


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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AGM/TTL/NSE/BSE/2022-23

Dt.12.10.2022

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

SUB: MINUTES OF 34th ANNUAL GENERAL MEETING OF THE COMPANY

With reference to the captioned subject, we are enclosing herewith copy of the minutes of the 34th Annual General Meeting of the Company held on Wednesday, 28th September, 2022 through Video Conferencing/Other Audio Visual Means.

Kindly take above information on record.

Yours faithfully,

For M/s. Tamilnadu Telecommunications Limited,

J Ramesh Kannan
 Managing Director
 DIN 09292181
 Encl. as above



MINUTES OF THE THIRTY THIRD (34th) ANNUAL GENERAL MEETING OF TAMILNADU TELECOMMUNICATIONS LIMITED HELD ON WEDNESDAY, 28.09.2022 AT 11:30 AM AT THE 1ST FLOOR, CONFERENCE ROOM TCIL BHAWAN, GREATER KAILASH 1, NEW DELHI-110048 THROUGH VIDEO CONFERENCING ('VC') /OTHER AUDIO-VISUAL MEANS ('OAVM')

The following were present:

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|------------------------------------|---|--|
| 1. Shri D. Porpathasekaran | - | Chairman |
| 2. Mrs. Shivalini Sinha | - | Director |
| 3. Shri. R. Karthikeyan | - | Director & Representative of TIDCO |
| 4. Shri J. Ramesh Kannan | - | Managing Director & Chief
Financial Officer |
| 5. Mrs. Leena Rajput | - | Representative of TCIL |
| 6. Shri Kanwal Monga & Ajay Tehran | - | Representative of Fujikura |
| Total number of members | - | 58 |
| In attendance | | |
| 7. Ms. Swapnil Gupta | - | Company Secretary |
| 8. Shri Himanshu Sharma | - | Secretarial Auditors |

Shri D. Porpathasekaran, Chairman presided over the meeting. After ascertaining the quorum, the Chairman called the meeting to order. The members to the Annual General Meeting (AGM) were briefed about relating to their participation through Microsoft teams software as audio visual means to connect and e-voting. The meeting started at 11.30 am and concluded at 12.30 pm.

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 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'), Anthem 'Tamil Thaa Vazthu' was played as mark of respect. After the Tamil anthem, Shri J. Ramesh Kannan, Managing Director formally welcomed Chairman, Board of Directors, representative of M/s Fujikura, M/s TCIL, Secretarial Auditors Cum Scrutinizer and Company Secretary. Other members have joined from their respective locations at the Meeting through video conferencing ('VC') /other audio-visual means ('OAVM'). Shri B. Elangovan and Tmt. R. Lilly, I.A.S, director could not attend the meeting due to prior commitments.

At the outset, Chairman welcomed all the participants of Thirty Fourth (34th) Annual General Meeting of the Company and read the speech highlighting the operations & prospects of the Company. Shri D. Porpathasekaran, Chairman informed that the Notice convening the meeting and the Directors' Report already issued in the form of Annual Report is sent to the members and with the permission of the members present, the notice convening the meeting and the Audited Financial Statements, Boards' Report and Reports of the Auditors and other annexure thereon were taken as read and approved.

The Managing Director further informed to 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 was made available to members from 25th September 2022 at 9.00 a.m. and ends on 27th September 2022 at 5.00 p.m. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014, books were remain closed from 22nd September 2022 to 28th September 2022 (both days inclusive) for the purpose of the Annual General Meeting. The voting rights shall be reckoned on 21st September 2022, which is also the cutoff date.

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

Thereafter, the following business was transacted.

ITEM NO. 1. ADOPTION OF THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022 INCLUDING THE AUDITED BALANCE SHEET AS AT 31ST MARCH 2022, THE STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' REPORT THEREON

In this regard, passed the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2022, which comprise the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted".



ITEM NO. 2. RE-APPOINTMENT OF SHRI J RAMESH KANNAN (DIN 09292181), DIRECTOR RETIRING BY ROTATION

To appoint a Director in place of Shri J Ramesh Kannan (DIN 09292181), who retires by rotation and being eligible, offers himself for re-appointment and passed the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri J Ramesh Kannan (DIN 09292181), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

ITEM NO. 3. RE-APPOINTMENT OF SHRI B. KARTHIKEYAN (DIN 00824621), DIRECTOR RETIRING BY ROTATION

To appoint a Director in place of Shri. R. Karthikeyan, (DIN 00824621), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri. R. Karthikeyan, (DIN 00824621), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

ITEM NO. 4. TO FIX THE REMUNERATION OF THE STATUTORY AUDITORS FOR THE FINANCIAL YEAR 2022-23

The following resolutions were passed as an Ordinary Resolution:

"RESOLVED THAT the fee for the Statutory Audit be and is hereby approved at Rs.1,00,000/- (One Lac only) plus applicable taxes for the year 2022-23 to the Statutory Auditors of the Company as appointed by CAG."

RESOLVED FURTHER THAT the Company Secretary or any Director of the Company be and is hereby also authorized to do all such acts, deeds, matters, things & writings as may deem fit, proper, expedient or necessary to give effect to the said resolution."

The following Special Business was transacted:

ITEM NO. 5. REGULARIZATION OF THE APPOINTMENT OF SHRI D. PORPATHASEKARAN AS DIRECTOR OF THE COMPANY



To consider and approve the regularization of the appointment of Shri D. Porpathasekaran as Director and Chairman of the Company and passed the Ordinary Resolutions:

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

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

ITEM NO. 6. APPROVAL FOR GRANT OF LEASE OF THE MANUFACTURING FACILITIES AND PREMISES OF TTL FACTORY THROUGH TENDER AND ADVERTISEMENT ON LEASE CUM REVENUE SHARING MODEL

To consider and approve the grant of lease of the manufacturing facilities and premises of TTL Factory through tender and advertisement on lease cum revenue sharing model and passed the Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 180 of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, including any modifications) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to the consent of the members by way of special resolution and subject to such other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the Board be and is hereby accorded to lease the manufacturing facilities and entire factory premises of 9.78 acres (factory area and vacant land) to M/s Shri Harikrishna Industries, Chennai on including contracts, licenses, permits, rights, obligations, consents and approvals relating to the said factory premises on revenue sharing model plus fixed monthly lease rent, as per agreed payment terms, with effect from agreement date, in such manner and on such terms and conditions as may be prescribed in the agreement within the power to the Board to finalize and execute all the required documents/agreement, memoranda, and any other incidental



documents with such modifications as may be required from time to time subject to approval of shareholders."

"RESOLVED THAT Shri J Ramesh Kannan, Managing Director (DIN 09292181) on behalf of the board be and is hereby authorized to execute all documents, deeds or writings as may be necessary in relation to the above leasing and revenue sharing business model and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions if required to be obtained by the company in this regard."


"RESOLVED FURTHER THAT Shri J Ramesh Kannan, Managing Director (DIN 09292181) on behalf of the board be and is hereby authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such leasing of the factory premises as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company."

"RESOLVED FURTHER THAT Managing Director or any director be and are hereby authorized to file all relevant and necessary returns /forms under the Companies Act 2013 and SEBI LODR Regulations, 2015."

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 Managing Director was ready to answer the queries raised by the shareholders.

The Scrutinizer Report was received after conclusion of Annual General Meeting (AGM) on September 28, 2022. All the resolutions were declared passed with the requisite majority and results were uploaded at the website of the Company.

The Chairman thanked Members for their presence and participation at the Annual General Meeting (AGM) through VC/OAVM. There being no other business, the meeting ended with a vote of thanks to the Chair. Managing Director proposed vote of thanks and well-being of all. The meeting concluded with National Anthem.


(D. PORPATHASEKARAN)
CHAIRMAN

TAMILNADU TELECOMMUNICATIONS LIMITED