


TAMILNADU TELECOMMUNICATIONS LIMITED

(A Joint venture of TCIL, a Govt. of India Enterprise &
TIDCO, a Govt. of Tamilnadu Enterprises)

OPTICAL FIBRE CABLE DIVISION


Wo.ks : E18B-24, CMDA Industrial Complex, Maraimalai Nagar - 603 209. Phone : (044) 27453881, 27452406, 27451095, Telefax : +91-44-27454768

TTL/NSE/BSE/2022-23
Dt.05.09.2023

<p>To The Manager, M/s. National Stock Exchange Of India Limited, “Exchange Plaza”, Bandra Kurla Complex, Bandara (East), MUMBAI – 400 051</p> <p>Scrip Code: TNELE</p>	<p>To The Manager, Bombay Stock Exchange Limited, Floor No.25, PJ Towers, Dalal Street, MUMBAI – 400 001</p> <p>Scrip Code:523419</p>
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Dear Sir/Madam,

SUB: Integrated Annual Report for the financial year ended 31st March 2023

This is further to our letter dated 01st September 2023 wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 26th September 2023 through Video Conference / Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

In terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company including the Board’s Report and the Notice of AGM for the financial year 2022-23, which is being sent through electronic mode to the members.

The Integrated Annual Report containing the Notice of Annual General Meeting is also uploaded on the Company’s website at <https://www.http://www.tlofc.in/investor/AnnualReports/> and this is also available on the website of CDSL at www.cdslindia.com & <https://evoting.cdslindia.com/Evoting/EvotingLogin>

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

Thanking you,

Yours faithfully,

JACRIYAS
RAMESHKANNAN
AN

Digitally signed by JACRIYAS
RAMESHKANNAN
Date: 2023.09.06 21:19:21
+05'30'

(J Ramesh Kannan)

Managing Director

DIN 09292181

Encl. as above

**Tamilnadu
Telecommunications
Limited**

**35th Annual Report
2022-2023**

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Board of Directors	Shri.D. Porpathasekaran Shri. J.Ramesh Kannan Shri. B.Elangovan Shri. R.Karthikeyan Mrs. Alka Selot Asthana	(DIN:09612667) (DIN: 09292181) (DIN:00133452) (DIN:00824621) (DIN:10064149)	- Chairman and Director - Managing Director & Chief Financial Officer - Director - Director - Director
Company Secretary	: Ms. Swapnil Gupta		
Registered Office	: No.16, 1st Floor, Aziz Mulk 3rd Street, Thousand Lights, Chennai – 600 006. CIN : L32201TN1988PLC015705 Telefax : 044-28292653, Website : www.ttllofc.in		
Factory	: E 18B – E24, CMDA Industrial Complex, Maraimalainagar – 603 209, Tamilnadu		
Statutory Auditors	: M/s. V NARAYANAN & CO, Chartered Accountants, 23, C.V.Raman Road, Alwarpet, Chennai -600018.		
Secretarial Auditors	: Mr. Tarun Saini, M/s. TarunSaini & Associates, (A Peer Reviewed Firm From ICSI), Membership No:11067 & COP No:11990, office at 10/58, LGF, VikamVihar, Lajpat Nagar-IV, New Delhi-110024.		
Internal Auditors	: Mr. V SaiSelvam M/s. RITS & Associates, Chartered Accountants, office at A1, Alsa Arcade, B9, 2nd Avenue, Anna Nagar East, Chennai-600 102		
Promoters	: Telecommunications Consultants India Limited, 'TCIL BHAWAN', Greater Kailash – I, New Delhi – 110 048. Tamilnadu Industrial Development Corporation Limited, 19-A, Rukmani Lakshmi pathy Road, Egmore, Chennai – 600 008.		
Registrar & Share Transfer Agents	: Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai – 600 002. Phone : 044 – 28460390		

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form may register their email Id by informing the same to the Company or its R&T Agent.

- Note : 1. No Gifts / Coupons will be distributed at the meeting.
2. Please download your copy of the Annual Report from the website of the company.

TAMILNADU TELECOMMUNICATIONS LIMITED

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of Tamilnadu Telecommunications Limited is to be held at 11.30 a.m. on Tuesday, 26th September 2023 in the TCIL Bhawan, Greater Kailash-I, New Delhi - 110048, through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business.

Ordinary Business

01. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2023 including the Audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors' Report thereon and in this regard, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2023, which comprise the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted".

02. To appoint a Director in place of Shri D. Porpathasekaran (DIN 09612667), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri D. Porpathasekaran (DIN 09612667), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

03. To appoint a Director in place of Shri. B. Elangovan, (DIN 00133452), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri. B. Elangovan, (DIN 00133452), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

04. To fix the remuneration of the Statutory Auditors for the financial year 2023-24.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the fee for the Statutory Audit be and is hereby approved at Rs.1,00,000/- (One Lac only) plus applicable taxes for the year 2023-24 to the Statutory Auditors of the Company as appointed by CAG."

RESOLVED FURTHER THAT the Company Secretary or any Director of the Company be and is hereby also authorized to do all such acts, deeds, matters, things & writings as may deem fit, proper, expedient or necessary to give effect to the said resolution."

Special Business

05. Approval for Grant of Lease of the manufacturing facilities and premises of TTL Factory through tender and advertisement on lease cum revenue sharing model.

To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 180 of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, including any modifications) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to the consent of the members by way of special resolution and subject to such other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the Board be and is hereby accorded to lease the manufacturing facilities and entire factory premises of 9.78 acres (factory area and vacant land) to M/s Grün Maschinen Und Technik Private Limited, Chennai, a SPV constituted by Consortium of M/s.G.M.T. Enterprises FZC, UAE (Lead Bidder and a foreign entity), M/s.Middle East Engineering Services LLC, Oman, M/s.Anji Engineering Solutions Private Limited, Chennai and M/s.Attadus Inc, USA on including contracts, licenses, permits, rights, obligations, consents and approvals relating to the said factory premises on revenue sharing model plus fixed monthly lease rent, as per agreed payment terms, with effect from agreement date, in such manner and on such terms and conditions as may be prescribed in the agreement within the power to the Board to finalize and execute all the required documents/agreement,

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memoranda, and any other incidental documents with such modifications as may be required from time to time subject to approval of shareholders.”

“**RESOLVED THAT** Shri J Ramesh Kannan, Managing Director (DIN 09292181) on behalf of the board be and is hereby authorized to execute all documents, deeds or writings as may be necessary in relation to the above leasing and revenue sharing business model and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions if required to be obtained by the company in this regard.”

“**RESOLVED FURTHER THAT** Shri J Ramesh Kannan, Managing Director (DIN 09292181) on behalf of the board be and is hereby authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such leasing of the factory premises as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company.”

“**RESOLVED FURTHER THAT** Managing Director or any director be and are hereby authorized to file all relevant and necessary returns /forms under the Companies Act 2013 and SEBI LODR Regulations, 2015.”

By order of the Board
For **TAMILNADU TELECOMMUNICATIONS LIMITED**

Place: Chennai
Date: 01.09.2023

J.Ramesh Kannan
Managing Director
(DIN 09292181)

To

1. All the members of the Company
2. Auditors

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and File No. Policy17/57/2021-CL-MCA dated December 28, 2022. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
5. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to acstarunsaini@gmail.com/legalhimanshu@gmail.com with a copy marked to ttlcosec@gmail.com.
6. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 22nd September 2023 through email on mdpa2018ttl@yahoo.com or ttlcosec@gmail.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
8. The Company's Registrar and Share Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Cameo Corporate services Limited, having their office premises at "Subramanian Building" 5th Floor, No.1, Club House Road, Chennai – 600 002, Email: cameo@cameoindia.com Phone: 044-28460390 Fax: 044-28460129. The Register of Members and Transfer Books of the Company will be closed from 20th September, 2023 to 26th September, 2023 (both days inclusive).
9. In compliance with the aforesaid MCA Circulars and SEBI Circular No.17/2020 dated May 12, 2020, Notice the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.ttlcfc.in>. The Notice can also be accessed from the websites of the

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- Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
10. Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, transfer and Refund) Rules, 2016 as amended, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF) administered by the Central Government. As on date, there are no unclaimed dividends.
 11. 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 their PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company along with the proof thereof.
 12. Members holding shares in physical form are requested to advise any change of address and are also to submit their specimen signatures duly attested by their Bank immediately to the Company. Members holding shares electronically in dematerialized form must advise any change of address to their respective Depository Participant.
 13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules thereon. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s.Cameo Corporate Services Ltd, at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
 14. Members holding shares in physical form requested to intimate any change of bank mandate to M/s. Cameo Corporate Services Ltd to the Company immediately.
 15. SEBI vide notification No.SEBI/LD-NRO/GN/2018/24 dated June 8, 2018, has amended Regulation 40 of Listing Regulations, mandating transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) which shall be effective April 1, 2020. Accordingly requests for transfer of securities of listed entities shall not be processed unless the securities are held dematerialised form with depositories. In view of the same Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.
 16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
 17. In terms of Regulations 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the secretarial standard -2 on "General Meeting, the particulars of Directors seeking to be re-appointed /appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below. Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.
 18. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 19. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
 20. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1 April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
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TAMILNADU TELECOMMUNICATIONS LIMITED

21. **Explanatory Statement-Details of the Directors proposed for reappointment pursuant to Regulation 36 (3) of SEBI Listing Regulations and SS-2 issued by ICSI.** In terms of Section 152 of the Act, **Shri.D.Porpathasekaran (DIN 09612667) and Shri.B. Elangovan, (DIN 00133452)**, retires by rotation at this Meeting and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends them re-appointment. Details of the Director proposed to be re-appointed as required in terms of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, are provided below.

A. Shri.D.Porpathasekaran (DIN 09612667), aged 55 years has been in the Board of the Company since April 2021. **Shri.D.Porpathasekaran**, Director (Technical) of TCIL is an officer of Indian Telecommunication Service, 1988 batch and holds Bachelor's degree in Electronics and Communication Engineering from Bharathiyar University and MBA in International Business from Alagappa University. He was working as Executive Director (IT & Telecom), TCIL before taking over as Director (Technical). He has experience of more than 33 years in all spheres of Telecom and worked in various organizations viz ITI/DOT/BSNL/TCIL/ ICSIL. He has worked in various parts/regions of India and Abroad.

On deputation to TCIL from 2001 to 2006, he worked as Project Director, Tamilnadu, Southern Region, Project Leader, Nigeria and Project Director (ICSIL-Kuwait) and handled various Turnkey projects and Operation and Maintenance of Telecom Networks. He was deputed to foreign countries on various assignments like training, attending workshop, Tech Expos and Validation etc., to Japan, Australia, Finland, Maldives and Singapore.

He is ever willing and has been carrying out his responsibility with due diligence and devotion in an exemplary manner leading his team by example throughout his career.

The details of Directorships / Committee Membership in other companies are below:

Name of the Companies	Nature of Interest
Telecommunications Consultants India Limited	Whole time Director
Intelligent Communication Systems India Limited	Director

B. Shri. B. Elangovan, (DIN 00133452), aged 59 years has been in the Board of the Company

since December 2008. He is a Master Degree holder in Mechanical Engineering and has rich technical experience. He holds NIL shares in TTL.The details of Directorships/ Committee Membership in other companies are below:

Name of the Companies	Nature of Interest
Arkonam Castings and forgings Limited	Nominee Director
Tamilnadu polymer industries park Limited	Nominee Director
Chennai Aerospace Park Limited	Nominee Director

22. Key Point

- The Meeting shall be deemed to be held at the registered office of the Company at No.16, 1st Floor, Aziz Mulk 3rd Street, Thousand Lights, Chennai – 600006.
- Since the AGM will be held through VC /OAVM, the route map to the venue is not annexed to this Notice.
- The Notice of the 35th AGM along with the Annual Report of 2022-23 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, a physical copy may not be sent by any permitted mode. To support the 'Green Initiative' Members who have not registered their email addresses are required to register the same with the Company/ Depository. Members may note that this Notice and the Annual Report 2022-23 will also be available on the Company's website viz. www.ttlofc.in.
- Members are requested to:
 - intimate to the Company's Registrar and Transfer Agents, M/s. Cameo Corporate Services Ltd, at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
 - quote their folio numbers/Client ID/DP ID in all correspondence;
 - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

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5. 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 as amended from time to time and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 Regulations, the Company is pleased to offer e-voting facility to its members to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-voting platform provided by M/s. Cameo Corporate services Ltd. (CAMEO).
6. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. Facility of voting through ballot shall also be made available at the meeting.
7. Voting Options REMOTE E-VOTING THROUGH ELECTRONIC MEANS

THIS EXPLANATORY STATEMENT IS PROVIDED IN TERMS OF REGULATION 36(5) OF THE LISTING REGULATIONS; HOWEVER, THE SAME IS STRICTLY NOT REQUIRED AS PER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 2

To appoint a Director in place of Shri D. Porpathasekaran (DIN 09612667), who retires by rotation and being eligible, offers himself for re-appointment. The details are placed at Annexure - A.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors and the Executive Chairman are not subject to retirement by rotation.

The Board of Directors recommends the resolution as set out in Item No. 2, for approval of the Members of the Company by way of an Ordinary Resolution.

Annexure-A

Details of Director seeking re-appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the Listing Regulations]

Basic Information:

Shri.D.Porpathasekaran, is an officer of Indian Telecommunication Service, 1988 batch and holds Bachelor's degree in Electronics and Communication Engineering from Bharathiyar university and MBA in International Business from Alagappa University. He was working as Executive Director (IT & Telecom), TCIL before taking over as Director (Technical). He has experience of more than 33 years in all spheres of Telecom and worked in various organizations viz ITI/DOT/BSNL/TCIL/ICSIL. He has worked in various parts/regions of India and Abroad.

He has expertise in Project management, General Administration, Sales and Marketing and Enterprise Business. He has been part of various Technical committees and Price Negotiation Committees at corporate level. As Principal General Manager, Broadband Network Circle, BSNL he was handling Operation and Maintenance of Wi-Fi NOC, NMS NOC, SSTP NOC, NIB-P3 OSS/BSS NOC. He has shown exemplary leadership qualities in guiding, motivating and getting the best out of his staff and was adept in handling critical issues and emergency situations affecting the services. As Sr.GM, NWO-CM, BSNL he headed the TN mobile operations, executed Phase VIII.4 GSM expansion consisting of 1200 3G BTSs/ 770 4G e-Nodes / LTE network /IMS Core network. During his tenure the PO/ PI ratio of TN circle, BSNL, was always net positive. He was instrumental in achieving 1.5M port in 2018, the highest ever in BSNL across circles.

As GM/Sr.GM, SZ Nodal centre, BSNL he executed Rs.220 Crore expansion of Billing/IN/SMSC/OTA/SDP/EIR under Phase VII GSM expansion including the very challenging IN migration of 35 Mn customers. He has also worked as GM, CFA, Coimbatore SSA, GM, Salem TD, PGM Coimbatore TD, PGM, Trichy TD for short spells.

As DGM, Chennai Telephones District, DoT, he commissioned many RSUs/RLUs and made the South West area On Demand. As DGM/Addl. GM, BSS operations, he handled the roll out of Phase V , Phase VII GSM project of different technologies in TN Circle involving more than 3500 2G BTSs, 2500 3G BTSs, multiple BSCs, RNCs, and MGWs at a project cost of Rs.1100 Crores.

Item No. 3

To appoint a Director in place of Shri. B. Elangovan, (DIN 00133452), who retires by rotation and being eligible, offers himself for re-appointment. The details are placed at Annexure B.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles

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of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors and the Executive Chairman are not subject to retirement by rotation.

The Board of Directors recommends the resolution as set out in Item No. 4, for approval of the Members of the Company by way of an Ordinary Resolution.

Annexure-B

Details of Director seeking re-appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the Listing Regulations]

Basic Information :

Shri.B.Elangoan, has been a Director on Board of Tamilnadu Telecommunications Limited from many years (2008) and had a vast experience. He is also a Sr. General Manager (Projects) in TIDCO. He is the senior member of committees and board and actively participates in the meetings. His expert knowledge is a vast support to the company and helps on its revival. He is likely to retire in next year. His contribution towards company is immense.

Item No. 5

Tamil Nadu Telecommunications Limited (TTL), a JV of TCIL & TIDCO has been continuously incurring losses for the past 16 years. The utilization of the capacity of the plant was also continuously in the declining trend to the extent of less than 10%. The company was declared sick in the year 2010 by BIFR due to continuous losses and erosion of net worth. The Current financial condition of the company as on 30th June 2023 has been deteriorated having the accumulated losses of Rs.208/- crores with a negative net worth of Rs.198/- crores. There has been no operation and revenue generation since August 2017. Based on the discussions held in the board, time to time various ways are being explored to generate revenue to keep the company a going concern.

One of the proposals is monetization of TTL premises including vacant land along with diversification of business. TTL has total 9.78 acres of land in Maraimalainagar, near Chennai. Factory area is 4.27 acres with a framed structure built up area of 53265 Sq.ft and vacant land area is 5.51 acres. In this regard a Notice Inviting Tender (NIT) and Request for Proposal (RFP) for has been floated for Grant of Lease of the Manufacturing Facilities and Premises of Tamilnadu Telecommunications Factory located in Maraimalai Nagar, near Chennai, Tamil Nadu.

RFP for leasing of TTL factory premises was initiated and published in TTL, TCIL and nic portal in September 2021 and was extended twice. Again 2nd time the RFP was floated in November 2021 and the opening date were further extended two times. As there was no response, 3rd time RFP was again

floated on 29.12.2021 and tender advertisement was widely published in leading newspapers, Business Line (Tamilnadu Edition) & Dinamalar (Chennai Edition) on 5.01.2022 and Economic Times (All India Editions) on 07.01.2022. Only single bid was received on 21.03.2022 from M/s Shri Harikrishna Industries, Chennai.

The above proposal was considered in the 34th Annual General Meeting of the Members of Tamilnadu Telecommunications Limited held on 28th September 2022 at item No.6. Members had approved the proposal for revenue sharing and leasing of facilities of TTL factory and its premises to M/s Shri Harikrishna Industries, Chennai. Agreement was sent to the party for signing. Despite giving repeated reminders, the party did not turn up for the signing of the Agreement. A warning letter was issued to them on 23.09.2022. The party replied requesting for time extension till December 2022. But no further communication was received from their side till the given timeline ie. till 31st December 2022.

Hence, M/s.Shri.Harikrishna Industries, Chennai has been terminated vide Letter TTL/SHKI/2022-23/Chennai/02 Dated 03rd January, 2023 issued by the MD & CFO (TTL). Thereafter, then again Notice Inviting Tender (NIT) and Request for Proposal (RFP) No.TTL/RFP/22-23/CHENNAI/01 dated 02.01.2023 was published on 03.01.2023 in the websites of TCIL (www.tcil.net.in) and TTL (www.ttlcofc.in) for grant of lease of manufacturing facilities and premises of TTL Factory at Maraimalai nagar, near Chennai, Tamilnadu. It was also advertised in the leading newspapers Business Standard All India English edition and Dinamani Chennai Tamil edition.

The single bid was received from M/s Helios LED Lightronics Pvt Ltd (Helios) from Chennai. Letter of Award (LOA) was sent to M/s Helios Led Lightronics Private Limited on 10th February 2023. The party declined to proceed ahead with the LOA and stated that "due to our internal reasons and our financial position we are not in a position to take any financial liability. We kindly request you to relieve us from this." as per their e-mail Dt. 20th February 2023.

As there was no alternative but to cancel the tender, a Letter dt.15.03.2023 was issued to the bidder to M/s Helios LED Lightronics Pvt Ltd to forfeit the EMD and debarred them for further participation in the tender /RFP for leasing cum revenue sharing of factory and its premises of TTL.

Based on the previous experience and to make the company a going concern certain eligibility conditions were modified in the present tender due to the following constrains / reasons:

- i. The existing premises can be given on lease only for manufacturing of telecom equipment / accessories not for other purposes.
- ii. Based on the assessment by the earlier prospective bidders, there is very little scope for utilizing existing machineries and straight away commence the product of OFC cables.

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- iii. To start the operation in the said premises, the prospective lessee has to invest huge amount of money.
- iv. The parties who have earlier evinced interest in TTL premises and participated in the RFPs have backed out after realizing the potential investment and associated risk involved.
- v. In our earlier RFPs, we have insisted only single entity not consortium.
- vi. Recently we have also received Japti (attachment) notice from Maraimalai nagar Municipality for non-payment of Rs.75 lakhs towards property Tax.
- vii. TTL is facing severe fund crunch and depends on working capital support from TCIL to meet the legal, statutory and essential expenditures.

In view of the above, eligibility condition under clause 2.3 of the RFP has been modified as given below:

- (i) Consortium was allowed as the prospects of getting bids are more against the proposed RFP.
- (ii) Liberalizing the profit conditions also appearing in the RFP due to Covid period and modified to "should be a profit-making (EBITDA) entity in 2 (two) out of 5(five) consecutive financial years".
- (iii) The tender period was reduced to 14 days due urgency of tender.

Finally a Notice Inviting Tender (NIT) and Request for Proposal (RFP) No. TTL/RFP/22-23/CHENNAI/02 dated 15.03.2023 was published on 16.03.2023 in the websites of TCIL (www.tcil.net.in) and TTL (www.ttlcofc.in) for grant of lease of manufacturing facilities and premises of TTL Factory at Maraimalainagar, near Chennai, Tamilnadu. It was also advertised in the leading newspapers Business Standard All India English edition and Dinamani Chennai Tamil edition.

The tender box was opened at 3 pm on 29.03.2023 by the opening committee. The committee found that only single bid was received from Consortium of companies(1)M/s.G.M.T. Enterprises FZC, UAE (Lead Bidder), (2)M/s.Middle East Engineering Services LLC, Oman, (3)M/s.Anji Engineering Solutions Private Limited, Chennai, (4)M/s.Attadus Inc, USA.

The technical and financial evaluation committee (consisting of Ms. Swapnil Gupta, CS/TTL; Shri Rohit Arora, GM (Civil); Shri.Pawan Arora, CGM (F&A) TCIL and Shri. Sanjeev Jain, CGM (NFS & NP) TCIL) evaluated the received bid and found that Net worth certificates were not available and the same were received subsequently from the bidder.

The evaluation committee pointed the below deviations in their report. As per clause 2.3.1 (c), Lead partner M/s G.M.T. Enterprises FZC, UAE does not meet the profit making (EBITDA) criteria (the company was formed in November

2022. However the bid in the last line of the same para explains the criteria which states that "in case of consortium combined financial performance (EBITDA) and net worth will be considered".After receiving the required documents, the financial bid was opened on 25.04.2023, the copy of the report.

The financial bid was opened on 25.04.2023 by the committee. It was found that the party has quoted total net revenue instead of total revenue. Since the net revenue is Sales minus sales returns, the total revenue (as per tender) is also implies the same. While issuing LOA the "total revenue" shall be considered instead of "total net revenue".

The next day negotiation meeting was held on 26.04.2023. After negotiation the bidder agreed to increase the lease rent and submitted a revised quote to the evaluation / negotiation committee. The Committee recommended to move ahead with the bidder. As recommended by the evaluation committee, the proposal for leasing cum revenue sharing was put up to the Audit committee for approval of Board. The Board has approved the final negotiated lease rent as given below:-

(i) Lease rent

Lease rent for the First Financial year 2023-24 is Rs.0.50 cr., FY 2024-25 is Rs.2.16 crs., there after compounded 5% annual increase from FY 2025-26. Total lease rent for the lease period of 9 years and 11 months is Rs.25,43,43,356 Plus GST.

(ii) Revenue sharing

In addition to above monthly rental, the Lessee shall also share 1% of total net revenue achieved during each financial year except for the first year or a minimum threshold limit (of Rs. 10 lakhs for first 24 months and from 25th month onwards Rs.20 lakhs) whichever is higher to the Lessor.

In case of orders received from TTL /through its promoters, Lessee shall share 2% to 2.5% of the value of the order executed excluding GST (2% upto value of orders executed for Rs.100 crs., 2.1% orders upto Rs.300 crs., 2.2% orders upto Rs.500 crs., 2.3% orders upto Rs.750 crs., 2.4% orders upto Rs.1000 crs, 2.5% orders upto 1500 crs and above).

The bidder M/s Grün Maschinen Und Technik Private Limited [GMTE FZC UAE]a SPV constituted by Consortium of M/s.G.M.T. Enterprises FZC, UAE (Lead Bidder and a foreign entity),M/s.Middle East Engineering Services LLC, Oman, M/s.Anji Engineering Solutions Private Limited, Chennai and M/s.Attadus Inc, USA has accepted the above payment conditions and agreed to sign the agreement.

It is felt that the present opportunity should not be missed as the plant was lying idle for the past 5 years without generating any revenue rather incurring fixed and statutory expenses. Moreover, any more delays will further spoil the condition of the unused machineries which may not fetch any value in the future or may fetch only scrap value.

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The Board recommends the resolution set forth in item no. 5 for the approval of the members as a Special Resolution.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode..

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 23rd September 2023 at 09:00 AM and ends on 25th September 2023 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting

facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

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Type of shareholders	Login Method	Type of shareholders	Login Method
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>		<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>	Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>		

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Dematmode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

For Physical shareholders and other than individual shareholders holding shares in Demat	
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id /folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Tamilnadu Telecommunications Limited to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and

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- click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- (xviii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- (xix) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xx) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (xxi) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (xxii) It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxiii) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; acstarunsaini@gmail.com/legalhimanshu@gmail.com or office at 10/58, LGF, Vikam Vihar, Lajpat Nagar-IV, New Delhi-110024, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxiv) Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise /mitigate any kind of aforesaid glitches.
- (xxv) Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance between 14th September, 2023 to 18th September, 2023 mentioning their name, demat account number/folio number, email ID, mobile number at ttlcosec@gmail.com.
- (xxvi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
- (xxvii) The Company/RTA shall co-ordinate with CDSL and provides the login credentials to the aforesaid shareholders. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM
- (xxviii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 and Ms. Kanthimathi J, M/s Cameo Corporate Services Limited, UNIT: TTL “Subramanian Building” 5th Floor, No.1, Club House Road, Chennai – 600 002 or send an email to for all Investor queries & grievances:investor@cameoindia.com for non-receipt of annual reports: helpdesk.agm@cameoindia.com or call 044-28460390 Fax: 044-28460129 and contact at toll free no. 1800 22 55 33.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**
- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Microsoft Team App system. Shareholders may access the same at <https://www.ttlcofc.in> under shareholders/ members credentials. The link for VC/OAVM will be available in shareholder/members segment of Company website “www.ttlcofc.in” on home page will be displayed.
 - Follow the instructions mentioned on Companies website and as stated below:-

For attending the AGM on 26th September, 2023 at 11.30 a.m.

A. FOR MOBILE USERS:

 - For mobile users, download the “Microsoft Teams App” from ‘Google Play Store’ for attending the AGM in your mobile device.
 - Go to the company website “www.ttlcofc.in” a click the meeting link on 26th September, 2023 – Click the “Link for AGM and Join”
 - Go to “Open your Microsoft Teams App:
 - Enter your Name and Folio No. to join the meeting.

B. FOR DESK TOP /LAPTOP USERS/ iPads

 - Go to the Company’s website “www.ttlcofc.in” and click the meeting link on 26th September, 2023- Click the “Link for AGM and Join”
 - Enter “continue on this browser”
 - Enter your Name and Folio No. to join the meeting.
 - ALL THE SHAREHOLDERS ARE REQUESTED TO JOIN THE MEETING WELL IN ADVANCE i.e. before
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scheduled meeting time. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the

same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

OTHER INSTRUCTIONS

- i. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 or contact at toll free no. 1800 22 55 33
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The Scrutinizer shall within a period not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. Mr. Tarun Saini from M/s. Tarun Saini & Associates, (A Peer Reviewed Firm From ICSI), having Membership No:11067 & COP No:11990, resident of H.No.2, Ashok Vihar, PH-III, Gurgaon-122001 having office at 10/58, LGF, Vikam Vihar, Lajpat Nagar-IV, New Delhi-110024, Practicing Company Secretaries (PCS) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Results shall be declared after remote E voting and physical ballot after the AGM of the Company and the resolutions will be deemed to be passed on the date by the Company subject to the receipt of requisite number of votes in favour of the resolution. The Results

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declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to the Stock Exchanges.

- vi. Details of Scrutinizer: Mr. Tarun Saini from M/s. Tarun Saini & Associates, (A Peer Reviewed Firm From ICSI), having Membership No:11067 & COP No:11990, Practicing Company Secretaries (PCS).
- a) The Scrutinizer's decision on the validity of the vote shall be final.
 - b) Once the vote on a resolution stated in this notice is cast by shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the Meeting; however such member shall not be allowed to vote again.
 - c) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting and e-voting during the AGM.
 - d) The Scrutinizer after scrutinizing the votes cast at the Meeting by Poll and through remote e-voting, will not later than two (2) days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.
 - e) The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.ttlfc.in). The Results shall simultaneously be communicated to Bombay Stock Exchange Limited and National Stock Exchanges.
 - f) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26.09.2023 subject to receipt of the requisite number of votes in favor of the Resolutions.

By order of the Board
For TAMILNADU TELECOMMUNICATIONS LIMITED

Place: Chennai
Date: 01.09.2023

J.Ramesh Kannan
Managing Director
(DIN 09292181)

BOARD'S REPORT

To
The Members

The Board of Directors hereby submits the Thirty Fifth Annual Report of the Company with Audited Financial Statements for the period from 1st April 2022 to 31st March 2023 along with the Auditors Report.

FINANCIAL HIGHLIGHTS

The financial performance of your company is as given below:-
(Rs. in Lakhs)

Particulars	2022-23	2021-22
Revenue from operations	-	-
Other Income (Net)	18.32	2.15
Total Revenue	18.32	2.15
Total Expenditure	267.80	193.83
Finance Charges	921.31	822.05
Extraordinary / Exceptional items	-	2.45
Gross Profit / (Loss) after interest before Depreciation & Tax	(1170.79)	(1016.18)
Depreciation and Amortization Expense	25.84	28.19
Provision for Taxation / Deferred Tax	-	-
Net Profit / (Loss)	(1196.63)	(1044.37)
Other Comprehensive Income /(Loss):Item that will not be reclassified to Profit and Loss	13.73	(5.18)
Total Comprehensive Income/(Loss) for the Period	(1182.90)	(1049.55)

The net loss after Tax is Rs.(1182.90) lakhs against net loss of Rs.(1049.55) lakhs made during the previous year.

Review of Operations

During the year under review, the company's other income was Rs.18.32 lakhs and the sale was still nil.

You are aware that the Company is passing through a tough period for past several years. The plant is still non-operational due to the requirement of huge fund for major repairing of very old machineries. But your management is trying hard to revive the company.

During the year, management has explored the possibility of various ways to monetize the company based on the Detailed Project Report (DPR) submitted by the renowned Consultant. With your support the company is expected to start earning revenue from the next year.

TAMILNADU TELECOMMUNICATIONS LIMITED

Market Scenario and Outlook

Over the past few years, OFC has emerged as a core component for supporting India's fledgling digital ecosystem. OFC rollouts have more than doubled during the last five years. These rollouts have been driven largely by the government's push to increase internet penetration across the country through its projects like Digital India, BharatNet, Smart Cities Mission, National Broadband Mission as well as through telcos growing focus on site fiberisation and fiberizing the last mile. **The Fiber Optic Cable Market size is estimated at USD 11.63 billion in 2023, and is expected to reach USD 18.10 billion by 2028, growing at a CAGR of 9.24% during the period of 2023-2028.**

Top Impacting Opportunities/Drivers:

- i. Widespread implementation of 5G: The auction for the 5G spectrum in India concluded on 1st August 2022. The advent of the 5G network will have a positive impact on the growth of the fiber optic cable market. High Internet speed is required in various sectors. India's leading service providers have rolled out 5G across India in major cities, focusing on use cases for both urban and rural consumers. Telecom leaders are relying on fiber optic cable to fulfill the extensive demand for 5G connectivity.
- ii. Increase in adoption of Fiber to the Home (FTTH) connectivity: FTTH is a popular integrated communication technology that uses fiber optic technology to enable faster and more effective communication. The technology connects homes to the operator through optic fiber wires. It is the most advanced technology for building the next generation of communication networks. For instance, fiber connections are used by more than 130 million homes.
- iii. Rise in investments in optical fiber cable (OFC) network infrastructure: The growth of 5G is anticipated to be fueled by the hike in consumer data and proliferation of internet of things (IoT) devices. Furthermore, to meet the set standards, operators from India, have been increasingly investing in optical fiber and related technologies. Also, increase in fiber demand, owing to the rural broadband project "BharatNet", Last Mile Connectivity Projects for connecting villages, Smart Cities Mission, and large connectivity projects by the Defense, is expected to increase the investment of optical fiber in India.
- iv. Technological advancements in the fiber optic cable technology: Advances in technology to improve bandwidth and reduction in attenuation rate have created numerous opportunities for the fiber optics market. The optical fibers are getting smaller and smaller to the deployment challenges being raised by end-use applications. As telecom operators started looking for high fiber count cables in reduced diameters,

optical fiber, and cable manufacturers are investing in research and development to realize smaller fibers and cables. These cables will be deployed for FTTx and 5G networks.

- v. The explosion of data traffic from various sources, such as the internet, e-commerce, computer networks, and multimedia (voice, data, and video), has led to the need for a transmission medium capable of handling higher bandwidth. Fiber optic cables, with comparatively infinite bandwidth, have proven to be the solution.

On the OFC manufacturing front, players can leverage opportunities under the recently approved BharatNet, the government's project for providing last-mile connectivity across villages in the country.

All these factors / demand drivers are projected to fuel the growth of the fiber optic cable market.

Cautionary Statement

Statements in the Boards' Report contain forward looking statements. Actual results, performances or achievements may vary materially from those expressed or implied, depending upon economic conditions, Government policies, subsequent developments and other incidental factors.

Risk & Concern

The industry is facing challenging cost pressures as the cost of major raw materials are going up due to shortage & increase in oil prices. The variations in exchange rate fluctuation are also a threat towards cost of production. The competition within OFC business is becoming fierce due to emerging new technologies and frequent new product introductions in Optical fiber products which command competitive prices and preference in the market. The market price of cables is also varying due to competition.

Directors

In accordance with Sec.152 (6) and (7) of the Companies Act, 2013, read with Articles 79 & 80 of the Articles of Association of the company, Shri D. Porpathasekaran (DIN 09612667) and Shri. B. Elangovan, (DIN 00133452), will retire from the directorship of the company by rotation and being eligible, offer themselves for re-appointment.

Directors' Responsibility Statement

As required under Section 134(5) of the Companies Act, 2013, the Directors of the Company hereby state and confirm that –

- a) In the preparation of the annual accounts the applicable accounting standards had been followed.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the

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Company as at 31st March 2023, and the loss of the Company for the year ended on that date.

- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) They have prepared the annual accounts on a going concern basis considering the comparative growth in OFC market, future prospects of the Company with the support of TCIL.
- e) They have laid down internal financial control to be followed by the company and that such internal financial control is adequate and was operating effectively.
- f) They have devised proper system to ensure compliance with all provision of all applicable laws and that systems were adequate and operating effectively.

Extracts of the Annual Return

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act, 2013 and read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2023, is available on the Company's website and can be accessed at <https://tlofc.in/AnnualReturn.html>. The extract of the Annual Return in Form MGT-9 has been attached.

Corporate Governance

A report on Corporate Governance with the Practicing Company Secretaries Certificate on compliance with conditions of the Corporate Governance has been attached as to form part of the Report.

Clarification on Practicing Company Secretaries observations is given below:

1. **Due to the non-appointment of Independent Directors, the Company has not complied with Section 149(4), 177(1), 178(1), and Schedule IV of the Companies Act, 2013 as well as with Regulations 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in terms of minimum number of Independent Directors in the Board, Constitution of Audit Committee, and conducting a separate meeting of Independent Directors respectively.**

Company's reply:

Points No (1): The Company is Joint sector Govt. Company with 49% of its shares held by TCIL, a Govt. of India Enterprise and 14.63% held by TIDCO, a Govt of Tamilnadu Enterprise. Being a Govt. Company, action has already been taken for

induction of Independent Directors Constitution of Audit Committee as per 18 (1) and Constitution of Nomination and Remuneration Committee as per regulation 19(1) of SEBI LODR and separate Independent Directors Meeting as per 25(3) of SEBI LODR shall be conducted after appointment of required number of Independent Directors by the Ministry of Telecommunications.

2. Non-Compliance of Regulation 46 (2) (b), (c), (e) (f) (g) and (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Company's reply:

Points No (2): All compliances were done at the exchanges in time but the updation responsibility was outsourced with previous PCS firm due to change in peer review firm during the year, the same was not reflecting on website, the gap was observed and reported. The company later complied with the above observation.

Energy, Technology and Foreign Exchange

Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Sec.134 (3)(m) of the Companies Act, 2013 are enclosed as part of the Report.

Details of director or Key Managerial Personnel who were appointed or have resigned during the year.

- (i) Mrs.R. Lilly, I.A.S. resigned as Director of the company on 07.02.2023 during the year.
- (ii) Mrs. Shivalini Sinha resigned as Director of the company on 17.01.2023 during the year.
- (iii) Shri. J. Ramesh Kannan remains as Managing Director and Chief Financial Officer (CFO) of the company throughout the year under review.
- (iv) Shri.D.Porpathasekaran, (DIN 09612667) was appointed as nominee Director on 20.05.2022 and regularized at the last Annual General Meeting (AGM). Shri.D.Porpathasekaran remains as Director and Chairman of the company during the year.
- (v) Ms. Swapnil Gupta, Company Secretary and Compliance Officer of the Company, continued to hold her posts throughout the year under review. Her position remains same during the year.

Personnel

The Managing Director/CFO and Company Secretary were on deputation from the Promoter Company TCIL which is a Govt. of India Enterprise, holding 49% stake in the Company. Hence their remuneration was as per the scales applicable to their cadre in the promoter company.

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The number of permanent employees as on 31.03.2023 was 63 excluding two officials on deputation from the promoter company.

None of the employees drew remuneration of Rs.60,00,000/- or more per annum / Rs.5,00,000/- or more per month during the year. This information is furnished as required under Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Human Resources

Your company is glad to announce that the industrial relations continue to be very cordial. During the year, employees were given training on laying of Optical cable, OFC splicing, OFC construction work etc. TTL has been encouraging its employees to come out with innovative suggestions, which will pave way for significant cost savings as well as overall development of the company.

During the year 2018-19, M/s. Telecommunications Consultants India Limited decided to help TTL employees by taking them on deputation to work in their various projects in India which helps the employees to acquire new skill and experience in services of communication industry. All employees joined in TCIL on deputation except 8 employees.

Quality Management Systems

It is reported that as a commitment in meeting global quality standards, your company already has IS/ISO 9001:2015 quality management systems certification from Bureau of Indian Standards should continue. The license will be renewed after commencement of production.

Internal Control System

TTL has adequate internal control procedures in respect of all its operations. It has laid down internal control procedures to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and transactions are authorized, recorded and reported correctly. Internal Audit is being carried out by Independent Audit Firm of Chartered Accountants on an ongoing basis and it recommends appropriate improvements apart from ensuring adherence in company policies as well as regulatory compliance. The Audit Committee periodically reviews the audit findings.

Transfer to reserves

During the year under review no amount is being transferred to General Reserve Account.

Dividend

In a view of the losses your Directors have not declared any dividend during the year under review.

Deposits

During the year under section 73 and the rules may be called the Companies (Acceptance of Deposits) Rules, 2014, the

Company has neither accepted nor renewed any deposits from public during the year under review.

Corporate Social Responsibility

Since the Company is continuously incurring losses, no CSR policy has been devised.

Related Party Transactions

There was no contract or arrangements made with related parties as defined under section 188 (1) of the Companies Act, 2013 during the year under review.

Research & Development (R&D)

The information as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 with respect to R&D are not applicable to your Company.

Particulars of Loans, guarantees or investments made under section 186 of the Companies Act, 2013

There were no loans, guarantees or investments made by the company exceeding the limits specified under Section 186 of the Companies Act, 2013 during the year under review and hence, the said provision is not applicable.

Unsecured Loan

The unsecured loan amounting to Rs.149.24 Crores as on 30.06.2023 is from related party i.e. holding company, has been taken on long term basis without any stipulation for repayment and other terms.

Information under section 197 of the Companies Act, 2013 read with rule 5(2) of the companies (appointment and remuneration of managerial personnel) rules, 2014 regarding employee's remuneration

Information as per Section 197 of the Companies Act 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to your company as there is no employee on the rolls of the Company. Accordingly there was no employee of the Company who received remuneration in excess of the limits prescribed under of the Companies Act.

Statement under section 134(3)(p) of the Companies Act, 2013, regarding formal annual evaluation made by board of its performance and that of its committees and individual directors

In terms of the notification dated 05.06.2015 issued by Ministry of Corporate Affairs, the company has been exempted from the above provision and hence the disclosure is no longer required.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year to which the financial statements relates and the date of the report

None

Information under section 134(3)(n) of the Companies Act, 2013 concerning development and implementation of risk management policy

The company's operations are completely stopped, only limited assistance being given by the holding company, which has a well-defined risk management policy. Your company has not developed and/or implemented the Risk management policy on its own.

Details of application made or proceeding pending under Insolvency and Bankruptcy Code 2016

During the year under review, there were no applications made or proceedings pending in the name of the company under the insolvency Bankruptcy Code, 2016.

Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and financial Institutions

During the year under review, there has been no one time settlement of Loans taken from Bank.

Vigil Mechanism under section 177(9) of the Companies Act, 2013.

Your Company is in process of making the Whistle Blower Policy/ vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of your Company's Code of Conduct. Adequate safeguards are provided against victimization to those who avail of the mechanism will be provided soon.

Auditors

In terms of Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (CAG) had appointed M/s. V Narayanan & Co, Chartered Accountants as the Auditors of the company for the year 2023-24 at a remuneration of Rs.1,00,000/- besides reimbursement of traveling and out-of-pocket expenses at actual, subject to the other items and conditions as specified by the CAG.

Independent Auditor's Report

Clarification on Auditors observations is given below:

Basis for Adverse Opinion

- (a) We draw attention to Note 1(a) & 31 which describes that the Company's financial statements have been prepared using the going concern assumption of accounting. However, the Company's accumulated losses of Rs.2,05,42,225 Hundreds (including other Comprehensive Income) (Previous year Rs.1,93,59,324 Hundreds) has eroded the Net Worth of the Company's, indicating the existence of material uncertainty that may cast a doubt about the Company's ability to continue as a Going Concern. The Company has not operated

its factory since 2017 and NO sales effected for more than five years. It is also pertinent to note that power connections in the factory are disabled. Further, as represented by the company, the machinery would involve major overhauling cost to resume operations and the company is also unable to obtain support for supply of major raw material required for manufacture from its supplier. Also, the company has not bagged any new orders to substantiate the going concern assumption.

Hence, considering the cumulative effect of the factors detailed above, we conclude that the Going Concern assumption of the management in preparation of financial statements is inappropriate.

- (b) The Company has not recognized the following financial liability/asset at fair value in terms of Ind AS 109 (including comparative figures as on 31 March 2022) and Impact of the same on the financial statements is not ascertainable:
- i. Amounts due to M/s.Fujikura Limited amounting to Rs.2,06,756 hundreds (Previous Year- Rs.2,00,306) (In hundreds) (Note No 16)
 - ii. Trade Receivables (considered good) amounting to Rs.6,09,541 hundreds (Previous Year- Rs. 7,06,655) (In hundreds) (Note No 5)
 - iii. Unsecured Trade payables amounting to Rs.3,42,963 hundreds (Previous Year- Rs.3,37,049) (In hundreds) (Note No 15).

Emphasis of Matter

- 1) We draw attention to Note No. 48 of the explanatory notes to the financial statements which states the reason for non-recognition of amounts due to the holding Company viz., Telecommunications Consultants India Limited amounting to Rs. 1,46,41,843 hundreds (Previous Year – Rs. 1,35,81,291 hundreds) at Fair Value in accordance with Ind AS 109. Our opinion is not modified in respect of this matter.
- 2) Attention is invited to Note Nos. 5,7,9,15,16 of the notes to financial statements, where the balances carried in the Trade payables, Trade receivables, Advances & deposits payable / recoverable are subject to confirmation from all parties (other than Telecommunications Consultants India Limited) as stated in Note No. 29. Our opinion is not modified in this respect.
- 3) Attention is invited to Note No. 45 of the explanatory notes to the financial statements which states that the Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Our opinion is not modified in this respect.

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Company's Reply to Basis of Adverse Opinion Para 1 of Going Concern Assumption.

The accounts of TTL are drawn up on the basis of going concern concept since the company and the promoters of the company are taking various efforts for revival of TTL. One of the proposals is monetization of TTL premises including vacant land along with diversification of business. TTL has total 9.78 acres of land in Maraimalainagar, near Chennai. Factory area is 4.27 acres with a framed structure built up area of 53265 Sq.ft and vacant land area is 5.51 acres. In this regard a Request for Proposal (RFP) for has been floated for Grant of Lease of the Manufacturing Facilities and Premises of Tamilnadu Telecommunications Factory located in Maraimalai Nagar, near Chennai, Tamil Nadu. The tender (RFP) TTL/RFP/22-23/CHENNAI/02 dated 15/03/2023 was placed on the website of TCIL/TTL and tender advertisement was widely published in leading newspapers, Business Standard (All India English Edition) & Dinamani (Chennai Tamil Edition) on 5.01.2022. Only one bid was received. Letter of Award / Acceptance has been issued to the party. The leasing TTL shall commence be from September-2023. The cable manufacturing is expected to commence within 6 months through the agency. TTL will do business on revenue sharing model (ie., 1 to 2.5% on revenue) with the assured lease rent of Rs 50 lakhs in the FY 23-24, Rs 2.16 crs in the FY 24-25 and Rs 2.27 crs in the FY 25-26 crs and 5% annual increase from next FYs for the lease period of 9 years & 11 months. It is pertinent to mention that the promoter (TCIL) has agreed to give preference to the agency through TTL for first right of refusal / preference for supply of OF cables to TCIL at L-1 rate since the bidder proposes to do the existing business of TTL. This will also enable to get the future orders of TTL / business of the company.

In view of the above proposal of revenue sharing and lease rental, considering the huge scope of Optical Fiber cable supply during the immediate future due to implementation of 5G in India and with the support of promoters, the accounts are prepared on going concern basis for this financial year 2022-23.

As mentioned in our financials, TTL is regularly borrowing from our holding company TCIL for its raw material support and working capital support for running day to day operations. The balances of current liabilities and trade payable pertaining to related party /our holding company TCIL as on 31/03/2023 are given below:

- (i) Current liabilities – short term borrowing
 - (a) Bridge Loan : Rs.11,65,73,000/-
 - (b) Working capital support loan : Rs.20,10,68,522/-
- (ii) Trade payable – Sundry creditors for raw material support : Rs.58,90,91,516/-
- (iii) Other current liabilities – interest accrued : Rs.55,74,51,283/-

Amounts due to Fujikura Limited amounting to Rs.2,06,75,590/-

Trade Receivables (considered good) amounting to Rs.6,09,54,144/-

Unsecured Trade Payables amounting to Rs.3,42,96,273/-

This is to state that the above items are reviewed and monitored on day to day basis in both TTL and TCIL. The balances are periodically reconciled with TCIL and also approved by board of directors of TTL.

It may not be out of place to mention that all the realizations from TTL clients are routed through Escrow account which is auto credited to TCIL's Account for which standing instructions have been given to bank. Moreover, charge has been created in favour of TCIL against fixed assets and current assets of TTL for all the TCIL loans, advances and liabilities towards raw material supply. The loans are repayable on demand basis.

Ind AS 109 requires all financial assets/liabilities to be recognised initially at fair value and subsequently at amortised cost it satisfies the criteria with reference to Ind As 32 Para 11 and para 4.2.1 of Ind As 109. Since these financial assets/liabilities are current in nature, there is immaterial finance cost/income involved, therefore, as a general practice, demand deposits are carried at cost and not at fair value/amortised cost.

In view of the commitment to pay to TCIL, the holding company/ related party on demand basis, and the company is taking a conservative approach, management assume book value of current liabilities at a amortized cost i.e instead to book profit by discounting liabilities the company prefers to go and disclose liabilities with full amount under law of prudence.

Company's Reply to Para 2 of Emphasis of Matter regarding balances carried in the debtors, creditors, advances & deposits payable/recoverable are subject to confirmation from all parties (other than Telecommunications Consultants India Limited)

Wherever possible the Company is getting confirmation. Since TTL does not have fund to pay to the Creditor including M/s. Fujikura, the company does not ask for balance confirmation from any Creditors which will trigger to make payment.

Company's Reply to Para 3 of Emphasis of Matter regarding Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

As stated in Notes to Accounts No.19, the Company has not received information from the vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

Cost Auditors:

As per the provisions of the Companies (Cost Records and Audit) Rules, 2014, the operation of the company is not falling within the scope of cost audit. Hence cost auditor was not appointed for the financial year 2022-23.

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Secretarial Audit Report

Clarification on Secretarial audit observations is given below:

- i. **Due to non-appointment of Independent Directors, the Company has not complied with Section 149(4), 177(1), 178(1) and Schedule IV of the Companies Act, 2013 as well as with Regulations 17(1) (b), 18(1), 19(1) and 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in terms of minimum number of Independent Directors in the Board, Constitution of Audit Committee, Nomination and Remuneration Committee and conducting a separate meeting of Independent Directors respectively.**

Management reply to the observation:

Point No (i) The Company is Joint sector Govt. Company with 49% of its shares held by TCIL, a Govt. of India Enterprise and 14.63% held by TIDCO, a Govt of Tamilnadu Enterprise. Being a Govt. Company, action has already been taken for induction of Independent Directors Constitution of Audit Committee as per 18 (1) and Constitution of Nomination and Remuneration Committee as per regulation 19(1) of SEBI LODR and separate Independent Directors Meeting as per 25 (3) of SEBI LODR shall be conducted after appointment of required number of Independent Directors by the Ministry of Telecommunications.

- ii. **Non-Compliance of Regulation 46 (2) (b), (c), (e) (f) (g) and (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Point No (ii) All compliances were done at the exchanges in time but the updation responsibility was outsourced with previous PCS firm due to change in peer review firm during the year, the same was not reflecting on website, the gap was observed and reported. The company later complied with the above observation.

Acknowledgements

The Directors wish to place on record their sincere appreciation for the encouragement, assistance, support and co-operation given by Government of India, Government of Tamilnadu and the Promoters. The Directors appreciate your whole hearted efforts during the year and solicit your continued support and co-operation. Your Directors acknowledge the continued trust and confidence you have reposed in this company.

For and on behalf of the Board

Place: Chennai
Date : 09.08.2023

J.Ramesh Kannan
Managing Director
(DIN 09292181)

B.Elangovan
Director
(DIN 00133452)

ANNEXURE TO THE DIRECTORS' REPORT

Disclosure of particulars as per Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

(a) Measure taken for Energy Conservation

Maintaining power factor at optimum level, reducing loads whenever the machines are not running, saving light energy etc., had been followed vigorously. However, due to the shortage of power in the state and due to reduction of capacity by the Tamilnadu Electricity Board, the Company has to incur additional cost for usage during peak hours, power cuts etc.,

B. TECHNOLOGY ABSORPTION

Efforts made in technology absorption are given in prescribed FORM-B as annexed.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Activities relating to exports: Considering the commencement of production in the FY 2023-24, initiatives are taken to increase exports, developments of new exports markets for products and services and export plans. A major thrust is being given to tap the export market. However, during the year under review, due to non-operation and there were no exports.

- b) Total Foreign Exchange Used and Earned :

(Rs. in Lakhs)

	2022-23	2021-22
Used	-	-
Earned	-	-

FORM A

(Form for disclosure of particulars
with respect to conservation of energy)

The particulars in respect of conservation of energy in the prescribed form are not applicable to the company and hence it is not furnished.

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FORM B

(Form for disclosure of particulars with respect to technology absorption)

completed. Thereafter company has no orders during the year.

A. Research and Development (R&D)

1. Specific Areas in which the company carried out R&D activities:

- Design and production of Multi tube Aerial cable (Light weight–Double sheath) for use up to hundred meter span for private / government vendors. This design is highly cost competitive and has good sales potential.

2. Benefits derived as a result of the above R&D:

- Government (BSNL-WTR) organisation for supply of 12F Multi tube Aerial cable (Light weight–Double sheath) of 290 Kms. worth Rs.185.715 lakhs and successfully

3. Future Plan

- To revive and enhance the capacity of the existing manufacturing units
- To install facility for manufacturing Ribbon Type Optical Fiber Cable and accessories.

4. Expenditure on R&D (Product Type Approval)

- Expenditure towards the R&D is Rs.Nil.

B. Technology absorption, adaptation and innovation.

- During the year Company explored the opportunity for Technology absorption, adaptation and innovation through the revival partner.
-

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2023

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L32201TN1988PLC015705
2	Registration Date	13.05.1988
3	Name of the Company	TAMILNADU TELECOMMUNICATIONS LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares
		Indian Government Company
5	Address of the Registered office & contact details	No.16,First Floor, Aziz Mulk 3rd street, Thousand Lights, CHENNAI Tamil Nadu. Contact details: Tel - 044 28292653, e-mail : ttlcosec@gmail.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited UNIT : TTL "Subramanian Building" 5th Floor, No.1, Club House Road, Chennai – 600 002. For all Investor queries & grievances : investor@cameoindia.com For non-receipt of annual reports : agm@cameoindia.com Phone : 044-28460390 Fax : 044-28460129

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Optical Fiber Cables for Telecommunications	3130	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Telecommunications Consultants India Limited, TCIL Bhawan, Greater Kailash - I, New Delhi-110048	Holding	49	2(87)(i)

TAMILNADU TELECOMMUNICATIONS LIMITED

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category code	Category of Shareholders	No. of shares held at the beginning of the year [As on 01-April-2022]				No. of shares held at the end of the year [As on 31-March-2023]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Shareholding of Promoter and Promoter Group									
1.	Indian									
a.	Individuals/Hindu Undivided Family	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Central Government / State Government(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Bodies Corporate	6684000	22383700	29067700	63.6319	13635000	15432700	29067700	63.6319	0.0000
d.	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any other									
	Sub - Total (A)(1)	6684000	22383700	29067700	63.6319	13635000	15432700	29067700	63.6319	0.0000
2.	Foreign									
a.	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any other									
	Sub - Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Share Holding of Promoter And Promoter Group (A) = (A)(1)+(A)(2)	6684000	22383700	29067700	63.6319	13635000	15432700	29067700	63.6319	0.0000
B.	Public Shareholding									
1.	Institutions									
a.	Mutual Funds/UTI	0	2300	2300	0.0050	0	2300	2300	0.0050	0.0000
b.	Financial Institutions/Banks	2070600	4248300	6318900	13.8326	2070600	4248300	6318900	13.8326	-2.9999
c.	Central Government / State Government(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Foreign Institutional Investors	0	3280000	3280000	7.1802	0	3280000	3280000	7.1802	0.0000
f.	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	Any Other									
	Sub - Total (B)(1)	2070600	7530600	9601200	21.0179	2070600	7530600	9601200	21.0179	-2.9999
2.	Non-Institutions									
a.	Bodies Corporate	102257	18400	120657	0.2641	133753	18400	152153	0.3330	0.0689
b.	Individuals -									
	i) Individual Shareholders Holding Nominal Share Capital Upto Rs. 1 Lakh	4383932	1218124	5602056	12.2634	4342277	1201107	5543384	12.1349	-0.1284

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Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-April-2022)				No. of Shares held at the end of the year (As on 31-March-2023)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual Shareholders Holding Nominal Share Capital in Excess of Rs. 1 Lakh	1009071	0	1009071	2.2089	1053534	0	1053534	2.3062	0.0973
c. Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d. Any Other									
Clearing Members	11266	0	11266	0.0246	11266	946	0	946	0.0020
Hindu Undivided Families	208469	6	208475	0.4563	208469	191691	6	191697	0.4196
Non Resident Indians	58875	1300	60175	0.1317	58875	68686	1300	69986	0.1532
Trusts	400	0	400	0.0008	400	400	0	400	0.0008
	279010	1306	280316	0.6136	279010	261723	1306	263029	0.5757
Sub - Total (B)(2)	5774270	1237830	7012100	15.3501	5791287	1220813	7012100	15.3501	0.0000
Total Public Shareholding (B) = (B)(1)+(B)(2)	7844870	8768430	16613300	36.3680	7861887	8751413	16613300	36.3680	0.0000
Total (A)+(B)	14528870	31152130	45681000	100.0000	21496887	24184113	45681000	100.0000	0.0000
C. Shares Held By Custodians And Against Which Depository Receipts Have Been Issued									
Promoter And Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total Custodian (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Grand Total (A)+(B)+(C)	14528870	31152130	45681000	100.0000	21496887	24184113	45681000	100.0000	0.0000

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Telecommunication Consultants India Limited (TCIL)	22,383,700	49.00%	0	22,383,700	49.00%	0	0
2	Tamilnadu Industrial Development Corporation Limited (TIDCO)	6,684,000	14.63%	0	6,684,000	14.63%	0	0
	Total	29,067,700	63.63%	-	29,067,700	63.63%	-	0.00%

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S I. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	29,067,700	63.63%	29,067,700	63.63%

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S I. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Datewise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	No change	No change	No change	No change
	At the End of the year	29,067,700	63.63%	29,067,700	63.63%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	STATE BANK OF INDIA					
	At the beginning of the year	1-Apr-22	4247500	9.2981	4247500	9.2981
	At the end of the Year	31-Mar-23	4247500	9.2981	4247500	9.2981
2	FUJIKURA LTD					
	At the beginning of the year	1-Apr-22	3280000	7.1802	3280000	7.1802
	At the end of the Year	31-Mar-23	3280000	7.1802	3280000	7.1802
3	UNION BANK OF NIDIA					
	At the beginning of the year	1-Apr-22	2070600	4.5327	2070600	4.5327
	At the end of the Year	31-Mar-23	2070600	4.5327	2070600	4.5327
4	JAMLAPPA DATTATRAYA BATTULL					
	At the beginning of the year	1-Apr-22	144000	0.3152	1265200	0.3152
	At the end of the Year	31-Mar-23	144000	0.3152	1265200	0.3152
5	JAMLAPPA DATTATRAYA BATTULL HUF					
	At the beginning of the year	1-Apr-22	108000	0.2364	108000	0.2364
	At the end of the Year	31-Mar-23	110500	0.2418	110500	0.2418
6	RAMESH KUMAR SEHGAL					
	At the beginning of the year	1-Apr-22	63317	0.1386	63317	0.1386
	At the end of the Year	31-Mar-23	0	0.0000	0	0.0000
7	SURYAPRABHA SADASIVAN					
	At the beginning of the year	1-Apr-22	60000	0.1313	60000	0.1313
	At the end of the Year	31-Mar-23	61258	0.1340	61258	0.1340
8	DECENT FINANCIAL SERVICES PVT LTD					

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S. No.	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	1-Apr-22	40000	0.0875	40000	0.0875
	At the end of the Year	31-Mar-23	40000	0.0875	40000	0.0875
9	MAHENDRA POPATLAL SHAH					
	At the beginning of the year	1-Apr-22	30000	0.0656	30000	0.0656
	At the end of the Year	31-Mar-23	0	0.0000	0	0.0000
10	KETAN CHORARIA					
	At the beginning of the year	1-Apr-22	30000	0.0656	30000	0.0656
	At the end of the Year	31-Mar-23	30000	0.0656	30000	0.0656

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change	No change	No change	No change
	At the end of the Year	0	0	0	0

V. INDEBTEDNESS

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

(figures in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	30,37,14,687	–	–	30,37,14,687
ii) Interest due but not paid	46,55,27,848	–	–	46,55,27,848
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	76,92,42,535	–	–	76,92,42,535

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(figures in Rs.)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
*Principal Amount	1,39,26,835	–	–	1,39,26,835
* Interest due but not paid	9,19,23,436	–	–	9,19,23,436
Net Change	10,58,50,271	–	–	10,58,50,271
Indebtedness at the end of the financial year				
i) Principal Amount	31,76,41,522	–	–	31,76,41,522
ii) Interest due but not paid	55,74,51,284	–	–	55,74,51,284
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	87,50,92,806	–	–	87,50,92,806

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(figures in Rs.)

Sl No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs)
	Name	Sh. J. Ramesh Kannan	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	42,23,829	42,23,829
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option	–	–
3	Sweat Equity	–	–
4	Commission - as % of profit - others, specify	–	–
5	Others, please specify - Provident Fund - Medical	–	–
	Total (A)	42,23,829	42,23,829
	Ceiling as per the Act		5% of N.P.

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B. Remuneration of other Directors: NIL

(figures in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors - Fee for attending board committee meetings - Commission - Others, please specify					
	Total (1)					
	2. Other Non- executive Directors - Fee for attending board committee meetings - Commission - others, please specify					
	Total (2)					
	Total (B)= (1+2)					
	Total Managerial Remuneration					NIL
	Overall ceiling as per the Act					10% of N.P.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

(figures in Rs.)

SN.	Particulars of Remuneration	Key Managerial Personnel		
		CEO & CFO	CS	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	42,23,829	16,64,866	58,88,695
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify	0	0	0
5	Others, please specify - Provident Fund	0	0	0
	Total (A)	42,23,829	16,64,866	58,88,695

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal 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				

Report on Corporate Governance

Introduction

Corporate Governance is an ongoing process that ensures that the Company displays the highest standard of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics, in its dealings. Good Corporate Governance is a critical doctrine to the global economic system, enabling the business to not only effectively and efficiently achieve its corporate objectives but also develop a structure and methodology to sustain in a globally competitive environment.

Company Philosophy

TTL firmly believes that implementation of good Corporate Governance will help the company achieve goals and enhance shareholder value. It has been our endeavor to give importance on ensuring fairness, transparency, accountability and responsibility to shareholders besides implementing practices voluntarily that would give optimum information and benefit to the shareholders and Board of Directors.

The company has complied with the requisite mandatory and certain non-mandatory requirements of the SEBI Listing Regulations, 2015. The company has its internal control system in place. The Company has also adopted Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013.

The Company has also an Insider Trading Dealing Code in place which complies with SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended.

The Company is managed and controlled by professional Board of Directors comprising of Executive and Non-Executive Independent Directors. Action is being taken for induction of Independent Directors. The composition of the Board of Directors as on 31.03.2023 is as under:

Category	Name of Directors	Designation	No. of Shares in the Company
Promoter Executive Director	Shri J Ramesh Kannan	Managing Director & CFO	Nil
Promoter Non-Executive Directors	Shri D. Porpathasekaran Smt. Alka Selot Asthana Shri B. Elangovan Shri R. Karthikeyan	Director Director Director Director	Nil Nil Nil Nil

Board Meetings

The Board of Directors met 4 (times) during the period 01st April 2022 to 31st March 2023 on the following dates i.e. 20th May 2022, 04th August, 2022, 11th November 2022 and 07th February 2023.

Attendance of each Director at the Board Meetings, last Annual General Meeting and Number of other Directorship

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and Chairmanship/Membership of Committee of each Director in various companies is as follows:

Name of the Director	Attendance of Particulars		No. of Directorships and Committee Chairmanship / Membership		
	Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Shri D. Porpathasekaran	4	Yes	2	5	2
Mrs. Shivalini Sinha	4	Yes	-	3	1
Mrs. R. Lilly I.A.S	1	Yes	9 #	3	2
Shri B. Elangovan	4	No	3	-	-
Shri R. Karthikeyan	2	No	7 #	2	-
Shri J Ramesh Kannan	4	Yes	-	1	-

Note: In accordance with SEBI LODR Regulations, 2015, Memberships/Chairmanships of only Audit Committee, Shareholders/Investors Grievances Committee of all Public Limited Company had been considered. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Listing Regulations, across all the companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as at March 31, 2023.

* - Includes nomination in two overseas company

- Includes two Private Companies

Board Committees' Report

- In accordance with SEBI Listing Regulations, 2015 of stock exchanges on Corporate Governance, the following Committees were in operations:
 - Audit Committee
 - Shareholders'/Investors' Grievance Committee
 - Nomination and Remuneration Committee

Audit Committee

As per regulation 18 of the SEBI Listing Regulations, 2015 and a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, the Audit Committee has been constituted with the following members during the year:

Shri. B. Elangovan, Member

Shri. R. Karthikeyan, Member

Mrs. Shivalini Sinha, Member

Shri. D. Porpathasekaran, Chairman

Terms of Reference:

The main functions of the Committee include:-

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with the Management the annual financial statements before submission to the Board, focusing primarily on –
 - Any change in accounting policies and practice
 - Qualifications in the draft Audit Report
 - Significant adjustments arising out of audit
 - The going concern assumption
 - Compliance with accounting standards
 - Matters required to be included in the Directors Responsibility Statement and the Boards' Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Disclosure of any related party transactions
 - Compliance with stock exchange and legal requirements concerning financial statements
 - Reviewing with the Management, external and internal auditors the adequacy of internal control system
 - Reviewing the adequacy of internal audit functions
 - Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
 - Reviewing the Cost Audit Report (Not applicable from the financial year 2014-15 onwards)
 - Investigating the reasons for substantial defaults, if any, in the payment to the shareholders (in case of non-payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower Mechanism
 - To carry out any other functions as may be referred to by the Board or Chairman of the Board from time to time.

Review of Information:-

- Management discussion and analysis of financial conditions and results of operations
- Statement of significant related party transactions
- Management letters/letters of Internal Control weakness issued by the Statutory Auditors

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- d) Internal Audit Reports relating to Internal Control weakness, and
- e) The appointment, removal and the terms of remuneration of the Chief Internal Auditor.

The Audit Committee met 4 (times) during the period 01st April 2022 to 31st March 2023 on the following dates i.e. 20th May 2022, 04th August, 2022, 11th November 2022 and 07th February 2023.

Attendance particulars of each director at the Audit Committee Meeting as on 31.03.2023 as follows:

Name of Members	No. of Meetings			
	Category	Period	Meeting Held (01.04.2022 to 31.03.2023)	Meeting Attended as per their period
Shri. D. Porpathasekaran	Non-Independent Non-Executive	01.04.2022 to 31.03.2023	4	4
Shri. B.Elangovan	Non-Independent Non-Executive	01.04.2022 to 31.03.2023	4	3
Shri. R.Karthikeyan	Non-Independent Non-Executive	01.04.2022 to 31.03.2023	3	1
Mrs. ShivaliniSinha	Non-Independent Non-Executive	01.04.2022 to 31.03.2023	4	4
Mrs. R. Lilly I.A.S	Non-Independent Non-Executive	01.04.2022 to 31.03.2023	1	1
Shri J Ramesh Kannan	Non-Independent Executive	01.04.2022 to 31.03.2023	4	4

Particulars of Managerial Remuneration of Key Management Personnel:

(Rs. In Lakhs)

Particulars of Remuneration	2022-23	2021-22
i) Salary and Allowance Managing Director, CFO and Company Secretary	58.89	78.11

In addition, the Managing Director is allowed the use of car for private purpose to the limits prescribed by the Department of Public Enterprises from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations, 2015, read with Section 178(1) of the Companies Act, 2013. The terms of reference of the nomination and Remuneration Committee are broadly as under:

- Recommend to the Board the set up and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a Director". The committee

will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

- Recommend to the Board the appointment or reappointment of Directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of key managerial personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).
- Carry out evaluation of every Director's performance and support the Board and independent Directors in evaluation of the performance of the Board, its committees and individual Directors. This shall include "formulation of criteria for evaluation of independent Directors and the Board".
- Recommend to the Board the remuneration policy for Directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the Directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarization programmes for Directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, key managerial personnel and executive team).
- Provide guidelines for remuneration of Directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

The committee composition of the nomination and remuneration committee is given below:

Shri. D. Porpathasekaran, Chairman
Shri. R.Karthikeyan, Member
Smt. ShivaliniSinha, Member
Shri B.Elangovan, Director

Stakeholders Relationship Committee

The Board of the Company has constituted a Stakeholders Relationship Committee comprising of the following Directors.

Shri.J Ramesh Kannan, Managing Director & CFO, Chairman

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Shri.B.Elangovan, Director
Shri.R.Karthikeyan, Director
Smt.ShivaliniSinha, Member

Terms of Reference:

The Committee inter-alia approves transfer, transposition, transmission of Shares, issue of duplicate/rematerialized share certificates and review all matters connected with share transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Share Transfer Agents and recommends measures for overall improvement in the quality of investor services.

During the year No complaint was received from the shareholders. Outstanding complaints as on 31.03.2023 were NIL.

The Board of the Company has constituted Internal Complaints Committee comprising of the following members after the appointment of Women Directors.

Smt. Alka Selot Asthana, Presiding officer
Shri. J Ramesh Kannan, Member
Ms. Swapnil Gupta, Member
Smt. Bhawna Sharma, Non-Employee Member

Terms of Reference:

This committee was constituted on 08.08.2019 under the provisions of section 4 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act"), where the victims (women employees) of such harassment may report their Complaint. The Committee provides safety to the women employees at workplace:

- To formulate the Sexual Harassment Policy in order to ensure the prevention of sexual harassment and safety of women employees at work place.
- To conduct the meeting in case of any complaint received in writing from any women employees, to settle the grievances and to ensure the proper compensation in case of any misconduct, harassment with the women employees either physically or mentally.
- Provide a safe working environment at the workplace.
- Organize workshops and awareness programmes at regular intervals
- Submit the application and other relevant documents to the concerned authorities/ departments
- File declaration as may be required from time to time
- Authenticate any documents as required in connection with the Act and the Rules made there under

- Represent the Company before the authorities by himself or through his representatives in connection on behalf of the company to give effect to this resolution.
- Fill all the returns and records as per the requirements of the Act.

Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel.

The company is in compliance with the requirements of the revised guidelines on corporate governance stipulated under Regulation 17(5) of the SEBI Listing Regulations, 2015 with the Stock Exchanges, of a Code of Conduct for the Directors and Senior Management Personnel, the company has moved further in its pursuit of excellence in corporate governance.

The Code of Conduct Compliance is monitored through the Compliance Reports received from the Directors and the Senior Management Personnel. It is declared that the Board Members and Senior Management Personnel of the company have furnished the Annual Compliance Report affirming that they have fully complied with the provisions of the Code of Conduct during the financial year ended 31st March 2023.

Corporate Social Responsibility Committee

The Company does not fall under the Sec 135 of the Companies Act, 2013 hence the CSR Committee is not applicable.

General Body Meetings

Location and time of the last three Annual General Meetings

Year	Venue	Held On	Time
2019-2020	Conference Hall, TCIL Bhawan, Greater Kailash I, New Delhi-110048	18.12.2020	11.30 AM
2020-2021	Conference Hall, TCIL Bhawan, Greater Kailash I, New Delhi-110048	29.09.2021	11.30 AM
2021-2022	Conference Hall, TCIL Bhawan, Greater Kailash I, New Delhi-110048	28.09.2022	11.30 AM

Special Resolution

Year	AGM/EGM	Passed Under Section(s)
2019-2020	-----	Nil
2020-2021	-----	Nil
2021-2022	-----	Nil

Postal Ballot

No special resolution was put through postal ballot during last 3 years. The provisions relating to postal ballot will be complied

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as per the provisions of the Companies Act, 2013 as and when situation may arise in future. Similarly, no business is required to be transacted through postal ballot at the forthcoming Annual General Meeting.

Disclosures

Related Party Transactions

Related Party Transactions are defined as transactions of the company of a material nature, with Promoters, Directors or the Management or their relatives etc, which may have potential conflict with the interest of the Company at large.

The company has not entered into any transaction of material nature with the Promoter, Directors or Management, their relatives that may have potential conflict of interest of the Company at large. There are no material transactions with related parties that may have any potential conflict with the interest of the Company at large. There is no pecuniary transaction with the independent/non-executive directors. TCIL, a Govt. of India Enterprise, one of the promoters holding major stake of 49% is financially supporting the Company for raw materials procurement and working capital requirement for the past more than nine years. The transactions are in the ordinary course of business of the Company and on arm's length basis, by way of arrangements entered through agreements during the year 2010 with subsequent addendums. The supports are being provided with maximum limit fixed by the Board of TCIL. All transactions covered under related party transactions are detailed under clause 20 of Note 28– Notes to Accounts.

Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges/ SEBI and Statutory Authority(ies) on all matters related to the capital market except for Independent Directors. Action has been initiated for induction of Independent Directors in the Board, by approaching the Ministry, as per requirement, once the Independent Directors are appointed by the Ministry, this will be complied. There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or by any Statutory Authority (ies) relating to the above. However, dematerialization of the shares held by M/s. Telecommunications Consultants India Limited, one of the Promoters, is pending due to the pending listing approval of the additional shares allotted as per the BIFR Sanctioned Scheme, by NSE which is likely to be completed.

Whistle Blower Policy

The company has established a mechanism for employees to report concerns about unethical behaviors, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against

victimization of employees who avail of the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the Financial Year 2022-23, no employee has been denied access to the Audit Committee.

Risk Assessment and Minimization Procedures

As per regulation of the SEBI Listing Regulations, 2015 the company shall lay down procedures to inform Board of Directors about the risk assessment and minimization procedures. These procedures shall be periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

Accordingly, a system has been developed and procedures have been laid down, on risk assessment and minimization. The scope of the Audit Committee includes review of company's financial and risk management policies.

Internal Control System

TTL has adequate internal control procedures in respect of all its operations. It has laid down internal control procedures to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and transactions are authorized, recorded and reported correctly to the Board as per Schedule V of the SEBI Listing Regulations, 2015.

Means of Communication

- The quarterly/half-yearly/annual results have been published in the Flora Associates English Business Standard English Newspaper & Tamil Murasu Tamil Newspaper.
- The Management perspective, Business review and financial highlights are part of the Annual Report.
- At present no separate quarterly/half-yearly reports are being sent to investors rather made available on public domain (the website of the company).

Financial Year Calendar (tentative and subject to change) 01.04.2023 to 31.03.2024.

First Quarter Ending 30.06.2023	Between 01st and 14th August 2023
Second Quarter Ending 30.09.2023	Between 01st and 14th November 2023
Third Quarter Ending 31.12.2023	Between 01st and 14th February 2024
Audited Yearly Results 31.03.2024	Between 15th May and 30th May 2024
AGM for 2023-24	During September 2024

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No presentation was made to any institutional investors or to any analysts. Quarterly results and official news releases are not displayed in any official website of the company.

(Prices in Rupees)

Shareholders' Information

A. Annual General Meeting

Date : 26.09.2023
Time : 11.30 AM
Venue : Conference Hall, TCIL Bhawan, Greater Kailash-I, New Delhi-110048.

B. Book Closure Date : From 20.09.2023 to 26.09.2023

C. Financial Calendar : 1st April 2022 to 31st March 2023

D. Dividend : Nil

E. Listing of Shares

The shares of the company are listed at The Bombay Stock Exchange Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai. For the additional shares allotted to TCIL, SBI, Andhra Bank and PNB as per the Sanctioned Scheme of BIFR during September 2010, BSE has given 'in principle' approval of listing whereas NSE approval is also accorded. Listing fees up to financial year 2022-23 have been paid to the Stock Exchanges mentioned above since the stock exchanges have not considered our request for exemption as per the sanctioned scheme approved by BIFR.

F. Compliance Certificate of the Practicing Company Secretaries

The Company has annexed to this report, a certificate obtained from the Practicing Company Secretaries regarding compliance of conditions of corporate governance as stipulated in Schedule V of the SEBI Listing Regulations, 2015.

G. Stock Code

Trading symbol on the National : TNELE
Stock Exchange
Trading symbol on the Bombay : 523419
Stock Exchange
ISIN Code at NSDL / CDSL : INE141D01018

Stock Market Data:

The monthly high and low share prices of equity shares of the company traded at the Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai from April 1, 2022 to March 31, 2023 are given below:

National stock Exchange (2022-23)				Bombay stock Exchange (2022-23)		
Months	High	low	volume	High	low	volume
Apr-22	8.40	8.00	6052	9.89	8.06	55,344
May-22	8.90	8.40	8400	10.27	7.66	3,05,426
Jun-22	7.45	6.85	8789	8.79	6.61	59,441
Jul-22	8.00	7.45	12698	8.75	6.70	45,871
Aug-22	8.35	7.85	7708	8.93	7.56	76,689
Sep-22	8.30	7.90	10698	9.96	7.66	1,29,910
Oct-22	7.70	7.40	10418	8.59	7.35	39,498
Nov-22	8.20	7.60	4781	8.84	7.21	42,258
Dec-22	7.55	7.30	13038	8.24	7.10	55,370
Jan-23	7.45	7.40	17262	7.86	6.68	54,735
Feb-23	7.20	6.60	9334	8.42	6.61	66,595
Mar-23	5.80	5.30	16607	7.18	5.41	32,037

Distribution of shareholding as at 31st March 2023

No. of shares Held	No. of Shareholders	% of Shareholding	Share Amount (Rs.)	% of Shareholding
1- 100	16494	69.4601	1161059	2.5416
101- 500	5298	22.3111	1495963	3.2748
501-1000	1040	4.3796	877851	1.9216
1001-2000	476	2.0045	730932	1.6000
2001-3000	175	0.7369	445591	0.9754
3001-4000	61	0.2568	218898	0.4791
4001-5000	62	0.2610	287782	0.6299
5001-10000	75	0.3158	531990	1.1645
10001 & above	65	0.2737	39930934	87.4125
Total	23746	100.00	456810000	100.00

Shareholding Pattern as at 31st March 2023

Category	No. of Shares Held	% of Shareholding
1. Promoters		
i) Telecommunications Consultants India Limited	22383700	49.000
ii) Tamilnadu Industrial Development Corporation Limited	6684000	14.632

TAMILNADU TELECOMMUNICATIONS LIMITED

Category	No. of Shares Held	% of Share-holding
2. Foreign Collaborator <i>Fujikura Ltd., Japan</i>	3280000	7.180
3. Banks, FIs	6318900	13.833
4. Mutual Funds	2300	0.005
5. Clearing Member	946	0.002
6. Private Corporate Bodies/Trusts/ Partnerships	152553	0.265
7. Indian Public	6788615	14.86
8. NRIs	69986	0.153
Grand Total	45681000	100.000

Shareholders holding more than 1% of the Equity Share Capital

S. No	Name of the Shareholder	No. of Shares	% of Share-holding
1	Telecommunications Consultants India Limited	223,83,700	49.00
2	Tamilnadu Industrial Development Corporation Limited	66,84,000	14.63
3	Fujikura Limited	32,80,000	7.18
4	State Bank of India	42,47,500	9.30
5	Union Bank of India	20,70,600	4.53
6	Punjab National Bank	12,65,200	2.77

Registrar & Share Transfer Agents:

Cameo Corporate Services Limited
UNIT: TTL "Subramanian Building" 5th Floor,
No.1, Club House Road, Chennai – 600 002.
For all Investor queries & grievances: investor@cameoindia.com
For non-receipt of annual reports: agm@cameoindia.com
Phone: 044-28460390 Fax: 044-28460129

Share Transfer System:

The company has appointed common Registrar for physical share transfer and dematerialization of shares. The shares lodged for physical transfer / transmission / transposition are registered within a period of 15 days, if the documents are complete in all respects.

Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity.

- Not applicable -

Further Capital during the Year

- Nil-

Dematerialization of Shares:

The shares of the company are traded in physical/ dematerialized form by all categories of investors. The company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) to establish electronic connectivity of its shares for scrip-less trading. As on 31st March 2023, 47.06% of total equity capital is held in Electronic form with NSDL & CDSL. Request for dematerialization of shares are processed and confirmed within 21 days of receipt of NSDL and CDSL.

Address for communication:

The shareholders may address their communications / suggestions / grievances / queries to:

Shri. J Ramesh Kannan
Managing Director
Tamilnadu Telecommunications Limited

Registered Office:

No.16, First Floor, Aziz Mulk 3rd Street,
Thousand Lights, Chennai-600006.
Phone: 044-28292653
E-mail ID: jramesh.kannan@tcil.net.in or
mdpa2018ttl@yahoo.com
Website: www.tlofc.in

Plant Location:

Division	Location
Optical Fiber Cable Plant	Maraimalai Nagar.

Insider Trading:

The code of conduct for prevention of Insider Trading as suggested under the SEBI (Prohibition of Insider Trading) Regulations, 1992 introduced with effect from 25.11.2002 is in force. The Company Secretary has been designated as the Compliance Officer for this purpose. The Board monitors the adherence to the various requirements as set out in the code. No violation of the code has taken place during the year.

Compliance with mandatory requirements and adoption of non-mandatory requirements under SEBI Listing Regulations, 2015

The Company has complied with the mandatory requirements of the SEBI Listing Regulations, 2015. A certificate signed by CEO & CFO of the company was placed before the Board of Directors. The SEBI Listing Regulations, 2015 also requires disclosures of adoption by the company of non-mandatory requirements specified in the said clause, the implementation of which is discretionary on the part of the Company. Accordingly, the adoption of non-mandatory requirements is given below:-

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a. The Board

There is no policy at present to determine the tenure of Independent Directors. However, as reported, on appointment of required level of Independent Directors by the Ministry, the term shall be fixed as per the provisions of the Companies Act, 2013.

b. Remuneration Committee

Except Managing Director, no remuneration either by way of sitting fees or in any form is paid to other Directors. Only boarding, lodging, travelling and conveyance expenses for attending the meetings are paid to few of the Directors. As such, there has been no need to constitute a Remuneration Committee. It will be complied on induction of required level of Independent Directors in the Board, by the Ministry.

c. Shareholder's Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the company.

d. Training of Board Members

As the members on the Board are eminent and experienced professional persons, there is no formal policy at present for their training. It will be complied on induction of required level of Independent Directors in the Board, by the Ministry.

e. Mechanism for evaluating non-executive Board members.

The non-executive Board Members are from TCIL / TIDCO /Dept. of Telecom and their performance is evaluated by the respective Company /Department. It will be complied on induction of required level of Independent Directors in the Board, by the Ministry.

good corporate citizenship and exemplary personal conduct. The Code covers TAMILNADU TELECOMMUNICATIONS LIMITED's commitment to sustainable development, concern for occupational health, safety and environment, a gender friendly work place, transparency and audit ability, legal compliance and the philosophy of leading by personal example.

Declaration pursuant to Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct.

To

The Shareholders of Tamilnadu Telecommunications Limited

We hereby declare that all members of the Board and senior management personnel have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company formulated by the Board of Directors for the financial year ended 31st March 2023.

For Tamilnadu Telecommunications Limited

Place: Chennai

(J.Ramesh Kannan)

Date: 30.04.2023

Managing Director & CFO
(DIN: 09292181)

CEO / CFO CERTIFICATION UNDER the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, J Ramesh Kannan, Managing Director and Chief financial Officer certify to the Board that:

- (A) I have reviewed the financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the company's affairs and are in compliance with existing 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 violative of the company's code of conduct.
- (C) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I had

Declaration by CEO / MD

CODE OF CONDUCT

Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

PHILOSOPHY

The TAMILNADU TELECOMMUNICATIONS LIMITED code of conduct, as adopted by the Board of Directors, is applicable to Directors, Senior Management and Employees of the Company. The Code is derived from three inter linked fundamental principles viz. good corporate governance,

TAMILNADU TELECOMMUNICATIONS LIMITED

evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I had 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 the steps we have taken or propose to take to rectify these deficiencies.

(D) I have indicated to the auditors and the Audit Committee:

- (1) significant changes in internal control over financial reporting during the year, as Nil;
- (2) significant changes in accounting policies during the year consequent to the provisions of the Companies Act, 2013 and that the same have been disclosed in the notes to financial statements; and
- (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting, as Nil.

For Tamilnadu Telecommunications Limited

J. Ramesh Kannan
Managing Director & CFO
(DIN: 09292181)

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023
UDIN NO: F011067E000769385

To,
The Members,
TAMILNADU TELECOMMUNICATION LIMITED
CIN: L32201TN1988PLC015705
No.16, First Floor, Aziz Mulk 3rd Street,
Thousand Lights, Chennai – 600006.

We have conducted the secretarial audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by M/s. TAMIL NADU TELECOMMUNICATION LIMITED (hereinafter called "the company"). The 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 our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the company ("Books and paper") and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of the secretarial audit, we hereby report that in my opinion, the company has, during the audit period covered by our audit, that is to say, from April 01, 2022, to March 31, 2023 (hereinafter referred to as "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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year that ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under to the extent notified by the Ministry of Corporate Affairs;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996, and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 2018;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

We have also examined compliance with the applicable clauses/Regulations of the following:

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- (i) The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited and Bombay Stock Exchange Limited (BSE Ltd) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and.
- (ii) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (made mandatory with effect from July 01, 2015).

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

- i. Due to the non-appointment of Independent Directors, the Company has not complied with Section 149(4), 177(1), 178(1), and Schedule IV of the Companies Act, 2013 as well as with Regulations 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in terms of minimum number of Independent Directors in the Board, Constitution of Audit Committee, and conducting a separate meeting of Independent Directors respectively.*
- ii. Non-Compliance of Regulation 46 (2) (b), (c), (e) (f) (g) and (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

We further report that

The Board of Directors of the Company is constituted of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda, and detailed notes on the agenda was 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.

The company is taking steps for ensuring the composition of the Board of Directors and the Composition of the Committee. Since Company is a subsidiary of TCIL which is a Government of India Enterprise under the Ministry of Communications, the independent directors of the company are appointed by the Administrative Ministry (Ministry of Communications). In view of the above, Company has been repeatedly requesting

through TCIL to the Ministry of Communications to make the Composition of the Board of Directors as per the Companies Act 2013 and SEBI LODR 2015. Being a Govt. Company's all the appointments of Directors made through on government route only. The company has Women Director, Nominee Director and has a proper Optimal Combination except Independent Director.

All the Decisions of the Board and committees were carried with the requisite Majority.

We further report that the Company is in the process to update its website as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information on the website of the Company. Company Website is not up to date as per Regulation 46.

We further report that the Company has received letters in relation to the fine for which the company is in the process of making a proper reply.

Further Company has requested Both BSE and NSE to waive off the fine. Further Company has decided to send detailed representation for the waiver of all fines and penalties.

We further report that the company has complied with the provisions of the Companies Act, 2013, and Secretarial Standard-1 (Meeting of Board of Directors) as issued by the Institute of Company Secretaries of India (ICSI).

We further report that the systems and processes need to be further improved in the company considering the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period, the company has no specific events/actions having a major bearing on the company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**FOR TARUN SAINI & ASSOCIATES
COMPANY SECRETARIES
(A peer-reviewed firm)**

TARUN SAINI

FCS-11067

CP No. 11990

UDIN- F011067E000769385

Place: Delhi

Date: 09.08.2023

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.

TAMILNADU TELECOMMUNICATIONS LIMITED

ANNEXURE – A

To,
The Members,
TAMILNADU TELECOMMUNICATION LIMITED
CIN: L32201TN1988PLC015705
No.16, First Floor, Aziz Mulk 3rd Street,
Thousand Lights, Chennai – 600006.

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

1. Maintenance of secretarial and other records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the relevant 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 relevant records and compliances. The verification was done on a test basis to verify 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 and tax records and books of accounts of the Company.
4. Wherever required, I have obtained Management representation about the compliance of laws, rules, and regulations and the happening of events, etc.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. My examination was limited to the verification of procedures on a 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.

FOR TARUN SAINI & ASSOCIATES
COMPANY SECRETARIES
(A peer-reviewed firm)

Place: Delhi
Date: 09.08.2023

TARUN SAINI
FCS-11067
CP No. 11990
UDIN- F011067E000769385

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE UDIN NO:F011067E000769429

To,
The Members,
TAMILNADU TELECOMMUNICATION LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. TAMIL NADU TELECOMMUNICATION LIMITED ("the Company") for the financial year ended on March 31, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations – 2015").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliances of conditions of the Corporate Governance stipulated in the SEBI Listing Regulations – 2015.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of the information provided and explanations given to me, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, and paragraphs C, D, and E of Schedule V of the Listing Regulations –2015, as applicable, during the year ended March 31, 2023, except the followings:

1. **Due to the non-appointment of Independent Directors, the Company has not complied with Section 149(4), 177(1), 178(1), and Schedule IV of the Companies Act, 2013 as well as with Regulations 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in terms of minimum number of Independent Directors in the Board, Constitution of Audit Committee, and conducting a separate meeting of Independent Directors respectively.**

The company is taking steps for ensuring the composition of the Board of Directors and the Composition of the Committee. Since Company is a subsidiary of TCIL which is a Government of India Enterprise under the Ministry of Communications, the independent directors of the company are appointed by the Administrative Ministry (Ministry of Communications). In view of the above, Company has been repeatedly requesting through TCIL to the Ministry of Communications to make the Composition of the Board of Directors as per the Companies Act 2013 and SEBI LODR 2015. Being a Govt. Company's all

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the appointments of Directors made through on government route only. The company has Women Director, Nominee Director and has a proper Optimal Combination except Independent Director.

2. Non-Compliance of Regulation 46 (2) (b), (c), (e) (f) (g) and (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company is in the process to update its website as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information on the website of the Company. Company Website is not up to date as per Regulation 46.

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

**FOR TARUN SAINI & ASSOCIATES
COMPANY SECRETARIES
(A peer-reviewed firm)**

TARUN SAINI
FCS-11067
CP No. 11990

Place: Delhi
Date: 09.08.2023

UDIN- F011067E000769429

B. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined; including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to Company for the period under review)
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to Company for the period under review)
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) 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; and based on the above examination, I hereby report that, during the Review Period:
 - (a) The listed entity has complied with the provisions of the above mentioned Regulations and circulars/Guidelines issued thereunder, except in respect of matters specified below:-

Annual Secretarial Compliance Report of Tamilnadu Telecommunications Limited for the Year ended 31st March 2023

I, TarunSaini, practicing Company Secretary, from Tarun Saini & Associates, (A Peer Reviewed Firm From ICSI) have examined:

- (a) All the documents and records made available to us and the explanation provided by Tamilnadu Telecommunications Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the Company,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March 2023 ("Review Period") compliance with respect to provisions of:
 - A. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1) (b), 18(1), 19(1) and 25 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-Compliance of Regulation 17(1), Regulation 17(2A) (b), 18 (1), 19(1) (2), Regulation 20 (2)/(2A), and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Due to non-appointment of Independent Directors, the Company has not complied with Regulations 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

TAMILNADU TELECOMMUNICATIONS LIMITED

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
2	Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015		<p>Regulations, 2015 in terms of the minimum number of Independent Directors in the Board, Constitution of Audit Committee and conducting a separate meeting of Independent Directors respectively. In regards to said non-compliance Company has submitted as follow:</p> <p>Since Company is a subsidiary of TCIL which is a Government of India Enterprise under the Ministry of Communications, the independent directors of the company are appointed by the Administrative Ministry (Ministry of Communications). In view of the above, Company has been repeatedly requesting through TCIL to the Ministry of Communications for making the Composition of the Board of the director as per Company Act 2013 and SEBI LODR 2015. Being a Govt. Company all the Appointments of Directors made through on government route only.</p>
			<p>Non-Compliance of Regulation 46 (2) (b), (c), (e) (f) (g) and (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The Company is in the process to update its website as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information on the website of the Company. Despite the said Company Website is not up to date as per Regulation 46.</p>
			<p>(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.</p> <p>The following are the details of actions taken against the listed entity/ its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:</p> <p><i>The Company has received letters in relation to fine for which company is in process of making proper reply.</i></p> <p><i>Further Company has requested to Both BSE and NSE to waive off the fine. Further Company has decided to send detailed representation for the waiver of all fines and penalty.</i></p> <p>(c) company is making proper follow up in relation to notice of violation and fine received from NSE and BSE.</p> <p>(d) The listed entity has taken the following actions to comply with the observations made in previous reports:</p>

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Sl. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
	BSE and NSE	Non-Compliance of Regulation 17(1), Regulation 17(2A) (b), 18(1), 19 (1)(2), Regulation 20 (2)/ (2A), and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015.	Letter in relation to fine has been issued by BSE as well as NSE. The company is in process of making a proper reply in relation to said.	Letter in relation to fine has been issued by BSE as well as NSE. The company is in process of making a proper reply in relation to said.

The company is taking step for ensuring the composition of board of director and the Composition of the Committee. Since Company is a subsidiary of TCIL which is a Government of India Enterprise under the Ministry of Communications, the independent directors of the company are appointed by the Administrative Ministry (Ministry of Communications). In view of the above, Company has been repeatedly requesting through TCIL to the Ministry of Communications for making Composition of the Board of director as per Companies Act 2013 and SEBI LODR 2015. Being a Govt. Company all the Appointments of Directors made through on government route only.

While issuing this Certificate, we have ensured to Comply with all norms/directions in relation to Confidentiality Norms, best professional Standards and Practices issued by ICSI time to time.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there from time to time, and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with the Guidance Note on the Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a

manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

**FOR TARUN SAINI & ASSOCIATES
COMPANY SECRETARIES
(A peer-reviewed firm)**

TARUN SAINI
M No.-11067
COP No. 11990
UDIN- F011067E00042

Place: Delhi
Date: 30.05.2023

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF TAMILNADU TELECOMMUNICATIONS LTD. FOR THE YEAR ENDED 31 MARCH 2023

The preparation of financial statements of TAMILNADU TELECOMMUNICATIONS LTD. for the year ended 31 March 2023 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the Management of the Company. The Statutory Auditor/Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is/are responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 30.05.2023.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of TAMILNADU TELECOMMUNICATIONS LTD. for the year ended 31 March 2023 under section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report under Section 143(6)(b) of the Act.

**For and on behalf of the
Comptroller & Auditor General of India**

**(Roli Shukla Malge)
Principal Director of Audit
(Finance & Communication)**

Place: Delhi
Date : 28.8.2023

TAMILNADU TELECOMMUNICATIONS LIMITED

INDEPENDENT AUDITOR'S REPORT

To

The Board of Directors,
Tamilnadu Telecommunications Limited
Chennai.

Report on the Standalone Financial Statements

Adverse Opinion

We have audited the accompanying standalone financial statements of **Tamilnadu Telecommunications Limited**, (the "Company") which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, because of the significance of the matter discussed in the Basis for Adverse Opinion section of our report, the aforesaid standalone financial statements do not give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, the Loss and total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Adverse Opinion

- (a) We draw attention to Note 1(a) & 31 which describes that the Company's financial statements have been prepared using the going concern assumption of accounting. However, the Company's accumulated losses of Rs.2,05,42,225 Hundreds (including other Comprehensive Income) (Previous year Rs.1,93,59,324 Hundreds) has eroded the Net Worth of the Company's, indicating the existence of material uncertainty that may cast a doubt about the Company's ability to continue as a Going Concern. The Company has not operated its factory since 2017 and NO sales effected for more than five years. It is also pertinent to note that power connections in the factory are disabled. Further, as represented by the company, the machinery would involve major overhauling cost to resume operations and the company is also unable to obtain support for supply of major raw material required for manufacture from its supplier. Also, the company has not bagged any new orders to substantiate the going concern assumption.

Hence, considering the cumulative effect of the factors detailed above, we conclude that the Going Concern assumption of the management in preparation of financial statements is inappropriate.

- (b) The Company has not recognized the following financial liability/asset at fair value in terms of Ind AS 109 (including comparative figures as on 31 March 2022) and Impact of the same on the financial statements is not ascertainable:
- Amounts due to M/s.Fujikura Limited amounting to Rs.2,06,756 hundreds (Previous Year-Rs.2,00,306) (In hundreds) (Note No 16)
 - Trade Receivables (considered good) amounting to Rs.6,09,541 hundreds (Previous Year-Rs. 7,06,655) (In hundreds) (Note No 5)
 - Unsecured Trade payables amounting to Rs.3,42,963 hundreds (Previous Year-Rs.3,37,049) (In hundreds) (Note No 15).

Emphasis of Matter

- We draw attention to Note No. 48 of the explanatory notes to the financial statements which states the reason for non-recognition of amounts due to the holding Company viz., Telecommunications Consultants India Limited amounting to Rs. 1,46,41,843 hundreds (Previous Year – Rs. 1,35,81,291 hundreds) at Fair Value in accordance with Ind AS 109. Our opinion is not modified in respect of this matter.
- Attention is invited to Note Nos. 5,7,9,15,16 of the notes to financial statements, where the balances carried in the Trade payables, Trade receivables, Advances & deposits payable / recoverable are subject to confirmation from all parties (other than Telecommunications Consultants India Limited) as stated in Note No. 29. Our opinion is not modified in this respect.
- Attention is invited to Note No. 45 of the explanatory notes to the financial statements which states that the Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Our opinion is not modified in this respect.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of financial statements of the current period. Those matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matters described in the Basis for Adverse opinion section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information

included in the Company's Director's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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, that were operating effectively for ensuring 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.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards of Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards of Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

TAMILNADU TELECOMMUNICATIONS LIMITED

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safe guards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" 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 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 including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) Our observations in "The Basis for Adverse" Paragraph here-in-above regarding the assumption of Going Concern, in our Opinion, may have adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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, refer to our separate Report in "Annexure B".
 - 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 litigation on its financial position in its financial statements – Refer Note No. 30,38,39,42 & 44 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts.
 - iii. According to the information and explanations given to us and based on our examination of the records, there were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note No.51.16(a) to the financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate

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Beneficiaries”) by or on behalf of the Company, or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The management has represented, that, to the best of it's knowledge and belief, as disclosed in the Note No.51.16(b) to the financial statement, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under clause (iv) (a) and (iv) (b) contain any material misstatement.

- v. The Company has neither declared nor paid any dividend during the year.

3. We draw attention to the Note No 47 to the financial statements, explaining the reasons for non-applicability of section 197 of the Companies Act, 2013. Accordingly, reporting under 197(16) of the section is not applicable.
4. Report on the Directions issued by the Comptroller and Auditor General of India, under Section 143(5) of the Companies Act, 2013 for conducting audit of accounts for the year 2022-23 is given below:-

1	Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The Company maintains Tally ERP as the accounting program for maintenance of books of accounts. Tally being the only IT system used by the Company, not all transactions (including payroll processing, stock procurement, stock dispatch etc.) are computerized thereby resulting in involvement of human intervention. There is no financial implication.
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2	Whether there is any restructuring of an existing loan or cases of waiver/ write off of debts/loans/ interest etc. made by a lender to the Company due to the company's inability to repay the loan? If yes, the financial impact may be stated.	In the current period under review (FY 2022-23), there is no restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the Company, even though the Company is not regular in repayment of its dues (Principal and Interest) with respect to the borrowings from M/s Telecommunications Consultants India Limited being one of the promoters of Company.
3	Whether funds received/ receivable for specific schemes from Central/ State agencies were properly accounted for/ utilized as per its terms and conditions? List the cases of deviation.	The Company did not receive any funds for specific schemes from Central/State agencies during the (FY 2022-23).

For M/s. V. Narayanan & Co.
Chartered Accountants
Firm Registration No 002398S

Place: Chennai
Date : 30.05.2023
UDIN : 23019613BGXMIQ9820

S.U. Sridharan
Partner
ICAI M. No. 019613

Compliance Certificate

We have conducted the audit of accounts of Tamilnadu Telecommunications Limited for the year ended 31st March 2023 in accordance with the directions issued by the Comptroller and Auditor General of India under section 143(5) of the Companies Act, 2013 and certify that we have complied with all directions issued to us.

For M/s. V. Narayanan & Co.
Chartered Accountants
Firm Registration No 002398S

Place: Chennai
Date : 30.05.2023
UDIN : 23019613BGXMIQ9820

S.U. Sridharan
Partner
ICAI M. No. 019613

TAMILNADU TELECOMMUNICATIONS LIMITED

Annexure A **referred to in Paragraph 1 of Report on** **Other Legal and Regulatory Requirements**

of the Independent Auditor's Report of even date to the members of Tamilnadu Telecommunication Limited on the financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) In respect to Property, Plant and Equipment:
- (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company does not own Intangible assets and the maintenance of records of the same is not required.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has a regular programme of physical verification of its property, plant and equipment are verified in annual manner. In accordance with this programme, all the property, plant and equipment were during the year. In our opinion, this periodical verification is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the Company. However, Immovable property of 7.36 acres situated at maraimalai nagar, has been allotted to the company by the Government of Tamilnadu, by issuing a land delivery receipt note which constitutes as property held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination
- of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, clause (iii)(a), clause (iii)(b), clause (iii)(c), clause (iii)(d), clause (iii)(e) & clause (iii)(f) of the Order is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us, undisputed amounts payable in

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respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Provident Fund, Employees' State Insurance, TDS and Property Tax were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

Following is the summary of statutory dues as at the last day of the financial year outstanding for a period of more than six months from the date they become payable.

Name of the Statute	Nature of the Dues	Amount (Rs. In Hundreds)	Period
Employees' State Insurance Act	Employer and Employee Contribution	108	July'18 to Sep' 2019
The Employees' Provident Funds and Miscellaneous Provisions Act	Employer and Employee Contribution	77,217	July'18 to Sep' 2022
The Employees' Provident Funds and Miscellaneous Provisions Act	Voluntary Contribution of Employee	8,425	July'18 to Sep' 2019
Income Tax Act	TDS Payable-Interest Charges	1,59,418	Apr'18 to Sep' 2022
Municipal Tax	Property Tax	67,221	Since 2009-10 to 2019-20 (Apr'19 to Sep' 22)
Goods and Service Tax	IGST RCM Output	185	Mar'19 to Apr'19
Professional Tax	Professional Tax	1,254	Mar'19 to Sep'22

- b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following:

Statute	Nature of Dues	Amount (Rs. In Hundreds)	Forum where dispute is pending	Remarks
Sales Tax	Additional Sales Tax (FY 2000-2001 & 2001-2002)	1,86,088	High Court of Madras	Recognized as Contingent Liability in Balance Sheet

Statute	Nature of Dues	Amount (Rs. In Hundreds)	Forum where dispute is pending	Remarks
Sales Tax	Non-Submission of C-Forms (AY 2001-02, 02-03 and 03-04)	22,950	Commercial Sales Tax Department	Recognized as Contingent Liability in Balance Sheet
Duty of Customs	Difference in Classification of imports (FY 06-07)	1,02,067	Commissioner of Customs	Recognized as Contingent Liability in Balance Sheet
Income Tax	Default in Traces Website	29,052	Income Tax Department	Recognized as Contingent Liability in Balance Sheet
Income Tax	Outstanding Demand for AY 2009-10 Tax demand: 557 Interest accrued: 2421	2,978	Income Tax Department	Recognized as Contingent Liability in Balance Sheet
Sales Tax	VAT on disposal of Movable Assets (FY 2011-12 to 2015-16)	257	Assistant Commissioner (CT)	Provision created in books
Sales Tax	Tax on cross verification of buyer and seller (FY 2013-14)	3,431	Assistant Commissioner (CT)	Provision created in books
Sales Tax	Tax on Non Submission of C Forms (FY 2012-13 to FY 2015-16)	14,354	Assistant Commissioner (CT)	Provision created in books
Sales Tax	ITC Reversal for CST sales without C Form (FY 2012-13 to FY 2014-15)	27,793	Assistant Commissioner (CT)	Provision created in books

- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company have loans or borrowings from Telecommunications Consultants India Limited during the year. Due to severe cash crunch and non-operation of

TAMILNADU TELECOMMUNICATIONS LIMITED

business during the past years, the company is being supported by its holding company, Telecommunications Consultants India Limited. Following is the disclosure of amount outstanding and the break-up of same:

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date (Rs. In Hundreds)	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Material Loan, Bridge Loan & Working Capital	Tele-communications Consultants India Limited	1,35,81,291	Principal & Interest	>365 Days	
		10,60,552		<365 days	

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us by the management, no funds raised have been raised on short term basis. Accordingly, clause (ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause (ix)(e) of the Order is not applicable.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) Based on our audit procedures and according to the information and explanation given to us, we report that, the company has not received any whistle-blower complaints during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards. (Refer Note No.46)
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a) of the Order are not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year without a valid Certificate of Registration (CoR) from the RBI as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

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- (xvii) The Company has incurred cash losses of Rs. 11,60,013 (Rs. In Hundreds) in the current year and Rs. 10,09,993 (Rs. In Hundreds) in the immediately preceding financial year.
- (xviii) We have been appointed as statutory auditors by the Comptroller and Auditor General of India for the year under consideration in the place of the previous statutory auditors. We have taken into consideration the issues, objections or concerns raised by the outgoing auditors;
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The Company is not a holding company and there are no one or more subsidiaries. Hence, the preparation of consolidated financial statements as per section 129(3) of Companies Act, 2013 and according reporting under clause (xxi) of the Order is not applicable to the Company.

For M/s. V. Narayanan & Co.
Chartered Accountants
Firm Registration No 002398S

Place: Chennai
Date : 30.05.2023
UDIN : 23019613BGXMIQ9820

S.U. Sridharan
Partner
ICAI M. No. 019613

Annexure "B" **to the Independent Auditor's Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Tamilnadu Telecommunications Limited of even date)

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 Tamilnadu Telecommunications Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 issued by the Institute of Chartered Accountants of India. 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 respective 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 was 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

TAMILNADU TELECOMMUNICATIONS LIMITED

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 internal financial controls system over financial reporting of the Company.

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:

- I. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- II. 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 authorizations of management and directors of the company; and
- III. Provide reasonable assurance regarding prevention or timely detection of unauthorized 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 control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with

the policies or procedures may deteriorate.

Basis for Adverse Opinion:

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31 March 2023:

- 1) The management's assumption as Going concern is Inappropriate considering the existence of material uncertainty in relation to the assumption of Going Concern as described in Basis for Adverse Opinion paragraph of the Independent Auditor's Report.
- 2) Non-recognition of financial asset / liability at fair value as per Ind AS 109 as described in Basis for Adverse Opinion paragraph of the Independent Auditor's Report.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, because of the effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company did not have adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were not operating effectively as at 31st March 2023, based on 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.

Adverse Opinion

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company as at and for the year ended 31st March 2023, and these material weaknesses have also affected our opinion on the financial statements of the Company and we have issued a Adverse opinion.

For M/s. V. Narayanan & Co.
Chartered Accountants
Firm Registration No 002398S

Place: Chennai
Date : 30.05.2023
UDIN : 23019613BGXMIQ9820

S.U. Sridharan
Partner
ICAI M. No. 019613

Note No.1

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1 Significant Accounting Policies

a. Basis of Preparation of Financial Statements

Accounts are drawn up on the principle of going concern concept with revenues recognized and expenses accounted on accrual basis and are prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act 2013 read with relevant rules of the Companies (Indian Accounting Standards) Rules with effect from 1st April 2016. Figures are rounded off to nearest rupees in hundreds. Refer Note 31 to the financial statements.

b. Use of estimates:

Preparation of financial statements in conformity with the recognition and the measurement principle of Ind AS requires the management of the company to make estimates and assumptions that affects the reported balances of assets and liabilities, disclosure relating to contingent liabilities as on the date of the Financial Statements and the reported amount of incomes and expenses for the reporting period.

Estimates and the underlying assumption are reviewed on ongoing basis. The revision to the accounting estimates if material is recognized in the period in which the estimates are revised.

2 Property, Plant and Equipment:

- a. Property, Plant and Equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- b. The costs directly attributable including borrowing cost on qualifying asset are capitalized when the Property, Plant and Equipment are ready for use, as intended by the management.
- c. Subsequent expenditure relating to Property, Plant and Equipment including major inspection costs, spare parts, standby and servicing equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company, the cost of the item can be measured reliably and the company expects to use them during more than period.
- d. Depreciation is calculated on straight line basis over estimated useful life as prescribed in Schedule II of the Companies Act 2013, up-to the cost of the asset (net of residual value – which is considered at 5% of cost of assets).
- e. Plant and Equipment costing individually Rs. 5,000 and below are fully depreciated in the year of purchase.
- f. Where the cost of an item of Property, Plant and Equipment are significant and have different useful lives, they are treated as separate components and depreciated over their estimated useful lives.
- g. Depreciation on Property, Plant and Equipment, added or deleted during the reporting period is provided from or till the date of such addition or deletion.
- h. The estimated useful lives, residual values and depreciation / amortization method are reviewed at the end of each reporting period with the effect of changes in estimates accounted for on a prospective basis.
- i. The cost of assets not put to use, before the year end are disclosed under Capital Work-in-Progress.

3 Impairment of Assets

As at the end of each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognized and assets are written down to their recoverable amount.

4 Financial Assets and Liabilities

The Company recognizes all Financial Assets and Liabilities at Fair Value at inception and subsequent measurement is done at amortized cost. Fair Value adjustment is done only where material.

5 Inventories

- a. Inventories are valued at lower of cost and net realizable value. The cost of raw material excluding goods in transit, components and stores are assigned by using the weighted average cost formula. Goods in transit are valued at cost

TAMILNADU TELECOMMUNICATIONS LIMITED

to date. In the case of finished goods, stock-in-trade and work-in-progress, cost includes costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

- b. Saleable / Disposable scrap is valued at net realizable value.
- c. Stores, Tools and Spares/Components are valued at cost.

6 Foreign Currency Transactions:

- a. Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- b. Assets and Liabilities are re-instated at the year-end at the rate prevalent at each annual Balance Sheet date. The Income / Expenditure on account of this are charged to Statement of Profit and Loss.
- c. Any Incomes or Expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

7 Revenue Recognition

a. Sales:

Sale is recognized on dispatch of goods to customers upon inspection and clearance by the clients. Export sales on FOB basis are recognized upon despatch and that of CIF basis upon acceptance of goods by the clients.

b. Other Income and Expenses:

On accrual basis.

8 Employee Benefits:

i) Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service.

ii) Post –Employment benefit Plans:

- a) Upto the year 2008-09 the Company has set up separate Trust for Provident Fund and has been contributing towards the same. Contribution towards pension fund is made to PF authorities on monthly basis. From 01.04.2009 onwards based on the order of the Provident Fund Commissioner-I, withdrawing the relaxation under Para 79 of the Employees' Provident Fund Scheme 1952, the Provident Fund contributions are remitted to the PF authorities.
- b) Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.
- c) For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each annual balance sheet date. All re-measurement items occurring during the year are recognized in the Other Comprehensive Income (OCI). Re-measurements arising from defined benefit plans comprise actuarial gains and losses on benefit obligations and the return on plan assets in excess of what has been estimated. The company recognises these items of re-measurements immediately in other comprehensive income and all the other expenses related to defined benefit plans in employee benefit expenses in profit and loss account.
- d) The retirement benefit obligation recognized in the annual balance sheet represents the present value of the defined obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme. For the employees who had already left like VSS optees etc., the gratuity and leave encashment is provided on actual basis.

9 Provision for Warranty Period Expenses

Provision is made for warranty period expenses at a percentage on net turnover of the year, arrived at based on actual warranty period expenses incurred compared with the average net turnover of the previous three financial years.

10 Liquidated Damages

Provision for liquidated damages is recognised for the period of delay between the due date of supply of the goods as per delivery schedule and its expected date of delivery of the said goods. In respect of repair/replacement, provision for liquidated damages is recognised at the time of revenue recognition.

11 Borrowing Costs

Borrowing costs which are not attributable to be acquisition and construction of the qualifying asset are being recognized as an expense in the period in which they are incurred.

12 Accounting for Leases

The lease agreement entered with the lessors are for monthly rental hiring basis of office accommodation for a period of eleven months and with subsequent renewal clause on mutual agreement. The lease agreement also can be cancelled by either party on giving notice at any time with in a prescribed time limit. The lease does not transfer all the risks and rewards incidental to ownership. There is no provision to acquire title to the asset upon fulfilment of the agreed conditions. The monthly lease rents are being recognized as an expense in the period in which they are incurred.

13 Taxes on Income

- a) Taxation comprises of current tax and deferred tax charge or credit
- b) Current tax is the amount of tax payable on the taxable Income for the year as determined in accordance with the applicable tax rates and provisions of Income Tax Act,1961.
- c) The deferred tax on timing differences between book profit and taxable profit for the year is accounted for applying the tax rates and laws that have been enacted or substantively enacted as on the annual balance sheet date. Deferred tax assets arising from timing difference in excess of deferred tax liability are recognized to the extent there is a reasonable certainty that such assets can be realized in future.

14 Claims by the Company

Claims on purchasers/suppliers towards differential in awarded rate during the scheduled delivery period are accounted when claims are preferred and carried forward till such time the company has a legal right to recover such amounts. Such claims are reviewed at annual balance sheet date.

15 Provisions and Contingent Liabilities

A provision is recognised, when the Company has the present obligation as result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which reliable estimate can be made.

Where no reliable estimate can be made or when there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources, disclosure is made as contingent liability.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

16 Onerous Contract

The excess of unavoidable costs of meeting the obligations on onerous contracts over economic benefits expected to be received is charged to the Statement of Profit and Loss in the year in which the contract become onerous and is recognized and measured as loss.

TAMILNADU TELECOMMUNICATIONS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2023

(Rupees in Hundreds)

S.No	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
ASSETS				
(1)	Non-current assets			
(a)	Property, plant and Equipment	2	7,71,834	7,97,674
(b)	Financial assets			
(i)	Other financial assets	3	300	1,835
	Sub Total - A		7,72,134	7,99,509
(2)	Current assets			
(a)	Inventories	4	1,07,822	1,07,822
(b)	Financial Assets			
(i)	Trade receivables	5	6,09,541	7,06,655
(ii)	Cash and cash equivalents	6(a)	27,076	2,706
(iii)	Bank balances other than (ii) above	6(b)	41,957	40,164
(iv)	Other current assets	7	70,113	65,613
(c)	Current tax assets	8	540	383
(d)	Other current assets	9	1,69,027	1,54,669
	Sub Total - B		10,26,077	10,78,012
	Total assets (A+B)		17,98,212	18,77,521
EQUITY AND LIABILITIES				
(1)	EQUITY			
(a)	Equity Share capital	10	45,67,620	45,67,620
(b)	Other Equity	11	(1,94,64,114)	(1,82,81,213)
	Sub Total - A		(1,48,96,494)	(1,37,13,593)
LIABILITIES				
(1)	Non-current Liabilities			
(a)	Financial Liabilities			
(i)	Long term Borrowings	12	11,65,730	11,65,730
(b)	Long Term Provisions	13	5,27,436	5,10,806
	Sub Total - B		16,93,166	16,76,536
(2)	Current Liabilities			
(a)	Financial Liabilities			
(i)	Short term Borrowings	14	20,10,685	18,71,417
(ii)	Trade Payables	15	55,68,817	55,62,903
(iii)	Other Financial liabilities	16	64,65,956	55,33,222
(b)	Other current liabilities	17	8,88,264	8,84,441
(c)	Short Term Provisions	18	67,817	62,595
	Sub Total - C		1,50,01,539	1,39,14,578
	Total Equity and Liabilities - (A+B+C)		17,98,212	18,77,521

Statement of Significant Accounting Policies

Notes on Financial Statement

As per our report of even date attached

V Narayanan & Co.

Chartered Accountants

Firm Regn No. 002398S

S U Sridharan

Partner

Membership No. 019613

Place : Chennai

Date : 30.05.2023

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For and on behalf of Board of Directors

J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Chairman

Swapnil Gupta
Company Secretary

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STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(Rupees in Hundreds)

S.No	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I	Revenue from operations		-	-
II	Other income	19	18,318	2,152
III	Total Income (I+II)		18,318	2,152
IV	Expenses:			
	Cost of materials consumed	20	-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	-	-
	Employee benefits expense	22	1,03,204	1,57,279
	Finance Costs	23	9,21,314	8,22,051
	Depreciation and amortisation expense	24	25,839	28,190
	Other expenses	25	1,64,595	36,551
	Total expenses (IV)		12,14,952	10,44,071
V	Profit/(loss) before exceptional items and tax (III-IV)		(11,96,634)	(10,41,919)
VI	Exceptional items	26	-	2,449
VII	Profit / (loss) before tax (V-VI)		(11,96,634)	(10,44,368)
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax - Refer Note 34		-	-
IX	Profit /(Loss) for the period (VII-VIII)		(11,96,634)	(10,44,368)
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss	27	13,734	(5,179)
XI	Total Comprehensive Income for the year (IX+X)		(11,82,900)	(10,49,547)
XII	Earnings per equity share			
	(1) Basic		(2.59)	(2.30)
	(2) Diluted		(2.59)	(2.30)

Statement of Significant Accounting Policies

1

Notes on Financial Statement and Other explanatory notes

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As per our report of even date attached

V Narayanan & Co.

For and on behalf of Board of Directors

Chartered Accountants

Firm Regn No. 002398S

S U Sridharan

Partner

Membership No. 019613

J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Chairman

Place : Chennai

Date : 30.05.2023

Swapnil Gupta
Company Secretary

TAMILNADU TELECOMMUNICATIONS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023

A. Equity Share Capital

(Indian Rupees in Hundreds)

Balance at the beginning of the current reporting period i.e. as at April 1, 2021	Changes in Equity Share Capital during the Year 2021-22	Balance as at Mar 31, 2022	Balance as at April 1, 2022	Changes in Equity Share Capital during the Year 2022-23	Balance as at March 31, 2023
45,67,620	–	45,67,620	45,67,620	–	45,67,620

B. Other Equity

(Indian Rupees in Hundreds)

Particulars	Reserves and surplus			OCI	Total
	Securities Premium Reserve	Capital Restructuring Reserve	Statement of Profit & Loss	Other Comprehensive Income (Gratuity)	
Financial Year - 2022-23					
Balance as at April 1, 2022 (A)	98,400	9,79,711	(1,93,59,324)	–	(1,82,81,213)
Profit/(Loss) for the year	–	–	(11,96,634)	–	(11,96,634)
Add: Transferred to Other comprehensive income of earlier years	–	–	32,745	(32,745)	–
Add: Other Comprehensive income	–	–	–	13,734	13,734
Total comprehensive income for the year 2021-22 (B)	–	–	(11,63,889)	(19,011)	(11,82,900)
Balance as at Mar 31, 2023 (A)+(B)	98,400	9,79,711	(2,05,23,213)	(19,011)	(1,94,64,114)
Financial Year - 2021-22					
Balance as at April 1, 2021 (A)	98,400	9,79,711	(1,83,09,777)	–	(1,72,31,666)
Profit/(Loss) for the year	–	–	(10,44,368)	–	(10,44,368)
Add: Other Comprehensive income	–	–	(5,179)	–	(5,179)
Total comprehensive income for the year 2021-22 (B)	–	–	(10,49,547)	–	(10,49,547)
Balance as at Mar 31, 2022 (A)+(B)	98,400	9,79,711	(1,93,59,324)	–	(1,82,81,213)

As per our report of even date attached
V Narayanan & Co.
Chartered Accountants
Firm Regn No. 002398S

For and on behalf of Board of Directors

S U Sridharan
Partner
Membership No. 019613

J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Chairman

Place : Chennai
Date : 30.05.2023

Swapnil Gupta
Company Secretary

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Statement of Cash Flow for the year ended 31st March 2022

Accounting Policy:

The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 on Statement of Cash Flows.

Amendment to Ind AS 7:

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements."

(Indian Rupees in Hundreds)

Description	For the period ended 31st March 2023	For the period ended 31st March 2022
Cash Flow from Operating Activities:		
Net Profit / (Loss) before tax	(11,82,900)	(10,49,547)
Adjustments for		
Add: - Depreciation	25,839	28,190
- Interest & Finance Charges	9,21,314	8,22,051
- Loss on sale of assets	-	-
- Exchange Rate Fluctuations - Loss / (Gain)	10,782	-
	(2,24,965)	(1,99,306)
Less:		
- Interest/Dividend Received	2,007	2,034
Operating Profit before Working Capital changes	(2,26,973)	(2,01,340)
Changes in assets and liabilities:		
- Trade Receivables	97,113	6,967
- Other Current receivables	(19,016)	(46,048)
- Inventories	-	-
- Other Non - current assets	1,535	-
- Trade Payables	5,914	(6,65,061)
- Other financial liabilities, other liabilities, borrowings and provisions	10,81,049	16,86,245
Cash generated from Operations	9,39,619	7,80,763
Income Tax	-	-
Cash Flow after tax before exceptional items	9,39,619	7,80,763
Exceptional items	-	-
Exchange Rate Fluctuations - (Loss) / Gain	(10,782)	-
Net Cash generated by Operating Activities- A	9,28,837	7,80,763
Cash Flow from Investing Activities:		
Purchase of Non-Current Assets	-	(430)
Sale of Fixed assets	-	2,449
Investment in Fixed Deposits	-	-
Interest/Dividend Received	215	204
Net Cash from / (used) in Investment Activities -B	215	2,223
Cash Flow from Financing Activities:		
Increase / (Repayment) of Non Current Liabilities	16,631	38,982
Interest charges	(9,21,314)	(8,22,051)
Dividends Paid	-	-
Dividend Tax	-	-
Net Cash used in Financing Activities-C	(9,04,683)	(7,83,069)
Net (decrease)/Increase in Cash Equivalents (A+B+C)	24,369	(84)
Cash & Cash Equivalents at the beginning of the Year	2,708	2,791
Cash & Cash Equivalents at the end of the year	27,076	2,708
Bank Balances other than Cash & Cash Equivalents	41,957	40,164
Cash & Bank balances at the end of the year	69,033	42,872

Notes: 1. Cash and cash equivalents represents cash in hand and cash with scheduled banks.
2. Figures for the previous year have been re-grouped wherever necessary.

As per our report of even date attached

V Narayanan & Co.
Chartered Accountants
Firm Regn No. 002398S

For and on behalf of Board of Directors

S U Sridharan
Partner
Membership No. 019613
Place : Chennai
Date : 30.05.2023

J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Chairman

Swapnil Gupta
Company Secretary

TAMILNADU TELECOMMUNICATIONS LIMITED

Note 2- Plant, Property and Equipment

Note 2A -Gross Carrying cost -Plant, Property and Equipment

(Indian Rupees in Hundreds)

Particulars	Gross block as at 1st April 2022	Additions	Disposals	Gross block as at 31st March 2023
Land -(Freehold)	4,20,136	-	-	4,20,136
Buildings	3,37,948	-	-	3,37,948
Plant and Equipment	31,58,076	-	-	31,58,076
Furniture and Fixtures	7,962	-	-	7,962
Vehicles	12,741	-	-	12,741
Office Equipment	4,584	-	-	4,584
Others		-	-	
EDP Equipments	5,318	-	-	5,318
Total	39,46,765	-	-	39,46,765
Previous Year	39,95,305	430	48,970	39,46,765

Note 2B -Accumulated Depreciation- Plant, Property and Equipment

Particulars	Balance as at 1st April 2022	Depre- ciation/ Amorti- zation for the period	Depre- ciation withdrawn - Sales / Scrapping	Balance as at 31st March 2023	Net Block as at 31st March 2023	Net Block as at 31st March 2022
Land - (Freehold)	-	-	-	-	4,20,136	4,20,136
Buildings	2,43,966	9,712	-	2,53,679	84,269	93,982
Plant and Equipment	28,75,583	16,109	-	28,91,693	2,66,383	2,82,493
Furniture and Fixtures	7,754	-	-	7,754	208	208
Vehicles	12,305	-	-	12,305	437	437
Office Equipment	4,399	17	-	4,416	168	185
Others						
EDP Equipment	5,084	-	-	5,084	234	234
TOTAL	31,49,092	25,839	-	31,74,930	7,71,834	7,97,674
Previous Year	31,67,424	28,189	46,522	31,49,092	7,97,674	8,27,881

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Particulars	As at 31st March 2023	As at 31st March 2022				
Note 3- Other non- current assets						
Unsecured considered Good						
Security Deposits	300	1,835				
TOTAL	300	1,835				
Note 4- Inventories						
Inventories (*)						
(a) Raw-Materials	1,99,296	1,99,296				
Less: Provision for redundancy	1,81,880	1,81,880				
	17,416	17,416				
(b) Work-in-Progress	2,04,807	2,04,807				
Less: Provision for redundancy	1,14,401	1,14,401				
	90,406	90,406				
(c) Stores and Spares	14,876	14,876				
Less: Provision for redundancy	14,876	14,876				
	-	-				
(d) Disposable Scrap	1,301	1,301				
Less: Provision for redundancy	1,301	1,301				
	-	-				
TOTAL	1,07,822	1,07,822				
(*) Refer Significant accounting policies						
Note 5- Trade Receivables						
Trade Receivables (*)						
Secured - Considered good	-	-				
Unsecured - Considered good	6,09,541	7,06,655				
	6,09,541	7,06,655				
Doubtful (*)	9,95,955	8,97,258				
Less: Provision for Doubtful Debts	9,95,955	8,97,258				
	-	-				
TOTAL	6,09,541	7,06,655				
(*) 1. Trade Receivables (Unsecured - Considered good) includes amounts receivable from TCIL(Related Party) amounting to Rs. 1,20,947/- (Previous Year - Rs. 1,98,621/-)						
(*) 2. Trade Receivables (Doubtful) includes amounts receivable from TCIL (Related Party) amounting to Rs. 90,259/- (Previous Year - Rs. 11,003/-)						
3. Trade Receivables ageing details are given below:						
Particulars	Outstanding for following periods from Due date of payment as on 31.03.2023					TOTAL
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	-	-	2,70,036	2,70,036

TAMILNADU TELECOMMUNICATIONS LIMITED

Particulars	Outstanding for following periods from Due date of payment as on 31.03.2023					TOTAL
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(ii) Undisputed Trade Receivables – considered doubtful	–	–	–	–	9,95,955	9,95,955
(iii) Disputed Trade Receivables considered good	–	–	–	–	3,39,505	3,39,505
(iv) Disputed Trade Receivables considered doubtful	–	–	–	–	–	–
Less: Provision for Doubtful Debts	–	–	–	–	(9,95,955)	(9,95,955)
Total	–	–	–	–	6,09,541	6,09,541

Particulars	Outstanding for following periods from Due date of payment as on 31.03.2022					TOTAL
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	–	–	–	–	3,67,150	3,67,150
(ii) Undisputed Trade Receivables – considered doubtful	–	–	–	–	8,97,258	8,97,258
(iii) Disputed Trade Receivables considered good	–	–	–	–	3,39,505	3,39,505
(iv) Disputed Trade Receivables considered doubtful	–	–	–	–	–	–
Less: Provision for Doubtful Debts	–	–	–	–	(8,97,258)	(8,97,258)
Total	–	–	–	–	7,06,655	7,06,655

Particulars	As at 31st March 2023	As at 31st March 2022
Note 6(a) - Cash & Cash Equivalents		
Balances with Bank		
- Current Accounts	1,999	2,706
- In Deposits with original maturity less than 3 months	25,077	–
TOTAL	27,076	2,706
Note 6(b) - Bank balances other than 6(a) above		
Balances with Bank		
- Margin money with Yes bank	41,957	40,164
TOTAL	41,957	40,164

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Particulars	As at 31st March 2023	As at 31st March 2022
Note 7- Short- term Loans		
Unsecured Considered Good		
Employee advances	23	207
Amount recoverable from Related party -TCIL	68,823	51,304
Amount recoverable from other vendors	1,268	14,102
TOTAL	70,113	65,613
Note 8- Current tax assets		
TDS receivable A.Y.2023-24	157	-
IT Refund receivable A.Y.2022-23	203	203
IT Refund receivable A.Y.2021-22	179	179
TOTAL	540	383
Note 9- Other Current assets		
Balances with Government authorities	1,68,146	1,53,694
Prepaid Expenses	392	458
Interest accrued on Margin money deposit	489	517
TOTAL	1,69,027	1,54,669
<u>EQUITY</u>		
Note 10- Equity Share Capital		
A) Authorised:		
5,00,00,000 Equity Shares of Rs.10 each (previous year 5,00,00,000 Equity Shares of Rs.10 each)	50,00,000	50,00,000
B) Shares Issued, Subscribed & fully paid up and Subscribed and not fully paid up		
Issued:		
4,56,81,000 Equity Shares of Rs.10 each (previous year 4,56,81,000 Equity Shares of Rs.10 each)	45,68,100	45,68,100
(I) Subscribed & Fully paid up:		
4,56,71,400 Equity Shares of Rs.10 each (previous year 4,56,71,400 Equity Shares of Rs.10 each)	45,67,140	45,67,140
(II) Subscribed & not fully paid up:		
9,600 Equity Shares of Rs.10 each (previous year 9,600 Equity Shares of Rs.10 each)	960	960
Less: Allotment money unpaid -others - 9,600 Equity Shares of Rs. 5 each (previous year 9,600 Equity Shares of Rs. 5 each)	(480)	(480)
Subscribed & paid up	45,67,620	45,67,620
Par Value per Share (Rs.)	10	10

TAMILNADU TELECOMMUNICATIONS LIMITED

Particulars	As at 31st March 2023	As at 31st March 2022
C) Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the Reporting period:		
Number of shares outstanding at the beginning of the reporting period (fully paid up)	4,56,71,400	4,56,71,400
Shares issued during the year	–	–
Number of shares outstanding at the end of the reporting period (fully paid up)	4,56,71,400	4,56,71,400
* 9600 partly paid up Equity shares amounting to Rs. 480 (in hundreds) are subject to forfeiture.		
D) Rights, preferences and restrictions attached to shares:		
Equity Shares: The company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding after settlement of all Preferential amounts.		
E) Shares held by Holding Company: (by virtue of Section 2(87) of the Companies Act, 2013)		
2,23,83,700 Equity Shares of Rs.10 each (49%) held by Telecommunications Consultants India Limited (One of the Promoters)	22,38,370	22,38,370
F) Details of Shareholders holding more than 5% of shares:		
Name of Share Holder	As at 31st March 2023	
	Number of shares held	Percentage of Holding (%)
(a) Telecommunications Consultants India Ltd (TCIL)	2,23,83,700	49.00
(b) Tamilnadu Industrial Development Corporation Ltd (TIDCO)	66,84,000	14.63
(c) State Bank of India (SBI)	42,47,500	9.30
(d) Fujikura Limited, Japan	32,80,000	7.18
G) Share holding of the promoters:		
Name of Share Holder	As at 31st March 2022	
	Number of shares held	Percentage of Holding (%)
(a) Telecommunications Consultants India Ltd (TCIL)	2,23,83,700	49.00
(b) Tamilnadu Industrial Development Corporation Ltd (TIDCO)	66,84,000	14.63

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Particulars	As at 31st March 2023	As at 31st March 2022
Note 11- Other equity		
(i) Other Reserves		
Securities Premium Reserve		
Opening Balance	98,400	98,400
Add: Securities Premium credited on Share Issue	-	-
Less: Issue of Bonus Shares	-	-
Closing Balance	98,400	98,400
Capital Restructuring Reserve		
Balance at the beginning of the year	9,79,711	9,79,711
Add: Additions / transfers during the year	-	-
Less: Utilisations / transfers during the year	-	-
Closing Balance	9,79,711	9,79,711
(ii) Retained earnings -Surplus/(Deficit) in the statement of profit and Loss		
Deficit in Statement of Profit and Loss	(1,93,59,325)	(1,83,09,777)
Net Profit /(Net Loss) for the current Period	(11,96,634)	(10,44,368)
Other Comprehensive income	-	(5,179)
Transferred to Other comprehensive income of earlier years	32,745	-
Closing Balance	(2,05,23,213)	(1,93,59,324)
(iii) Other Comprehensive Income		
Transferred from Statement of Profit and Loss	(32,745)	-
Add: Other Comprehensive income for the year	13,734	-
Closing Other Comprehensive Income	(19,011)	-
TOTAL	(1,94,64,114)	(1,82,81,213)
Note 12- Long term Borrowings		
A. Secured Long Term Borrowings:		
Loans and Advances from Related Parties - (*)	11,65,730	11,65,730
TOTAL	11,65,730	11,65,730
(*)		
1. Consists of Bridge loan from TCIL Rs.11,65,730 (Previous year - Rs. 11,65,730).		
2. Bridge loan is short term loan provided by TCIL as per the Sanctioned Scheme of Erstwhile BIFR which has to be repaid by arrangement through banks as early as possible. The rate of interest is SBI Base rate + 2.5% p.a		
3. Considering the present inability of the company to repay its debts, the Bridge loan is treated as Long Term borrowings in the books of the company.		
4. Secured against all the fixed assets as well as current assets of the company as at present existing and to be acquired in future.		
Note 13- Long term Provisions		
Provision for Employee benefits		
- Gratuity	4,42,265	4,19,082
- Leave Encashment	85,171	91,724
TOTAL	5,27,436	5,10,806

TAMILNADU TELECOMMUNICATIONS LIMITED

(Indian Rupees in Hundreds)

Particulars	As at 31st March 2023	As at 31st March 2022			
Note 14- Short Term Borrowings					
A. Secured					
Loans and Advances from Related Parties - (*)	20,10,685	18,71,417			
TOTAL	20,10,685	18,71,417			
(*)					
1. Consist of Working Capital support from TCIL of Rs. 20,10,685 (Previous year - Rs. 18,71,417)					
2. Working capital support provided by TCIL will be adjusted against the realisation on revolving basis. The rate of interest is SBI Base rate + 2.5% p.a.					
3. Secured against all the fixed assets as well as current assets of the Company as at present existing and to be acquired in future.					
Note 15- Trade Payables					
Trade Payables (*)					
Secured	52,25,854	52,25,854			
Unsecured	3,42,963	3,37,049			
TOTAL	55,68,817	55,62,903			
(*)					
1. Secured Trade Payables of Rs. 52,25,854 (Previous year - Rs. 52,25,854) comprises of dues to TCIL towards Raw material support. The rate of interest is SBI Base rate + 2.5% p.a.					
2. Secured against all the fixed assets as well as current assets of the Company as at present existing and to be acquired in future.					
3. Trade payables ageing details is given below:					
	Outstanding for following periods from Due date of payment as on 31.03.2023				
Particulars	Less Than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
Undisputed Dues - MSME	-	-	-	-	-
Undisputed Dues - Others	-	-	-	55,68,817	55,68,817
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Total	-	-	-	55,68,817	55,68,817

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(Rupees in Hundreds)

Particulars						As at 31st March 2023	As at 31st March 2022
Particulars	Outstanding for following periods from Due date of payment as on 31.03.2022				Total		
	Less Than 1 year	1 - 2 years	2-3 years	More than 3 years			
Undisputed Dues - MSME	-	-	-	-	-		
Undisputed Dues - Others	-	-	-	55,62,903	55,62,903		
Disputed Dues - MSME	-	-	-	-	-		
Disputed Dues - Others	-	-	-	-	-		
Total	-	-	-	55,62,903	55,62,903		
Note 16- Other Current Financial Liabilities							
Unsecured							
Dues to Related parties							
- Fujikura Limited, Japan (*)							
						2,06,756	2,00,306
- TCIL (**)							
						6,65,061	6,63,012
Interest accrued and due to Related party (TCIL) (***)							
						55,74,513	46,55,278
Others : Earnest Money Deposits, Security Deposits							
						19,626	14,626
TOTAL						64,65,956	55,33,222
(*) Payable to Fujikura Limited, Japan, pertains to Royalty & Technical Know how fee payable.							
(**) Payable to TCIL, pertains to charges towards bank guarantee							
(***) Interest accrued and due to TCIL includes interest outstanding on all borrowings and liabilities to TCIL (Bridge Loan, Working Capital Support and Raw material support)							
Note 17- Other Current Liabilities							
Statutory dues payable							
						3,64,480	3,62,011
Amount payable to employees							
						4,74,347	4,64,649
Outstanding expenses							
						49,437	57,782
TOTAL						8,88,264	8,84,441
Note 18- Short term Provisions							
Provision for employee benefits							
- Gratuity							
						31,517	21,922
- Leave encashment							
						5,720	2,785
Provisions for Warranty							
						-	7,308
Provision for Onerous Loss							
						30,580	30,580
TOTAL						67,817	62,595

TAMILNADU TELECOMMUNICATIONS LIMITED

(Indian Rupees in Hundreds)

Particulars	As at 31st March 2023	As at 31st March 2022
Notes to Statement of Profit and Loss		
Note 19- Other Income		
Interest Income	2,007	2,034
Liabilities written back	12,455	–
Excess provision on Leave encashment written back	3,618	–
Miscellaneous Income	238	118
TOTAL	18,318	2,152
Note 20- Cost of materials consumed		
Opening stock	2,15,473	2,15,473
Add: Purchases	–	–
Add: Direct Expenses	–	–
Less: Closing stock	2,15,473	2,15,473
TOTAL	–	–
Note 21- Changes in inventories of finished goods, Stock-in-Trade and work-in-progress		
(a) Opening Stock		
- Work in Progress	2,04,807	2,04,807
(b) Closing Stock		
- Work in Progress	2,04,807	2,04,807
Decrease / (Increase) in inventories of finished goods, work-in-progress and stock-in-trade	–	–
Note 22- Employee benefits expense		
(a) Salaries and Wages	59,082	98,515
(b) Contribution to Provident & Other Funds	22	1,217
(c) Staff Welfare expenses	38	–
(d) Leave Encashment	848	18,213
(e) Gratuity	43,214	39,334
TOTAL	1,03,204	1,57,279
Note 23- Finance costs		
(a) Interest Expense		
- Interest on loans from TCIL	9,19,234	8,19,923
(b) Bank Charges	2,080	2,128
TOTAL	9,21,314	8,22,051
Note 24- Depreciation and amortization expense		
Depreciation	25,839	28,190
TOTAL	25,839	28,190

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(Indian Rupees in Hundreds)

Particulars	As at 31st March 2023	As at 31st March 2022
Note 25- Other expenses		
Provision for Bad and Doubtful Debts	98,696	–
Net Loss on Foreign Currency reinstatement	10,782	3,736
Rates & Taxes (excluding Income tax)	9,027	6,164
Assets written Off	8,989	–
PF administration and inspection charges	8,396	12
Professional and Consultancy Charges	7,632	8,510
Security Charges	5,741	1,279
Listing fee to Stock Exchanges	5,600	5,400
Printing & Stationery	2,000	197
Annual Custodial fee to Depositories	1,524	1,548
Miscellaneous Expenditure	1,106	1,329
Rent	1,104	1,104
Advertisement other than publicity	907	1,139
Repairs & Others Maintenance	773	2,238
Insurance	563	669
Postal & Telecommunications	155	1,093
Travelling & conveyance	150	683
Payment to Auditors		
- As Auditor (Excluding GST)	1,000	1,000
- For other services	450	450
TOTAL	1,64,595	36,551
Note 26- Exceptional Item		
(a) Prior period expenses:	–	–
Less: transferred to previous years	–	–
(b) Disallowance in Insurance claim	–	–
(a) Loss on sale of Fixed Assets	–	2,449
TOTAL	–	2,449
Other Comprehensive Income		
Note 27- Items that will not be reclassified to profit or loss		
Gratuity	13,734	(5,179)
TOTAL	13,734	(5,179)

TAMILNADU TELECOMMUNICATIONS LIMITED

Notes 28

1 Financial Instruments: (Indian Rupees in Hundreds)

i Financial Risk Management:

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Financial Risks in a Business Entity can be classified as Market Risk, Credit Risk and Liquidity Risk. The status of these Risks at the Company is as brought out hereunder:

a) Market Risk:

Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

b) Credit Risk:

Credit risk arises from the possibility that customers or counterparty to financial instruments may not be able to meet their obligations. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Credit risks arises from cash and cash equivalents, deposits with banks, financial institutions and others, as well as credit exposures to customers, including outstanding receivables. The Company's policy is to place cash and cash equivalents and short term deposits with reputable banks and financial institutions.

c) Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date 31.03.2023.*

Particulars	Carrying value	Less than 1 year	More than 1 year upto 3 years	Beyond 3 years	Total
	Rs.	Rs.	Rs.	Rs.	Rs.
Borrowings	31,76,415	1,39,269	3,58,919	26,78,228	31,76,415
Trade Payables	55,68,817	–	–	55,68,817	55,68,817
Other Financial Liabilities	64,65,956	9,32,735	23,89,977	31,43,245	64,65,956
Total	1,52,11,189	10,72,004	27,48,896	1,13,90,290	1,52,11,188

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date 31.03.2022.*

Particulars	Carrying value	Less than 1 year	More than 1 year upto 3 years	Beyond 3 years	Total
	Rs.	Rs.	Rs.	Rs.	Rs.
Borrowings	30,37,147	1,40,447	4,88,204	24,08,496	30,37,147
Trade Payables	55,62,903	–	–	55,62,903	55,62,903
Other Financial Liabilities	55,33,222	8,24,974	24,21,628	22,86,620	55,33,222
Total	1,41,33,272	9,65,420	29,09,832	1,02,58,019	1,41,33,272

* The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

The table includes both interest and principal cash flows.

ii. Fair Values Hierarchy

Financial assets and Financial liabilities measured at fair value in the statement of financial position are categorized into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 - Quoted Prices (unadjusted) in active markets for financial instruments

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Valuation Techniques:

The Carrying value of financial assets and liabilities with maturities less than 12 months are considered to be representative of their fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

iii. The carrying value and fair value of Financial instruments by each category as at 31st March, 2023 were as follows.

Sl. No	Particulars	Financial assets/liabilities at amortised costs	Financial assets/liabilities at FVTPL	Financial assets/liabilities at FVTOCI	Total Carrying Value	Total Fair Value
A.	Financial assets					
	(i) Trade receivables	6,09,541	-	-	6,09,541	6,09,541
	(ii) Cash and Bank balances	69,033	-	-	69,033	69,033
	(iii) Other Financial Assets	70,413	-	-	70,413	70,413
	Total financial assets	7,48,988	-	-	7,48,988	7,48,988
B	Financial Liabilities					
	(i) Borrowings	31,76,415	-	-	31,76,415	31,76,415
	(ii) Trade Payables	55,68,817	-	-	55,68,817	55,68,817
	(iii) Other Financial Liabilities	64,65,956	-	-	64,65,956	64,65,956
	Total financial assets	1,52,11,189	-	-	1,52,11,189	1,52,11,189

The carrying value and fair value of Financial instruments by each category as at 31st March, 2022 were as follows.

Sl. No	Particulars	Financial assets/liabilities at amortised costs	Financial assets/liabilities at FVTPL	Financial assets/liabilities at FVTOCI	Total Carrying Value	Total Fair Value
A.	Financial assets					
	(i) Trade receivables	7,06,655	-	-	7,06,655	7,06,655
	(ii) Cash and Bank balances	42,870	-	-	42,870	42,870
	(iii) Other Financial Assets	67,448	-	-	67,448	67,448
	Total financial assets	8,16,973	-	-	8,16,973	8,16,973

TAMILNADU TELECOMMUNICATIONS LIMITED

B	Financial Liabilities					
	(i) Borrowings	30,37,147	-	-	30,37,147	30,37,147
	(ii) Trade Payables	55,62,903	-	-	55,62,903	55,62,903
	(iii) Other Financial Liabilities	55,33,222	-	-	55,33,222	55,33,222
	Total financial assets	1,41,33,272	-	-	1,41,33,272	1,41,33,272

iv. Capital Management:

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of Balance Sheet.

Management assesses the Company's capital management in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Dividends

Particulars		31.03.2023	31.03.2022
(a)	The amount of dividend proposed and not recognized at the end of the reporting period to be distributed to Equity share holders	-	-
(b)	The corresponding amount of dividend distribution tax for the amount of proposed dividend	-	-

OTHER EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS:

NOTE NO. 29:

The Company is having a system of sending letters to the Debtors for confirming the balance as at the year-end 31st March. However, the balances of Trade receivables, Trade payables, loans and advances (other than Telecommunications Consultants India Limited (TCIL)) are subject to confirmation.

NOTE NO. 30:

- (a) No provision is made for BSNL which is a long pending debtor of Rs. 3,39,505 (previous year Rs. 3,39,505) in view of the arbitration proceeding completed against the Purchaser for which the Award was received on 14th January 2005 in favour of the Company but has since been challenged by the Purchaser in the court. Further the court remitted back the case to the Arbitrator for speaking orders which also had been awarded on 14th November 2014 in favour of the Company after arguments, cross examinations and written submissions. The purchaser has again appealed in the High Court. Now the matter is posted on list of final hearings of High court.

- (b) No provision is made for Rs. 13,397 (previous year Rs. 13,397) due from RailTel arbitration case was appealed against award in Delhi High Court which was disposed by Delhi high court.

(Indian Rupees in Hundreds)

NOTE NO.31:

After restructuring as per the Sanctioned Scheme of erstwhile BIFR during 2010-11, the net worth of the Company was positive during 2010-11. However, during the year 2011-12 the net worth had again eroded. The Company was under rehabilitation period as per the erstwhile BIFR Sanctioned Scheme. Lack of executable orders and dull phase of Optical Fiber Cable (OFC) market from the year 2010-11 onwards is the reason for the poor performance.

During the year 2012-13 the Company had received order from BSNL for supply of 3206 KMs of OFC valuing Rs.15,97,011 and successfully executed the order in time and got 50% add-on order of 1602 KMs and executed during 2013-14 valuing Rs.7,98,007. These two were the only major orders executed during these two years.

Bharat Broadband Network Limited (BBNL), the Special Purpose Vehicle of the Government, had floated the tender

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towards the National Optic Fiber Network (NOFN) project to connect all the villages by broad band. The date of tender opening was 08.05.2013. Though the initial projection was 600000 KMs, the tender called for is to cover 404995 KMs under six packages based on geographical location. For this huge quantum, BBNL has fixed the delivery time frame of eight months only including initial two months for preliminary arrangements. The Company has participated in one package considering its production capacity to cover the quantum in the given short delivery period. The Company has received APO and given acceptance during February, 2014 for 5800 KMs including accessories. The Value of the APO is Rs. 31,90,444. BBNL has proposed to issue PO in two phases of 50% each. During April, 2014, BBNL has issued the first 50% PO for 2900 KMs including accessories valuing Rs. 1,595,273. Delivery period was upto October, 2014. BBNL has issued the consignee details in full periodically for four months consignments of 1740 KMs only. For fifth month consignment, consignee details were provided for only 48 KMs out of 580 KMs. Hence consignee details are not provided for balance around 1112 KMs. BBNL has extended the delivery schedule by another six months beyond October, 2014. Hence the supply of balance around 1112 KMs and second 50% PO for 2900 KMs was anticipated during 2016-17 and 2017-18 for execution. However, BBNL did not decide on the consignees and no supply could, therefore, be made thereafter.

The Company had participated in the tender floated by BSNL for supply of 24,000 KMs of 24F HDPE DS OFC. The technical bid opened and the company has been technically qualified. Financial bid opened on 21.5.2015 which was followed by e-reverse auction but TTL could not compete in the e-reverse auction.

The company had railway orders worth Rs.10 cr during the financial year 2016-17 and 2017-18. But due to non-availability of fiber from Fujikura, Japan, the orders could not be executed.

The requirement of OFC in the country is huge; however the delay in procurement is due to various procedural matters / issues in execution of big projects by the Government Clients.

The Company is hoping to get continuous orders since the OFC market has picked up. The order booking position is expected to improve as there is huge requirement of OF cable in the near future due to the impact of 5G.

Therefore, the company and its promoters were taking various efforts for revival of the company as detailed below:

- i. MOU was signed with ITI Limited (PSU) in the presence of Hon'ble Minister of Communication during the synergy meeting held on 22th February 2018 at New Delhi for contract manufacturing.
- ii. The proposal of taking over the company/utilizing capacity by BSNL was discussed with BSNL & TCIL both under Department of Telecommunication. DOT

discussed in the meeting held on 07.03.2019 with regard to takeover of TTL by BSNL, it was suggested by Ministry to BSNL to utilize the capacity of TTL since BSNL requirement is 100000 km per annum against TTL capacity of 100000 Km per annum. Follow up action has been taken up by the company and TCIL.

- iii. Diversion of existing skilled employees to Fiber Optic Splicing, Survey, Optical Laying Supervision and other telecom related service contracts to maximize the utilization of existing skilled manpower has been taken care. Orders for deputation to TCIL were issued to all the employees of TTL and 60 employees joined in TCIL on deputation basis till Last Financial Year. Few employees were posted at TCIL Chennai to attend of minimum requirement of TTL factory and TTL office work.
- iv. To obtain preferential orders from Tamilnadu State PSU, for supplying Optical Fiber Cable in Tamilnadu. Management has been continuously pursuing and approaching the concerned secretaries and ministers of Government of Tamilnadu.
- v. To obtain Turnkey contracts with the help of TCIL on nomination basis from DOT / PSUs / Tamilnadu Govt. and execute the orders so that excess skilled manpower will be utilized.
- vi. TCIL management has been taking efforts to revive TTL through various correspondence and meeting with Ministers of Government of Tamilnadu and TIDCO CMD.
- vii. Promoter TCIL has initiated the proposal of sale of entire stake of TCIL in TTL through DIPAM as per the revised procedure for strategic disinvestment in CPSEs. The same has been pursued with Department of Telecom, Ministry of Communication. The strategic disinvestment will pave the way for revival of the company by the prospective buyers.
- viii. Department of Telecom has also been pursuing the matter and required data has been shared. EoI was floated in the year 2021 for engaging Consultant to explore various revenue generation options. Consultant was appointed for monetization of factory and factory premises. Based on the consultant report RFP was floated on 29/12/2021 was floated through company website and newspaper advertisement for "Grant of Lease of the Manufacturing Facilities and Premises of TTL". The proposal was taken to the approval of Board in their 176 Board meeting dt.20th May 2022 and in the AGM on September 2022. The selected party did not come for signing the agreement and tender was cancelled. RFP was floated again on 02.01.2023. Single party quoted. LoA was issued by TTL. After the receipt of LoA, the party withdrew from the tender process.

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Present status of Revival of TTL

- As a first step, restoration of electricity connection has been processed.
- Preferential order being pursued through TIDCO with State Government for Telecom infra Projects in Tamilnadu.
- Request for Proposal (RFP) No. TTL/RFP/22-23/CHENNAI/02 dated 15.03.2023 was published on 16.03.2023 in the websites of TCIL (www.tcil.net.in) and TTL (www.ttlfc.in) for grant of lease of manufacturing facilities and premises of TTL Factory at Maraimalainagar, near Chennai, Tamilnadu. It was also advertised in the leading newspapers All India English edition and Chennai Tamil edition. Single quote was received for Grant of Lease of the Manufacturing Facilities and Premises of TTL located in Maraimalai Nagar, near Chennai, Tamilnadu, on lease cum revenue sharing model basis. The bid has been accepted. With the approval from competent authority LoA has been issued to the party on 24.05.2023. Lease cum revenue will commence from 19th June 2023 for 9 years and 11 months.

Considering the scope during the immediate future, with the assured income from the lease period of 9 years & 11 months and with TCIL's financial / preferential order support to TTL, the accounts have been prepared on going concern basis.

NOTE NO.32: LAND

- The Company is currently in possession of 2.42 acres of land acquired from CMDA. In respect of the said land Memorandum of Lease cum Sale Agreement has been entered and on completion of payment, the Company has executed Sale Deed and the same in original was surrendered to SBI, which is yet to be returned by SBI for which due clearances were received from all the banks of the consortium. The Company is following up with SBI, in this regard.
- The Company is also in possession of 7.36 acres of free hold land of the Tamilnadu State Government. The cost of land determined by the Government in 2010 was paid by the Company. Land delivery receipt was issued to the Company by the Government. In the case of TN Government land, it is to be utilized for the purpose for which it is allotted.

NOTE NO.33: Actuarial Valuation

As per Indian Accounting Standard 19 "Employee Benefits", the disclosures of Employee benefits are given below:

A. Defined contribution Plan (Indian Rupees in Hundreds):

Contribution to Defined Contribution Plan, recognized as expense for the year are as under.

Particulars	2022 -23	2021-22
Employer's Contribution to Provident Fund	22	209
Employer's Contribution to Pension Scheme	-	-

Upto the year 2008-09 the Company has set up separate Trust for Provident Fund and has been contributing towards the same. In view of the fact that the Company is industrially sick as declared by erstwhile BIFR and its net worth has fully eroded, the Provident Fund Commissioner-I has withdrawn with effect from 01.04.2009 the relaxation order issued under Para 79 of the Employees' Provident Fund Scheme 1952, with a direction to remit the whole cash balance to Employees' Provident Fund (EPF) Account No.1 and the balance available in Special Deposit Account to Central Board of Trustees, Employees' Provident Fund. During the year the Company has followed the directions of the Provident Fund Commissioner-I and remitted the monthly contributions to the concerned Regional Provident Fund Commissioner.

B. Defined Benefit Plan (All Figures in Rs. hundreds)

Gratuity (Un Funded)

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. 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. Vesting occurs upon completion of five years of service. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as of the balance sheet date. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method

The following table set out the status of the gratuity plan as required under Ind AS 19.

Service Cost:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Current Service Cost	15,907	16,094
Past Service Cost (including curtailment Gains/Losses)	-	-
Gains or losses on Non-Routine settlements	-	-
Total	15,907	16,094

Net Interest Cost:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Interest Cost on Defined Benefit Obligation	26,689	32,041

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All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Interest Income on Plan Assets	1,319	1,524
Net Interest Cost (Income)	25,369	30,517

Change in Present Value of Obligations:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening of defined benefit obligations	4,151	4,630
Liability Transfer In/(Out)	0	0
Service cost	15,907	16,094
Interest Cost	26,689	32,041
Benefit Paid	0	0
Actuarial (Gain)/Loss on total liabilities:	5,367	(13,628)
- due to change in financial assumptions	(14,101)	(11,667)
- due to change in demographic assumptions	0	0
- due to experience variance	19,468	(1,960)
Closing of defined benefit obligation	4,63,026	4,97,533

Change in Fair Value of Plan Assets:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening fair value of plan assets	20,514	22,022
Asset Transfer In/(Out)	0	0
Actual Return on Plan Assets	1,508	1,630
Employer Contribution	0	9,930
Benefit Paid	0	0
Closing fair value of plan assets	22,022	23,751

Actuarial (Gain)/Loss on Plan Asset:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Expected Interest Income	1,319	1,524
Actual Income on Plan Asset	1,508	1,630
Actuarial gain/(loss) on Assets	189	106

Other Comprehensive Income:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening amount recognized in OCI outside P & L account	-	-
Actuarial gain/(loss) on liabilities	(5,367)	13,628
Actuarial gain/(loss) on assets	189	106
Closing amount recognized in OCI outside P & L account	(5,179)	13,734

The amount to be recognized in Balance Sheet Statement:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Present Value of Obligations	4,151	4,630
Fair value of plan assets	205	220
Net Obligations	3,945	4,410
Amount not recognized due to asset limit	-	-
Net defined benefit liability / (assets) recognized in balance sheet	3,945	4,410

Expense Recognized in Statement of Profit and Loss:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Service cost	15,907	16,094
Net Interest Cost	25,369	30,517
Expenses Recognized in the statement of Profit & Loss	41,277	46,611

Change in Net Defined Obligations:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening of Net defined benefit liability	3,94,549	4,41,004
Service cost	15,907	16,094
Net Interest Cost	25,369	30,517
Re-measurements	5,179	(13,734)
Liability Transferred In/(out)-Net	0	0
Contribution paid to fund	0	(99)
Closing of Net defined benefit liability	4,41,004	4,73,782

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Reconciliation of Expense in Profit and Loss Statement:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Present Value of Obligation as at the end of the year	4,63,026	4,97,533
Present Value of Obligation as at the beginning of the year	(4,15,063)	(4,63,026)
Benefit Paid	0	0
Actual Return on Assets	(1,508)	(1,630)
Liability Transfer (In)/Out	0	0
OCI	(5,179)	13,734
Expenses Recognised in the Statement of Profit and Loss(*)	41,277	46,611

* Gratuity cost included in Note 22

Particulars	March 31, 2022	March 31, 2023
Expenses recognized as per Actuarial valuation	41,277	46,611
Gratuity Recoverable from TCIL for employees deputed to TCIL	(22,111)	(17,618)
Gratuity payable to retiring employees	20,169	14,222
Net Gratuity Cost Included in Note 22	39,334	43,214

Reconciliation of Liability in Balance Sheet:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening net defined benefit liability / (asset)	3,94,549	4,41,004
Expense charged to profit and loss account	41,277	46,611
Amount recognized outside profit & loss account	0	0
Employer Contributions	0	(9,930)
Liability Transferred In/(out) -Net	0	0
OCI	5,179	(13,734)
Closing net defined benefit liability / (asset)(*)	4,41,004	4,73,782

* Total gratuity provision included in Note 13 and 18 amounts to Rs.4,73,782 (Previous year Rs.4,41,004)

Note: The estimates of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The

above information is based on the valuation certified by the actuary.

C Leave encashment (All Figures in Rs. in Hundreds)

The employees of the Company are entitled to compensate absence. The employees can carry forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence for a maximum of 240 days. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date based on actuarial valuations.

The following table set out the status of the Leave Benefit plan as required under Ind AS 19

Service Cost:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Current Service Cost	6,031	6,384
Past Service Cost (including curtailment Gains/Losses)	0	0
Gains or losses on Non Routine settlements	0	0
Total	6,031	6,384

Net Interest Cost:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Interest Cost on Defined Benefit Obligation	4,969	6,540
Interest Income on Plan Assets	0	0
Net Interest Cost (Income)	4,969	6,540

Change in Present Value of Obligations:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening of defined benefit obligations	77,276	94,509
Liability Transfer In/(Out)	0	0
Service cost	6,031	6,383
Interest Cost	4,969	6,540
Benefit Paid	0	0

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All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Actuarial (Gain)/Loss on total liabilities:	6,234	(16,542)
- due to change in financial assumptions	(2,916)	(2,136)
- due to change in demographic assumptions	0	0
- due to experience changes	9,150	(14,406)
Closing of defined benefit obligation	94,509	90,891

Change in Fair Value of Plan Assets:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening fair value of plan assets	0	0
Asset Transfer In/(Out)	0	0
Actual Return on Plan Assets	0	0
Employer Contribution	0	0
Benefit Paid	0	0
Closing fair value of plan assets	0	0

Actuarial (Gain)/Loss on Plan Asset:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Expected Interest Income	0	0
Actual Income on Plan Asset	0	0
Actuarial gain /(loss) on Assets	0	0

Other Comprehensive Income:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening amount recognized in OCI outside profit and loss account	N/A	N/A
Actuarial gain / (loss) on liabilities	N/A	N/A
Actuarial gain / (loss) on assets	N/A	N/A
Closing of amount recognized in OCI outside profit and loss account	N/A	N/A

Note:- As per paragraph 154 and 156 of IND AS 19, Actuarial gains and losses on other long term employee benefit plans continue to be required to be recognized through P&L.

The amount to be recognized in Balance Sheet Statement:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Present Value of Obligations	94,509	90,891
Fair value of plan assets	-	-
Net Obligations	94,509	90,891
Amount not recognized due to asset limit	-	-
Net defined benefit liability / (assets) recognized in balance sheet	94,509	90,891

Expense Recognized in Statement of Profit and Loss:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Service cost	6,031	6,384
Net Interest Cost	4,969	6,540
Net actuarial (gain)/ loss	6,234	(16,542)
Expenses Recognized in the statement of Profit & Loss	17,234	(3,618)

Note:- As per paragraph 154 and 156 of IND AS 19, Actuarial gains and losses on other long term employee benefit plans continue to be required to be recognized through P&L.

Change in Net Defined Obligations:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening of Net defined benefit liability	77,276	94,509
Service cost	6,031	6,384
Net Interest Cost	4,969	6,540
Re-measurements	6,234	(16,542)
Liability Transferred In/(out) -Net	0	0
Contribution paid to fund	0	0
Closing of Net defined benefit liability	94,509	90,891

Reconciliation of Expense in Profit and Loss Statement:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Present Value of Obligation as at the end of the year	94,509	90,891
Present Value of Obligation as at the beginning of the year	(77,276)	(94,509)

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All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Benefit Paid	0	0
Actual Return on Assets	0	0
Liability Transfer (In)/Out	0	0
OCI	N/A	N/A
Expenses Recognised in the Statement of Profit and Loss(*)	17,234	(3,618)

* Excess provision written back of Rs. 3,618 during the year ended 31.03.2023 included in Note 19.

Leave encashment expenses included in Note 22:

Particulars	March 31, 2022	March 31, 2023
Expenses recognized as per Actuarial valuation	17,234	–
Leave encashment payable to retiring employees	979	848
Net Leave encashment expenses Included in Note 22	18,213	848

Reconciliation of Liability in Balance Sheet:

All Figures in Indian Rupees in Hundreds	March 31, 2022	March 31, 2023
Opening net defined benefit liability / (asset)	77,276	94,509
Expense as above	17,233	(3,618)
Amount recognized outside profit & loss account	0	0
Liability Transferred In/(out)-Net	0	0
Employer Contributions	0	0
Closing net defined benefit liability / (asset)(*)	94,509	90,891

* Total Leave encashment provision included in Note 13 and 18 and amounting to Rs.90,891 (Previous year Rs.94,509)

NOTE NO.34:

- Current Tax: No provision for income tax is made in view of the current year loss and the accumulated losses of previous years available for set off.
- Deferred tax: During the year, the Company has not accounted/taken the credit/charge for the deferred tax assets/liabilities. The excess of timing difference over the deferred tax liability has been ignored for want of reasonable certainty of the company making taxable income in the near future. Similarly, for the same

reason, certain other provisions made in the earlier years have been ignored for creation of deferred tax asset. The accumulated losses and carried forward depreciation under the tax laws have been ignored for creating the deferred tax asset considering that there is no reasonable certainty of the company making taxable income in the future. The treatment noted above is in accordance with the Indian Accounting Standard 12 "Taxes on Income/ Income Taxes" notified under Section 133 of the companies Act, 2013.

NOTE NO.35:

Work-in-Progress under Inventories as on 31.03.2023 includes realizable scrap comprising short length cables, quality defects cables, excess production cables for operational reasons, type approval cables and disputed returned cables. The above items are saleable with further processing and re-testing to the same or other customers. Due provision is made in respect of non-moving/ slow moving WIP inventories wherever necessary.

NOTE NO.36:

- The Componentization of Fixed Assets have already been done at the time of capitalization of Fixed Assets. Further Componentization of Fixed Assets, at present is not technically felt appropriate by the Company.
- As stipulated in Ind AS – 36, the company is of the view that assets employed in continuing business are capable of generating adequate returns over their useful life in the usual course of business. There is no indication to the company of impairment of any asset and accordingly the Management is of the view that no impairment provision is called for during the year.

NOTE NO.37:

The Company is manufacturing OF cables only and no other business was undertaken during the year 2022-23.

NOTE NO.38:

Contingent Liabilities (Indian Rupees in Hundreds)

(a) Claims against the company not acknowledged as debt:

- Commercial Tax Department had demanded a sum of Rs.1,86,088 as Additional Sales Tax in respect of Financial Year 2000-2001 and 2001-2002 (up to November 2001). The company has obtained a Stay from Madras High Court against the collection of above demand by depositing a sum of Rs.75,000 with Commercial Tax Department as directed by the High Court while granting the stay. As the demand is disputed, the same is not provided for in the accounts. The case came up for hearing during November, 2011

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and directions were issued to post the case along with the writ appeal before the Bench in another similar case where the judgment is in favour of the assessee. The writ petitions were heard by High Court, Madras, on 02-09-2015 and on 09-09-2015. On hearing the argument single Judge of High court Madras reserved the judgement. Orders are still not given by the Court.

- (ii) The Sales Tax department has demanded a sum of Rs. 22,950 during the financial year 2006-07 for non-submission of "C" Forms from BSNL / MTNL pertaining to AY 2001-02, 2002-03 and 2003-04. The Government has exempted "C" forms in respect of inter-state sales to BSNL / MTNL. The company has represented to the Department and also referred the matter to BSNL / MTNL. Next hearing date is not yet fixed.
- (iii) The Customs Authority has demanded an amount of Rs. 102,067 towards difference in classification of Optical Fibre during the year 2006-07. However, the order of the Commissioner of Customs has come in favour of the Company during the year 2009-10 dropping the proceedings. Department has gone for appeal against the order. The company has filed the Counter. The Tribunal vide its Final Order dated 19/12/2017 remanded the matter back to the Commissioner for fresh decision after the outcome of the case pending in Supreme Court on the issue of jurisdiction of DRI to issue the notice. As such, the issue has to be argued and decided afresh.
- (iv) There is a demand from IT department for Rs.29,052 towards short deduction of TDS against interest payable to TCIL. The Company have represented the case with IT Department.
- (v) Total penalty amounting to Rs. 47,766 is levied by BSE and NSE stock exchanges pursuant to noncompliance with SEBI (Listing Obligations and Disclosure Requirements) during the year 2018-19 and Rs. 38,373 during the year 2019-20. The company has made written representation to the stock exchanges for waiver of this penalties.
- (vi) There is a IT demand for the AY 2009-2010, of Rs.2,978.

b. Guarantees (Indian Rupees in Hundreds)

Guarantees arranged by TCIL in favour of the Company and issued by Banks, outstanding as at March 31, 2023 is Rs. 4,09,877 including expired Bank Guarantees to the extent of Rs. 21,877 (previous year Rs. 5,12,047 including expired Bank Guarantees to the extent of Rs. 1,02,169)

NOTE NO.39: (Indian Rupees in Hundreds)

The Sales Tax department has demanded a sum of Rs. 45,835/- during the financial year 2018-19 pertaining to the years 2011-12 to 2015-16 for Tax on non-submission of C forms Rs. 14,354/-, ITC Reversal for CST sales without C forms Rs. 27,793/-, Tax on cross verification of buyer and seller Rs.3,430/- and TN vat 14.50% on disposal of movable assets Rs. 257/- . Provision for the same has been made in the books of accounts.

NOTE NO.40:

Commitments

- (a) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for during the year is Rs. 'Nil' (previous year Rs. 'Nil').
- (b) Uncalled liability on shares and other investments which are partly paid up during the year is Rs.'Nil' (previous year Rs.'Nil')

NOTE NO.41:

The Company has no long term operating lease. No financial lease has been availed during the year.

(Indian Rupees in Hundreds)

NOTE NO.42:

A writ petition has been filed by the Company in Madras High Court during the year 2008 against BSNL for reducing the awarded rate during the scheduled delivery period, in one of their orders without giving effect to BSNL's amendment to the 'Fall clause' applicable from 01.08.2005. BSNL has rejected and returned the differential claim invoice of the company for Rs.1,39,913. The case was disposed off by Madras High Court rejecting our claim. However, the company had decided to make a second appeal.

NOTE NO.43: Earnings per share

Particulars	2022-23	2021-22
Total Comprehensive Income as per Statement of profit and loss (Rs. in hundreds)	(11,82,900)	(10,49,547)
Weighted average number of equity shares used as denominator for calculating EPS	4,56,76,200	4,56,76,200
Basic and diluted earnings per share (Rs. in hundreds)	-2.59	-2.30
Face value per equity share (Rs. in hundreds)	10	10

TAMILNADU TELECOMMUNICATIONS LIMITED

NOTE NO.44:

- (i) A civil suit has been filed by the company in Delhi High court on 31.03.2011 to stay the Advance Purchase Order issued by BSNL, HQ for supply of 42000 KMs of OFC. This is in addition to the purchase order issued during January, 2011 for supply of 18000 KMs. The order for OFC supply is with Nylon 12 jacketing and subsequently BSNL has changed the specification with HDPE Double sheathing. During the year 2011-12 BSNL has floated tender for 42000 KMs with the new specification. Initially the case was filed in Delhi High Court against the APO. Now the matter is transferred from Delhi High court to District court (Patiala House) for deciding the APO. The both PBGs are kept alive as per Court direction. The rejoinder before Supreme Court was submitted. Last hearing was held in 06.03.2017, but again the matter appeared in the court and arguments held and stay on award will continue till the High court decides over limitation issue. For the further proceedings case is transferred to High Court.
- (ii) The Company has invoked Arbitration Clause during the year 2014-15 in respect of BSNL's short closure of the PO for supply of 18000 kms. The case is in progress under the Supreme Court of India. The next hearing date is not fixed.

NOTE NO.45:

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosure relating to amounts unpaid as at the year- end together with interest paid / payable under this Act could not be ascertained.

NOTE NO.46:

Related Party Disclosures: Disclosures as required by the Ind AS-24 "Related Party Disclosures" are as given below:

List of Related Parties:

Holding Company

Telecommunications Consultants India Ltd., (including fellow subsidiaries), Equity Partner (Referred to as "TCIL")

Associate Company

Fujikura Ltd., Japan, Technical Collaborator & Equity Partner

Key Managerial Personnel*

- Shri. J. Ramesh Kannan, Managing Director & CFO (deputed from TCIL) (from 25.08.2021)
- Smt. Swapnil Gupta, Company Secretary (deputed from TCIL) (from 13.02.2019)

Transaction with Related Parties

(Indian Rupees in Hundreds)

Nature of Transactions	Fujikura Ltd. Japan		TCIL (including fellow subsidiaries)		Managerial Remuneration	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
01. Interest charged on Loan from TCIL	-	-	9,19,234	8,19,923	-	-
02. Managerial Remuneration	-	-	-	-	58,887	96,616

Balances with Related Parties

(Indian Rupees in Hundreds)

Nature of Transactions	Fujikura Ltd. Japan		TCIL (including fellow subsidiaries)		Managerial Remuneration	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Due from:						
01. Gratuity receivable for deputed TTL employees	-	-	68,823	51,304	-	-
02. Trade Receivable (Net off Provision for Doubtful Debts)	-	-	1,20,947	1,98,621	-	-
03. Provision for Doubtful debts:						
Opening balance	-	-	11,003	11,003	-	-
Current year	-	-	79,257	-	-	-
Closing balance	-	-	90,259	11,003	-	-
Due to:						
01. Secured Long Term borrowings outstanding as on 31st March	-	-	11,65,730	11,65,730	-	-
02. Working Capital Loan outstanding as on 31st March	-	-	20,10,685	18,71,417	-	-

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Nature of Transactions	Fujikura Ltd. Japan		TCIL (including fellow subsidiaries)		Managerial Remuneration	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
03. Secured Trade payables towards Raw Material support As on 31st March	-	-	52,25,854	52,25,854	-	-
04. Other Financial liabilities outstanding as on 31st March	2,06,756	2,00,306	6,65,061	6,63,012	-	-
05. Interest Payable on Loan outstanding as on 31st March	-	-	55,74,513	46,55,278	-	-

(Indian Rupees in Hundreds)

NOTE NO.47:

Salaries and Wages consists of Remuneration paid to the following persons who are deputed by the holding company TCIL.

1) Ramesh Kannan, designated as Managing director & CFO	Rs. 42,238
2) Swapnil Gupta, designated as Company secretary	Rs. 16,649
Total	Rs. 58,887

The remuneration has been paid by the Holding company TCIL and the company accounted the expenditure based on the debit advice issued by the TCIL. Hence, section 197 of Companies Act, 2013 will not be applicable as the above persons are not employees on the roll of the company.

(Indian Rupees in Hundreds)

NOTE NO.48:

In view of the commitment by the company to pay Telecommunications Consultants India Limited (theholding company) on demand basis, the company has taken a conservative approach to reflect the amount due of Rs.1,46,41,843 (previous year Rs.1,35,81,291) at book value and not at fair value. Further since the aforesaid financial liabilities are current in nature there would only be an immaterial finance cost/income involved, on account of restatement of the balances to fair value.

(Indian Rupees in Hundreds)

NOTE NO.49:

On 16.08.2021, theft took place in the Electrical Substation of the company's factory located at Maraimalainagar, Chengalpattu District. Bus bars and accessories were stolen from two transformers, HT & LT panels and the electrical substation unit is in a damaged condition. A complaint has been filed in the local police station against which an FIR copy is also received. The company has also submitted for insurance claim with the Insurance company and it is in process. The valuation for the insurance claim was done by a professional Valuer, who has given an estimated valuation of Rs.48,970 for the assets that were stolen. The same has been claimed for insurance, however there is no confirmation in this regard from the New India Assurance Company till date, which has been continuously followed up.

NOTE NO.50:

Particulars of Imports, Consumption etc.,

- (a) Value of imports during the year- CIF Basis is nil (previous year nil)
 - (b) Expenditure in foreign currency during the year (on payment basis) is nil. (previous year nil)
 - (c) Consumption of imported and indigenous raw materials, spare parts and components is nil. (previous year nil)
 - (d) Amount remitted in foreign currency during the year is nil. (previous year nil)
 - (e) Earnings in Foreign exchange (on realization basis) is nil. (previous year nil)
 - (f) Dividends proposed to be distributed is nil. (previous year nil)
 - (g) Raw Materials Consumed is nil. (previous year nil)
- (f) Amount payable / receivable in Foreign Currency (unhedged) on account of the following:**

(Rupees in Hundreds)

Particulars	2022-23		2021-22	
	Foreign Currency	Amount	Foreign Currency	Amount
Import creditors / Technology transfer fee	USD 1,91,690.00	1,57,512	USD 1,91,690.00	1,45,148
Export Debtors	USD 24,522.29	20,150	USD 24,522.29	18,568

TAMILNADU TELECOMMUNICATIONS LIMITED

Note -51 Additional Regulatory Disclosure Requirement

51.1 Details of Immovable Property not held in name of company

The Company does not have any Immovable property not held in the name of the Company. However, Immovable property of 7.36 acres situated at maraimalai nagar, has been allotted to the company by the Government of Tamilnadu, by issuing a land delivery receipt note which constitutes as property held in the name of the Company.

51.2 Investment Property:

The company does not have any Investment property as on 31.03.2023.

51.3 Revaluation of Property, Plant & Equipment

The company has not revalued its Property Plant & Equipment during the current year.

51.4 Revaluation of Intangible Assets

The company does not have any Intangible assets as on 31.03.2023.

51.5 Loans Granted to Related Parties

The Company has not granted any loans to related parties as on 31.03.2023.

51.6 Capital Work in Progress

The Company does not have any capital work in progress as on 31.03.2023.

51.7 Intangible Assets Under Development

There are no Intangible assets under development during the year.

51.8 Benami Property

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

51.9 Secured loans

The Company has not availed any borrowings on security of current assets from banks or financial institution as on 31.03.2023.

51.10 Willful Defaulter

The company is not a declared willful defaulter by any bank or financial institution or other lender.

51.11 Relationship with Struck off Companies:

The Company do not have any transaction with the Struck off Companies.

51.12 Registration of Charges:

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

51.13 Compliance with Number of Layers of Companies

Since the company does not have layers of holding beyond prescribed limit, the disclosure of number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers Rules,) 2017 is not applicable.

51.14 Ratios

(Indian Rupees in Hundreds)

Sl. No	Particular	Formula	31st Mar-2023	31st Mar-2022	% Variance	Reason for variance more than 25%
			Ratio	Ratio		
1	Current ratio	Current assets/ Current liabilities	6.84%	7.75%	11.71%	
2	Debt-equity ratio	Total debt/ Shareholder's Equity	-21.47%	-22.15%	3.08%	
3	Debt service coverage ratio	Earnings available for debt service/Debt Service	-27.08%	-23.61%	-14.67%	
4	Return on equity ratio	[Net Profits after taxes – Preference Dividend (if any)] / Average Shareholder's Equity	7.61%	7.96%	4.49%	

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Sl. No	Particular	Formula	31st Mar-2023	31st Mar-2022	% Variance	Reason for variance more than 25%
			Ratio	Ratio		
5	Inventory turnover ratio	Cost of goods sold OR sales/ Average Inventory	NA			
6	Trade receivables turnover ratio	Net Credit Sales/ Average Accounts Receivable	NA			
7	Trade payables turnover ratio	Net Credit Purchases/ Average Trade Payables	NA			
8	Net capital turnover ratio	Net Sales/ Working Capital	NA			
9	Net profit ratio	Net Profit/ Net Sales	NA			
10	Return on capital employed	Earnings before interest and taxes/ Capital Employed	1.21%	1.64%	26.43%	Due to Increase in Interest expenditure
11	Return on investment	Net Income/Capital Invested	NA			

51.15 Compliance with approved schemes of Arrangements:

The company has no approved scheme of arrangements as on 31-03-2023 by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

51.16 Utilization of Borrowed funds and share premium:

- a) The company has not advanced or loaned or invested funds to any other persons or entities with the understanding that the Intermediary shall-
- i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The company has not received funds from persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall-
- i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - ii) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

52 Undisclosed Income

The company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of accounts in the tax assessments under the Income Tax Act, 1961 (43 of 1961) as income during the year and in previous year.

53 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

54 Previous year figures have been regrouped and reclassified wherever required.

As per our report of even date attached

V Narayanan & Co.
Chartered Accountants
Firm Regn No. 002398S

For and on behalf of Board of Directors

S U Sridharan
Partner
Membership No. 019613

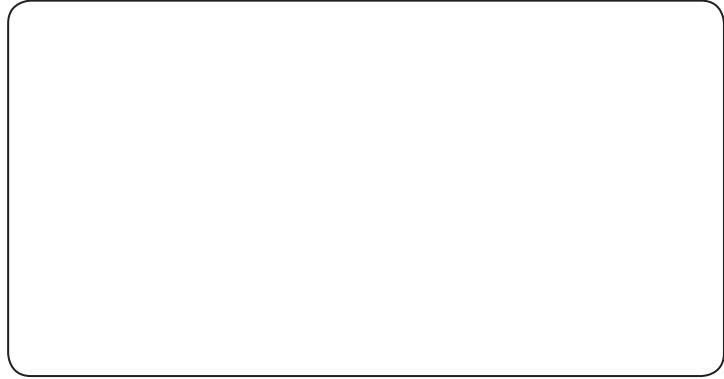
J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Chairman

Place : Chennai
Date : 30.05.2023

Swapnil Gupta
Company Secretary

Website / E-mail



**If undelivered please return to:
TAMILNADU TELECOMMUNICATIONS LIMITED
No.16, 1st Floor, Aziz Mulk 3rd Street,
Thousand Lights, Chennai – 600 006.**