



# TAMILNADU TELECOMMUNICATIONS LIMITED

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

**OPTICAL FIBRE CABLE DIVISION**



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**17 June 2020**

**To,  
The General Manager,  
Listing department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai -400001  
Scrip Code: 523419,**

**Sub: Submission of Annual Secretarial Compliance Report of Tamil Nadu Telecommunications Limited for the year ended 31st March 2020**

**Dear Sir/Madam,**

**Please find attached Annual Secretarial Compliance Report of Tamil Nadu Telecommunications Limited for the year ended 31st March 2020 issue by Himanshu Sharma & Associates.**

**Please take on Record**

**Thanks**

**You're Truly**

**For Tamil Nadu Telecommunications Limited**

**Company Secretary & Compliance officer  
Swapnil Gupta**

**HIMANSHU SHARMA & ASSOCIATES**

**Company Secretaries**

UDIN Number F009529B000351068

**Annual Secretarial Compliance Report of Tamilnadu Telecommunications Limited for the year ended 31<sup>st</sup> March 2020**

I, Himanshu Sharma, practicing Company secretary, form Himanshu Sharma & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Tamilnadu Telecommunications Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31<sup>st</sup> March, 2020 (" Review Period") compliance with respect to provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ Guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1) (b), 18 (1), 19(1) and 25 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance of Regulation 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Due to non appointment of Independent Directors, the Company has not complied with Regulations 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of minimum number of Independent Directors in the Board, Constitution of Audit Committee and conducting a separate meeting of Independent Directors respectively. In regards to said non compliance Company has submitted as follow: Since Company is a subsidiary of TCIL which is a Government of India Enterprise



			under the Ministry of Communications, the independent directors of company are appointed by the Administrative Ministry (Ministry of Communications). In view of above, Company has been repeatedly requesting through TCII to the Ministry of Communications for making Composition of Board of director as per Company Act 2013 and SEBI LODR 2015. Being a Govt. Company all the Appointments of Directors made through on government route only
2	<b>Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</b>	<b>Non Compliance of Regulation 46 (2) (b), (c), (e) (f) (g) and (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	<b>The Company has not updated its website as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information in the website of the Company.</b>

- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (d) The following are the details of actions taken against the listed entity/ its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under: The Company has received letter for imposing fine in dealy in filling **intimation of meeting of board of director as per the provision of regulation 29(2)(3) for**



**September 2019, non compliance of Listing Regulation 29(2)/(3) for September 2019, non compliance of Listing Regulation 6(1) and 7(1) FOR September 2019 , investor complaint, shareholding pattern . Company has informed to the exchange the reasonable reason for delay. Company has also given a declaration that they are in process of replying all pending deficiency pending at Stock Exchange which company is not able to remove due to COVID-19 and Lockdown.**

Sr . No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	Stock Exchange (BSE)	Delay in furnishing prior intimation of meeting of board pf director as per the provision of regulation 29(2)(3) for September 2019	Letter of fine of Rs.11800 (Including GST) each was issued by BSE Limited.	The company is making proper follow up in this regards
2	NSE	Non-Compliance of Listing Regulation 29(2)/(3) for September 2019	Letter of fine for non compliance of Rs.11800 (Including GST) issued by NSE Limited	The company is making proper follow up in this regards
3	NSE	Non-Compliance of Listing Regulation 6(1) and 7(1) FOR September 2019	Letter of fine for non compliance of Rs.217200 (Including GST) issued by NSE Limited	The company is making proper follow up in this regards

Further Company is in process of making impact evaluation due to COVID 19 and Lockdown.

- (e) The listed entity has taken the following actions to comply with the observations made in previous reports: Company has appointed women Director, Company Secretary, Compliance officer. Further Company is also taking step for ensuring composition of board of director and Composition of Committee. Since Company is a subsidiary of TCIL which is a Government of India Enterprise under the Ministry of Communications, the independent directors of company are appointed by the Administrative Ministry (Ministry of Communications). In view of above, Company has been repeatedly requesting through TCIL to the Ministry of Communications for making Composition of Board of director as per Company Act 2013 and SEBI LODR 2015. Being a Govt. Company all the appointments of Directors made through on government route only.



Further Company has assured to remove deficiencies i.e.Updating of website, policy framework for preservation of document, risk assessment etc.

For Himanshu Sharma & associates  
Company Secretaries



Himanshu Sharma  
M.No: F9529  
COP No: 11553

Date: 17/06/2020

Place: New Delhi

UDIN Number F009529B000351068