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Board of Directors	Shri. Kamendra Kumar Shri. J.Ramesh Kannan Shri. B.Elangovan Shri. R.Karthikeyan Mrs. Shivalini Sinha Mrs. R.Lilly	(DIN: 07578257) (DIN: 09292181) (DIN:00133452) (DIN:00824621) (DIN: 08469902) (DIN: 03287345)	- Chairman and Director - Managing Director & Chief Financial Officer - Director - 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.tlofc.in	
Factory	:	E 18B – E24, CMDA Industrial Complex, Maraimalainagar – 603 209, Tamilnadu	
Statutory Auditors	:	M/s. R.Bupathy & Co., Chartered Accountants, 'Vibgyor', First Floor, # 139, Kodambakkam High Road, Chennai – 600034.	
Secretarial Auditors	:	Shri. Himanshu Sharma, M/s.Himanshu Sharma and Associates, Practicing Company Secretaries, Office No 1531, Wazir Nagar Kotla, Mubarakpur, New Delhi-110003.	
Promoters	:	Telecommunications Consultants India Limited, 'TCIL BHAWAN', Greater Kailash – I, New Delhi – 110 048. Tamilnadu Industrial Development Corporation Limited, 19-A, Rukmani Lakshmipathy 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 bring your copy of the enclosed Annual Report to the meeting.

TAMILNADU TELECOMMUNICATIONS LIMITED

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Tamil Nadu Telecommunications Limited is to be held at 11.30 a.m. on Wednesday, 29th September 2021 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 2021 including the Audited Balance Sheet as at 31st March 2021, 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, 2021, which comprise the Audited Balance Sheet as at March 31, 2021, 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, 2021 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 Smt. Shivalini Sinha (DIN 08469902), who retires by rotation and being eligible, offers herself 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, Smt. Shivalini Sinha (DIN 08469902), who retires by rotation and being eligible has offered herself 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 2021-22.

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 2021-22 to the M/s R.Bupathy & Co, Chartered Accountants, Chennai, as Statutory Auditors of the Company."

"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. J.Ramesh Kannan as Managing Director 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. J.Ramesh Kannan, (DIN 09292181) who was appointed as an Additional Director w.e.f. 25.08.2021 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director 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. To consider and approve the regularization of the appointment of as Director 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), Tmt. R.Lilly, I.A.S (DIN 03287345) who was appointed as an Additional Director w.e.f. 25.08.2021 and who

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holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director 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".

07. To consider and approve the regularization of the appointment of Shri. R.Karthikeyan, as Director 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. R.Karthikeyan, (DIN 00824621) who was appointed as an Additional Director w.e.f. 27.05.2021 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director 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".

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

Place: Chennai
Date: 04.09.2021

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 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 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 25th September 2021 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 23rd September, 2021 to 29th September, 2021 (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.tllofc.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National

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- 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 1st 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**
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SS-2 issued by ICSI In terms of Section 152 of the Act, **Smt. Shivalini Sinha (DIN 08469902) 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. Mrs.Shivalini Sinha, aged 58 years has been in the Board of the Company since May 2019. Her education consists of B.Tech (Honors) Electronics and Communication, IIT BHU, Varanasi (1985) and MS (Software Systems), BITS, Pilani (2003). Further she is six Sigma Green Belt certification in 2009. She is the women director on the Board of Tamilnadu Telecommunications Ltd. having vast experience of 35 years and also heading the POSH Committee in the Company. She started her carrier from Bharat Electronics Limited, Ghaziabad as a Deputy Manager. At present she is the Executive Director (Technical) in TCIL (Telecommunications Consultants India Ltd.). She has taken up many challenging projects in various states like Goa, Maharashtra, Karnataka and Kerala. She holds NIL shares in TTL. The details of Directorships/Committee Membership in other companies is NIL.

B. Shri B. Elangovan, aged 57 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 33rd AGM along with the Annual Report of 2020-21 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 2019-20 will also be available on the Company's website viz. www.ttlcfc.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.
- 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 33rd 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors in their 173rd meeting held on August 25, 2021 has appointed Shri. J.Ramesh Kannan, General Manager (TCIL) as an Additional Director of the Company w.e.f. August 25, 2021. Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri. J.Ramesh Kannan, 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. J.Ramesh Kannan as Director.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Shri. J.Ramesh Kannan, 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

The Board of Directors in their 173rd meeting held on August 25, 2021 has appointed Tmt. R.Lilly, I.A.S, Special Secretary, Industries Department (representing TIDCO) as an Additional Director of the Company w.e.f. August 25, 2021. Pursuant to the provisions of section 161 of the Companies Act, 2013, Tmt. R.Lilly, I.A.S, 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 Tmt. R.Lilly, I.A.S as Director.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Tmt. R.Lilly, I.A.S, in any way, concerned or interested, financial or otherwise in the resolution set out at item no. 6 of the notice.

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

Item No. 7

The Board of Directors in their 173rd meeting held on August 25, 2021 has appointed Shri. R.Karthikeyan, General Manager

(TIDCO) as an Additional Director of the Company w.e.f. August 25, 2021. Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri. R.Karthikeyan, 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. R.Karthikeyan as Director.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Shri. R.Karthikeyan, in any way, concerned or interested, financial or otherwise in the resolution set out at item no. 7 of the notice.

The Board recommends the resolution set forth in item no. 7 for the approval of the members as an Ordinary Resolution.

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

- (i) The voting period begins on 26th September 2021 at 09:00 AM and ends on 28th September 2021 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 22nd September 2021 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

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enhancing ease and convenience of participating in e-voting process.

- (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 share holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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.</p> <p>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.</p>
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

Type of share holders	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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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>
	<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/Secure Web/IdeasDirect Reg.jsp.</p>

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Type of share holders	Login Method
	<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) login through their Depository Participants	<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>

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

- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.

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For Physical shareholders and other than individual shareholders holding shares in Demat.	
Dividend Bank Details	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.
OR Date of Birth (DOB)	<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 click on Forgot Password & enter the details as prompted by the system.

- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- (xvii) 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.
- (xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xix) 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.
- (xx) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (xxi) 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.
- (xxii) 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; legalthimanshu@gmail.com or office at No.1531, Wazir Nagar in front of PT College Kotla, Mubarakpur New Delhi-110003, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxiii) 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. 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 17th September, 2021 to 21st September, 2021 mentioning their name, demat account number/ folio number, email ID, mobile number at ttlcosec@gmail.com.
- (xxiv) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
- (xxv) The Company/RTA shall co-ordinate with CDSL and provides the login credentials to the aforesaid shareholders.

(xxvi) 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.

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

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

For attending the AGM on 29th September, 2021 at 11.30 a.m.

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.tlofc.in" and click the meeting link on 29th September, 2021 – 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.tlofc.in" and click the meeting link on 29th September, 2021- 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 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.

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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.
- 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 atleast 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.tllofc.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. 29.09.2021 subject to receipt of the requisite number of votes in favour of the Resolutions.

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

Place: Chennai
Date: 04.09.2021

J.Ramesh Kannan
Managing Director
(DIN 09292181)