



TAMILNADU TELECOMMUNICATIONS LIMITED

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

OPTICAL FIBRE CABLE DIVISION



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

**AGM/TTL/2020
TTL/NSE/BSE/2020-21
Dt-18.12.2020**

**To
The Manager,
Bombay Stock Exchange Limited,
Floor No.25, PJ Towers,
Dalal Street, MUMBAI – 400 001**

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:

- I. 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 18.12.2020, 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,

18/12/2020

**(P.V.Sreekanth)
Managing Director
DIN 08610244**


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Regulation 44 of SEBI (LODR) regulation 2015–declaration of resulting of e-voting at 32nd AGM of M/s Tamil Nadu Telecommunication Limited held on 18/12/2020 at 11.30AM 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, in respect of resolutions proposed at the 32nd Annual General Meeting of the Equity Shareholders of TAMIL NADU TELECOMMUNICATION LIMITED held on Friday, 18th December, 2020 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The Board of Director has appointed Mr. Himanshu Sharma, Pro. of Himanshu Sharma and associate, 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”)

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

EVSN	201210018 for TAMIL NADU TELECOMMUNICATIONS LIMITED
ISIN	INE141D01018: TAMIL NADU TELECOMMUNICATIONS LIMITED EQTY SHARES
Nominal Value	10
Voting Rights	1
Total Folio Vote	5
No of Votes	29073066

Voting result Resolution Wise: Resolution No.1:

01. Ordinary Resolution :

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2020 including the Audited Balance Sheet as at 31st March 2020, 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.


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(i) Voted 'FOR' the resolution :

Yes Count	Number of Votes cast in ' Favour ' of resolution	% of total number of valid votes cast
5	29073066	(100%)

(ii) Voted 'AGAINST' the resolution :

Yes Count	Number of Votes cast in ' Against ' of resolution	% of total number of valid votes cast
	0	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 Shri.Kamendra Kumar (DIN 07578257), 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
4	29070300	(99.99%)

(ii) Voted 'AGAINST' the resolution :

Yes Count	Number of Votes cast in ' Against ' of resolution	% of total number of valid votes cast
1	2766	(0.01%)


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(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. Ramakrishnan, (DIN 00182214), 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
4	29070300	(100%)

(ii) Voted 'AGAINST' the resolution :

Yes Count	Number of Votes cast in 'Against' of resolution	% of total number of valid votes cast
1	2766	(0.01%)

(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.4: Ordinary Business:

To fix the remuneration of the Statutory Auditors for the financial year 2020-21.

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


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“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 2020-21 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
5	29073066	(100%)

(ii) Voted ‘AGAINST ‘ the resolution :

Yes Count	Number of Votes cast in ‘Against ’ of resolution	% of total number of valid votes cast
0	0	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.5:

02. To consider and approve the regularization of the appointment of Shri P V Sreekanth 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 P V Sreekanth, (DIN 08610244) who was appointed as an Additional Director w.e.f. 14.11.2019


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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.”

(i) Voted ‘FOR ‘ the resolution :

Yes Count	Number of Votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
4	29070300	(99.99%)

(ii) Voted ‘AGAINST ‘ the resolution :

Yes Count	Number of Votes cast in ‘Against’ of resolution	% of total number of valid votes cast
1	2766	(0.01%)

(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,

18/12/2020

(P V Sreekanth)
Managing Director
DIN 08610244

HIMANSHU SHARMA & ASSOCIATES

(Company Secretaries)

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
(32th 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, TAMIL NADU TELECOMMUNICATION LIMITED held on Friday 18th December, 2020 At 11:30 AM through Video Conferencing ("VC")

Dear Sir,

We, Himanshu Sharma & Associates (Company Secretaries, Delhi), appointed by the Board of Directors of TAMIL NADU 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, in respect of resolutions proposed at the 32nd Annual General Meeting of the Equity Shareholders of TAMIL NADU TELECOMMUNICATION LIMITED held on Friday, 18th December, 2020 at 11.30 A.M. through Video Conferencing ("VC").

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.

1531, Wazir Nagar, Kotla Mubarakpur , Infront of PT College Bus Stand New Delhi-110003

Mob: 9650115121, Phone no.:011-41008581

E-Mail: Legalhimanshu@gmail.com

HIMANSHU SHARMA & ASSOCIATES

(Company Secretaries)

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. 11th December 2020, were entitled to vote on the proposed resolutions for Item Nos. 1 to 5 as set out in the Notice of the 32nd AGM of TAMIL NADU TELECOMMUNICATION LIMITED

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

1. The Company has availed the remote e-voting services from Central Depository Services (India) Limited ("CDSL") for providing the Members with the facility to cast their vote electronically.
2. The remote e-Voting period remained open from Tuesday, 15th December 2020 at 11.00 am up to 17th December 2020 at 05.00 p.m.
3. After the closure of e-voting during the AGM, we have unblocked the electronic votes for e-voting processes in the presence of two witnesses who are not in the employment of the Company whose detail is as follow.
 - 1 Tarun Saini S/o Puran Mal Saini Resident of RZF 9/9A Gali NO. 21 E, Sadh Nagar Palam Occupation Company Secretary
 - 2 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

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(Company Secretaries)

as unblocked on CDSL

EVSN	201210018 for TAMIL NADU TELECOMMUNICATIONS LIMITED
ISIN	INE141D01018: TAMIL NADU TELECOMMUNICATIONS LIMITED EQTY SHARES
Nominal Value	10
Voting Rights	1
Total Folio Vote	5
No of Votes	29073066

Voting result Resolution Wise:

Resolution No.1:

01. Ordinary Resolution :

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2020 including the Audited Balance Sheet as at 31st March 2020, 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
5	29073066	(100%)

(ii) Voted 'AGAINST ' the resolution :

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

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HIMANSHU SHARMA & ASSOCIATES

(Company Secretaries)

(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:

02. Ordinary Resolution

To appoint a Director in place of Shri. Kamendra Kumar (DIN 07578257), 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
4	29070300	(99.99%)

(ii) Voted 'AGAINST ' the resolution :

Yes Count	Number of Votes cast in 'Against ' of resolution	% of total number of valid votes cast
1	2766	(0.01%)

(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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HIMANSHU SHARMA & ASSOCIATES

(Company Secretaries)

Resolution No.3:

03. Ordinary Resolution :

To Appoint a Director in place of Shri. B. Ramakrishnan, (DIN 00182214), 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
4	29070300	(100%)

(ii) Voted 'AGAINST ' the resolution :

Yes Count	Number of Votes cast in 'Against ' of resolution	% of total number of valid votes cast
1	2766	(0.01%)

(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.4:

04. Ordinary Business :

To fix the remuneration of the Statutory Auditors for the financial year 2020-21.

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E-Mail: Legalhimanshu@gmail.com

HIMANSHU SHARMA & ASSOCIATES

(Company Secretaries)

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 2020-21 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
5	29073066	(100%)

(ii) Voted ‘AGAINST ‘ the resolution :

Yes Count	Number of Votes cast in ‘ Against ’ of resolution	% of total number of valid votes cast
0	0	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.5:

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E-Mail: Legalhimanshu@gmail.com

HIMANSHU SHARMA & ASSOCIATES

(Company Secretaries)

05. To consider and approve the regularization of the appointment of Shri P V Sreekanth 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 P V Sreekanth, (DIN 08610244) who was appointed as an Additional Director w.e.f. 14.11.2019 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.”

(i) Voted ‘FOR ‘ the resolution :

Yes Count	Number of Votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
4	29070300	(99.99%)

(ii) Voted ‘AGAINST ‘ the resolution :

Yes Count	Number of Votes cast in ‘Against ’ of resolution	% of total number of valid votes cast
1	2766	(0.01%)

(iii) Votes ‘INVALID’:

Yes Count	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
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HIMANSHU SHARMA & ASSOCIATES

(Company Secretaries)

0	0	0
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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 Digitally signed by
HIMANSHU SHARMA
U SHARMA Date: 2020.12.18
20:28:40 +05'30'

Himanshu Sharma
Company Secretary in practice
Membership NO.- F9529
COP: 11553
UDIN: F009529B001554996
Date: 18-12-2020
Place: New Delhi