


TAMILNADU TELECOMMUNICATIONS LIMITED

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

OPTICAL FIBRE CABLE DIVISION


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

AGM/TTL/NSE/BSE/2021-22

Dt.29.09.2021

| | |
|--|---|
| To The Manager, M/s.National Stock Exchange Of India Limited, "Exchange Plaza", Bandra Kurla Complex, Bandara (East), MUMBAI – 400 051 Scrip Code: TNTELE | To The Manager, Bombay Stock Exchange Limited, Floor No.25, PJ Towers, Dalal Street, MUMBAI – 400 001 Scrip Code: 523419 |
|--|---|

Dear Sir/Madam,

SUB: Disclosure of Submissions undertakings pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

With the reference to the captioned Subject, Please find the attached the following:

1. Voting results as required under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 where in all the resolutions proposed in the Notice of AGM were passed under E-Voting of the Annual General Meeting with the combined requisite Majority.
2. Report of the Scrutinizer dated 29.09.2021, pursuant to 108 of the Companies Act, 2013 and rule 20(4) (XIT) of the Companies (Management and Administration) Rules 2014.

Kindly take above information on record.

Yours faithfully,
For M/s. Tamilnadu Telecommunications Limited,

(J Ramesh Kannan)
Managing Director
DIN 09292181




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**Summary of Proceedings of the 33rd Annual General Meeting ('AGM') of
TAMILNADU TELECOMMUNICATION LIMITED**

Dear Sir/ Madam,

The 33rd Annual General Meeting (AGM) of the Members of TAMILNADU TELECOMMUNICATION LIMITED ('Company') was held on Wednesday, September, 2021 at 11.30 A.M. (IST) through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in this regard, and other social distancing norms in view of the second global outbreak of the COVID-19 pandemic.

In terms of the General Circular(s) issued by the Ministry of Corporate Affairs (MCA) and in compliance with provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Kamendra Kumar chaired the meeting. J Ramesh Kannan, Managing Director and Swapnil Gupta, Company Secretary welcomed the members to the 33rd Annual General Meeting (AGM) and briefed them on certain points relating to their participation at the Meeting through audio visual means.

Anthem 'Tamil Thaa Vazthu' was played as mark of respect. After the anthem, Mr. J. Ramesh Kannan, Managing Director formally welcomed Chairman, Board of Directors, Representative of TIDCO and TCIL, members from M/s Fujikura, statutory auditors and secretarial auditors Cum Scrutinizer. Except Mr. B. Elangovan and Mr. R. Karthikeyan, all the Directors of the Company were present at the Meeting through VC from their respective locations. Secretarial Auditors Cum Scrutinizer Himanshu Sharma also attended the Annual General Meeting (AGM) through VC. Managing Director delivered the welcome speech and requested Shri.Kamendra Kumar, Chairman to conduct the proceedings of the 33rd Annual General Meeting of M/s. Tamilnadu Telecommunications Limited.

Shri. Kamendra Kumar, Chairman informed that the Notice convening the meeting and the Directors' Report already issued to the members and with the permission of the members present, the notice convening the meeting and the Directors' Report was taken as read and approved.

The Chairman informed the Members that Company had tie up with Central Depository Services (India) Limited (CDSL) to provide facility for voting through for the e-voting facility.



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The Chairman then addressed the members and delivered speech on the overview of the impact of COVID-19 on Business, Financial performance of the Company for the FY 2021-22, Business Highlights, Industry Outlook, status of OTS and future prospectus of Company.

The chairman stated that the Statutory Auditors Report on Financial Statement for the year ended March 31, 2021 along with other reports has been included in the Annual Report and with the permission of the members, considered as read and approved.

The Chairman informed the Members that the facility of e-voting for exercising voting right through e-voting platform provided by CDSL was made available to members from 26th September 2021 at 9.00 a.m and ends on 28th September 2021 at 5.00 p.m.

In terms of the Notice dated September 04, 2021 convening the 33rd Annual General Meeting (AGM) of the Company, the following business were transacted at the Meeting through remote e-voting at the AGM.

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.”





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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.





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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 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 authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

The Chairman/CS invited the Members to express their views, seek clarifications and ask questions on operations and financial performance of the Company and related matters. The Chairman along with the Management team was ready to respond to all the queries raised by the speaker shareholders.

The Chairman thanked the Members for attending and participating in the AGM through VC/OAVM. The meeting concluded with National Anthem.



CIN NO: L32201TN1988PLC015705



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The Scrutinizer Report was received after conclusion of Annual General Meeting (AGM) on September 29, 2021. All the resolutions were declared passed with the requisite majority. This is for your information and record.

Thanking you,
Yours faithfully,
For M/s. Tamilnadu Telecommunications Limited,

(J Ramesh Kannan)
Managing Director
DIN 09292181



CIN NO: L32201TN1988PLC015705



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ANNEXURE B

33rd Annual General Meeting Voting Results

| | |
|---|--|
| Date of the Annual General Meeting | September 29, 2021 |
| Total number of Shareholders on record date (45681000) | |
| No. of Shareholders present in the meeting either in person or through proxy | |
| Promoter and Promoter Group | No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM |
| Public | |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoter and Promoter Group | 3 |
| Public | 47 |

For M/s. Tamilnadu Telecommunications Limited,

(J Ramesh Kannan)
Managing Director
DIN 09292181




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Regulation 44 of SEBI (LODR) regulation 2015 – Declaration of resulting of e-voting at 33rd Annual General Meeting (AGM) of M/s Tamil Nadu Telecommunication Limited held on 29/09/2021 at 11.30 A.M. through video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at TCIL Bhawan, Greater Kailash, New Delhi – 110048

Company has carried out electronic voting (e-voting) during the AGM as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/ 2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 and MCA general circular No. 02/2021 F.No.2/6/2020-CL-V Dt.13.01.2021, in respect of resolutions proposed at the 33rd Annual General Meeting of the Equity Shareholders of TAMIL NADU TELECOMMUNICATION LIMITED held on Wednesday, 29th September, 2021 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

The Board of Director has appointed Mr. Himanshu Sharma, Prof. of Himanshu Sharma and associate, Practicing Company Secretary (PCS) to make a consolidated scrutinizer’s report of the votes cast "in favour" or "against" the resolutions contained in Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (“CDSL”)

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 23rd September 2021 to 29th September 2021 (both days inclusive) for the purpose of the Annual General Meeting.

Accordingly, we are submitting the Consolidated Scrutinizer's Report on the results e-voting as unblocked on CDSL:-

| | |
|-------------------------|--|
| EVSN | 210907087 for TAMILNADU TELECOMMUNICATIONS LIMITED |
| ISIN | INE141D01018: TAMILNADU TELECOMMUNICATIONS LIMITED EQUITY SHARES |
| Nominal Value | 10 |
| Voting Rights | 1 |
| Total Folio Vote | 28 |
| No of Votes | 32353673 |

Voting Results Resolution Wise:
Resolution No.1: Ordinary Resolution



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To approve 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:-

(i) Voted 'FOR' the resolution :

| Yes Count | Number of Votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 25 | 32352491 | (100%) |

(ii) Voted 'AGAINST' the resolution :

| Yes Count | Number of Votes cast in 'Against' of resolution | % of total number of valid votes cast |
|-----------|---|---------------------------------------|
| 3 | 1182 | 0% |

(iii) Votes 'INVALID':

| Yes Count | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|-----------|---|---|
| 0 | 0 | 0 |

Resolution No.2: Ordinary Resolution

To appoint a Director in place of Smt. Shivalini Sinha (DIN 08469902), who retires by rotation and being eligible, offers herself for re-appointment:-

(i) Voted 'FOR' the resolution :

| Yes Count | Number of Votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 24 | 32352291 | (100%) |

(ii) Voted 'AGAINST' the resolution :




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| Yes Count | Number of Votes cast in 'Against' of resolution | % of total number of valid votes cast |
|-----------|---|---------------------------------------|
| 4 | 1382 | 0% |

(iii) Votes 'INVALID':

| Yes Count | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|-----------|---|---|
| 0 | 0 | 0 |

Resolution No.3: Ordinary Resolution

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

(i) Voted 'FOR' the resolution :

| Yes Count | Number of Votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 24 | 32352291 | (100%) |

(ii) Voted 'AGAINST' the resolution :

| Yes Count | Number of Votes cast in 'Against' of resolution | % of total number of valid votes cast |
|-----------|---|---------------------------------------|
| 4 | 1382 | 0% |

(iii) Votes 'INVALID':

| Yes Count | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|-----------|---|---|
| 0 | 0 | 0 |




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Resolution No.4: Ordinary Business

To fix the remuneration of the Statutory Auditors for the financial year 2021-22.

“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.”

(i) Voted ‘FOR ‘ the resolution :

| Yes Count | Number of Votes cast in ‘Favour’ of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 25 | 32352491 | (100%) |

(ii) Voted ‘AGAINST ‘ the resolution :

| Yes Count | Number of Votes cast in ‘Against ’ of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 3 | 1182 | 0% |

(iii) Votes ‘INVALID’:

| Yes Count | Total number of members whose votes were declared ‘Invalid’ | Total number of votes cast by them declared ‘Invalid’ |
|-----------|---|---|
| 0 | 0 | 0 |

Special Business
Resolution No.5: Ordinary Resolution

To consider and approve the regularization of the appointment of Shri J Ramesh Kannan (DIN 09292181) as Managing Director of the Company.

“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




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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."

(i) Voted 'FOR' the resolution :

| Yes Count | Number of Votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 25 | 32352491 | (100%) |

(ii) Voted 'AGAINST' the resolution :

| Yes Count | Number of Votes cast in 'Against' of resolution | % of total number of valid votes cast |
|-----------|---|---------------------------------------|
| 3 | 1182 | 0% |

(iii) Votes 'INVALID':

| Yes Count | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|-----------|---|---|
| 0 | 0 | 0 |

Resolution No.6: Ordinary Resolution

"To appoint Ms. Tmt R.Lilly, I.A.S (DIN 03287345) who was appointed as an Additional Director w.e.f. 25.08.2021 as Director of the Company 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 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), Ms. Tmt R. Lilly,




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I.A.S (DIN 03287345) 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.”

(i) Voted ‘FOR ‘ the resolution :

| Yes Count | Number of Votes cast in ‘Favour’ of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 25 | 32352491 | (100%) |

(ii) Voted ‘AGAINST ‘ the resolution :

| Yes Count | Number of Votes cast in ‘Against’ of resolution | % of total number of valid votes cast |
|-----------|---|---------------------------------------|
| 3 | 1182 | 0% |

(iii) Votes ‘INVALID’:

| Yes Count | Total number of members whose votes were declared ‘Invalid’ | Total number of votes cast by them declared ‘Invalid’ |
|-----------|---|---|
| 0 | 0 | 0 |

Resolution No.7: Ordinary Resolution

To appoint Shri R. Karthikeyan (DIN 00824621), as Director of the Company.

“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.




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

(i) Voted 'FOR' the resolution :

| Yes Count | Number of Votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------|--|---------------------------------------|
| 25 | 32352491 | (100%) |

(ii) Voted 'AGAINST' the resolution :

| Yes Count | Number of Votes cast in 'Against' of resolution | % of total number of valid votes cast |
|-----------|---|---------------------------------------|
| 3 | 1182 | 0% |

(iii) Votes 'INVALID':

| Yes Count | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|-----------|---|---|
| 0 | 0 | 0 |

Yours faithfully,
For M/s. Tamilnadu Telecommunications Limited,

(J Ramesh Kannan)
Managing Director
DIN 09292181



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
(33rd Annual General Meeting)
TAMIL NADU TELECOMMUNICATION LIMITED
No.16, First Floor, Aziz Mulk 3rd street,
Thousand Lights, CHENNAI TN 600006 IN

Sub: Annual General Meeting of the Equity Shareholders of, TAMILNADU TELECOMMUNICATION LIMITED held on Wednesday 29th September 2021 At 11:30 AM through Video Conferencing ("VC")

Dear Sir/s,

We, Himanshu Sharma & Associates (Company Secretaries, Delhi), appointed by the Board of Directors of TAMILNADU TELECOMMUNICATION LIMITED ("the Company"), as Scrutinizer for the purpose of scrutinizing the electronic voting (e-voting) during the AGM carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/ 2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 and MCA general circular No. 02/2021 F.No.2/6/2020-CL-V Dt.13.01.2021, in respect of resolutions proposed at the 33rd Annual General Meeting of the Equity Shareholders of TAMILNADU TELECOMMUNICATION LIMITED held on Wednesday, 29th September, 2021 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (the Rules).

The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made there under; (ii) the MCA Circulars; and (iii) the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Our responsibility as a scrutinizer for e-voting process is restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e- voting facilities, engaged by the Company.

The shareholders holding shares as on the "cut off" date i.e. 22nd September, 2021, were entitled to vote on the proposed resolutions for Item Nos. 1 to 7 as set out in the Notice of the 33rd AGM of TAMILNADU TELECOMMUNICATION LIMITED.

In this regard, we hereby submit our report as under:-

1. The Company has availed the voting services from Central Depository Services (India) Limited ("CDSL") for providing the Members with the facility to cast their vote electronically/Physically.
2. The remote e-Voting period remained open from 26th September 2021 at 09:00 Hrs. (09:00 AM) and ends on 28th September 2021 at 17:00 Hrs. (05:00 PM)
3. After the closure of e-voting during the AGM, we have unblocked the electronic votes for both e-voting processes in the presence of two witnesses who are not in the employment of the Company whose detail is as follows:-
 - (a) Tarun Saini S/o Puran Mal Saini Resident of RZF 9/9A Gali NO. 21 E, Sadh Nagar Palam Occupation Company Secretary
 - (b) Rajrishi (Adv& Notary Public) S/o Santosh Sharma resident of GF 466, Krishna Gali Kotla Mubarakpur New Delhi-110003
4. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions that was put to vote, were generated from the e-voting portal of CSDL and based on such reports generated, data regarding the e-voting was scrutinized.

Accordingly, we are submitting the Consolidated Scrutinizer's Report on the results e-voting as unblocked on CDSL:-

| | |
|-------------------------|--|
| EVSN | 210907087 for TAMILNADU TELECOMMUNICATIONS LIMITED |
| ISIN | INE141D01018: TAMILNADU TELECOMMUNICATIONS LIMITED EQUITY SHARES |
| Nominal Value | 10 |
| Voting Rights | 1 |
| Total Folio Vote | 28 |
| No of Votes | 32353673 |

Voting Results Resolution Wise:

Resolution No.1: Ordinary Resolution

To approve 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:

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|------|-------------------|--------|-----------------|--------|--------|---------------|--------|--------|
| | Voters | No. of | Voters | No. of | Voting | Voters | No. of | Voting |

| | | Votes | | Votes | % | | Votes | % |
|-------------------|----------|-------|----------|-------|-----|------|-------|---|
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Resolution No.2: Ordinary Resolution

To appoint a Director in place of Smt. ShivaliniSinha (DIN 08469902), who retires by rotation and being eligible, offers herself for re-appointment:

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 24 | 100 | 1182 | 4 | 0 |

Resolution No.3: Ordinary Resolution

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

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 24 | 100 | 1182 | 4 | 0 |

Resolution No.4: Ordinary Resolution

To fix the remuneration of the Statutory Auditors for the financial year 2021-22.

“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.”

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Special Business

Resolution No.5: Ordinary Resolution

To consider and approve the regularization of the appointment of Shri J Ramesh Kannan (DIN 09292181) as Managing Director of the Company.

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Resolution No.6: Ordinary Resolution

To appoint Ms. TmtR.Lilly, I.A.S (DIN 03287345) who was appointed as an Additional Director w.e.f. 25.08.2021 as Director of the Company 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.

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Resolution No.7: Ordinary Resolution

To appoint Shri R. Karthikeyan (DIN 00824621), as Director of the Company.

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Based on the above results, I confirm that all the resolutions have been carried out with requisite majority. Summary of the said report is annexed as Annexure 1 and read as part and parcel of the said report. All electronic data are available online at CDSL portal at Scrutinizer Login.

For Himanshu Sharma & Associates
Company Secretaries

Himanshu Sharma
Company Secretary in practice
Membership No. - F9529
COP: 11553
UDIN: F009529C001038361
Date: 29-09-2021
Place: New Delhi

ANNEXURE 1

Resolution No.1: Ordinary Resolution

To approve 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:

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Resolution No.2: Ordinary Resolution

To appoint a Director in place of Smt. ShivaliniSinha(DIN 08469902), who retires by rotation and being eligible, offers herself for re-appointment:

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 24 | 100 | 1182 | 4 | 0 |

Resolution No.3: Ordinary Resolution

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

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 24 | 100 | 1182 | 4 | 0 |

Resolution No.4: Ordinary Resolution

To fix the remuneration of the Statutory Auditors for the financial year 2021-22.

“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.”

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Special Business

Resolution No.5: Ordinary Resolution

To consider and approve the regularization of the appointment of Shri J Ramesh Kannan(DIN 09292181)as Managing Director of the Company.

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Resolution No.6: Ordinary Resolution

To appoint Ms. TmtR.Lilly, I.A.S (DIN 03287345) who was appointed as an Additional Director w.e.f. 25.08.2021 as Director of the Company 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.

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Resolution No.7: Ordinary Resolution

To appoint Shri R. Karthikeyan (DIN 00824621), as Director of the Company.

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------|-----------------|--------------|----------|---------------|--------------|----------|
| | Voters | No. of Votes | Voters | No. of Votes | Voting % | Voters | No. of Votes | Voting % |
| E-Voting Facility | 32353673 | 28 | 32352491 | 25 | 100 | 1182 | 3 | 0 |

Based on the above results, I confirm that all the resolutions have been carried out with requisite majority.

Thanking You
For Himanshu Sharma & Associates
Company Secretaries

Himanshu Sharma
Company Secretary in practice
Membership NO.- F9529
COP: 11553
UDIN: F009529C001038361
Date: 29-09-2021
Place: New Delhi