	Total Promoters' Shareholding (A)	157,80,450	51.78	182,80,450	55.43
(B)	Public Shareholding				
1	Institutions				
(a)	Mutual Funds	-			
(b)	Insurance Companies	-			
(c)	Financial Institutions / Bank	-			
(d)	Venture Capital Funds	-			
(e)	Alternate Investment Fund	-			
(f)	Foreign Portfolio Investors	31,00,000	10.17	31,00,000	9.40
	Sub-Total (B)(1)	31,00,000	10.17	31,00,000	9.40

2	Non-Institutions				-
(a)	Bodies Corporate	21,92,272	7.19	21,92,272	6.65
(b)	Public	40,77,785	13.38	40,77,785	12.37
(c)	Foreign Corporate Bodies	45,88,748	15.06	45,88,748	13.92
(d)	Non Resident Indians	24,901	0.08	24,901	0.08
(e)	Clearing Members	6,977	0.02	6,977	0.02
(f)	Others	7,05,767	2.32	7,05,767	2.14
	Sub-Total (B)(2)	115,96,450	38.05	115,96,450	35.17
	Total Public Shareholding (B)=(B)(1)+(B)(2)	146,96,450	48.22	146,96,450	44.57
	Total (A)+(B)	304,76,900	100	329,76,900	100
* Pre-preferential issue Shareholding as on 09.03.2018					

(x) Lock-in period

The proposed allotment of the equity shares shall be subject to a lock-in period in accordance with the applicable provisions of ICDR Regulations.

(xi) The Company hereby undertakes that:

- It would re-compute the price of the Equity Shares specified above in terms of the provisions of the ICDR Regulations if it is required to do so;
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

(xii) Auditor's Certificate

The certificate from M/s Haribhakti & Co. LLP, Chartered Accountants, the statutory auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Extra Ordinary General Meeting of the shareholders.

Other than Promoter's / Promoter's Group Companies, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

The Board accordingly recommends the special resolution as set out in Item No. 1 and 2 of this Notice for your approval.

Place: Bhubaneswar

Date: March 10, 2018

By Order of the Board of Directors

For Ortel Communications Ltd

Sd/-
 Bidu Bhusan Dash
 Company Secretary

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 HANDOVER 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 Extra Ordinary General Meeting of the Members of the Company on Monday, 09th April, 2018 at 11:30 A.M. at C-1, Chandrasekharpur, Behind RMRC, Near BDA Colony, Bhubaneswar-751016, Odisha.

* Applicable for members holding share in electronic form.

Revenue
Stamp

Signature of Shareholder(s)/ Proxy

Tear here

Guide MAP for EGM

Venue: Ortel Communications Limited

C-1, Chandrasekharpur, Behind RMRC, Near BDA Colony, Bhubaneswar-751016, Odisha.



Ortel Communications Limited

Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110 029

CIN: L74899DL1995PLC069353, Web:www.ortelcom.com

Email: ipo@ortelgroup.com, Phone: 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]

Extra Ordinary General Meeting - Monday, 09th April, 2018 at 11:30 A.M.

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;

- Name:
Of Email Id:.....
Address:
Signature:or failing him / her
- Name:
Of Email Id:.....
Address:
Signature:or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the Monday, 09th April, 2018 at 11:30 A.M. at C-1, Chandrasekharpur, Behind RMRC, Near BDA Colony, Bhubaneswar-751016, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description
1	Issue of Cumulative Redeemable Preference Shares on a Private Placement Basis
2	Issue of Equity Shares on Preferential Basis

Signed this day of2018

Signature of shareholder:

Signature of Proxy holder(s):

Notes:

- 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.
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the Proxy Form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent 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.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

Revenue Stamp

Ortel Communications Limited

Registered Office: B7/122A, Safdarjung Enclave, New Delhi - 110 029

CIN: L74899DL1995PLC069353, Web:www.ortelcom.com

Email: ipo@ortelgroup.com, Phone: 011-46868800

E-COMMUNICATION

Dear Members,

As you all are aware that, as per the Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules issued thereunder, Companies can serve all types of communications through electronic mode to those shareholders who have registered their email address either with the company or with the depositories or with Registrar and share transfer agent.

The objective of such initiative is to reduce paper consumption to a great extent by allowing shareholders to contribute towards a better and greener environment.

We therefore invite all our members to contribute to such a noble cause of greener initiative by filling up the below form to receive communication from the company in electronic mode.

Please note that, as a member of the Company, you will be entitled to receive all such communications in physical form upon request.

Sincerely yours;

Bidu Bhusan Dash

Company Secretary & Compliance Officer

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
