

TAMILNADU TELECOMMUNICATIONS LIMITED
Regd.Office.No.16, Aziz Mulk 3rd Street,
1st Floor, Thousand Lights,
Chennai – 600 006
CIN: L32201TN1988PLC015705

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Tamilnadu Telecommunications Limited will be held on Wednesday the 28th September 2022 at 11.30a.m at TCIL Bhawan, Greater Kailash – I, New Delhi-110048 through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) (the link will be available on the website of the company) to transact the business mentioned in the notice convening the said meeting which is being sent to the Members.

The e-voting period shall commence on 25th September 2022 at 9.00 a.m and ends on 27th September 2022 at 5.00 p.m. Voting shall not be allowed beyond 5 P.M on 27.09.2022.

The Board of Directors have appointed Mr. Himanshu Sharma, Proprietor of M/s.Himanshu Sharma and Associates, Practicing Company Secretary, having office No 1531, Wazir Nagar Kotla Mubarakpur New Delhi-110003, as scrutinizer for conducting the e-voting process in a fair and transparent manner.

Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014, notice is also given that the Register of Members and Share Transfer Books will remain closed from 22nd September 2022 to 28th September 2022 (both days inclusive) for the purpose of the Annual General Meeting.

Any grievances whatsoever in relation to the e-voting process can be taken up with and shall be redressed by **Mr.J.Ramesh Kannan, Managing Director and Ms.Swapnil Gupta, CS** (mdpa2018ttl@gmail.com & ttlcosec@gmail.com)

The voting rights shall be reckoned on 21st September 2022, which is also the cutoff date.

Date : 05.09.2022
Place: Chennai

By Order of the Board



J. Ramesh Kannan
Managing Director
DIN 09292181



TAMILNADU TELECOMMUNICATIONS LIMITED

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

OPTICAL FIBRE CABLE DIVISION



Works: E188-24, CMDA Industrial Complex, Maraimalai Nagar - 603 209. Phone : (044) 27453881, 27452406, 27451095, Telefax : +91-44-27454768

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Notice is hereby given that the 34th Annual General Meeting of the Members of Tamilnadu Telecommunications Limited is to be held at 11.30 a.m. on Wednesday, 28th September 2022 in the TCIL Bhawan, Greater Kailash, 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 2022 including the Audited Balance Sheet as at 31st March 2022, 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, 2022, which comprise the Audited Balance Sheet as at March 31, 2022, 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, 2022 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 J Ramesh Kannan (DIN 09292181), 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 J Ramesh Kannan (DIN 09292181), 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. R. Karthikeyan, (DIN 00824621), 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. R. Karthikeyan, (DIN 00824621), 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 2022-23.


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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 2022-23 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. To consider and approve the regularization of the appointment of Shri D. Porpathasekaran as Director and Chairman of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof for the time being in force), Shri D. Porpathasekaran, (DIN 09612667) who was appointed as an Additional Director w.e.f. 20.05.2022 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director and Chairman of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be & is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

06. 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,


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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 Shri Harikrishna Industries, Chennai 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, 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**

J Ramesh Kannan
Managing Director
(DIN 09292181)

Place: Chennai
Date: 05.09.2022

To

1. All the members of the Company
2. Auditors



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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 and Circular No. 20/2020 dated May 05, 2020. 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 legalthimanshu@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 24th September 2022 through email on mdpa2018ttl@gmail.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 22nd September, 2022 to 28th September, 2022 (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.ttlcofc.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The



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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


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- 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.
 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 J Ramesh Kannan (DIN 09292181) and Shri. R. Karthikeyan, (DIN 00824621)**, 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 J Ramesh Kannan (DIN 09292181), aged 55 years has been in the Board of the Company since August 2021. Shri J.Ramesh Kannan is a Cost & Management Accountant. He has 29 years of experience in various reputed CPSEs in Steel Authority of India Limited (SAIL) & Telecommunications Consultants India Limited (TCIL). He has wide experience in the field of Finance & Accounts such as Financial Management, Budgeting, Costing, Corporate & Project Accounts, Taxation, ERP, Financial Concurrence, Forex /Fund Management, Internal Audit, Secretarial and Legal, etc. He has eight years of rich experience



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in Foreign project. The details of Directorships/ Committee Membership in other companies is NIL.

B. Shri. R. Karthikeyan, (DIN 00824621), aged 45 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

Name of the Companies	Nature of Interest
Tiruchirapalli Engineering and Technology Cluster	Nominee Director
Jayamkondam Lignite Power Corporation Limited	Director
Arkonam Castings and forgings Limited	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 34th AGM along with the Annual Report of 2021-22 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 2021-22 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;



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(iv) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

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 34th 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 J Ramesh Kannan (DIN 09292181), 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 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.



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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.

Item No. 3

To appoint a Director in place of Shri. R. Karthikeyan, (DIN 00824621), 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. 4, for approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 5

The Board of Directors in their 176th meeting held on May 20, 2022 has appointed Shri D. Porpathasekaran, (DIN 09612667), Executive Director (TCIL) as an Additional Director of the Company w.e.f. May 20, 2022. Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri D. Porpathasekaran, (DIN 09612667), holds office till the conclusion of the ensuing Annual General Meeting of the Company.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members is required for regularization of Shri D. Porpathasekaran, (DIN 09612667) as Director and Chairman.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Shri D. Porpathasekaran, (DIN 09612667), in any way, concerned or interested, financial or otherwise in the resolution set out at item no. 5 of the notice.

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

Item No. 6

Tamil Nadu Telecommunications Limited (TTL), a JV of TCIL & TIDCO has been continuously incurring losses for the past 15 years. The utilization of the capacity of the



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plant was also continuously in the declining trend to the extent of less than 11%. There is no operation and revenue generation from August 2017. The company was declared sick in the year 2010 by BIFR due to continuous losses. Based on the suggestion of board, 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.

The tender (RFP) TTL/RFP/21-22/CHENNAI/03 dated 29/12/2021 was placed on the website of the Company and also an advertisement in local newspaper to support the tender inviting application was done. Only single bid was received on 21.03.2022 from M/s Shri Harikrishna Industries, Chennai.

It is pertinent to mention that initially 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. It was done through a three ways procedure of Committee. Finally, TTL has received only one bid from M/s Shri Harikrishna Industries, Chennai.

The tender higher-level committee felt that the proposal shall include revenue sharing model plus fixed monthly lease rent. Accordingly, it was negotiated with the bidder to increase the fixed rental and share 1% of the revenue achieved during the financial years to the Lessor TTL though it was not part of the RFP, moreover the bidder proposes to do the same existing business of TTL which is within the bylaws of company.

The important aspect of the proposal is 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.

After prolonged and tough negotiation, the bidder M/s Shri Harikrishna Industries finally agreed the following offer for their side for the entire factory premises of 9.78 acres (both factory area and vacant land):


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1. First three months (from the date of Commencement) No Rent.
2. Next three Months i.e (4th to 6th month) Rs.5,00,000 Per Month (plus applicable GST)
3. 7th month onward up to 12th month Rs.16,00,000 Per Month (plus applicable GST)
4. Increase of rent after one year as per clause 6 (vii)@5% compounded annually (Plus applicable GST)
5. In addition to above monthly rental, the Lessee shall also pay 1% revenue share (plus applicable GST) of the total revenue achieved during each financial year to the Lessor. The terms of revenue sharing agreement shall become the integral part of this agreement if it is executed in future.

The bidder M/s Shri Harikrishna Industries, Chennai have 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.

The Board recommends the resolution set forth in item no. 6 for the approval of the members as an Special Resolution.

THE INTRUCTIONS 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 25th September 2022 at 09:00 AM and ends on 27th September 2022 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 21st September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.


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- (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 above said 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
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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>
- 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.



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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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 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. 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 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</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with</p>


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(holding securities in demat mode) login through their Depository Participants (DP)	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.
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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

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 Demat mode 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.



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- 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.
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.



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- (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 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; legalhimanshu@gmail.com or office at No.1531, Wazir Nagar in front of PT College Kotla Mubarakpur New Delhi-110003, if they have voted from



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- 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 16th September, 2022 to 20th September, 2022 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:

1. 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.ttlofc.in> under shareholders/ members credentials. The link for VC/OAVM will be available in shareholder/members segment of Company website "www.ttlofc.in" on home page will be displayed.

2. Follow the instructions mentioned on Companies website and as stated below:-

For attending the AGM on 28th September, 2022 at 11.30 a.m.



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A. FOR MOBILE USERS:

- (1) For mobile users, download the “Microsoft Teams App” from ‘Google Play Store’ for attending the AGM in your mobile device.
- (2) Go to the company website “www.ttlofc.in” and click the meeting link on 28th September, 2022 – Click the “Link for AGM and Join”
- (3) Go to “Open your Microsoft Teams App:
- (4) Enter your Name and Folio No. to join the meeting.

B. FOR DESK TOP /LAPTOP USERS/ IPads

- (1) Go to the Company’s website “www.ttlofc.in” and click the meeting link on 28th September, 2022- Click the “Link for AGM and Join”
- (2) Enter “continue on this browser”
- (3) Enter your Name and Folio No. to join the meeting

3. ALL THE SHAREHOLDERS ARE REQUESTED TO JOIN THE MEETING WELL IN ADVANCE i.e. before 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


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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).


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- 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. Himanshu Sharma, Proprietor of Himanshu Sharma and Associates, Practicing Company Secretary 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 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. Himanshu Sharma, Practicing Company Secretary
 - 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.ttlofc.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. 28.09.2022 subject to receipt of the requisite number of votes in favor of the Resolutions.

CIN NO: L32201TN1988PLC015705



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

J Ramesh Kannan
Managing Director
(DIN 09292181)

Place: Chennai
Date: 05.09.2022