



## 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

09<sup>th</sup> April, 2018

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex, Bandra (E),  
Mumbai-400051

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

Scrip- ORTEL

Scrip code-539015

Dear Sir/Madam;

**Subject: Proceedings and Voting Results of Extraordinary General Meeting (EGM)**  
**(Regulation 30 and Regulation 44 of the SEBI(LODR) Regulations,2015)**

The Extraordinary General Meeting (EGM) of Ortel Communications Ltd (the Company) was held today on Monday, 09<sup>th</sup> April, 2018 at 11:30 A.M. at C-1, Chandrasekharpur, Near BDA Colony, Bhubaneswar-751 016, Odisha.

In this regard, please find enclosed the following:

1. Proceedings of the EGM of the Company as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"):-**Annexure-1**,
2. Voting results of the business transacted at the EGM, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"):-**Annexure-2**, and
3. Report of the scrutinizer dated 09<sup>th</sup> April, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014:-**Annexure-3**

The voting results alongwith the Scrutiniser's Report is also made available on the Company's website at [www.ortelcom.com](http://www.ortelcom.com).

This is for your information and record.

Thanking You,  
For Ortel Communications Ltd.

Bidu Bhusan Dash  
Company Secretary & Compliance Officer  
Enclo.: As above





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### Annexure-1

#### SUMMARY OF PROCEEDINGS OF EXTRAORDINARY GENERAL MEETING OF ORTEL COMMUNICATIONS LIMITED HELD ON MONDAY, 09<sup>TH</sup> APRIL, 2018.

The Extraordinary General Meeting (EGM) of the members of Ortel Communications Ltd ("the Company") was held on Monday, 09<sup>th</sup> April, 2018 at 11:30 A.M. at C-1, Chandrasekharpur, Near BDA Colony, Bhubaneswar-751 016, Odisha.

In absence of any designated Chairman of the Board, Mr. Jyoti Bhusan Pany, Independent Director and Chairman of Audit Committee was elected as Chairman of the meeting. The Chairman declared that the requisite quorum was present and called the meeting to order.

The Chairman informed that remote e-voting commenced on April 05, 2018 at 10:00 A.M. and ended on April 08, 2018 at 05:00 P.M. The Chairman informed the members that Mr. Suresh Kumar Yadav, of Kumar Suresh & Associates, Practicing Company Secretaries; office at 1078/31 Street No-1, Laxman Vihar Phase-1, Gurgoan-122002 was appointed as the scrutiniser to scrutinise the remote e-voting process as well as the voting through poll to be conducted at the venue of the EGM in a fair and transparent manner.

The Chairman addressed the members and briefed on the items of special business to be transacted at the EGM. He also invited attention of the members to the explanatory statement of the EGM notice dated 10<sup>th</sup> March, 2018, relating to Item No.1 & 2, at page no.6, a copy whereof was sent to all the members.

With the consent of the members notice convening the EGM was taken as read.

Thereafter, the Chairman invited questions on the resolutions, to which no questions were asked by any member.

Thereafter, the following resolutions as set out in the notice convening the EGM are as follows:

Item No.	Agenda	Resolution	Mode of Voting	Remarks
1	Issue of Preference Shares on private placement basis	Special	Remote e-voting and voting through poll at EGM venue	Passed with requisite majority
2	Issue of Equity Shares on preferential basis	Special	Remote e-voting and voting through poll at EGM venue	Passed with requisite majority

*B. Pany*



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Thereafter, the Chairman announced voting to be taken through poll and requested Mr. Suresh Kumar Yadav, Practicing Company Secretary, the Scrutiniser for the orderly conduct of the voting. The voting through poll at the venue of the meeting was completed for all the resolutions by the shareholders present in person.

The Chairman then announced that the voting results alongwith the consolidated scrutinisers report shall be informed to the Stock Exchanges and also placed on the website of the company and at the registered office of the Company.

The meeting concluded at 12:30 P.M.

Post the conclusion of the meeting, the scrutiniser report was received.

All the resolutions have been passed with the requisite majority.

For Ortel Communications Ltd.



Bidu Bhusan Dash  
Company Secretary & Compliance Officer



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Annexure-2

ORTEL COMMUNICATIONS LIMITED								
Voting Results as per Regulations 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015								
Date of the EGM	09-04-2018							
Total number of shareholders on record date	3167							
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:	3							
Public:	26							
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:	0							
Public:	0							
Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of cumulative Redeemable preference shares on a private placement basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	15780450	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	3098000	3000000	96.8367	3000000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3000000	96.8367	3000000	0	100	0
Public- Non Institutions	E-Voting	11598450	6856154	59.1127	6856154	0	100.0000	0.0000
	Poll		177392	1.5294	177392	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7033546	60.6421	7033546	0	100	0
Total		30476900	10033546	32.9218	10033546	0	100.0000	0.0000
Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of equity shares on preferential basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	15780450	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	3098000	3000000	96.8367	3000000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3000000	96.8367	3000000	0	100	0
Public- Non Institutions	E-Voting	11598450	6856154	59.1127	6845154	11000	99.8395	0.1604
	Poll		177392	1.5294	177392	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7033546	60.6421	7022546	11000	99.8436	0.1564
Total		10033546	10033546	32.9218	10022546	11000	99.8904	0.1096

*B. D. Singh*



**KUMAR SURESH & ASSOCIATES**  
Company Secretaries  
FCS, LL.B

1078/31, Street No. - 1,  
Laxman Vihar, Phase-I,  
Gurgaon - 122001, Haryana  
Ph. : 0124-4054086  
Mob.: 9899378384, 9953817776  
PAN No. : ABLPY2608N  
E-mail : cssureshyadav@gmail.com  
E-mail : kumarsureshassociates@gmail.com  
admin@csksassociates.com  
Website : www.csksassociates.com

*Annexure - 3*

**FORM No. MGT-13**  
**Consolidated Report of Scrutinizer(s) on voting through ballot Paper and through remote e-voting**

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

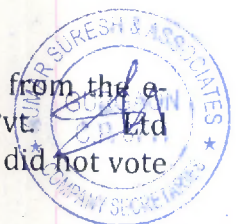
To,  
The Chairman  
Ortel Communications Limited  
B-7/122A, Safdarjung Enclave,  
New delhi-110029

**Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of Ortel Communications Limited held on 09th April, 2018 at its Corporate Office at C-1, Chandrasekharpur, BDA Colony, Bhubaneswar, Odisha at 11.30 A.M.**

Dear Sir,

I, Suresh Kumar Yadav, Practising Company Secretary, M/s Kumar Suresh & Associates, appointed as Scrutinizer(s) for the purpose of scrutinizing the voting on below mentioned resolutions both through e-voting and ballot papers at the Extra-Ordinary General Meeting of the Equity Shareholders of Ortel Communications Limited held on 09<sup>th</sup> April, 2018 at Corporate Office at C-1, Chandrasekharpur, BDA Colony, Bhubaneswar, Odisha at 11.30 A.M submit my report hereunder.

1. In accordance with the Notice of the EGM sent to the members, the remote e-voting period was opened from Thursday, April 05, 2018 (10.00 AM) to April 08, 2018 (5.00 PM).
2. The members holding shares as on the "cut-off date" i.e. 30th March, 2018 were entitled to vote on the resolutions (items no. 1 to 2 as set out in the notice of the Extra-Ordinary General Meeting of the Company)
3. The details of e-voting through remote e-voting were downloaded from the e-voting portal of Karvy Computershare Pvt. Ltd (<https://www.evoting.karvy.com>), in order to ensure that, members did not vote again through ballot papers at the EGM.



4. After the time fixed for closing of the poll by the Chairman, one Ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorisation lodged with the Company.
6. I did not find any poll papers invalid.
7. After counting the votes cast by the members present at the EGM through ballot papers, the votes casted through remote e-voting were unblocked on 08th April, 2018 in the presence of two witnesses. Mr. Himanshu Aggarwal residing at Rewadi, Haryana and Mrs. Gita Yadav residing at Gurugram who were not in the employment of the Company and have signed below as witness to the unblocking of votes.
8. Based on reports generated for both remote e-voting and poll, the result of the poll is as under:

**Resolutions:**

**SPECIAL BUSINESS:**

**Item No. 1:-**

**Special resolution to Issue of 9% cumulative Redeemable preference shares on a private placement basis.**

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

<b>A. Number of members present and voted (In person)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast (Favour)</b>
24	177392	100
<b>B. Number of members voted through remote e-voting system</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast (Favour)</b>
39	9856154	100
<b>TOTAL (A+B) 63</b>	<b>10033546</b>	<b>100</b>

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

<b>A. Number of members present and voted (In person and Proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast (Against)</b>
-	-	-



B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Against)
-	-	-
<b>TOTAL (A+B) 0</b>	-	-

III. Invalid Votes:

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

**Item No. 2:-**

**Special resolution to Issue of equity shares on preferential basis.**

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

A. Number of members present and voted (In person)	Number of votes cast by them	% of total number of valid votes cast (Favour)
24	177392	100
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Favour)
38	9845154	99.84
<b>TOTAL (A+B) 62</b>	<b>10022546</b>	<b>99.84</b>

II. Voted **against** the resolution;

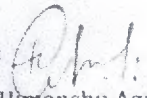
A. Number of members present and voted (In person and Proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
-	-	-
B. Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast (Against)
01	11000	0.16
<b>TOTAL (A+B) 01</b>	<b>11000</b>	<b>0.16</b>

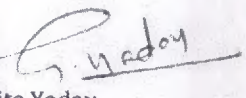
III. Invalid Votes:

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




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

Witness -1:   
Name: Mr. Himanshu Aggarwal  
Address: H.No.-725, Sector-3, Rewari, Haryana

Witness-2:   
Name: Mrs. Gita Yadav  
Address: 1078/31, Laxman Vihar, Gurugram

Thanking you,  
Yours faithfully,

  
Kumar Suresh & Associates  
Suresh Kumar Yadav  
(Proprietor)  
C.P No-6711  
M. No- 6452

Place: Gurugram  
Dated: 09-04-2018

