

**Tamilnadu
Telecommunications
Limited**

**34th Annual Report
2021-2022**

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Board of Directors	Shri.D. Porpathasekaran Shri. J.Ramesh Kannan Shri. B.Elangovan Shri. R.Karthikeyan Mrs. Shivalini Sinha Mrs. R.Lilly, I.A.S.	(DIN:09612667) (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.ttlofc.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 Lakshmi pathy 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 download your copy of the Annual Report from the website of the company.

TAMILNADU TELECOMMUNICATIONS LIMITED

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Tamilnadu Telecommunications Limited is to be held at 11.30 a.m. on Wednesday, 28th September 2022 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 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 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, 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".

02. 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 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.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."

03. 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."

04. To fix the remuneration of the Statutory Auditors for the financial year 2022-23.

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 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."

Special Business

05. To consider and approve the regularization of the appointment of Shri D. Porpathasekaran as Director and Chairman 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 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."

06. 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, if thought fit, to pass with or without modification(s) if any, the following Resolution as 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

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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."

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

Place: Chennai
Date: 05.09.2022

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, Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2022 dated May 05, 2022. 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 24th September 2022 through email on mdp2018ttl@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 22nd September, 2022 to 28th September, 2022 (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.tlofc.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National 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

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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 1 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 SS-2 issued by ICSI.** In terms of Section 152 of the Act, **Shri.J.Ramesh Kannan (DIN 09292181) and Shri. R. Karthikeyan, (DIN 00824621),** 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. Shri J Ramesh Kannan (DIN 09292181), aged 55 years has been in the Board of the Company since August 2021. Shri J.Ramesh Kannan is a Cost & Management Accountant. He has 29 years of experience in various reputed CPSEs in Steel Authority of India Limited (SAIL) & Telecommunications Consultants India Limited (TCL). He has wide experience in the field of Finance & Accounts such as Financial Management, Budgeting, Costing, Corporate & Project Accounts, Taxation, ERP, Financial Concurrence, Forex /Fund Management, Internal Audit, Secretarial and Legal, etc. He has eight years of rich experience in Foreign project. The details of Directorships/Committee Membership in other companies is NIL.

B. Shri. R. Karthikeyan, (DIN 00824621), aged 45 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

Name of the Companies	Nature of Interest
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 34th AGM along with the Annual Report of 2021-22 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 2021-22 will also be available on the Company's website viz. www.tlofc.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.

5. 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 34th 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

THIS EXPLANATORY STATEMENT IS PROVIDED IN TERMS OF REGULATION 36(5) OF THE LISTING REGULATIONS AND AS PER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 2

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. The details are placed at Annexure - B.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors and the Executive Chairman are not subject to retirement by rotation.

The Board of Directors recommends the resolution as set out in Item No. 2, for approval of the Members of the Company by way of an Ordinary Resolution.

Annexure-B

Details of Director seeking re-appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the Listing Regulations]

Shri J Ramesh Kannan (DIN 09292181), aged 55 years has been in the Board of the Company since August 2021.

Shri J.RameshKannan is a Cost & Management Accountant. He has 29 years of experience in various reputed CPSEs in Steel Authority of India Limited (SAIL) & Telecommunications Consultants India Limited (TCIL). He has wide experience in the field of Finance &Accounts such as Financial Management, Budgeting, Costing, Corporate & Project Accounts, Taxation, ERP, Financial Concurrence, Forex /Fund Management, Internal Audit, Secretarial and Legal, etc. He has eight years of rich experience in Foreign project. The details of Directorships/ Committee Membership in other companies is NIL.

Shri J. RameshKannan is a Cost & Management Accountant. He has 29 years of experience in various reputed CPSEs in Steel Authority of India Limited (SAIL) & Telecommunications Consultants India Limited (TCIL). He has wide experience in the field of Finance &Accounts such as Financial Management, Budgeting, Costing, Corporate & Project Accounts, Taxation, ERP, Financial Concurrence, Forex / Fund Management, Internal Audit, Secretarial and Legal, etc. He has eight years of rich experience in Foreign project.

He is a self-motivated, result oriented, hardworking and dedicated Executive, highly regarded for leadership and excellence in all areas of Finance having strong analytical skill with a proven ability to examine and understand business needs and deliver suitable reports for key business decisions. Before taking over the charge of Managing Director, he was holding the post of General Manager (F&A) in TTL / TCIL for more than 4 years and his wide experience will be helpful in revival of the company.

Item No. 3

To appoint a Director in place of Shri. R. Karthikeyan, (DIN 00824621), who retires by rotation and being eligible, offers himself for re-appointment. The details are placed at Annexure A.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors and the Executive Chairman are not subject to retirement by rotation.

Annexure-A

Basic Information:

1	Name in Full	RAMACHANDRAN KARTHIKEYAN
2	PAN	ALTPK3680L

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1	Name in Full	RAMACHANDRAN KARTHIKEYAN
3	DIN	00824621
4	Date of Birth	23-09-1977
5	Place of Birth	INDIA
6	Any former name & surname in full	-
7	Father's name/Husband 's name in full	KUPPUSWAMY RAMACHANDRAN
8	Resident of which country	INDIA
9	Business occupation	GENERAL MANAGER (PROJECTS) TIDCO
10	Present Nationality	INDIAN
11	Nationality of origin	INDIAN
12	e-mail ID	karthikeyan@tidco.com

The Board of Directors recommends the resolution as set out in Item No. 4, for approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 5

The Board of Directors in their 176th meeting held on May 20, 2022 has appointed Shri D. Porpathasekaran, (DIN 09612667), Executive Director (TCIL) as an Additional Director of the Company w.e.f. May 20, 2022. Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri D. Porpathasekaran, (DIN 09612667), 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 D. Porpathasekaran, (DIN 09612667) as Director and Chairman.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Shri D. Porpathasekaran, (DIN 09612667), 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

Tamil Nadu Telecommunications Limited (TTL), a JV of TCIL & TIDCO has been continuously incurring losses for the past 15 years. The utilization of the capacity of the plant was also continuously in the declining trend to the extent of less than 11%. There is no operation and revenue generation from August 2017. The company was declared sick in the year 2010 by BIFR due to continuous losses. Based on the suggestion of board, various ways are being explored to generate revenue to keep the company a going concern.

One of the proposals is monetization of TTL premises including vacant land along with diversification of business. TTL has total 9.78 acres of land in Maraimalainagar, near Chennai. Factory area is 4.27 acres with a framed structure built up area of 53265 Sq.ft and vacant land area is 5.51 acres. In this regard a Notice Inviting Tender (NIT) and Request for Proposal (RFP) for has been floated for Grant of Lease of the Manufacturing Facilities and Premises of Tamilnadu Telecommunications Factory located in Maraimalai Nagar, near Chennai, Tamil Nadu.

The tender (RFP) TTL/RFP/21-22/CHENNAI/03 dated 29/12/2021 was placed on the website of the Company and also an advertisement in local newspaper to support the tender inviting application was done. Only single bid was received on 21.03.2022 from M/s Shri Harikrishna Industries, Chennai.

It is pertinent to mention that initially RFP for leasing of TTL factory premises was initiated and published in TTL, TCIL and nic portal in September 2021 and was extended twice. Again 2nd time the RFP was floated in November 2021 and the opening date were further extended two times. As there was no response, 3rd time RFP was again floated on 29.12.2021 and tender advertisement was widely published in leading newspapers, Business Line (Tamilnadu Edition) & Dinamalar (Chennai Edition) on 5.01.2022 and Economic Times (All India Editions) on 07.01.2022. It was done through a three ways procedure of Committee. Finally, TTL has received only one bid from M/s Shri Harikrishna Industries, Chennai.

The tender higher-level committee felt that the proposal shall include revenue sharing model plus fixed monthly lease rent. Accordingly, it was negotiated with the bidder to increase the fixed rental and share 1% of the revenue achieved during the financial years to the Lessor TTL though it was not part of the RFP, moreover the bidder proposes to do the same existing business of TTL which is within the bylaws of company.

The important aspect of the proposal is that the promoter TCIL has agreed to give preference to the agency through TTL for first right of refusal / preference for supply of OF cables to TCIL at L-1 rate.

After prolonged and tough negotiation, the bidder M/s Shri Harikrishna Industries finally agreed the following offer for their side for the entire factory premises of 9.78 acres (both factory area and vacant land):

1. First three months (from the date of Commencement) No Rent.
2. Next three Months i.e (4th to 6th month) Rs.5,00,000 Per Month (plus applicable GST)
3. 7th month onward up to 12th month Rs.16,00,000 Per Month (plus applicable GST)
4. Increase of rent after one year as per clause 6 (vii)@5% compounded annually (Plus applicable GST)

5. In addition to above monthly rental, the Lessee shall also pay 1% revenue share (plus applicable GST) of the total revenue achieved during each financial year to the Lessor. The terms of revenue sharing agreement shall become the integral part of this agreement if it is executed in future.

The bidder M/s Shri Harikrishna Industries, Chennai have accepted the above payment conditions and agreed to sign the agreement.

It is felt that the present opportunity should not be missed as the plant was lying idle for the past 5 years without generating any revenue rather incurring fixed and statutory expenses. Moreover, any more delays will further spoil the condition of the unused machineries which may not fetch any value in the future or may fetch only scrap value.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25th September 2022 at 09:00 AM and ends on 27th September 2022 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 21st September 2022 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 enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

- (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 Depository	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.

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Type of share holders	Login Method	Type of share holders	Login Method
	<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>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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/SecureWeb/IdeasDirectReg.jsp</p>
	<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>		<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</p>

	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

- 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:

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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date of Birth (DOB)	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. <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

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- 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) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- (xviii) 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.
- (xix) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xx) 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.
- (xxi) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (xxii) It is mandatory that, 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.
- (xxiii) 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.
- (xxiv) 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.
- (xxv) 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 16th September, 2022 to 20th September, 2022 mentioning their name, demat account number/ folio number, email ID, mobile number at tlcosec@gmail.com.
- (xxvi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
- (xxvii) The Company/RTA shall co-ordinate with CDSL and provides the login credentials to the aforesaid shareholders. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM.
- (xxviii) 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](mailto: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 or call 044-28460390 helpdesk_agm@cameoindia.com or call 044-28460390 Fax:044-28460129 and contact at toll free no.1800 22 55 33.

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.tllofc.in> under shareholders/members credentials. The link for VC/OAVM will be available in shareholder/members segment of Company website "www.tllofc.in" on home page will be displayed.
2. Follow the instructions mentioned on Companies website and as stated below:-

For attending the AGM on 28th September, 2022 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.tllofc.in" and click the meeting link on 28th September, 2022 – 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.tllofc.in" and click the meeting link on 28th September, 2022- 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.
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)

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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 or contact at toll free no. 1800 22 55 33.
- 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 at least 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.tlofc.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. 28.09.2022 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: 05.09.2022

J.Ramesh Kannan
Managing Director
(DIN 09292181)

BOARD'S REPORT

To
The Members

The Board of Directors hereby submits the Thirty Fourth Annual Report of the Company with Audited Financial Statements for the period from 1st April 2021 to 31st March 2022 along with the Auditors Report.

FINANCIAL HIGHLIGHTS

The financial performance of your company is as given below:-
(Rs. in Lakhs)

Particulars	2021-22	2020-21
Revenue from operations	-	-
Other Income (Net)	2.15	6.54
Total Revenue	2.15	6.54
Total Expenditure	193.83	152.12
Finance Charges	822.05	808.87
Extraordinary / Exceptional items	(2.45)	-
Gross Profit / (Loss) after interest before Depreciation & Tax	(1016.18)	(954.45)
Depreciation and Amortization Expense	28.19	34.81
Provision for Taxation / Deferred Tax	-	-
Net Profit / (Loss)	(1044.37)	(989.26)
Other Comprehensive Income /(Loss):Item that will not be reclassified to Profit and Loss	(5.18)	8.97
Total Comprehensive Income/(Loss) for the Period	(1049.55)	(980.29)

The net loss after Tax is Rs.(1049.55) lakhs against net loss of Rs.(980.29) lakhs made during the previous year.

Review of Operations

During the year under review, the company's other income was Rs.2.15 lakhs. Due to non-availability of raw fiber there is no operation in the company.

You are aware that the Company is passing through a tough period for past several years. The plant is still non-operational but your management is trying hard to revive the company.

During the year, management has explored the possibility of various ways to monetize the company based on the detailed project report (DPR) submitted by the renowned Consultant. With your support the company may start earning revenue from the next year.

Market Scenario and Outlook

Fiber Optics Market Rising at 10.3% CAGR to Reach USD 9.73 Billion by 2027. Companies Profiled in the global fiber optics market. The global fiber optic cable market (henceforth, referred to as the market studied) was valued at USD 9,236.5 million in 2020, and it is expected to reach USD 20,832.6 million by 2026, registering a CAGR of 14.5% during the period, 2021-2026 (henceforth, referred to as the forecast period). Increasing demand in FTTx and telecommunications industry and technological advancements are primarily responsible for the increased growth of the market.

The optical fibers are getting smaller and smaller to the deployment challenges being raised by end-use applications. As telecom operators started looking for high fiber count cables in reduced diameters, optical fiber, and cable manufacturers are investing in research and development to realize smaller fibers and cables. These cables will be deployed for FTTx and 5G networks. Moreover, in the past few years, cloud and content providers attempted to attract more users and offer reliable bandwidth-intensive services, thus, increasing the popularity of submarine infrastructure. The lifetime for submarine cable is expected to be about 25 years.

Optical fiber cable (OFC) is a significant building block in the telecommunication infrastructure. Over the last decade, fiber optics are catering to aggressive bandwidth demands, especially telecommunication companies, and have become the preferred transmission medium.

The explosion of data traffic from various sources, such as the internet, e-commerce, computer networks, and multimedia (voice, data, and video), has led to the need for a transmission medium capable of handling higher bandwidth for handling such vast amounts of information. Fiber optic cables, with comparatively infinite bandwidth, have proven to be the solution.

Optical fiber is seen as an ideal solution for reliable, and secure connections among IoT devices. The emergence of IoT and cloud computing has led to higher bandwidth and better connectivity in workplaces and commercial office buildings, which in turn, will spur opportunities for the market. The rising implementation of fiber optic for monitoring of asset locations, temperature, and oil reserve levels in industries will further enhance the growth of the market in the forthcoming years. The rising proclivity to improve data traction, security parameters, and product automation will promote the growth of the market during the forecast period. Furthermore, the integration of cloud computing and fiber connectivity for constant streamline workflow will foster the growth of the market. Similarly, the adoption of cloud computing by many companies for customer relationship management (CRM) tools will simultaneously offer impetus to market. The rising cognizance of fiber optic including higher bandwidth speed capabilities, superior performance, and enhanced security will bode well for the market in the forthcoming years.

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Rising Demand for Higher Bandwidth to Aid Expansion in North Asia. The rising adoption of fiber optical systems in an electric power grid, pipelines, highways, railways, airports, data centers will enhance the market potential in the forthcoming years. North Asia is predicted to witness a substantial growth rate during the forecast period owing to the rising need for higher bandwidth in communication and data services. Company is expected to rise tremendously during the forecast period owing to the rising demand for fiber optics in the region.

Cautionary Statement

Statements in the Boards' Report contain forward looking statements. Actual results, performances or achievements may vary materially from those expressed or implied, depending upon economic conditions, Government policies, subsequent developments and other incidental factors.

Risk & Concern

The industry is facing challenging cost pressures as the cost of major raw materials are going up due to shortage & increase in oil prices. The variations in exchange rate fluctuation are also a threat towards cost of production. The competition within OFC business is becoming fierce due to emerging new technologies and frequent new product introductions in Optical fiber products which command competitive prices and preference in the market. The market price of cables is also varying due to competition.

Directors

In accordance with Sec.152 (6) and (7) of the Companies Act, 2013, read with Articles 79 & 80 of the Articles of Association of the company, Shri J Ramesh Kannan (DIN 09292181) and

Shri. R. Karthikeyan, (DIN 00824621), will retire from the directorship of the company by rotation and being eligible, offer themselves for re-appointment.

Directors' Responsibility Statement

As required under Section 134(5) of the Companies Act, 2013, the Directors of the Company hereby state and confirm that –

- a) In the preparation of the annual accounts the applicable accounting standards had been followed.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2022, and the loss of the Company for the year ended on that date.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

- d) They have prepared the annual accounts on a going concern basis considering the comparative growth in OFC market, future prospects of the Company with the support of TCIL.
- e) They have laid down internal financial control to be followed by the company and that such internal financial control is adequate and was operating effectively.
- f) They have devised proper system to ensure compliance with all provision of all applicable laws and that systems were adequate and operating effectively.

Extracts of the Annual Return

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act, 2013 and read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2021, is available on the Company's website and can be accessed at <https://ttlofc.in/AnnualReturn.html>. The extract of the Annual Return in Form MGT-9 has been attached.

Corporate Governance

A report on Corporate Governance with the Practicing Company Secretaries Certificate on compliance with conditions of the Corporate Governance has been attached as to form part of the Report.

Clarification on Practicing Company Secretaries observations is given below:

1. **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.**

Company's reply:

Points No (1): The Company is Joint sector Govt. Company with 49% of its shares held by TCIL, a Govt. of India Enterprise and 14.63% held by TIDCO, a Govt of Tamilnadu Enterprise. Being a Govt. Company, action has already been taken for induction of Independent Directors Constitution of Audit Committee as per 18 (1) and Constitution of Nomination and Remuneration Committee as per regulation 19(1) of SEBI LODR and separate Independent Directors Meeting as per 25 (3) of SEBI LODR shall be conducted after appointment of required number of Independent Directors by the Ministry of Telecommunications.

Energy, Technology and Foreign Exchange

Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Sec.134 (3)(m) of the Companies Act, 2013 are enclosed as part of the Report.

Details of director or Key Managerial Personnel who were appointed or have resigned during the year.

- (i) Mrs.R. Lilly, I.A.S. was appointed as Nominee Director on 25.08.2022 during the year.
- (ii) Shri R. Karthikeyan was appointed as Nominee Director on 25.08.2022 during the year.
- (iii) Shri. Sanjay Bharti Kumar was appointed as Managing Director on 27.05.2021 in place of Shri P.V.Sreekanth on his cessation on 27.05.2021 during the year.
- (iv) Shri. J. Ramesh Kannan, CFO was also appointed as Managing Director on 25.08.2021 in place of Shri. Sanjay Bharti Kumar on his cessation on 27.05.2021 during the year.
- (v) Shri.B.Ramakrishnan, Director died on 14.05.2021 due to covid. His cessation was recorded in the meeting held on 27.05.2021 during the year.
- (vi) Shri Kamendra Kumar, Director and Chairman superannuated on 31.03.2022. His cessation was recorded in the meeting held on 20.05.2022.
- (vii) Shri J. Ramesh Kannan, Chief Financial Officer (CFO) and Ms. Swapnil Gupta, Company Secretary and Compliance Officer of the Company, continued to hold their posts throughout the year under review. Their position remains same during the year.

Personnel

The Managing Director, CFO and Company Secretary were on deputation from the Promoter Company TCIL which is a Govt. of India Enterprise, holding 49% stake in the Company. Hence their remuneration was as per the scales applicable to their cadre in the promoter company.

The number of permanent employees as on 31.03.2022 was 64 excluding three officials on deputation from the promoter company.

None of the employees drew remuneration of Rs.60,00,000/- or more per annum / Rs.5,00,000/- or more per month during the year. This information is furnished as required under Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Human Resources

Your company is glad to announce that the industrial relations continue to be very cordial. During the year, employees

were given training on laying of Optical cable, OFC splicing, OFC construction work etc. TTL has been encouraging its employees to come out with innovative suggestions, which will pave way for significant cost savings as well as overall development of the company.

During the year 2018-19, M/s. Telecommunications Consultants India Limited decided to help TTL employees by taking them on deputation to work in their various projects in India which helps the employees to acquire new skill and experience in services of communication industry. All employees joined in TCIL on deputation except 7 employees.

Quality Management Systems

It is reported that as a commitment in meeting global quality standards, your company already has IS/ISO 9001:2015 quality management systems certification from Bureau of Indian Standards should continue. The license will be renewed after commencement of production.

Internal Control System

TTL has adequate internal control procedures in respect of all its operations. It has laid down internal control procedures to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and transactions are authorized, recorded and reported correctly. Internal Audit is being carried out by Independent Audit Firm of Chartered Accountants on an ongoing basis and it recommends appropriate improvements apart from ensuring adherence in company policies as well as regulatory compliance. The Audit Committee periodically reviews the audit findings.

Transfer to reserves

During the year under review no amount is being transferred to General Reserve Account.

Dividend

In a view of the losses your Directors have not declared any dividend during the year under review.

Deposits

During the year under section 73 and the rules may be called the Companies (Acceptance of Deposits) Rules, 2014, the Company has neither accepted nor renewed any deposits from public during the year under review.

Corporate Social Responsibility

Since the Company is continuously incurring losses, no CSR policy has been devised.

Related Party Transactions

There was no contract or arrangements made with related parties as defined under section 188 (1) of the Companies Act, 2013 during the year under review.

TAMILNADU TELECOMMUNICATIONS LIMITED

Research & Development (R&D)

The information as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 with respect to R&D are not applicable to your Company.

Particulars of Loans, guarantees or investments made under section 186 of the Companies Act, 2013.

There were no loans, guarantees or investments made by the company exceeding the limits specified under Section 186 of the Companies Act, 2013 during the year under review and hence, the said provision is not applicable.

Unsecured Loan

The unsecured loan amounting to Rs.138.45 crores as on 30.06.2022 is from related party i.e. holding company, has been taken on long term basis without any stipulation for repayment and other terms.

Information under section 197 of the Companies Act, 2013 read with rule 5(2) of the companies (appointment and remuneration of managerial personnel) rules, 2014 regarding employee's remuneration.

Information as per Section 197 of the Companies Act 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to your company as there is no employee on the rolls of the Company. Accordingly there was no employee of the Company who received remuneration in excess of the limits prescribed under of the Companies Act.

Statement under section 134(3)(p) of the Companies Act, 2013, regarding formal annual evaluation made by board of its performance and that of its committees and individual directors.

In terms of the notification dated 05.06.2015 issued by Ministry of Corporate Affairs, the company has been exempted from the above provision and hence the disclosure is no longer required.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year to which the financial statements relates and the date of the report.

None

Information under section 134(3)(n) of the Companies Act, 2013 concerning development and implementation of risk management policy.

The company's operations are completely stopped, only limited assistance being given by the holding company, which has a well-defined risk management policy. Your company has not developed and/or implemented the Risk management policy on its own.

Details of application made or proceeding pending under Insolvency and Bankruptcy Code 2016.

During the year under review, there were no applications made or proceedings pending in the name of the company under the insolvency Bankruptcy Code, 2016.

Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and financial Institutions.

During the year under review, there has been no one time settlement of Loans taken from Bank.

Information under Regulation 24A of SEBI Circular CIR/CFD/CMD1/27/2019 Dt 8/02/2019 from the Practicing Company Secretary.

Pursuant to Regulation 24A of SEBI Circular CIR/CFD/CMD1/27/2019 Dt 08.02.2019 every Listed Company and every public company shall additionally, on an annual basis, require a check by the PCS on compliance of all applicable SEBI Regulations and circulars/ guidelines issued there under, consequent to which, the PCS shall submit a report to the listed entity in the manner specified in this circular. Annual secretarial compliance report, applicable to listed entities, with effect from the financial year ended March 31, 2019 onwards.

Every year a report is obtained from Practicing Company Secretary (PCS) and Submitted to the Board. The Annual Secretarial Compliance Report for the Financial Year ended 31.03.2021 forms part to the Report.

Vigil Mechanism under section 177(9) of the Companies Act, 2013.

Your Company is in process of making the Whistle Blower Policy/ vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of your Company's Code of Conduct. Adequate safeguards are provided against victimization to those who avail of the mechanism will be provided soon.

Auditors

In terms of Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (CAG) had appointed Chartered Accountants as the Auditors of the company for the year 2022-23 at a remuneration of Rs.1,00,000/- besides reimbursement of traveling and out-of-pocket expenses at actual, subject to the other items and conditions as specified by the CAG.

Independent Auditor's Report

Clarification on Auditors observations is given below:

Basis for Adverse Opinion

1. The Company's financial statements have been prepared using the going concern assumption of accounting. However, the Company's accumulated

losses of Rs.1,82,81,21,320/- (including a loss of Rs.10,49,54,686/- incurred during the FY 2021-22) has eroded the Net Worth of the Company, indicating the existence of material uncertainty that may cast a doubt about the Company's ability to continue as a Going Concern. The Company has not operated its factory since 2017 and NO sales effected for more than three years. It is also pertinent to note that power connections in the factory are disabled. Further, as represented by the company, the machineries would involve major overhauling cost to resume operations and the company is also unable to obtain support for supply of major raw material required for manufacture from its supplier. Also, the company has not bagged any new orders to substantiate the going concern assumption.

As per Standard on Auditing (SA) 570, "If the financial statements have been prepared using the going concern basis of accounting but, in the auditor's judgment, management's use of the going concern basis of accounting in the financial statements is inappropriate, the requirement in paragraph 21 for the auditor to express an adverse opinion applies regardless of whether or not the financial statements include disclosure of the inappropriateness of management's use of the going concern basis of accounting."

Hence, considering the cumulative effect of the factors detailed in the above paragraph in the revival of the company, we conclude that the Going Concern assumption of the management in preparation of financial statements is inappropriate.

2. The Company has not recognized the following financial liability/asset at Fair Value in terms of IndAS 109 (including comparative figures as of 31st March 2021) and impact of the same on the financial Statements is not ascertainable.
 - i) Amounts due to M/s Fujikura Limited amounting to Rs. 2,00,30,600/- (Previous Year- Rs. 1,98,07,090/-)
 - ii) Trade Receivables (considered good) amounting to Rs. 7,06,65,510/- (Previous Year- Rs. 7,13,62,110/-)
 - iii) Unsecured Trade Payables amounting to Rs. 3,37,04,875/- (Previous Year – Rs. 3,41,14,712/-)

Emphasis of Matter

- 1) We draw attention to Note No.28 (Sl.No.22) of the explanatory notes to the financial statements which states the reason for non-recognition of amounts due to the holding Company viz., Telecommunications Consultants India Limited amounting to Rs.1,35,81,29,112/- (Previous Year – Rs.1,26,18,87,189/-) at Fair Value in accordance with

IndAS 109 and impact of the same on the financial statements is not ascertainable and Our opinion is not modified in respect of this matter.

- 2) Attention is invited to Note Nos. 3,5,8,14,15 of the notes to financial statements, where the balances carried in the debtors, creditors, advances & deposits payable / recoverable are subject to confirmation from all parties (other than Telecommunications Consultants India Limited) as stated in Note No.28 (Sl. No. 2). The impact if any, on financial statements is not ascertainable and Our opinion is not modified in this respect.
- 3) Attention is invited to Note No. 28 (Sl. No. 19) of the explanatory notes to the financial statements which states that the Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence the disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act could not be ascertained. Our opinion is not modified in this respect.

Company's Reply to Basis of Adverse Opinion Para 1 of Going Concern Assumption.

The requirement of OFC in the country is huge. TCIL and TIDCO to provide orders on nomination basis as both TCIL and Tamilnadu state government have huge orders to implement the Bhartnet projects. Efforts are being made to obtain Preferential orders from Tamil Nadu Fibrenet Corporation (TANFINET), State PSU, for supplying Optical Fiber Cable in Tamilnadu. The DOT discussed in the meeting held on 07.03.2019 with regard to takeover of TTL by BSNL, it is suggested by Ministry to BSNL to utilise the capacity of TTL since BSNL requirement is 100000 km per annum against TTL capacity of 10000 km per annum. Therefore, the order booking position is expected to be good in the near future. Renowned real estate consultant has been appointed to monetization of vacant land. Considering the likely order in the near future and with the promoter's financial support, the accounts have been prepared on Going Concern Basis.

As mentioned in our financials, TTL is regularly borrowing from our holding company TCIL for its raw material support and working capital support for running day to day operations. The balances of current liabilities and trade payable pertaining to related party /our holding company TCIL as on 31/03/2022 are given below:

- | | |
|--|---------------------|
| (i) Current liabilities – short term borrowing | |
| (a) Bridge Loan | : Rs.11,65,73,000/- |
| (b) Working capital support loan | : Rs.18,71,41,687/- |
| (ii) Trade payable – Sundry creditors for raw material support | : Rs.58,88,86,577/- |
| (iii) Other current liabilities – interest accrued | : Rs.46,55,27,849/- |

TAMILNADU TELECOMMUNICATIONS LIMITED

Amounts due to Fujikura Limited amounting to Rs.2,00,30,600/-

Trade Receivables (considered good) amounting to Rs.7,06,65,510/-

Unsecured Trade Payables amounting to Rs.3,37,04,875/-

This is to state that the above items are reviewed and monitored on day to day basis in both TTL and TCIL. The balances are periodically reconciled with TCIL and also approved by board of directors of TTL.

It may not be out of place to mention that all the realizations from TTL clients are routed through Escrow account which is auto credited to TCIL's Account for which standing instructions have been given to bank. Moreover, charge has been created in favour of TCIL against fixed assets and current assets of TTL for all the TCIL loans, advances and liabilities towards raw material supply. The loans are repayable on demand basis.

Ind AS 109 requires all financial assets/liabilities to be recognised initially at fair value and subsequently at amortised cost if it satisfies the criteria with reference to Ind As 32 Para 11 and para 4.2.1 of Ind As 109. Since these financial assets/liabilities are current in nature, there is immaterial finance cost/income involved, therefore, as a general practice, demand deposits are carried at cost and not at fair value/amortised cost.

In view of the commitment to pay to TCIL, the holding company/ related party on demand basis, and the company is taking a conservative approach, management assume book value of current liabilities at a amortized cost i.e instead to book profit by discounting liabilities the company prefers to go and disclose liabilities with full amount under law of prudence.

Company's Reply to Para 2 of Emphasis of Matter regarding balances carried in the debtors, creditors, advances & deposits payable/recoverable are subject to confirmation from all parties (other than Telecommunications Consultants India Limited)

Wherever possible the Company is getting confirmation. Since TTL does not have fund to pay to the Creditor including M/s. Fujikura, the company does not ask for balance confirmation from any Creditors which will trigger to make payment.

Company's Reply to Para 3 of Emphasis of Matter regarding Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

As stated in Notes to Accounts No.19, the Company has not received information from the vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

Cost Auditors:

As per the provisions of the Companies (Cost Records and Audit) Rules, 2014, the operation of the company is not falling

within the scope of cost audit. Hence cost auditor was not appointed for the financial year 2021-22.

Secretarial Audit Report

Clarification on Secretarial audit observations is given below:

- i. ***Due to non-appointment of Independent Directors, the Company has not complied with Section 149(4), 177(1), 178(1) and Schedule IV of the Companies Act, 2013 as well as 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, Nomination and Remuneration Committee and conducting a separate meeting of Independent Directors respectively.***

Management reply to the observation:

Point No (i) The Company is Joint sector Govt. Company with 49% of its shares held by TCIL, a Govt. of India Enterprise and 14.63% held by TIDCO, a Govt of Tamilnadu Enterprise. Being a Govt. Company, action has already been taken for induction of Independent Directors Constitution of Audit Committee as per 18 (1) and Constitution of Nomination and Remuneration Committee as per regulation 19(1) of SEBI LODR and separate Independent Directors Meeting as per 25 (3) of SEBI LODR shall be conducted after appointment of required number of Independent Directors by the Ministry of Telecommunications.

Acknowledgements

The Directors wish to place on record their sincere appreciation for the encouragement, assistance, support and co-operation given by Government of India, Government of Tamilnadu and the Promoters. The Directors appreciate your whole hearted efforts during the year and solicit your continued support and co-operation. Your Directors acknowledge the continued trust and confidence you have reposed in this company.

For and on behalf of the Board

Place: Chennai
Date:04.08.2022

J.Ramesh Kannan
Managing Director
(DIN 09292181)

B.Elangovan
Director
(DIN 00133452)

ANNEXURE TO THE DIRECTORS' REPORT

Disclosure of particulars as per Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

- a) **Measure taken for Energy Conservation:**
Maintaining power factor at optimum level,

reducing loads whenever the machines are not running, saving light energy etc., had been followed vigorously. However, due to the shortage of power in the state and due to reduction of capacity by the Tamilnadu Electricity Board, the Company has to incur additional cost for usage during peak hours, power cuts etc.,

B. TECHNOLOGY ABSORPTION

Efforts made in technology absorption are given in prescribed FORM-B as annexed.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Activities relating to exports: Initiatives are taken to increase exports, developments of new exports markets for products and services and export plans. Continuous efforts are being made to procure export orders. A major thrust is being given to tap the export market. However, during the year under review, due to non-availability of raw fiber export market could not be explored and there were no exports.

b) Total Foreign Exchange Used and Earned :

(Rs. in Lakhs)

	2021-22	2020-21
Used	-	-
Earned	-	-

FORM A

(Form for disclosure of particulars with respect to conservation of energy)

The particulars in respect of conservation of energy in the prescribed form are not applicable to the company and hence it is not furnished.

FORM B

(Form for disclosure of particulars with respect to technology absorption)

A. Research and Development (R&D)

1. Specific Areas in which the company carried out R&D activities:

- Design and production of Multi tube Aerial cable (Light weight–Double sheath) for use up to hundred meter span for private / government vendors. This design is highly cost competitive and has good sales potential.

2. Benefits derived as a result of the above R&D:

- Government (BSNL-WTR) organisation for supply of 12F Multi tube Aerial cable (Light weight–Double sheath) of 290 Kms. worth Rs.185.715 lakhs and successfully completed. Thereafter company has no orders during the year.

3. Future Plan

- To revive and enhance the capacity of the existing manufacturing units
- To install facility for manufacturing Ribbon Type Optical Fiber Cable and Accessories.

4. Expenditure on R&D (Product Type Approval)

- Expenditure towards the R&D is Rs.Nil.

B. Technology absorption, adaptation and innovation.

- During the year Company explored the opportunity for Technology absorption, adaptation and innovation through the revival partner.

TAMILNADU TELECOMMUNICATIONS LIMITED

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2022

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L32201TN1988PLC015705
2	Registration Date	13.05.1988
3	Name of the Company	TAMILNADU TELECOMMUNICATIONS LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares
		Indian Government Company
5	Address of the Registered office & contact details	No.16,First Floor, Aziz Mulk 3rd street, Thousand Lights, CHENNAI Tamil Nadu. Contact details: Tel - 044 28292653, e-mail : ttlcosec@gmail.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited UNIT : TTL "Subramanian Building" 5th Floor, No.1, Club House Road, Chennai – 600 002. For all Investor queries & grievances : investor@cameoindia.com For non-receipt of annual reports : agm@cameoindia.com Phone : 044-28460390 Fax : 044-28460129

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Optical Fiber Cables for Telecommunications	3130	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Telecommunications Consultants India Limited, TCIL Bhawan, Greater Kailash - I, New Delhi-110048	Holding	49	2(87)(i)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category code	Category of Shareholders	No. of shares held at the beginning of the year [As on 01-April-2021]				No. of shares held at the end of the year [As on 31-March-2022]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Shareholding of Promoter and Promoter Group									
1.	Indian									
a.	Individuals/Hindu Undivided Family	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Central Government / State Government(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Bodies Corporate	6684000	22383700	29067700	63.6319	6684000	22383700	29067700	63.6319	0.0000
d.	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any other									
	Sub - Total (A)(1)	6684000	22383700	29067700	63.6319	6684000	22383700	29067700	63.6319	0.0000
2.	Foreign									
a.	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any other									
	Sub - Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Share Holding of Promoter And Promoter Group (A) = (A)(1)+(A)(2)	6684000	22383700	29067700	63.6319	6684000	22383700	29067700	63.6319	0.0000
B.	Public Shareholding									
1.	Institutions									
a.	Mutual Funds/Uti	0	2300	2300	0.0050	0	2300	2300	0.0050	0.0000
b.	Financial Institutions/Banks	105200	7584100	7689300	16.8325	2070600	4248300	6318900	13.8326	-2.9999
c.	Central Government / State Government(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Foreign Institutional Investors	0	3280000	3280000	7.1802	0	3280000	3280000	7.1802	0.0000
f.	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	Any Other									
	Sub - Total (B)(1)	105200	10866400	10971600	24.0178	2070600	7530600	9601200	21.0179	-2.9999
2.	Non-Institutions									
a.	Bodies Corporate	127269	18400	145669	0.3188	102257	18400	120657	0.2641	-0.0547
b.	Individuals -									
	i) Individual Shareholders Holding Nominal Share Capital Upto Rs. 1 Lakh	3248485	1227924	4476409	9.7992	4383932	1218124	5602056	12.2634	2.4641

TAMILNADU TELECOMMUNICATIONS LIMITED

Category of Shareholders		No. of Shares held at the beginning of the year (As on 01-April-2021)				No. of Shares held at the end of the year (As on 31-March-2022)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii)	Individual Shareholders Holding Nominal Share Capital in Excess of Rs. 1 Lakh	856129	0	856129	1.8741	1009071	0	1009071	2.2089	0.3348
c.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Any Other									
	Clearing Members	37003	0	37003	0.0810	11266	0	11266	0.0246	-0.0563
	Hindu Undivided Families	100451	106	100557	0.2201	208469	6	208475	0.4563	0.2362
	Non Resident Indians	24233	1300	25533	0.0558	58875	1300	60175	0.1317	0.0758
	Trusts	400	0	400	0.0008	400	0	400	0.0008	0.0000
		162087	1406	163493	0.3579	279010	1306	280316	0.6136	0.2557
	Sub - Total (B)(2)	4393970	1247730	5641700	12.3502	5774270	1237830	7012100	15.3501	2.9999
	Total Public Shareholding (B) = (B)(1)+(B)(2)	4499170	12114130	16613300	36.3680	7844870	8768430	16613300	36.3680	0.0000
	Total (A)+(B)	11183170	34497830	45681000	100.0000	14528870	31152130	45681000	100.0000	0.0000
C.	Shares Held By Custodians And Against Which Depository Receipts Have Been Issued									
	Promoter And Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Custodian (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Grand Total (A)+(B)+(C)	11183170	34497830	45681000	100.0000	14528870	31152130	45681000	100.0000	0.0000

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Telecommunication Consultants India Limited (TCIL)	22,383,700	49.00%	0	22,383,700	49.00%	0	0
2	Tamilnadu Industrial Development Corporation Limited (TIDCO)	6,684,000	14.63%	0	6,684,000	14.63%	0	
	Total	29,067,700	63.63%	-	29,067,700	63.63%	-	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S I. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	29,067,700	63.63%	29,067,700	63.63%

S I. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Datewise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	No change	No change	No change	No change
	At the End of the year	29,067,700	63.63%	29,067,700	63.63%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	STATE BANK OF INDIA					
	At the beginning of the year	1-Apr-21	4247500	9.2981	4247500	9.2981
	At the end of the Year	31-Mar-22	4247500	9.2981	4247500	9.2981
2	FUJIKURA LTD					
	At the beginning of the year	1-Apr-21	3280000	7.1802	3280000	7.1802
	At the end of the Year	31-Mar-22	3280000	7.1802	3280000	7.1802
3	UNION BANK OF INDIA					
	At the beginning of the year	1-Apr-21	2070600	4.5327	2070600	4.5327
	At the end of the Year	31-Mar-22	2070600	4.5327	2070600	4.5327
4	PUNJAB NATIONAL BANK					
	At the beginning of the year	1-Apr-21	1265200	2.7696	1265200	2.7696
	At the end of the Year	31-Mar-22	1265200	2.7696	1265200	2.7696
5	LIFE INSURANCE CORPORATION OF INDIA					
	At the beginning of the year	1-Apr-21	105200	0.2302	105200	0.2302
	At the end of the Year	31-Mar-22	105200	0.2302	105200	0.2302
6	JAMLAPPA DATTATRAYA BATTULL					
	At the beginning of the year	1-Apr-21	96000	0.2101	96000	0.2101
	At the end of the Year	31-Mar-22	96000	0.2101	96000	0.2101
7	SUBRAMANIAN SUDHAKAR					
	At the beginning of the year	1-Apr-21	45326	0.0992	45326	0.0992
	At the end of the Year	31-Mar-22	45326	0.0992	45326	0.0992
8	DECENT FINANCIAL SERVICES PVT LTD					

TAMILNADU TELECOMMUNICATIONS LIMITED

S. No.	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	1-Apr-21	40000	0.0875	40000	0.0875
	At the end of the Year	31-Mar-22	40000	0.0875	40000	0.0875
9	MAHENDRA POPATLAL SHAH					
	At the beginning of the year	1-Apr-21	31484	0.0689	31484	0.0689
	At the end of the Year	31-Mar-22	31484	0.0689	31484	0.0689
10	KETAN CHORARIA					
	At the beginning of the year	1-Apr-21	30000	0.0656	30000	0.0656
	At the end of the Year	31-Mar-22	30000	0.0656	30000	0.0656

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change	No change	No change	No change
	At the end of the Year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(figures in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	28,96,69,956	-	-	28,96,69,956
ii) Interest due but not paid	7,77,59,370	-	-	7,77,59,370
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	36,74,29,326	-	-	36,74,29,326

(figures in Rs.)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
* Addition	1,40,44,731	-	-	1,40,44,731
* Reduction	1,16,35,901	-	-	1,16,35,901
Net Change	2,56,80,632			2,56,80,632
Indebtedness at the end of the financial year				
i) Principal Amount	30,37,14,687	-	-	30,37,14,687
ii) Interest due but not paid	8,93,95,271	-	-	8,93,95,271
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	39,31,09,958	-	-	39,31,09,958

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(figures in Rs.)

Sl No	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs)
		Sh.P.V.Sreekanth	Sh. Sanjay Bharti Kumar	Sh. J. Ramesh Kannan	
	Name	MD Period (01.04.2021 till 27.05.2021)	MD Period (27.05.2021 till 25.08.2021)	MD Period (25.08.2021 till 31.03.2022 present)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	8,08,952	10,42,507	27,35,426	45,86,885
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify - Provident Fund - Medical	-	-	-	-
	Total (A)	8,08,952	10,42,507	27,35,426	45,86,885
	Ceiling as per the Act				5% of N.P.

TAMILNADU TELECOMMUNICATIONS LIMITED

B. Remuneration of other Directors: NIL

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors - Fee for attending board committee meetings - Commission - Others, please specify					
	Total (1)					
	2. Other Non- executive Directors - Fee for attending board committee meetings - Commission - others, please specify					
	Total (2)					
	Total (B)= (1+2)					
	Total Managerial Remuneration					NIL
	Overall ceiling as per the Act					10% of N.P.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CEO & CFO	CS	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,51,459	44,72,637	17,58,613	80,82,709
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify	0	0	0	0
5	Others, please specify - Provident Fund	0	0	0	0
	Total	18,51,459	44,72,637	17,58,613	80,82,709

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY				
Penalty			NIL	
Punishment				
Compounding				
B. DIRECTORS				
Penalty			NIL	
Punishment				
Compounding				
C. OTHER OFFICERS IN DEFAULT				
Penalty			NIL	
Punishment				
Compounding				

Report on Corporate Governance

Introduction

Corporate Governance is an ongoing process that ensures that the Company displays the highest standard of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics, in its dealings. Good Corporate Governance is a critical doctrine to the global economic system, enabling the business to not only effectively and efficiently achieve its corporate objectives but also develop a structure and methodology to sustain in a globally competitive environment.

Company Philosophy

TTL firmly believes that implementation of good Corporate Governance will help the company achieve goals and enhance shareholder value. It has been our endeavor to give importance on ensuring fairness, transparency, accountability and responsibility to shareholders besides implementing practices voluntarily that would give optimum information and benefit to the shareholders and Board of Directors.

The company has complied with the requisite mandatory and certain non-mandatory requirements of the SEBI Listing Regulations, 2015. The company has its internal control system in place. The Company has also adopted Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013.

The Company has also an Insider Trading Dealing Code in place which complies with SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended.

The Company is managed and controlled by professional Board of Directors comprising of Executive and Non-Executive Independent Directors. Action is being taken for induction of Independent Directors. The composition of the Board of Directors as on 31.03.2022 is as under:

Category	Name of Directors	Designation	No. of Shares in the Company
Promoter Executive Director	Shri J Ramesh Kannan	Managing Director & CFO	Nil
Promoter Non-Executive Directors	Shri D. Porpathasekaran Smt. Shivalini Sinha Shri B. Elangovan Shri R. Karthikeyan Smt. R. Lilly I.A.S.	Director Director Director Director Director	Nil Nil Nil Nil Nil

Board Meetings

The Board of Directors met 5 (times) during the period 01st April 2021 to 31st March 2022 on the following dates i.e. 27th May 2021, 30th June 2021, 25th August 2021, 15th November 2021 and 10th February 2022.

Attendance of each Director at the Board Meetings, last Annual General Meeting and Number of other Directorship and Chairmanship/Membership of Committee of each Director

TAMILNADU TELECOMMUNICATIONS LIMITED

in various companies is as follows:

Name of the Director	Attendance of Particulars		No. of Directorships and Committee Chairmanship / Membership		
	Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanship
Shri Kamendra Kumar	4	Yes	2	5	2
Mrs. Shivalini Sinha	5	Yes	-	3	1
Mrs. R. Lilly I.A.S	1	Yes	9 #	3	2
Shri B. Elangovan	5	No	3	-	-
Shri R.Karthikeyan	2	No	7 #	2	-
Shri J Ramesh Kannan	3	Yes	-	1	-
Shri Sanjay Bharti Kumar	2	NA	-	-	-

Note: In accordance with SEBI LODR Regulations, 2015, Memberships /Chairmanships of only Audit Committee, Shareholders /Investors Grievances Committee of all Public Limited Company had been considered. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Listing Regulations, across all the companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as at March 31, 2022.

* - Includes nomination in two overseas company

- Includes two Private Companies

Board Committees' Report

In accordance with SEBI Listing Regulations, 2015 of stock exchanges on Corporate Governance, the following Committees were in operations:

- Audit Committee
- Shareholders' / Investors' Grievance Committee
- Nomination and Remuneration Committee.

Audit Committee

As per regulation 18 of the SEBI Listing Regulations, 2015 and a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, the Audit Committee has been constituted with the following members:

Shri. B.Elangovan, Member
Shri.R.Karthikeyan, Member
Mrs. Shivalini Sinha
Shri.Kamendra Kumar

Terms of Reference:

The main functions of the Committee include:-

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with the Management the annual financial statements before submission to the Board, focusing primarily on –
 - Any change in accounting policies and practice
 - Qualifications in the draft Audit Report
 - Significant adjustments arising out of audit
 - The going concern assumption
 - Compliance with accounting standards
- Matters required to be included in the Directors Responsibility Statement and the Boards' Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
- Disclosure of any related party transactions
- Compliance with stock exchange and legal requirements concerning financial statements
- Reviewing with the Management, external and internal auditors the adequacy of internal control system
- Reviewing the adequacy of internal audit functions
- Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Reviewing the Cost Audit Report (Not applicable from the financial year 2014-15 onwards)
- Investigating the reasons for substantial defaults, if any, in the payment to the shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism
- To carry out any other functions as may be referred to by the Board or Chairman of the Board from time to time.

Review of Information:-

- a) Management discussion and analysis of financial conditions and results of operations
- b) Statement of significant related party transactions
- c) Management letters /letters of Internal Control weakness issued by the Statutory Auditors

- d) Internal Audit Reports relating to Internal Control weakness, and
- e) The appointment, removal and the terms of remuneration of the Chief Internal Auditor.

The Audit Committee met 5 (times) during the period 01st April 2021 to 31st March 2022 on the following dates i.e. 27th May 2021, 30th June 2021, 25th August 2021, 15th November 2021 and 10th February 2022.

Attendance particulars of each director at the Audit Committee Meeting as on 31.03.2022 as follows:

Name of Members	No. of Meetings			
	Category	Period	Meeting Held (01.04.2021 to 31.03.2022)	Meeting Attended as per their period
Shri. Kamendra Kumar	Non-Independent Non-Executive	01.04.2021 to 31.03.2022	5	4
Shri. B.Elangovan	Non-Independent Non-Executive	01.04.2021 to 31.03.2022	5	5
Shri. R.Karthikeyan	Non-Independent Non-Executive	01.04.2021 to 31.03.2022	2	2
Mrs.Shivalini Sinha	Non-Independent Non-Executive	01.04.2021 to 31.03.2022	5	5
Mrs. R. Lilly I.A.S	Non-Independent Non-Executive	01.04.2021 to 31.03.2022	2	1
Shri J Ramesh Kannan	Non-Independent Non-Executive	01.04.2021 to 31.03.2022	3	3

Particulars of Managerial Remuneration of Key Management Personnel:

(Rs. In Lakhs)

Particulars of Remuneration	2021-22	2020-21
i) Salary and Allowance Managing Director, CFO and Company Secretary	78.11	76.47

In addition, the Managing Director is allowed the use of car for private purpose to the limits prescribed by the Department of Public Enterprises from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations, 2015, read with Section 178(1) of the Companies Act, 2013. The terms of reference of the nomination and Remuneration Committee are broadly as under:

- Recommend to the Board the set up and composition of the Board and its committees, including the “formulation of the criteria for determining qualifications, positive

attributes and independence of a Director”. The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

- Recommend to the Board the appointment or reappointment of Directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
- Carry out evaluation of every Director’s performance and support the Board and independent Directors in evaluation of the performance of the Board, its committees and individual Directors. This shall include “formulation of criteria for evaluation of independent Directors and the Board”.
- Recommend to the Board the remuneration policy for Directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the Directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarization programmes for Directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, key managerial personnel and executive team).
- Provide guidelines for remuneration of Directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

The committee composition of the nomination and remuneration committee is given below:

Shri.Kamendra Kumar,Chairman
Shri.R.Karthikeyan, Member
Smt.Shivalini Sinha, Member
Shri B.Elangovan, Director

Stakeholders Relationship Committee

The Board of the Company has constituted a Stakeholders Relationship Committee comprising of the following Directors.

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ShriJ Ramesh Kannan, Managing Director & CFO
Shri B.Elangovan, Director
Shri R.Karthikeyan, Director
Shri.Shivalini Sinha, Member

Terms of Reference:

The Committee inter-alia approves transfer, transposition, transmission of Shares, issue of duplicate /rematerialized share certificates and review all matters connected with share transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Share Transfer Agents and recommends measures for overall improvement in the quality of investor services.

During the year No complaint was received from the shareholders. Outstanding complaints as on 31.03.2022 were NIL.

The Board of the Company has constituted Internal Complaints Committee comprising of the following members after the appointment of Women Directors.

Smt. Shivalini Sinha, Presiding officer
Shri J Ramesh Kannan, Member
Smt. R.Lilly, I.A.S. Member
Smt. Bhawna Sharma, Non- Employee Member

Terms of Reference:

This committee was constituted on 08.08.2019 under the provisions of section 4 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act"), where the victims (women employees) of such harassment may report their Complaint. The Committee provides safety to the women employees at workplace:

- To formulate the Sexual Harassment Policy in order to ensure the prevention of sexual harassment and safety of women employees at work place.
- To conduct the meeting in case of any complaint received in writing from any women employees, to settle the grievances and to ensure the proper compensation in case of any misconduct, harassment with the women employees either physically or mentally.
- Provide a safe working environment at the workplace.
- Organize workshops and awareness programmes at regular intervals
- Submit the application and other relevant documents to the concerned authorities/ departments
- File declaration as may be required from time to time
- Authenticate any documents as required in connection with the Act and the Rules made there under

- Represent the Company before the authorities by himself or through his representatives in connection on behalf of the company to give effect to this resolution.
- Fill all the returns and records as per the requirements of the Act.

Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel.

The company is in compliance with the requirements of the revised guidelines on corporate governance stipulated under Regulation 17(5) of the SEBI Listing Regulations, 2015 with the Stock Exchanges, of a Code of Conduct for the Directors and Senior Management Personnel, the company has moved further in its pursuit of excellence in corporate governance.

The Code of Conduct Compliance is monitored through the Compliance Reports received from the Directors and the Senior Management Personnel. It is declared that the Board Members and Senior Management Personnel of the company have furnished the Annual Compliance Report affirming that they have fully complied with the provisions of the Code of Conduct during the financial year ended 31st March 2022.

Corporate Social Responsibility Committee

The Company does not fall under the Sec 135 of the Companies Act, 2013 hence the CSR Committee is not applicable.

General Body Meetings

Location and time of the last three Annual General Meetings

Year	Venue	Held On	Time
2018-2019	Mylapore Fine Arts Club, 45 Musiri Subramaniam Road, Mylapore, Chennai-600004	27.09.2019	11.30 AM
2019-2020	Mylapore Fine Arts Club, 45 Musiri Subramaniam Road, Mylapore, Chennai-600004	18.12.2020	11.30 AM
2020-2021	Conference Hall, TCIL Bhawan, Greater Kailash I, New Delhi-110048	29.09.2021	11.30 AM

Special Resolution

Year	AGM/EGM	Passed Under Section(s)
2018-2019	-----	Nil
2019-2020	-----	Nil
2020-2021	-----	Nil

Postal Ballot

No special resolution was put through postal ballot during last 3 years. The provisions relating to postal ballot will be complied as per the provisions of the Companies Act, 2013 as and when situation may arise in future. Similarly, no business is required

to be transacted through postal ballot at the forthcoming Annual General Meeting.

Disclosures

Related Party Transactions

Related Party Transactions are defined as transactions of the company of a material nature, with Promoters, Directors or the Management or their relatives etc, which may have potential conflict with the interest of the Company at large.

The company has not entered into any transaction of material nature with the Promoter, Directors or Management, their relatives that may have potential conflict of interest of the Company at large. There are no material transactions with related parties that may have any potential conflict with the interest of the Company at large. There is no pecuniary transaction with the independent /non-executive directors. TCIL, a Govt. of India Enterprise, one of the promoters holding major stake of 49% is financially supporting the Company for raw materials procurement and working capital requirement for the past more than nine years. The transactions are in the ordinary course of business of the Company and on arm's length basis, by way of arrangements entered through agreements during the year 2010 with subsequent addendums. The supports are being provided with maximum limit fixed by the Board of TCIL. All transactions covered under related party transactions are detailed under clause 20 of Note 28- Notes to Accounts.

Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges/ SEBI and Statutory Authority(ies) on all matters related to the capital market except for Independent Directors. Action has been initiated for induction of Independent Directors in the Board, by approaching the Ministry, as per requirement, once the Independent Directors are appointed by the Ministry, this will be complied. There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or by any Statutory Authority (ies) relating to the above. However, dematerialization of the shares held by M/s. Telecommunications Consultants India Limited, one of the Promoters, is pending due to the pending listing approval of the additional shares allotted as per the BIFR Sanctioned Scheme, by NSE.

Whistle Blower Policy

The company has established a mechanism for employees to report concerns about unethical behaviours, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access by the Whistle

Blower to the Audit Committee. It is affirmed that during the Financial Year 2021-22, no employee has been denied access to the Audit Committee.

Risk Assessment and Minimization Procedures

As per regulation of the SEBI Listing Regulations, 2015 the company shall lay down procedures to inform Board of Directors about the risk assessment and minimization procedures. These procedures shall be periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

Accordingly, a system has been developed and procedures have been laid down, on risk assessment and minimization. The scope of the Audit Committee includes review of company's financial and risk management policies.

Internal Control System

TTL has adequate internal control procedures in respect of all its operations. It has laid down internal control procedures to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and transactions are authorized, recorded and reported correctly to the Board as per Schedule V of the SEBI Listing Regulations, 2015.

Means of Communication

- a) The quarterly / half-yearly / annual results have been published in the Flora Associates English Business Standard English Newspaper & Tamil Murasu Tamil Newspaper.
- b) The Management perspective, Business review and financial highlights are part of the Annual Report.
- c) At present no separate quarterly /half-yearly reports are being sent to investors rather made available on public domain (the website of the company).

Financial Year Calendar (tentative and subject to change) 01.04.2022 to 31.03.2023.

First Quarter Ending 30.06.2022	Between 01st and 14th August 2022
Second Quarter Ending 30.09.2022	Between 01st and 14th November 2022
Third Quarter Ending 31.12.2022	Between 01st and 14th February 2023
Audited Yearly Results 31.03.2023	Between 15th May and 30th June 2023
AGM for 2022-23	During September 2023

No presentation was made to any institutional investors or to any analysts. Quarterly results and official news releases are not displayed in any official website of the company.

TAMILNADU TELECOMMUNICATIONS LIMITED

Shareholders' Information

A. Annual General Meeting

Date : 28.09.2022
Time : 11.30 AM
Venue : Conference Hall, TCIL Bhawan,
Greater Kailash,
New Delhi-110048.

B. Book Closure Date : From 22.09.2022 to 28.09.2022

C. Financial Calendar : 1st April 2021 to 31st
March 2022

D. Dividend : Nil

E. Listing of Shares :

The shares of the company are listed at The Bombay Stock Exchange Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai. For the additional shares allotted to TCIL, SBI, Andhra Bank and PNB as per the Sanctioned Scheme of BIFR during September 2010, BSE has given 'in principle' approval of listing whereas NSE approval is also accorded. Listing fees up to financial year 2021-22 have been paid to the Stock Exchanges mentioned above since the stock exchanges have not considered our request for exemption as per the sanctioned scheme approved by BIFR.

F. Compliance Certificate of the Practicing Company Secretaries

The Company has annexed to this report, a certificate obtained from the Practicing Company Secretaries regarding compliance of conditions of corporate governance as stipulated in Schedule V of the SEBI Listing Regulations, 2015.

G. Stock Code

Trading symbol on the National : TNELE
Stock Exchange

Trading symbol on the Bombay : 523419
Stock Exchange

ISIN Code at NSDL / CDSL : INE141D01018

Stock Market Data:

The monthly high and low share prices of equity shares of the company traded at the Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai from April 1, 2021 to March 31, 2022 are given below:

(Prices in Rupees)

National stock Exchange (2021-22)				Bombay stock Exchange (2021-22)		
Months	High	low	volume	High	low	volume
Apr-21	5.25	4.80	13497	5.31	4.03	77450

Months	High	low	volume	High	low	volume
May-21	5.20	4.95	3600	6.04	4.82	77771
Jun-21	7.60	7.05	26035	8.70	4.96	187435
Jul-21	17.35	17.35	7440	17.54	7.31	291371
Aug-21	10.90	10.90	2143	21.20	9.15	115293
Sep-21	10.25	10.25	32454	14.10	9.46	196155
Oct-21	8.80	8.30	12461	11.21	8.31	175864
Nov-21	7.45	6.90	14441	8.87	6.72	103034
Dec-21	10.85	10.70	43234	10.96	6.68	388062
Jan-22	10.55	9.75	26145	13.24	9.23	432443
Feb-22	7.85	7.60	13235	10.60	7.50	99217
Mar-22	8.80	8.00	11330	9.95	7.80	82170

Distribution of shareholding as at 31st March 2022

No. of shares Held	No. of Share-holders	% of Share-holding	Share Amount (Rs.)	% of Share-holding
1- 100	15973	68.8936	1161409	2.5424
101- 500	5258	22.6784	1483121	3.2466
501-1000	1040	4.4856	874251	1.9138
1001-2000	468	2.0185	721631	1.5797
2001-3000	167	0.7202	426074	0.9327
3001-4000	75	0.3234	269674	0.5903
4001-5000	63	0.2717	291303	0.6376
5001-10000	86	0.3709	612666	1.3411
10001 & above	55	0.2372	39840871	87.2154
Total	23185	100.00	456810000	100.00

Shareholding Pattern as at 31st March 2022

Category	No. of Shares Held	% of Shareholding
1. Promoters		
i) Telecommunications Consultants India Limited	22383700	49.00
ii) Tamilnadu Industrial Development Corporation Limited	6684000	14.63
2. Foreign Collaborator		
Fujikura Ltd., Japan	3280000	7.180
3. Banks, FIs	6318900	13.833
4. Mutual Funds	2300	0.005

Category	No. of Shares Held	% of Shareholding
5. Clearing Member	11266	0.024
6. Private Corporate Bodies/Trusts/ Partnerships	121057	0.265
7. Indian Public	6819602	14.929
8. NRIs	60175	0.132
Grand Total	45681000	100.000

Shareholders holding more than 1% of the Equity Share Capital

S. No	Name of the Shareholder	No. of Shares	% of Shareholding
1	Telecommunications Consultants India Limited	223,83,700	49.00
2	Tamilnadu Industrial Development Corporation Limited	66,84,000	14.63
3	Fujikura Limited	32,80,000	7.18
4	State Bank of India	42,47,500	9.30
5	Union Bank of India	20,70,600	4.53
6	Punjab National Bank	12,65,200	2.77

Registrar & Share Transfer Agents:

Cameo Corporate Services Limited
 UNIT: TTL “Subramanian Building” 5th Floor,
 No.1, Club House Road, Chennai – 600 002.
 For all Investor queries & grievances: investor@cameoindia.com
 For non-receipt of annual reports: agm@cameoindia.com
 Phone: 044-28460390 Fax: 044-28460129

Share Transfer System:

The company has appointed common Registrar for physical share transfer and dematerialization of shares. The shares lodged for physical transfer / transmission / transposition are registered within a period of 15 days, if the documents are complete in all respects.

Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity.

- Not applicable -

Further Capital during the Year

- Nil-

Dematerialization of Shares:

The shares of the company are traded in physical/ dematerialized form by all categories of investors. The company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services

Limited (CDSL) to establish electronic connectivity of its shares for scrip-less trading. As on 31st March 2022, 24.31% of total equity capital is held in Electronic form with NSDL & CDSL. Request for dematerialization of shares are processed and confirmed within 21 days of receipt of NSDL and CDSL.

Address for communication:

The shareholders may address their communications / suggestions / grievances / queries to:

Shri. J.Ramesh Kannan
 Managing Director
 Tamilnadu Telecommunications Limited, Corporate Office,
 E18B-E24, CMDA Industrial Complex,
 Maraimalai Nagar – 603 209
 Phone: 044-27451095 /27453881
 E-mail ID: jrameshkannan@yahoo.com or
 mdp2018ttl@gmail.com
 Website: www.ttlcofc.in

Plant Location:

Division	Location
Optical Fiber Cable Plant	Maraimalai Nagar.

Insider Trading:

The code of conduct for prevention of Insider Trading as suggested under the SEBI (Prohibition of Insider Trading) Regulations, 1992 introduced with effect from 25.11.2002 is in force. The Company Secretary has been designated as the Compliance Officer for this purpose. The Board monitors the adherence to the various requirements as set out in the code. No violation of the code has taken place during the year.

Compliance with mandatory requirements and adoption of non-mandatory requirements under SEBI Listing Regulations, 2015.

The Company has complied with the mandatory requirements of the SEBI Listing Regulations, 2015. A certificate signed by CEO & CFO of the company was placed before the Board of Directors. The SEBI Listing Regulations, 2015 also requires disclosures of adoption by the company of non-mandatory requirements specified in the said clause, the implementation of which is discretionary on the part of the Company. Accordingly, the adoption of non-mandatory requirements is given below:-

a. The Board

There is no policy at present to determine the tenure of Independent Directors. However, as reported, on appointment of required level of Independent Directors by the Ministry, the term shall be fixed as per the provisions of the Companies Act, 2013.

TAMILNADU TELECOMMUNICATIONS LIMITED

b. Remuneration Committee

Except Managing Director, no remuneration either by way of sitting fees or in any form is paid to other Directors. Only boarding, lodging, travelling and conveyance expenses for attending the meetings are paid to few of the Directors. As such, there has been no need to constitute a Remuneration Committee. It will be complied on induction of required level of Independent Directors in the Board, by the Ministry.

c. Shareholder's Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the company.

d. Training of Board Members

As the members on the Board are eminent and experienced professional persons, there is no formal policy at present for their training. It will be complied on induction of required level of Independent Directors in the Board, by the Ministry.

e. Mechanism for evaluating non-executive Board members.

The non-executive Board Members are from TCIL / TIDCO /Dept. of Telecom and their performance is evaluated by the respective Company /Department. It will be complied on induction of required level of Independent Directors in the Board, by the Ministry.

legal compliance and the philosophy of leading by personal example.

Declaration pursuant to Regulation 34(3) read with Schedule V (Part D) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct.

To
The Shareholders of Tamilnadu Telecommunications Limited

We hereby declare that all members of the Board and senior management personnel have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company formulated by the Board of Directors for the financial year ended 31st March 2022.

For Tamilnadu Telecommunications Limited

Place: Chennai
Date: 30.04.2022

(J.Ramesh Kannan)
Managing Director & CFO
(DIN: 09292181)

CEO / CFO CERTIFICATION UNDER the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, J Ramesh Kannan, Managing Director and Chief financial Officer certify to the Board that:

- (A) I have reviewed the financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (C) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I had evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I had disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps

Declaration by CEO / MD

CODE OF CONDUCT

Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

PHILOSOPHY

The TAMILNADU TELECOMMUNICATIONS LIMITED code of conduct, as adopted by the Board of Directors, is applicable to Directors, Senior Management and Employees of the Company. The Code is derived from three inter linked fundamental principles viz. good corporate governance, good corporate citizenship and exemplary personal conduct. The Code covers TAMILNADU TELECOMMUNICATIONS LIMITED's commitment to sustainable development, concern for occupational health, safety and environment, a gender friendly work place, transparency and audit ability,

we have taken or propose to take to rectify these deficiencies.

(D) I have indicated to the auditors and the Audit Committee:

- (1) significant changes in internal control over financial reporting during the year, as Nil;
- (2) significant changes in accounting policies during the year consequent to the provisions of the Companies Act, 2013 and that the same have been disclosed in the notes to financial statements; and
- (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting, as Nil.

For Tamilnadu Telecommunications Limited

J. Ramesh Kannan
Managing Director & CFO
(DIN: 09292181)

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022
UDIN NO: F009529D000664865

To,
The Members,
TAMILNADU TELECOMMUNICATION LIMITED
CIN: L32201TN1988PLC015705
No.16, First Floor, Aziz Mulk 3rd Street,
Thousand Lights, Chennai – 600006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. TAMIL NADU TELECOMMUNICATION LIMITED** (hereinafter called "the company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the company ("Books and paper") and also the information provided by the Company, its officers, agents and

authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the company has, during the audit period covered by our audit, that is to say, from April 01, 2021 to March 31, 2022 (hereinafter referred to as "Audit period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board – processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under to the extent notified by Ministry of Corporate affairs;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (e) 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;
- We have also examined compliance with the applicable clauses/Regulations of the following:
- (i) The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited and Bombay Stock Exchange Limited (BSE Ltd)

TAMILNADU TELECOMMUNICATIONS LIMITED

under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and.

- (ii) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (made mandatory with effect from July 01, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the followings:

- i. Due to non-appointment of Independent Directors, the Company has not complied with Section 149(4), 177(1), 178(1) and Schedule IV of the Companies Act, 2013 as well as 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.***

We further report that

The Board of Directors of the Company is constituted with Executive Director and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the Decision of the Board and committees were carried with requisite Majority.

We further report that the company is in the process to update its website as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information on the website of the Company. Company website is not up to date as per Regulation 46.

We further report that the company as received letters in relation to find for which company is in process of making proper reply.

Further Company has requested to both BSE and NSE to waive off the fine. Further Company has decided to send detailed representation for the waiver of all fines and penalty.

We further report that the company has complied with the provisions of Companies Act, 2013 and Secretarial Standard-1 (Meeting of Board of Directors) as issued by the Institute of Company Secretaries of India (ICSI).

We further report that the systems and processes needs to be further improved in the company considering the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For **Himanshu Sharma & Associate**
Himanshu Sharma

Place: Delhi (Company Secretary)
Date: 21.07.2022 FCS No. : 9529
UDIN No.: F009529D000664865 C.P No. : 11553

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE – A

To,
The Members,
TAMILNADU TELECOMMUNICATION LIMITED
CIN: L32201TN1988PLC015705
No.16, First Floor, Aziz Mulk 3rd Street,
Thousand Lights, Chennai – 600006.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the relevant records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records and compliances. The verification was done on test basis to verify that correct facts are reflected in

secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial and tax records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Himanshu Sharma & Associate**
Himanshu Sharma

Place: Delhi (Company Secretary)
Date: 21.07.2022 FCS No. : 9529
UDIN No.: F009529D000664865 C.P No. : 11553

Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information provided and explanations given to me, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (l) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations –2015, as applicable, during the year ended March 31, 2021, except the followings:

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.

We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Himanshu Sharma & Associate**
Himanshu Sharma

Place: Delhi (Company Secretary)
Date: 23.07.2022 FCS No. : 9529
UDIN No. : F009529D000675095 C.P No. : 11553

**PRACTICING COMPANY SECRETARY'S
CERTIFICATE ON CORPORATE GOVERNANCE
UDIN No: F009529D000675095**

To,
The Members,
TAMILNADU TELECOMMUNICATION LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. TAMIL NADU TELECOMMUNICATION LIMITED ("the Company") for the financial year ended on March 31, 2022, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations – 2015").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliances of conditions of the Corporate Governance stipulated in the SEBI Listing Regulations – 2015.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate

**Annual Secretarial Compliance Report of Tamilnadu
Telecommunications Limited for the Year ended 31st
March 2022**

I, Himanshu Sharma, practicing Company Secretary, from Himanshu Sharma & Associates, have examined:

- (a) all the documents and records made available to us and the 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 31st March 2022 (" Review Period") compliance with respect to provisions of:
 - A. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and
 - B. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, and guidelines issued

TAMILNADU TELECOMMUNICATIONS LIMITED

thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined; including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to Company for the period under review)
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to Company for the period under review)
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) 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 mentioned Regulations and circulars/ Guidelines issued thereunder, 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), Regulation 17(2A) (b), 18 (1), 19(1) (2), Regulation 20 (2)/(2A), 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 the minimum number of

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
			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 the company are appointed by the Administrative Ministry (Ministry of Communications). In view of the above, Company has been repeatedly requesting through TCIL to the Ministry of Communications for making the Composition of the Board of the 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	Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	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	The Company is in the process to update its website as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information on the website of the Company. Despite the said Company Website is not up to date as per Regulation 46.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

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 letters in relation to fine for which company is in process of making proper reply.

Further Company has requested to Both BSE and NSE to waive off the fine. Further Company has decided to send detailed representation for the waiver of all fines and penalty.

- (c) company is making proper follow up in relation to notice of violation and fine received from NSE and BSE.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. 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
	BSE and NSE	Non-Compliance of Regulation 17(1), Regulation 17(2A) (b), 18(1), 19 (1)(2), Regulation 20 (2)/ (2A), and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Letter in relation to fine has been issued by BSE as well as NSE. The company is in process of making a proper reply in relation to said.	Letter in relation to fine has been issued by BSE as well as NSE. The company is in process of making a proper reply in relation to said.

The company is taking step for ensuring the composition of board of director and the Composition of the Committee. Since Company is a subsidiary of TCIL which is a Government of India Enterprise under the Ministry of Communications, the independent directors of the company are appointed by the Administrative Ministry (Ministry of Communications). In view of the above, Company has been repeatedly requesting through TCIL to the Ministry of Communications for making Composition of the Board of director as per Companies Act 2013 and SEBI LODR 2015. Being a Govt. Company all the Appointments of Directors made through on government route only.

While issuing this Certificate, we have ensured to Comply with all norms/directions in relation to Confidentiality Norms, best professional Standards and Practices issued by ICSI time to time.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there from time to time, and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

TAMILNADU TELECOMMUNICATIONS LIMITED

Our audit was conducted in accordance with the Guidance Note on the Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

For **Himanshu Sharma & Associate**
Company Secretaries

Date: 30.05.2022

Place: Delhi

UDIN No. : F009529D000436989

Himanshu Sharma

M. No. : F9529

COP No. : 11553

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF TAMILNADU TELECOMMUNICATIONS LIMITED (TTL) FOR THE YEAR ENDED 31st MARCH 2022

The preparation of financial statements of TAMILNADU TELECOMMUNICATIONS LIMITED (TTL) for the year ended 31st March 2022 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the Management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 20th May 2022.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of TAMILNADU TELECOMMUNICATIONS LIMITED (TTL) for the year ended 31 March 2022 under section 143(6)(a) of the Act.

**For and on behalf of the
Comptroller and Auditor General of India**

Place: Delhi

Date : 31.08.2022

(Aman Deep Chatha)
Director General of Audit (F&C)

INDEPENDENT AUDITOR'S REPORT

To,

The Members of Tamilnadu Telecommunications Limited.

Report on the Audit of the Standalone Financial Statements

Adverse Opinion

We have audited the standalone financial statements of Tamilnadu Telecommunications Limited ("the Company"), which comprise the Balance sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in equity and the Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, because of the significance of the matter discussed in the Basis for Adverse Opinion section of our report, the aforesaid financial statements do not give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Adverse Opinion

1. The Company's financial statements have been prepared using the going concern assumption of accounting. However, the Company's accumulated losses of Rs.1,82,81,21,320/- (including a loss of Rs.10,49,54,686/- incurred during the FY 2021-22) has eroded the Net Worth of the Company, indicating the existence of material uncertainty that may cast a doubt about the Company's ability to continue as a Going Concern. The Company has not operated its factory since 2017 and NO sales effected for more than three years. It is also pertinent to note that power connections in the factory are disabled. Further, as represented by the company, the machineries would involve major overhauling cost to resume operations and the company is also unable to obtain support for supply of major raw material required for manufacture from its supplier. Also, the company has not bagged any new orders to substantiate the going concern assumption.

As per Standard on Auditing (SA) 570, "If the financial statements have been prepared using the going concern basis of accounting but, in the auditor's judgment, management's use of the going concern basis of accounting in the financial statements is inappropriate, the requirement in paragraph 21 for the auditor to

express an adverse opinion applies regardless of whether or not the financial statements include disclosure of the inappropriateness of management's use of the going concern basis of accounting."

Hence, considering the cumulative effect of the factors detailed in the above paragraph in the revival of the company, we conclude that the Going Concern assumption of the management in preparation of financial statements is inappropriate.

2. The Company has not recognized the following financial liability/asset at Fair Value in terms of IndAS 109 (including comparative figures as of 31st March 2021) and impact of the same on the financial Statements is not ascertainable.
 - i) Amounts due to M/s Fujikura Limited amounting to Rs. 2,00,30,600/- (Previous Year- Rs. 1,98,07,090/-)
 - ii) Trade Receivables (considered good amounting to Rs. 7,06,65,510/- (Previous Year- Rs. 7,13,62,110/-)
 - iii) Unsecured Trade Payables amounting to Rs. 3,37,04,875/- (Previous Year – Rs. 3,41,14,712/-).

Emphasis of Matter

- 1) We draw attention to Note No.28 (Sl.No.22) of the explanatory notes to the financial statements which states the reason for non-recognition of amounts due to the holding Company viz., Telecommunications Consultants India Limited amounting to 1,35,81,29,112/- (Previous Year – Rs. 1,26,18,87,189/-) at Fair Value in accordance with IndAS 109 and impact of the same on the financial statements is not ascertainable and Our opinion is not modified in respect of this matter.
- 2) Attention is invited to Note Nos.3,5,8,14,15 of the notes to financial statements, where the balances carried in the debtors, creditors, advances & deposits payable / recoverable are subject to confirmation from all parties (other than Telecommunications Consultants India Limited) as stated in Note No.28 (Sl.No.2). The impact if any, on financial statements is not ascertainable and Our opinion is not modified in this respect.
- 3) Attention is invited to Note No. 28 (Sl.No.19) of the explanatory notes to the financial statements which states that the Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence the disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act could not be ascertained. Our opinion is not modified in this respect.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matters described in the Basis for Adverse Opinion section, we have determined that there are no other key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

TAMILNADU TELECOMMUNICATIONS LIMITED

presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional Skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as

a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) Our observations in “The Basis for Adverse” Paragraph here-in-above regarding the assumption of Going Concern, in our Opinion, may have adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses Unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 (Sl.Nos.3, 11, 15, 16) to the financial statements;
 - II. The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts.
 - III. According to the information and explanations given to us and based on our examination of the records, there were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

3. Report on the Directions issued by the Comptroller and Auditor General of India, under Section 143(5) of the Companies Act, 2013 for conducting audit of accounts for the year 2021-22 is given below:-

1	Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The Company maintains Tally ERP as the accounting program for maintenance of books of accounts. Tally being the only IT system used by the Company, not all transactions (including payroll processing, stock procurement, stock dispatch etc.) are computerized thereby resulting in involvement of human intervention. There is no financial implication.
2	Whether there is any restructuring of an existing loan or cases of waiver/ write off of debts/loans/ interest etc. made by a lender to the Company due to the company’s inability to repay the loan? If yes, the financial impact may be stated.	In the current period under review (FY 2020-21), there is no restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the Company, even though the Company is not regular in repayment of its dues (Principal and Interest) with respect to the borrowings from M/s Telecommunications Consultants India Limited being one of the promoters of Company.
3	Whether funds received/ receivable for specific schemes from Central/ State agencies were properly accounted for/ utilized as per its terms and conditions? List the cases of deviation.	The Company did not receive any funds for specific schemes from Central/State agencies during the FY 2021-22.

For R. Bupathy & Co
Chartered Accountants
Firm Regn No. 000525S

Place: Chennai
Date : 20.05.2022
UDIN : 22203328AJTZN18697

CA V. Thiagarajan
Partner
ICAI M. No. 203328

TAMILNADU TELECOMMUNICATIONS LIMITED

Compliance Certificate

We have conducted the audit of accounts of Tamilnadu Telecommunications Limited for the year ended 31st March 2022 in accordance with the directions issued by the C&AG of India under Section 143(5) of the Companies Act, 2013 and certify that we have complied with all the directions issued to us.

For R. Bupathy & Co
Chartered Accountants
Firm Regn No. 000525S

Place: Chennai
Date : 20.05.2022
UDIN : 22203328AJTZNI8697

CA V. Thiagarajan
Partner
ICAI M. No. 203328

Annexure “ A “ to the Auditor’s Report (Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Tamilnadu Telecommunications Limited of even date)

Based on the books and records produced before us and as per the information and explanations given to us and based on such audit check that we considered necessary and appropriate, we report that:

- i) (a) In respect to Fixed Asset,
 - (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
 - (B) The Company does not own Intangible assets and the maintenance of records of the same is not required.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in an annual manner. In accordance with this programme, all the Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination

of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the Company.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, clause (iii)(a), clause (iii)(b), clause (iii)(c), clause (iii)(d), clause (iii)(e) & clause (iii)(f) of the Order is not applicable.
- iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

- v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- vii) (A) The Company have liability in respect of Provident Fund, Employees' State Insurance, TDS and Property Tax over the years and there have been serious delays in a large number of cases due to insufficiency of funds with the Company.

- a) According to the information and explanations given to us, undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Provident Fund, Employees' State Insurance, TDS and Property Tax were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

Following is the summary of statutory dues as at the last day of the financial year outstanding for a period of more than six months from the date they become payable.

Name of the Statute	Nature of the Dues	Amount	Period
Employees' State Insurance Act	Employer and Employee Contribution	10,839	July'18 to Sep' 2019
The Employees' Provident Funds And Miscellaneous Provisions Act	Employer and Employee Contribution	77,16,852	July'18 to Sep' 2021
The Employees' Provident Funds And Miscellaneous Provisions Act	Voluntary Contribution of Employee	8,42,478	July'18 to Sep' 2019
Income Tax Act	TDS Payable-Interest Charges	98,90,880	Apr'18 to Sep' 2021

Name of the Statute	Nature of the Dues	Amount	Period
Municipal Tax	Property Tax	65,43,700	Since 2009-10 to 2019-20 (Apr'19 to Sep' 21)
Total		2,50,04,749	

- b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following:

Statute	Nature of Dues	Amount (Rs.)	Forum where dispute is pending	Remarks
Sales Tax	Additional Sales Tax (FY 2000-2001 & 2001-2002)	1,86,08,794	High Court of Madras	Recognized as Contingent Liability in Balance Sheet
Sales Tax	Non-Submission of C-Forms (AY 2001-02, 02-03 and 03-04)	22,95,000	Commercial Sales Tax Department	Recognized as Contingent Liability in Balance Sheet
Duty of Customs	Difference in Classification of imports (FY 06-07)	102,06,795	Commissioner of Customs	Recognized as Contingent Liability in Balance Sheet
Income Tax	Default in Traces Website	17,74,729	Income Tax Department	Recognized as Contingent Liability in Balance Sheet
Sales Tax	VAT on disposal of Movable Assets (FY 2011-12 to 2015-16)	25,725	Assistant Commissioner(CT)	Provision created in books
Sales Tax	Tax on cross verification of buyer and seller (FY 2013-14)	3,43,057	Assistant Commissioner(CT)	Provision created in books
Sales Tax	Tax on Non Submission of C Forms (FY 2012-13 to FY 2015-16)	14,35,408	Assistant commissioner(CT)	Provision created in books

TAMILNADU TELECOMMUNICATIONS LIMITED

Statute	Nature of Dues	Amount (Rs.)	Forum where dispute is pending	Remarks
Sales Tax	ITC Reversal for CST sales without C Form (FY 2012-13 to FY 2014-15)	27,79,291	Assistant commissioner(CT)	Provision created in books
TOTAL		3,74,68,799		

viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company have loans or borrowings from TCIL during the year. Due to severe cash crunch and non-operation of business during the past years, the company is being supported by its holding company, Telecommunications Consultants India Limited. Following is the disclosure of amount outstanding and the break-up of same:

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Material Loan, Bridge Loan & Working Capital	Tele-communications Consultants India Private Limited	1,26,18,87,190	Principal & Interest	>365 Days	
		9,62,41,922		<365 days	

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us by the management, no funds raised have been raised on short term basis. Accordingly, clause (ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us by the management, the company has not taken any funds from any entity or person on account of or to meet

the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause (ix)(e) of the Order is not applicable.

x) (a) Based on the information and explanation given to us, the company have not raised money by way of initial public offer or further public offer (including debt instruments) during the year. So, Accordingly, clause 3(xi)(a) of the Order is not applicable.

(b) Based on the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. So, Accordingly, clause 3(xi)(b) of the Order is not applicable.

xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has incurred cash losses of Rs.10,09,993/- in the current year and Rs.9,57,701/- in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a

period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) In our opinion and according to the information and explanations given to us, the company is not covered under the sub-section (1) of Companies Act, 2013. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For R. Bupathy & Co
Chartered Accountants
Firm Regn No. 000525S

Place: Chennai
Date : 20.05.2022
UDIN: 22203328AJTZN18697

CA V. Thiagarajan
Partner
ICAI M. No. 203328

**Annexure “B”
to the Independent Auditor’s Report**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Tamilnadu Telecommunications Limited (of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Tamilnadu Telecommunications Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company

TAMILNADU TELECOMMUNICATIONS LIMITED

based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- I. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- II. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- III. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R. Bupathy & Co
Chartered Accountants
Firm Regn No. 000525S

Place: Chennai
Date : 20.05.2022
UDIN: 22203328AJTZNI8697

CA V. Thiagarajan
Partner
ICAI M. No. 203328

34th Annual Report 2021-2022

BALANCE SHEET AS AT 31ST MARCH, 2022

(Rupees in Hundreds)

S.No	Particulars	Note No.	As at 31st March 2022	As at 31st March 2021
ASSETS				
(1)	Non-current assets			
(a)	Property, plant and Equipment	2	797,674	827,882
(b)	Other non-current assets	3	1,835	1,835
	Sub Total - A		799,509	829,717
(2)	Current assets			
(a)	Inventories	4	107,822	107,822
(b)	Financial Assets			
(i)	Trade receivables	5	706,655	713,621
(ii)	Cash and cash equivalents	6	42,870	41,125
(iii)	Short term Loans	7	207	207
(c)	Other current assets	8	220,458	174,410
	Sub Total - B		1,078,012	1,037,185
	Total assets (A+B)		1,877,521	1,866,902
EQUITY AND LIABILITIES				
(1)	EQUITY			
(a)	Equity Share capital	9	4,567,620	4,567,620
(b)	Other Equity	10	(18,281,212)	(17,231,666)
	Sub Total - A		(13,713,592)	(12,664,046)
LIABILITIES				
(1)	Non-current Liabilities			
(a)	Financial Liabilities			
(i)	Long term Borrowings	11	1,165,730	1,165,730
(b)	Long Term Provisions	12	535,513	471,824
	Sub Total - B		1,701,243	1,637,554
(2)	Current Liabilities			
(a)	Financial Liabilities			
(i)	Short term Borrowings	13	1,871,417	1,730,970
(ii)	Trade Payables	14	6,225,915	6,227,964
(iii)	Other Financial liabilities	15	4,870,210	4,047,286
(b)	Other current liabilities	16	295,128	274,229
(c)	Short Term Provisions	17	627,200	612,945
	Sub Total - C		13,889,870	12,893,394
	Total Equity and Liabilities - (A+B+C)		1,877,521	1,866,902
Statement of Significant Accounting Policies		1		
Notes on Financial Statement		2-28		

As per our report of even date attached

For R Bupathy & Co.

Chartered Accountants

Firm Regn No. 000525S

For and on behalf of Board of Directors

CA V Thiagarajan

Partner

Membership No. 203328

Place : Chennai

Date : 20.05.2022

UDIN : 22203328AJTZN18697

J. Ramesh Kannan

Managing Director & CFO

Swapnil Gupta

Company Secretary

D.Porpathasekaran

Director

TAMILNADU TELECOMMUNICATIONS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2022

(Rupees in Hundreds)

S.No	Particulars	Note No.	For the year ended 31st March 2022	For the year ended 31st March 2021
I	Revenue from operations	18	-	-
II	Other income	19	2,152	6,539
III	Total Income (I+II)		2,152	6,539
IV	<u>Expenses:</u>			
	Cost of materials consumed	20	-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	-	-
	Excise Duty	18	-	-
	Employee benefits expense	22	1,57,279	1,10,630
	Finance Costs	23	8,22,051	8,08,873
	Depreciation and amortisation expense	24	28,190	34,815
	Other expenses	25	36,551	41,482
	Total expenses (IV)		10,44,071	9,95,800
V	Profit/(loss) before exceptional items and tax (III-IV)		(10,41,919)	(9,89,261)
VI	Exceptional items	26	(2,449)	-
VII	Profit / (loss) before tax (V-VI)		(10,44,368)	(9,89,261)
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
IX	Profit / (Loss) for the period (VII-VIII)		(10,44,368)	(9,89,261)
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss	27	(5,179)	8,974
XI	Total Comprehensive Income for the period (IX+X)		(10,49,547)	(9,80,287)
XII	Earnings per equity share			
	(1) Basic		(2.30)	(2.17)
	(2) Diluted		(2.30)	(2.17)

As per our report of even date attached
For R Bupathy & Co.
Chartered Accountants
Firm Regn No. 000525S

For and on behalf of Board of Directors

CA V Thiagarajan
Partner
Membership No. 203328

J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Director

Place : Chennai
Date : 20.05.2022
UDIN : 22203328AJTZNI8697

Swapnil Gupta
Company Secretary

Statement of Cash Flow for the year ended 31st March 2022

Accounting Policy:

The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 on Statement of Cash Flows.

Amendment to Ind AS 7:

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements."

(Rupees in Hundreds)

Description	For the period ended 31st March 2022	For the period ended 31st March 2021
Cash Flow from Operating Activities:		
Net Profit / (Loss) before tax	(1,049,547)	(980,287)
Adjustments for		
Add: - Depreciation	28,190	34,815
- Interest & Finance Charges	822,051	808,873
- Loss on sale of assets	-	-
- Exchange Rate Fluctuations - Loss / (Gain)	-	-
	(199,306)	(136,599)
Less:		
- Interest/Dividend Received	2,034	2,393
Operating Profit before Working Capital changes	(201,340)	(138,992)
Changes in assets and liabilities:		
- Trade Receivables	6,966	482
- Other Current receivables	(46,048)	(25,370)
- Inventories	-	377
- Other Non - current assets	-	2,905
- Trade Payables	(2,049)	(898)
- Other financial liabilities, other liabilities, borrowings and provisions	998,525	929,806
Cash generated from Operations	756,054	768,310
Income Tax	-	-
Cash Flow after tax before exceptional items	756,054	768,310
Exceptional items	-	-
Exchange Rate Fluctuations - (Loss) / Gain	-	-
Net Cash generated by Operating Activities- A	756,054	768,310
Cash Flow from Investing Activities:		
Purchase of Non-Current Assets	(430)	-
Sale of Fixed assets	2,449	-
Interest/Dividend Received	2,034	2,393
Net Cash from /(used) in Investment Activities -B	4,053	2,393
Cash Flow from Financing Activities:		
Increase / (Repayment) of Non Current Liabilities	63,689	39,306
Interest charges	(822,051)	(808,873)
Dividends Paid	-	-
Dividend Tax	-	-
Net Cash used in Financing Activities-C	(758,362)	(769,567)
Net (decrease)/Increase in Cash Equivalents (A+B+C)	1,745	1,136
Cash & Cash Equivalents at the beginning of the Period	41,125	39,989
Cash & Cash Equivalents at the end of the year	42,870	41,125

Notes:

1. Cash and cash equivalents represents cash in hand and cash with scheduled banks.
2. Figures for the previous year have been re-grouped wherever necessary.

As per our report of even date attached
For R Bupathy & Co.
Chartered Accountants
Firm Regn No. 000525S

For and on behalf of Board of Directors

CA V Thiagarajan
Partner
Membership No. 203328
Place : Chennai
Date : 20.05.2022
UDIN : 22203328AJTZNI8697

J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Director

Swapnil Gupta
Company Secretary

TAMILNADU TELECOMMUNICATIONS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2022

A. Equity Share Capital

(1) Current reporting period

(Rupees in Hundreds)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
4,567,620	-	4,567,620	-	4,567,620

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
4,567,620	-	4,567,620	-	4,567,620

B. Other Equity

(1) Current reporting period

(Rupees in Hundreds)

Particulars	Reserves and surplus			OCI	Total
	Securities Premium Reserve	Capital Restructuring Reserve	Statement of Profit & Loss and Other Comprehensive Income	Other Comprehensive Income (Gratuity)	
Financial Year - 2021-22					
Balance as at April 1, 2021 (A)	98,400	979,711	(18,318,751)	8,974	(17,231,666)
Profit/(Loss) for the year	-	-	(1,044,368)	-	(1,044,368)
Add: Other Comprehensive income	-	-	-	(5,179)	(5,179)
Balance as at Mar 31, 2022 (A)+(B)	98,400	979,711	(19,363,119)	3,795	(18,281,212)

(2) Previous reporting period

Particulars	Reserves and surplus			OCI	Total
	Securities Premium Reserve	Capital Restructuring Reserve	Statement of Profit & Loss and Other Comprehensive Income	Other Comprehensive Income (Gratuity)	
Financial Year - 2020-21					
Balance as at April 1, 2020 (A)	98,400	979,711	(17,329,490)	-	(16,251,379)
Profit/(Loss) for the year	-	-	(989,261)	-	(989,261)
Add: Other Comprehensive income	-	-	-	8,974	8,974
Balance as at Mar 31, 2021 (A)+(B)	98,400	979,711	(18,318,751)	8,974	(17,231,666)

As per our report of even date attached

For R Bupathy & Co.
Chartered Accountants
Firm Regn No. 000525S

For and on behalf of Board of Directors

CA V Thiagarajan
Partner
Membership No. 203328
Place : Chennai
Date : 20.05.2022
UDIN : 22203328AJTZNI8697

J. Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Director

Swapnil Gupta
Company Secretary

Note 1**Statement of Significant Accounting Policies****I Significant Accounting Policies****a. Basis of Preparation of Financial Statements**

Accounts are drawn up on the principle of going concern concept with revenues recognized and expenses accounted on accrual basis and are prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act 2013 read with relevant rules of the Companies (Indian Accounting Standards) Rules with effect from 1st April 2016.

b. Use of estimates:

Preparation of financial statements in conformity with the recognition and the measurement principle of Ind AS requires the management of the company to make estimates and assumptions that affects the reported balances of assets and liabilities, disclosure relating to contingent liabilities as on the date of the Financial Statements and the reported amount of incomes and expenses for the reporting period.

Estimates and the underlying assumption are reviewed on ongoing basis. The revision to the accounting estimates if material is recognized in the period in which the estimates are revised.

(i) Estimation of uncertainties relating to the global health pandemic from COVID-19:

The current "third wave" of COVID-19 pandemic has significantly increased in India. Lockdowns/Restrictions were imposed. Covid-19 has impacted globally on growth of the economic and business activities. The company has evaluated likely impact of COVID - 19 on the overall business. The company as at the date of the approval of these financial statements, has used various available sources of information to analyse carrying amount of its financial assets and exposures and has concluded that there is no material adjustments required in the Financial Statements. The impact of financial statements may differ from the estimate as on the date of the approval of the financial statements owing to the nature and duration of COVID-19.

2 Property, Plant and Equipment:

- a. Property, Plant and Equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- b. The costs directly attributable including borrowing cost on qualifying asset are capitalized when the Property, Plant and Equipment are ready for use, as intended by the management.
- c. Subsequent expenditure relating to Property, Plant and Equipment including major inspection costs, spare parts, standby and servicing equipments are capitalized only when it is probable that future economic benefits associated with these will flow to the Company, the cost of the item can be measured reliably and the company expects to use them during more than period.
- d. Depreciation is calculated on straight line basis over estimated useful life as prescribed in Schedule II of the Companies Act 2013, up-to the cost of the asset (net of residual value – which is considered at 5 % of cost of assets).
- e. Plant and Equipment costing individually Rs. 5,000 and below are fully depreciated in the year of purchase.
- f. Where the cost of an item of Property, Plant and Equipment are significant and have different useful lives, they are treated as separate components and depreciated over their estimated useful lives.
- g. Depreciation on Property, Plant and Equipment, added or deleted during the reporting period is provided from or till the date of such addition or deletion.
- h. The estimated useful lives, residual values and depreciation / amortisation method are reviewed at the end of each reporting period with the effect of changes in estimates accounted for on a prospective basis.
- i. The cost of assets not put to use, before the year end are disclosed under Capital Work-in-Progress.

3 Impairment of Assets

As at the end of each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognised and assets are written down to their recoverable amount.

TAMILNADU TELECOMMUNICATIONS LIMITED

4 Financial Assets and Liabilities

The Company recognizes all Financial Assets and Liabilities at Fair Value at inception and subsequent measurement is done at amortized cost. Fair Value adjustment is done only where material.

5 Inventories

- a. Inventories are valued at lower of cost and net realisable value. The cost of raw material excluding goods in transit, components and stores are assigned by using the weighted average cost formula. Goods in transit are valued at cost to date. In the case of finished goods, stock-in-trade and work-in-progress, cost includes costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.
- b. Saleable / Disposable scrap is valued at net realisable value.
- c. Stores, Tools and Spares/Components are valued at cost.

6 Foreign Currency Transactions:

- a. Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- b. Assets and Liabilities are re-instated at the year-end at the rate prevalent at each annual Balance Sheet date. The Income / Expenditure on account of this are charged to Statement of Profit and Loss.
- c. Any Incomes or Expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

7 Revenue Recognition

a. Sales:

Sale is recognized on dispatch of goods to customers upon inspection and clearance by the clients. Export sales on FOB basis are recognized upon despatch and that of CIF basis upon acceptance of goods by the clients.

b. Other Income and Expenses:

On accrual basis.

8 Employee Benefits:

i) Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service.

ii) Post –Employment benefit Plans:

- a) Upto the year 2008-09 the Company has set up separate Trust for Provident Fund and has been contributing towards the same. Contribution towards pension fund is made to PF authorities on monthly basis. From 01.04.2009 onwards based on the order of the Provident Fund Commissioner-I, withdrawing the relaxation under Para 79 of the Employees' Provident Fund Scheme 1952, the Provident Fund contributions are remitted to the PF authorities.
- b) Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.
- c) For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each annual balance sheet date. All re-measurement items occurring during the year are recognized in the Other Comprehensive Income(OCI). Re-measurements arising from defined benefit plans comprise actuarial gains and losses on benefit obligations and the return on plan assets in excess of what has been estimated. The company recognises these items of re-measurements immediately in other comprehensive income and all the other expenses related to defined benefit plans in employee benefit expenses in profit and loss account.
- d) The retirement benefit obligation recognized in the annual balance sheet represents the present value of the defined obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of

scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme. For the employees who had already left like VSS optees etc., the gratuity and leave encashment is provided on actual basis.

9 Provision for Warranty Period Expenses

Provision is made for warranty period expenses at a percentage on net turnover of the year, arrived at based on actual warranty period expenses incurred compared with the average net turnover of the previous three financial years.

10 Liquidated Damages

Provision for liquidated damages is recognised for the period of delay between the due date of supply of the goods as per delivery schedule and its expected date of delivery of the said goods. In respect of repair/replacement, provision for liquidated damages is recognised at the time of revenue recognition.

11 Borrowing Costs

Borrowing costs which are not attributable to be acquisition and construction of the qualifying asset are being recognized as an expense in the period in which they are incurred.

12 Accounting for Leases

The lease agreement entered with the lessors are for monthly rental hiring basis of office accommodation for a period of eleven months and with subsequent renewal clause on mutual agreement. The lease agreement also can be cancelled by either party on giving notice at any time with in a prescribed time limit. The lease does not transfer all the risks and rewards incidental to ownership. There is no provision to acquire title to the asset upon fulfilment of the agreed conditions. The monthly lease rents are being recognized as an expense in the period in which they are incurred.

13 Taxes on Income

- a) Taxation comprises of current tax and deferred tax charge or credit.
- b) Current tax is the amount of tax payable on the taxable Income for the year as determined in accordance with the applicable tax rates and provisions of Income Tax Act,1961.
- c) The deferred tax on timing differences between book profit and taxable profit for the year is accounted for applying the tax rates and laws that have been enacted or substantively enacted as on the annual balance sheet date, deferred tax assets arising from timing difference in excess of deferred tax liability are recognized to the extent there is a reasonable certainty that such assets can be realized in future.

14 Claims by the Company

Claims on purchasers/suppliers towards differential in awarded rate during the scheduled delivery period are accounted when claims are preferred and carried forward till such time the company has a legal right to recover such amounts. Such claims are reviewed at annual balance sheet date.

15 Provisions and Contingent Liabilities

A provision is recognised, when the Company has the present obligation as result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which reliable estimate can be made.

Where no reliable estimate can be made or when there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources, disclosure is made as contingent liability.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

16 Onerous Contract

The excess of unavoidable costs of meeting the obligations on onerous contracts over economic benefits expected to be received is charged to the Statement of Profit and Loss in the year in which the contract become onerous and is recognized and measured as loss.

TAMILNADU TELECOMMUNICATIONS LIMITED

Note 2- Plant, Property and Equipment

Note 2A -Gross Carrying cost -Plant, Property and Equipment

(Rupees in Hundreds)

Particulars	Gross block as at 1st April 2021	Additions	Disposals	Gross block as at 31st Mar 2022
Land -(Freehold)	420,136	-	-	420,136
Buildings	337,948	-	-	337,948
Plant and Equipment	3,206,616	430	48,970	3,158,076
Furniture and Fixtures	7,962	-	-	7,962
Vehicles	12,741	-	-	12,741
Office Equipment	4,584	-	-	4,584
Others				
EDP Equipments	5,318	-	-	5,318
Total	3,995,305	430	48,970	3,946,765
Previous Year	4,002,196	-	-	4,002,196

Note 2B -Accumulated Depreciation- Plant, Property and Equipment

Particulars	Balance as at 1st April 2021	Additions	Disposals	Balance as at 31st Mar 2022	Net Block as at 31st Mar 2022	Net Block as at 31st March 2021
Land -(Freehold)	-	-	-	-	420,136	420,136
Buildings	233,152	10,814	-	243,966	93,982	104,796
Plant and Equipment	2,905,788	16,317	46,522	2,875,583	282,493	300,827
Furniture and Fixtures	7,754	-	-	7,754	208	209
Vehicles	11,361	944	-	12,305	436	1,380
Office Equipment	4,285	114	-	4,399	185	299
Others						
EDP Equipment	5,084	-	-	5,084	234	234
TOTAL	3,167,424	28,189	46,522	3,149,091	797,674	827,881
Previous Year	3,110,038	29,463	-	3,139,501	827,881	892,159

Particulars	As at 31st March 2022	As at 31st March 2021			
Note 3- Other non- current assets					
Unsecured considered Good					
Security Deposits	1,835	1,835			
TOTAL	1,835	1,835			
Note 4- Inventories					
Inventories (*)					
(a) Raw-Materials	199,296	199,296			
Less: Provision for redundancy	181,880	181,880			
	17,416	17,416			
(b) Work-in-Progress	204,807	204,807			
Less: Provision for redundancy	114,401	114,401			
	90,406	90,406			
(c) Stores and Spares	14,876	14,876			
Less: Provision for redundancy	14,876	14,876			
	-	-			
(d) Disposable Scrap	1,301	1,301			
Less: Provision for redundancy	1,301	1,301			
	-	-			
TOTAL	107,822	107,822			
(*) Refer Significant accounting policies					
Note 5- Trade Receivables					
Trade Receivables (*)					
Secured - Considered good	-	-			
Unsecured - Considered good	706,655	713,621			
	706,655	713,621			
Doubtful (*)	897,258	897,258			
Less: Provision for Doubtful Debts	897,258	897,258			
	-	-			
TOTAL	706,655	713,621			
(*) 1. Trade Receivables (Unsecured - Considered good) includes amounts receivable from TCIL(Related Party) amounting to Rs.1,98,646/- (Previous Year - Rs.1,98,646/-)					
(*) 2. Trade Receivables (Doubtful) includes amounts receivable from TCIL(Related Party) amounting to Rs.11,003/- (Previous Year - Rs.11,003/-)					
Trade Receivables Aging Schedule					
Particulars	Less than 6 months	1 - 2 years	2 - 3 years	More than 3 years	Net Debtors
(i) Undisputed Trade Receivables - considered good	-	-	-	706,655.11	706,655.11
Total	-	-	-	706,655.11	706,655.11

TAMILNADU TELECOMMUNICATIONS LIMITED

Particulars	As at 31st March 2022	As at 31st March 2021
Note 6- Cash & Cash Equivalents		
Balances with Bank		
- Current Accounts	2,706	2,791
- Margin money with Yes bank	40,164	38,334
Cash-on-hand	-	-
Others - Imprest	-	-
TOTAL	42,870	41,125
Note 7- Short- term Loans		
Unsecured Considered Good		
Employee advances	207	207
TOTAL	207	207
Note 8- Other Current assets		
(a) Deposit against Sales tax case	75,000	75,000
(b) Government departments for excise duty & service tax	1,275	1,275
(c) Claims recoverable - Customs	-	-
(d) Tax deducted at source receivable	511	308
(e) Amount recoverable from vendors	65,406	40,750
(f) Claims recoverable for PF	-	-
(g) Prepaid Expenses - Unsecured, considered good	458	258
(h) Interest accrued on investment	-	-
(i) GST- Input tax receivable	77,291	56,301
(j) Interest Receivable - Yes Bank	517	517
TOTAL	220,458	174,410
<u>EQUITY</u>		
Note 9- Equity Share Capital		
A) Authorised:		
5,00,00,000 Equity Shares of Rs.10 each (previous year 5,00,00,000 Equity Shares of Rs.10 each)	5,000,000	5,000,000
B) Shares Issued, Subscribed & fully paid up and Subscribed and not fully paid up		
Issued:		
4,56,81,000 Equity Shares of Rs.10 each (previous year 4,56,81,000 Equity Shares of Rs.10 each)	4,568,100	4,568,100
Subscribed & Fully paid up:		
4,56,71,400 Equity Shares of Rs.10 each (previous year 4,56,71,400 Equity Shares of Rs.10 each)	4,567,140	4,567,140
Subscribed & not fully paid up:		
9,600 Equity Shares of Rs.10 each (previous year 9,600 Equity Shares of Rs.10 each)	960	960
Less: Allotment money unpaid -others - 9,600 Equity Shares of Rs. 5 each (previous year 9,600 Equity Shares of Rs. 5 each)	(480)	(480)
Subscribed & paid up	4,567,620	4,567,620
Par Value per Share (Rs.)	10	10

Particulars	As at 31st March 2022	As at 31st March 2021
<p>C) Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the Reporting period:</p> <p>Number of shares outstanding at the beginning of the reporting period</p> <p>Number of shares outstanding at the end of the reporting period</p>	<p>45,681,000</p> <p>45,681,000</p>	<p>45,681,000</p> <p>45,681,000</p>
<p>D) Rights, preferences and restrictions attached to shares:</p> <p>Equity Shares: The company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding after settlement of all Preferential amounts.</p>		
<p>E) Shares held by Holding Company: (by virtue of Section 2(87) of the Companies Act, 2013)</p> <p>2,23,83,700 Equity Shares of Rs.10 each (49%) held by Telecommunications Consultants India Limited (One of the Promoters)</p>	<p>2,238,370</p>	<p>2,238,370</p>
Details of Share holders holding more than 5% of shares:		
Name of Share Holder	As at 31st March 2022	
	Number of shares held	Percentage of Holding (%)
(a) Telecommunications Consultants India Ltd (TCIL)	22,383,700	49.00
(b) Tamilnadu Industrial Development Corporation Ltd (TIDCO)	6,684,000	14.63
(c) State Bank of India (SBI)	4,247,500	9.30
(d) Fujikura Limited, Japan	3,280,000	7.18
Name of Share Holder	As at 31st March 2021	
	Number of shares held	Percentage of Holding (%)
(a) Telecommunications Consultants India Ltd (TCIL)	22,383,700	49.00
(b) Tamilnadu Industrial Development Corporation Ltd (TIDCO)	6,684,000	14.63
(c) State Bank of India (SBI)	4,247,500	9.30
(d) Fujikura Limited, Japan	3,280,000	7.18

TAMILNADU TELECOMMUNICATIONS LIMITED

Particulars	As at 31st March 2022	As at 31st March 2021
Note 10- Other equity		
(i) Other Reserves		
Securities Premium Reserve		
Opening Balance	98,400	98,400
Add: Securities Premium credited on Share Issue	-	-
Less: Issue of Bonus Shares	-	-
Closing Balance	98,400	98,400
Capital Restructuring Reserve		
Balance at the beginning of the year	979,711	979,711
Add: Additions / transfers during the year	-	-
Less: Utilisations / transfers during the year	-	-
Closing Balance	979,711	979,711
(ii) Retained earnings -Surplus in the statement of profit and Loss		
Surplus in Statement of Profit and Loss	(18,309,777)	(17,329,490)
Add: Net Profit /(Net Loss) for the current year	(1,044,368)	(989,261)
Less: Appropriations / Allocations		
- Adjustments on account of IND AS		
i) Prior period expenses charged to the respective year	-	-
Add: Other Comprehensive income & exceptional items	(5,179)	8,974
Closing Balance	(19,359,324)	(18,309,777)
TOTAL	(18,281,212)	(17,231,666)
Note 11- Long term Borrowings		
A. Secured Long Term Borrowings:		
Loans and Advances from Related Parties - (*)	1,165,730	1,165,730
TOTAL	1,165,730	1,165,730
(*)		
1. Consists of Bridge loan from TCIL Rs.11,65,730(Previous year - Rs. 11,65,730).		
2. Bridge loan is short term loan provided by TCIL as per the Sanctioned Scheme of Erstwhile BIFR which has to be repaid by arrangement through banks as early as possible. The rate of interest is SBI Base rate + 2.5% p.a		
3. Considering the present inability of the company to repay its debts, the Bridge loan is treated as Long Term borrowings in the books of the company.		
4. Secured against all the fixed assets as well as current assets of the Company as at present existing and to be acquired in future.		
Note 12- Long term Provisions		
A. Provision for Employee benefits		
Gratuity	441,004	394,549
Leave Encashment	94,509	77,276
TOTAL	535,513	471,824

Particulars	As at 31st March 2022	As at 31st March 2021			
Note 13- Short Term Borrowings					
A. Secured					
Loans and Advances from Related Parties - (*)	1,871,417	1,730,970			
TOTAL	1,871,417	1,730,970			
(*)					
1. Consist of Working Capital support from TCIL of Rs. 18,71,354 (Previous year - Rs. 17,30,970)					
2. Working capital support provided by TCIL are being adjusted against the realisation on revolving basis. The rate of interest is SBI Base rate + 2.5% p.a					
3. Secured against all the fixed assets as well as current assets of the Company as at present existing and to be acquired in future.					
Note 14- Trade Payables					
Trade Payables (*)					
Secured	5,888,866	5,886,816			
Unsecured	337,049	341,147			
TOTAL	6,225,915	6,227,964			
(*)					
1. Secured Payables of Rs. 58,88,866/- (Previous year - Rs. 58,86,816) comprises of dues to TCIL towards raw material support. The rate of interest is SBI Base rate + 2.5% p.a					
2. Secured against all the fixed assets as well as current assets of the Company as at present existing and to be acquired in future.					
Trade Payables Aging Schedule					
Description	Less Than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2,049	2,049	1,537	6,220,279	6,225,915
	2,049	2,049	1,537	6,220,279	6,225,915
Note 15- Other Current Financial Liabilities					
Unsecured					
Dues to Related parties (*)				200,306	198,071
Interest accrued and due on borrowings from TCIL (Dues to Related Party)**)				4,655,278	3,835,356
Others : Earnest Money Deposits, Security Deposits				14,626	13,859
TOTAL				4,870,210	4,047,286
(*) Consists of Royalty & Technical Know how fee payable to Fujikura Limited, Japan					
(**) Interest accrued and due on borrowings from TCIL includes interest outstanding on all borrowings (Bridge Loan, Working Capital Support and Raw material support) from TCIL					

TAMILNADU TELECOMMUNICATIONS LIMITED

(Rupees in Hundreds)

Particulars	As at 31st March 2022	As at 31st March 2021
Note 16- Other Current Liabilities		
Statutory dues payable	237,347	231,064
Interest accrued and due on borrowings	-	-
Others	57,782	43,164
TOTAL	295,129	274,229
Note 17- Short term Provisions		
Provision for employee benefits		
Gratuity	55,335	35,166
Leave encashment	22,679	21,700
Provident Fund	77,587	77,569
Others	387,876	394,788
Provisions for Warranty	7,308	7,308
Provision for Onerous Loss	30,580	30,580
Provision for Sales Tax Demand	45,835	45,835
TOTAL	627,200	612,945
Notes to Profit and Loss Account		
Note 18- Revenue from operations		
(a) Sale of Products		
- Sale of cables - domestic	-	-
(b) Other Operating Revenues		
- Sale of scrap	-	-
Less: Excise Duties	-	-
TOTAL	-	-
Note 19- Other Income		
Interest Income	2,034	2,393
Amount written back	-	861
Net Gain on foreign exchange	-	3,285
Miscellaneous Income	118	-
TOTAL	2,152	6,539
Note 20- Cost of materials consumed		
Raw Material consumption		
Opening stock	215,473	215,473
Add: Purchases	-	-
Add: Direct Expenses	-	-
Less: Closing stock	215,473	215,473
TOTAL	-	-
Note 21- Changes in inventories of finished goods, Stock-in-Trade and work-in-progress		
(a) Opening Stock		
- Work in Progress	204,807	204,807
(b) Closing Stock		
- Work in Progress	204,807	204,807
Decrease / (Increase) in inventories of finished goods, work-in-progress and stock-in-trade	-	-

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(Rupees in Hundreds)

Particulars	As at 31st March 2022	As at 31st March 2021
Note 22- Employee benefits expense		
(a) Salaries and Wages	98,515	76,469
(b) Contribution to Provident & Other Funds	58,764	34,060
(c) Staff Welfare expenses	-	101
(d) Leave Encashment	-	-
(e) Gratuity	-	-
TOTAL	157,279	110,630
Note 23- Finance costs		
(a) Interest Expense		
- Interest on term loans - Bridge loan from TCIL	116,359	116,797
(b) Other borrowing Costs		
- On Raw materials / working capital support by TCIL	703,564	689,998
(c) Bank Charges	2,128	2,079
TOTAL	822,051	808,873
Note 24- Depreciation and amortization expense		
Depreciation	28,190	34,815
TOTAL	28,190	34,815
Note 25- Other expenses		
(a) Consumption of Stores & Spares	-	-
(b) Power & Fuel	21	44
(c) Rent	1,104	1,104
(d) Repairs to Building	-	-
(e) Repairs to Machinery	-	-
(f) Insurance	669	438
(g) Rates & Taxes (excluding income tax)	6,164	9,060
(h) Miscellaneous Expenditure		
- Printing & Stationery	197	152
- Postal & Telecommunications	1,093	49
- Travelling & conveyance	683	34
- Repairs & Maintenance - Others	5	50
- Machinery Hiring Charges	-	-
- Advertisement other than publicity	1,139	130
- Upkeep charges	2,233	6,063
- Professional and Consultancy Charges	8,510	1,881
- Security Charges	1,279	-
- Product Type Approval Charges	-	-

TAMILNADU TELECOMMUNICATIONS LIMITED

(Rupees in Hundreds)

Particulars	As at 31st March 2022	As at 31st March 2021
- Entertainment & Business Promotion Expenses	38	-
- AGM expenses - printing, postage, auditorium rent etc.,	633	593
- Staff Training Expenses	-	-
- Listing fee to Stock Exchanges	5,400	6,624
- PF administration and inspection charges (contract employee)	12	-
- Freight & insurance charges	-	-
- Selling Expenses	-	-
- Board Meeting Expenses travelling	-	-
- Annual Custodial fee to Depositories	1,548	1,571
- Loss on slow moving stock	-	377
- Other miscellaneous expenses	637	11,863
- Onerous Loss	-	-
- Bad debts / LD	-	-
(i) Net loss on foreign currency transaction and translation	3,736	-
(j) Payment to Auditors		
- As Auditor (Excluding GST)	1,000	1,000
- For other services	450	450
(k) Loss on sale of Fixed Assets	-	-
(l) Provision for Sales Tax Demand	-	-
(m) Provision for Doubtful Debts/Advances	-	-
TOTAL	36,551	41,482
Note 26- Exceptional Item		
(a) Prior period expenses:	-	-
Less: transferred to previous years	-	-
(b) Disallowance in Insurance claim	-	-
(a) Loss on sale of Fixed Assets	2,449	-
TOTAL	2,449	-
Other Comprehensive Income		
Note 27- Items that will not be reclassified to profit or loss		
(a) Gratuity	(5,179)	8,974
TOTAL	(5,179)	8,974

Notes 28

1 Financial Instruments: (Indian Rupees in Hundreds)

i Financial Risk Management:

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Financial Risks in a Business Entity can be classified as Market Risk, Credit Risk and Liquidity Risk. The status of these Risks at the Company is as brought out hereunder:

a) Market Risk:

Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

b) Credit Risk:

Credit risk arises from the possibility that customers or counterparty to financial instruments may not be able to meet their obligations. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Credit risks arises from cash and cash equivalents, deposits with banks, financial institutions and others, as well as credit exposures to customers, including outstanding receivables. The Company's policy is to place cash and cash equivalents and short term deposits with reputable banks and financial institutions.

c) Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date 31.03.2022.*

Particulars	Carrying value	Less than 1 year	More than 1 year upto 3 years	Beyond 3 years	Total
	Rs.	Rs.	Rs.	Rs.	Rs.
Borrowings	3,037,147	3,037,147	-	-	3,037,147
Trade Payables	6,225,915	6,225,915	-	-	6,225,915
Other Financial Liabilities	4,870,210	4,870,210	-	-	4,870,210
Total	14,133,273	14,133,273	-	-	14,133,273

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date 31.03.2021.*

TAMILNADU TELECOMMUNICATIONS LIMITED

Particulars	Carrying value	Less than 1 year	More than 1 year upto 3 years	Beyond 3 years	Total
	Rs.	Rs.	Rs.	Rs.	Rs.
Borrowings	2,896,700	2,896,700	-	-	2,896,700
Trade Payables	6,227,964	6,227,964	-	-	6,227,964
Other Financial Liabilities	4,047,286	4,047,286	-	-	4,047,286
Total	13,171,949	13,171,949	-	-	13,171,949

* The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

The table includes both interest and principal cash flows.

ii. Fair Values Hierarchy

Financial assets and Financial liabilities measured at fair value in the statement of financial position are categorized into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 - Quoted Prices (unadjusted) in active markets for financial instruments.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Valuation Techniques:

The Carrying value of financial assets and liabilities with maturities less than 12 months are considered to be representative of their fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

iii. The carrying value and fair value of Financial instruments by each category as at 31st March, 2022 were as follows.

Sl. No	Particulars	Financial assets/liabilities at amortised costs	Financial assets/liabilities at FVTPL	Financial assets/liabilities at FVTOCI	Total Carrying Value	Total Fair Value
A.	Financial assets					
	(i) Trade receivables	706,655	-	-	706,655	706,655
	(ii) Cash and cash equivalents	42,870	-	-	42,870	42,870
	(iii) Short term Loans	207	-	-	207	207
	Total financial assets	749,732	-	-	749,732	749,732
B	Financial Liabilities					
	(i) Borrowings	3,037,147	3,037,147	-	-	3,037,147
	(ii) Trade Payables	6,225,915	6,225,915	-	-	6,225,915
	(iii) Other Financial Liabilities	4,870,210	4,870,210	-	-	4,870,210
	Total financial assets	14,133,273	14,133,273	-	-	14,133,273

The carrying value and fair value of Financial instruments by each category as at 31st March, 2021 were as follows.

Sl. No	Particulars	Financial assets/liabilities at amortised costs	Financial assets/liabilities at FVTPL	Financial assets/liabilities at FVTOCI	Total Carrying Value	Total Fair Value
A.	Financial assets					
	(i) Trade receivables	713,621	-	-	713,621	713,621
	(ii) Cash and cash equivalents	41,125	-	-	41,125	41,125
	(iii) Short term Loans	207	-	-	207	207
	Total financial assets	754,953	-	-	754,954	754,954
B	Financial Liabilities					
	(i) Borrowings	2,896,700	-	-	2,896,700	2,896,700
	(ii) Trade Payables	6,227,964	-	-	6,227,964	6,227,964
	(iii) Other Financial Liabilities	4,047,286	-	-	4,047,286	4,047,286
	Total financial assets	13,171,949	-	-	13,171,949	13,171,949

iv. Capital Management:

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of Balance Sheet.

Management assesses the Company's capital management in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Dividends

Particulars	31.03.2022	31.03.2021
(a) The amount of dividend proposed and not recognized at the end of the reporting period to be distributed to Equity share holders	-	-
(b) The corresponding amount of dividend distribution tax for the amount of proposed dividend	-	-

TAMILNADU TELECOMMUNICATIONS LIMITED

Ratios	Numerator	Denominator	31-Mar-22	31-Mar-21	Change	% Change
Current Ratio	Current assets = Inventories + debtors + cash & bank balances + loans & advances + disposable investments + other current assets	Current liabilities = creditors + short term loans + bank overdraft + cash credit + outstanding expenses + provision for tax + proposed dividend + unclaimed dividend	7.80%	8.00%	0.20%	0.03

There is no significant change (i.e. change of 25% or more as compared to the immediately previous financial year) in the other key financial ratios.

Ratios	Numerator	Denominator	31-Mar-22	31-Mar-21	Change	% Change
Debt-Equity Ratio	Debt = Long-term borrowings	Shareholders Equity = Equity Share Capital + Reserves & Surplus	-9%	-9%	-0.17%	0.02

There is no significant change (i.e. change of 25% or more as compared to the immediately previous financial year) in the other key financial ratios.

Ratios	Numerator	Denominator	31-Mar-22	31-Mar-21	Change	% Change
Debt Service Coverage Ratio	Earnings available for debt service = Net profit + non-cash operating expenses like depreciation and other amortizations + non-operating adjustments like loss on sale of fixed assets + Interest on debt fund	Outstanding Interest + Installments	-14%	-15%	-0.92%	0.06

During the year, the debt amount increased and the hence led to increase in debt services coverage ratio.

Ratios	Numerator	Denominator	31-Mar-22	31-Mar-21	Change	% Change
Return on Equity Ratio	Profit After Taxes	Networth = Equity Share Capital + Reserves & Surplus	-	-	0.00%	-

There is no significant change (i.e. change of 25% or more as compared to the immediately previous financial year) in the other key financial ratios.

Ratios	Numerator	Denominator	31-Mar-22	31-Mar-21	Change	% Change
Return on Capital employed	Return = Net profit +/- non-trading adjustments + Interest on long term debts + provision for tax -Int / Div from non-trade investments	Capital Employed = Equity Share Capital + Reserves & surplus + Pref. Share capital + Debentures & other long term loans - Misc. Expenditure and losses - Non-trade Investments	8%	8%	0.00%	-

There is no significant change (i.e. change of 25% or more as compared to the immediately previous financial year) in the other key financial ratios.

Ratios	Numerator	Denominator	31-Mar-22	31-Mar-21	Change	% Change
Trade Re- ceivables turnover ratio (Credit period)	Average Accounts Re- ceivable * 365	Credit sales	-	-	0.00%	-
Inventory turnover ratio	Cost of Sales	Average Inventory	-	-	0.00%	-
Trade payables turnover ratio	Average Accounts Payable * 365	Credit purchase	-	-	0.00%	-
Net capital turnover ratio	Revenue From Oper- ations	Capital Employed = Equity Share Capital + Reserves & surplus + Pref. Share capital + Debentures & other long term loans - Misc. Expenditure and losses - Non-trade Investments	-	-	0.00%	-
Net profit ratio	Net Profit	Revenue From Operations	-	-	0.00%	-

There is no change in the financial ratios.

2. The Company is having a system of sending letters to the Debtors for confirming the balance as at the year-end 31st March. However, the balances of debtors, creditors, loans and advances (other than Telecommunications Consultants India Limited (TCIL)) are subject to confirmation.

(Indian Rupees in Hundreds)

3. (a) No provision is made for one long pending debtor Rs. 3,39,505 (previous year Rs. 3,39,505) in view of the arbitration proceeding completed against the Purchaser for which the Award was received on 14th January 2005 in favour of the Company but has since been challenged by the Purchaser in the court. Further the court remitted back the case to the Arbitrator for speaking orders which also had been awarded on 14th November 2014 in favour of the Company after arguments, cross examinations and written submissions. The purchaser has again appealed in the High Court. Now the matter is posted on list of final hearings of High court.
- (b) No provision is made for Rs. 13,397 (previous year Rs. 13,397) due from RailTel arbitration case was appealed against award in Delhi High Court which was disposed by Delhi high court.

(Indian Rupees in Hundreds)

4. After restructuring as per the Sanctioned Scheme of erstwhile BIFR during 2010-11, the net worth of the Company was positive during 2010-11. However, during the year 2011-12 the net worth had again eroded. The Company was under rehabilitation period as per the erstwhile BIFR Sanctioned Scheme. Lack of executable orders and dull phase of Optical Fiber Cable (OFC) market from the year 2010-11 onwards is the reason for the poor performance.

During the year 2012-13 the Company had received order from BSNL for supply of 3206 KMs of OFC valuing Rs.15,97,011 and successfully executed the order in time and got 50% add-on order of 1602 KMs and executed during 2013-14 valuing Rs.7,98,007. These two were the only major orders executed during these two years.

Bharat Broadband Network Limited (BBNL), the Special Purpose Vehicle of the Government, had floated the tender towards the National Optic Fiber Network (NOFN) project to connect all the villages by broad band. The date of tender opening was 08.05.2013. Though the initial projection was 600000 KMs, the tender called for is to cover 404995 KMs under six packages based on geographical location. For this huge quantum, BBNL has fixed the delivery time frame of eight months

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only including initial two months for preliminary arrangements. The Company has participated in one package considering its production capacity to cover the quantum in the given short delivery period. The Company has received APO and given acceptance during February, 2014 for 5800 KMs including accessories. The Value of the APO is Rs. 31,90,444. BBNL has proposed to issue PO in two phases of 50% each. During April, 2014, BBNL has issued the first 50% PO for 2900 KMs including accessories valuing Rs. 1,595,273. Delivery period was upto October, 2014. BBNL has issued the consignee details in full periodically for four months consignments of 1740 KMs only. For fifth month consignment, consignee details were provided for only 48 KMs out of 580 KMs. Hence consignee details are not provided for balance around 1112 KMs. BBNL has extended the delivery schedule by another six months beyond October, 2014. Hence the supply of balance around 1112 KMs and second 50% PO for 2900 KMs was anticipated during 2016-17 and 2017-18 for execution. However, BBNL did not decide on the consignees and no supply could, therefore, be made thereafter.

The Company had participated in the tender floated by BSNL for supply of 24,000 KMs of 24F HDPE DS OFC. The technical bid opened and the company has been technically qualified. Financial bid opened on 21.5.2015 which was followed by e-reverse auction but TTL could not compete in the e-reverse auction.

The company had railway orders worth Rs.10 cr during the financial year 2016-17 and 2017-18. But due to non-availability of fiber from Fujikura, Japan, the orders could not be executed.

The requirement of OFC in the country is huge; however the delay in procurement is due to various procedural matters / issues in execution of big projects by the Government Clients.

The Company is hoping to get continuous orders since the OFC market has picked up. The order booking position is expected to improve as there is huge requirement of OF cable in the near future due to the impact of 5G. The company and the promoters of the company are taking various efforts for revival of the company as detailed below:

- i. MOU was signed with ITI Limited (PSU) in the presence of Hon'ble Minister of Communication during the synergy meeting held on 22nd February 2018 at New Delhi for contract manufacturing.
- ii. The proposal of taking over the company/utilizing capacity by BSNL is being discussed with BSNL & TCIL both under Department of Telecommunication. DOT discussed in the meeting held on 07.03.2019 with regard to takeover of TTL by BSNL, it is suggested by Ministry to BSNL to utilize the capacity of TTL since BSNL requirement is 100000 km per annum against TTL capacity of 10000 Km per annum. Follow up action is being taken up by the company and TCIL.
- iii. Diversion of existing skilled employees to Fiber Optic Splicing, Survey, Optical Laying Supervision and other telecom related service contracts to maximize the utilization of existing skilled manpower has been taken care. Orders for deputation to TCIL were issued to all the employees of TTL and 60 employees joined in TCIL on deputation basis till Last Financial Year. Few employees have been posted at TCIL Chennai to attend of minimum requirement of TTL factory and TTL office work.
- iv. To obtain preferential orders from Tamilnadu State PSU, for supplying Optical Fiber Cable in Tamilnadu. Management is continuously pursuing and approaching the concerned secretaries and ministers of Government of Tamilnadu.
- v. To obtain Turnkey contracts with the help of TCIL on nomination basis from DOT / PSUs / Tamilnadu Govt. and execute the orders so that excess skilled manpower will be utilized.
- vi. Efforts are being taken to restore the electricity connection in the factory for initiating the revival plan of TTL factory.
- vii. TCIL management is taking efforts to revive TTL through various correspondence and meeting with Ministers of Government of Tamilnadu and TIDCO CMD.
- viii. Department of Telecom is also pursuing the matter and required data has been shared. Consultant is being appointed for factory and (vacant) land monetization of TTL.
- ix. Promoter TCIL has initiated the proposal of sale of entire stake of TCIL in TTL through DIPAM as per the revised procedure for strategic disinvestment in CPSEs. The same has been pursued with Department of Telecom, Ministry of Communication. The strategic disinvestment will pave the way for revival of the company by the prospective buyers.

Impact of Covid-19 pandemic

Tamilnadu is the one of most Covid-19 affected state and had major impact on economic and business activities during the year 2020, 2021 and 2022. The major expected cable orders could not be obtained from Tamilnadu government due to Covid-19 as

the implementation of Bharat net project could not take-up till date. The various efforts of the revival of the company could not materialize and have slowed down due to Covid-19 pandemic. During the pandemic situation, further efforts are taken to revive the company as given below:

- a) The present CMD of TCIL (promoter Company) visited TTL premises on 02-04-2021 and also interacted with officials of TIDCO & Govt. of Tamilnadu and is keen on the revival of TTL.
- b) As the first step, electricity connection restoration has been processed and funds of Rs.4.83 lakh has been received from TCIL for payment of pending dues and restoration of HT connection.
- c) As TCIL management is keen on the revival of TTL and EoI was floated in the year 2021 for engaging Consultant to explore various revenue generation options. Consultant has been appointed for monetization of factory and factory premises. Based on the consultant report RFP no. TTL/RFP/ 21-22/CHENNAI/03 dated 29/12/2021 was floated through company website and newspaper advertisement for "Grant of Lease of the Manufacturing Facilities and Premises of TTL". The proposal is being taken to the approval of Board in their 176 Board meeting dt.20th May 2022.
- d) CGM (IT&OFC)/TCIL/HQ & CGM/Civil & BD/TCIL have been assigned a task of perusing business development opportunities for TTL in close co-ordination with TIDCO.
- e) As new Government has taken over in Tamilnadu, preferential order being pursued through TIDCO with new Government for Telecom infra Projects in Tamilnadu.

Considering the scope during the immediate future and TCIL's financial support the accounts have been prepared on going concern basis.

5. Land

- a) The Company is currently in possession of 2.42 acres of land acquired from CMDA. In respect of the said land Memorandum of Lease cum Sale Agreement has been entered and on completion of payment, the Company has executed Sale Deed and the same in original was surrendered to SBI, which is yet to be returned by SBI for which due clearances were received from all the banks of the consortium. The Company is following up with SBI, in this regard.
 - b) The Company is also in possession of 7.36 acres of free hold land of the Tamilnadu State Government. The cost of land determined by the Government in 2010 was paid by the Company. Land delivery receipt was issued to the Company by the Government. In the case of TN Government land, it is to be utilized for the purpose for which it is allotted.
6. As per Indian Accounting Standard 19 "Employee Benefits", the disclosures of Employee benefits are given below

A. Defined contribution Plan (Indian Rupees in Hundreds):

Contribution to Defined Contribution Plan, recognized as expense for the year are as under

Particulars	2021-22	2020-21
Employer's Contribution to Provident Fund	-	-
Employer's Contribution to Pension Scheme	-	-

Nil for the year 2021-22

Upto the year 2008-09 the Company has set up separate Trust for Provident Fund and has been contributing towards the same. In view of the fact that the Company is industrially sick as declared by erstwhile BIFR and its net worth has fully eroded, the Provident Fund Commissioner-I has withdrawn with effect from 01.04.2009 the relaxation order issued under Para 79 of the Employees' Provident Fund Scheme 1952, with a direction to remit the whole cash balance to Employees' Provident Fund (EPF) Account No.1 and the balance available in Special Deposit Account to Central Board of Trustees, Employees' Provident Fund. During the year the Company has followed the directions of the Provident Fund Commissioner-I and remitted the monthly contributions to the concerned Regional Provident Fund Commissioner.

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B. Defined Benefit Plan (All Figures in Rs. hundreds)

Gratuity (Un Funded)

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as of the balance sheet date. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

The following table set out the status of the gratuity plan as required under Ind AS 19

Service Cost:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Current Service Cost	15,189	15,907
Past Service Cost (including curtailment Gains/Losses)	0	0
Gains or losses on Non Routine settlements	0	0
Total	15,189	15,907

Net Interest Cost:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Interest Cost on Defined Benefit Obligation	23,967	26,689
Interest Income on Plan Assets	1,192	1,319
Net Interest Cost (Income)	22,774	25,369

Change in Present Value of Obligations:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening of defined benefit obligations	3,84,695	4,15,063
Service cost	15,189	15,907
Interest Cost	23,967	26,689
Benefit Paid	0	0
Actuarial (Gain)/Loss on total liabilities:	-8,789	5,367
- due to change in financial assumptions	-5,798	-14,101
- due to change in demographic assumptions	0	0
- due to experience variance	-2,990	19,468
Closing of defined benefit obligation	4,15,063	4,63,026

Change in Fair Value of Plan Assets:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening fair value of plan assets	19,136	20,514
Actual Return on Plan Assets	1,378	1,508
Employer Contribution	0	0
Benefit Paid	0	0
Closing fair value of plan assets	20,514	22,022

Actuarial (Gain)/Loss on Plan Asset:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Expected Interest Income	1,192	1,319
Actual Income on Plan Asset	1,378	1,508
Actuarial gain /(loss) on Assets	186	189

Other Comprehensive Income:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening amount recognized in OCI outside P&L account	0	0
Actuarial gain / (loss) on liabilities	8,789	(5,367)
Actuarial gain / (loss) on assets	186	189
Closing amount recognized in OCI outside P&L account	8,974	(5,179)

The amount to be recognized in Balance Sheet Statement:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Present Value of Obligations	4,15,063	4,63,026
Fair value of plan assets	20,514	22,022
Net Obligations	3,94,549	4,41,004
Amount not recognized due to asset limit	0	0
Net defined benefit liability / (assets) recognized in balance sheet	3,94,549	4,41,004

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Expense Recognized in Statement of Profit and Loss:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Service cost	15,189	15,907
Net Interest Cost	22,774	25,369
Expenses Recognized in the statement of Profit & Loss	37,964	41,277

Change in Net Defined Obligations:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening of Net defined benefit liability	3,65,559	3,94,549
Service cost	15,189	15,907
Net Interest Cost	22,774	25,369
Re-measurements	-8,974	5,179
Contribution paid to fund	0	0
Closing of Net defined benefit liability	3,94,549	4,41,004

Reconciliation of Expense in Profit and Loss Statement:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Present Value of Obligation as at the end of the year	4,15,063	4,63,026
Present Value of Obligation as at the beginning of the year	-3,84,695	-4,15,063
Benefit Paid	0	0
Actual Return on Assets	-1,378	-1,508
OCI	8,974	-5,179
Expenses Recognised in the Statement of Profit and Loss(*)	37,964	41,277

* Total Net Gratuity cost included in Note 22 amounts to Rs.41,277/- (Previous Year-Rs.37,964/-).

Reconciliation of Liability in Balance Sheet:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening net defined benefit liability / (asset)	3,65,559	3,94,459
Expense charged to profit and loss account	37,964	41,277
Amount recognized outside profit & loss account	0	0
Employer Contributions	0	0
OCI	-8,974	-5,178
Closing net defined benefit liability / (asset)(*)	3,94,549	4,41,004

* Total gratuity provision included in Note 12 and 17 amounts to Rs.4,41,004 (Previous year Rs. 3,94,549)

Note: The estimates of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is based on the valuation certified by the actuary.

C. Leave encashment (All Figures in Rs.)

The employees of the Company are entitled to compensate absence. The employees can carry forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence for a maximum of 240 days. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date based on actuarial valuations.

The following table set out the status of the Leave Benefit plan as required under Ind AS 19.

Service Cost:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Current Service Cost	5,800	6,031
Past Service Cost (including curtailment Gains/ Losses)	0	0
Gains or losses on Non Routine settlements	0	0
Total	5,800	6,031

Net Interest Cost:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Interest Cost on Defined Benefit Obligation	4,172	4,969
Interest Income on Plan Assets	0	0
Net Interest Cost (Income)	4,172	4,969

Change in Present Value of Obligations:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening of defined benefit obligations	66,959	77,276
Service cost	5,800	6,031
Interest Cost	4,172	4,969
Benefit Paid	0	0
Actuarial (Gain)/Loss on total liabilities:	346	6,234
- due to change in financial assumptions	-1,097	-2,916
- due to change in demographic assumptions	0	0
- due to experience changes	1,443	9,150
Closing of defined benefit obligation	77,276	94,509

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Change in Fair Value of Plan Assets:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening fair value of plan assets	0	0
Actual Return on Plan Assets	0	0
Employer Contribution	0	0
Benefit Paid	0	0
Closing fair value of plan assets	0	0

Actuarial (Gain)/Loss on Plan Asset:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Expected Interest Income	0	0
Actual Income on Plan Asset	0	0
Actuarial gain /(loss) on Assets	0	0

Other Comprehensive Income:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening amount recognized in OCI outside profit and loss account	N/A	N/A
Actuarial gain / (loss) on liabilities	N/A	N/A
Actuarial gain / (loss) on assets	N/A	N/A
Closing of amount recognized in OCI outside profit and loss account	N/A	N/A

Note:- As per paragraph 154 and 156 of IND AS 19, Actuarial gains and losses on other long term employee benefit plans continue to be required to be recognized through P&L.

The amount to be recognized in Balance Sheet Statement:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Present Value of Obligations	77,276	94,509
Fair value of plan assets	0	0
Net Obligations	77,276	94,509
Amount not recognized due to asset limit	0	0
Net defined benefit liability / (assets) recognized in balance sheet	77,276	94,509

Expense Recognized in Statement of Profit and Loss:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Service cost	5,800	6,031
Net Interest Cost	4,172	4,969
Net actuarial (gain)/ loss	346	6,234
Expenses Recognized in the statement of Profit & Loss	10,317	17,233

Note:- As per paragraph 154 and 156 of IND AS 19, Actuarial gains and losses on other long term employee benefit plans continue to be required to be recognized through P&L.

Change in Net Defined Obligations:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening of Net defined benefit liability	66,959	77,275
Service cost	5,800	6,031
Net Interest Cost	4,172	4,969
Re-measurements	346	6,234
Contribution paid to fund	0	0
Closing of Net defined benefit liability	77,276	94,509

Reconciliation of Expense in Profit and Loss Statement:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Present Value of Obligation as at the end of the year	77,276	94,509
Present Value of Obligation as at the beginning of the year	-66,959	-77,275
Benefit Paid	0	0
Actual Return on Assets	0	0
OCI	N/A	N/A
Expenses Recognised in the Statement of Profit and Loss(*)	10,317	17,233

* Total Leave Benefit cost included in Note 22 amounts to Rs. 17,233 (Previous Year Rs.10,317).

Reconciliation of Liability in Balance Sheet:

Particulars	All Figures in Indian Rupees in Hundreds	
	March 31, 2021	March 31, 2022
Opening net defined benefit liability / (asset)	66,959	77,275
Expense as above	10,317	17,233
Amount recognized outside profit & loss account	0	0
Employer Contributions	0	0
Closing net defined benefit liability / (asset)(*)	77,276	94,509

*Total Leave encashment provision included in Note 12 and amounting to Rs 94,509 (Previous year Rs.77,276).

TAMILNADU TELECOMMUNICATIONS LIMITED

7. a. Current Tax: No provision for income tax is made in view of the current year loss and the accumulated losses of previous years available for set off.
- b. Deferred tax: During the year, the Company has not accounted/taken the credit/charge for the deferred tax assets/liabilities. The excess of timing difference over the deferred tax liability has been ignored for want of reasonable certainty of the company making taxable income in the near future. Similarly, for the same reason, certain other provisions made in the earlier years have been ignored for creation of deferred tax asset. The accumulated losses and carried forward depreciation under the tax laws have been ignored for creating the deferred tax asset considering that there is no reasonable certainty of the company making taxable income in the future. The treatment noted above is in accordance with the Indian Accounting Standard 12 "Taxes on Income/ Income Taxes" notified under Section 133 of the companies Act, 2013.
8. Work-in-Progress under Inventories as on 31.03.2022 includes realizable scrap comprising short length cables, quality defects cables, excess production cables for operational reasons, type approval cables and disputed returned cables. The above items are saleable with further processing and re-testing to the same or other customers. Due provision is made in respect of non-moving/ slow moving WIP inventories wherever necessary.
9. a. The Componentization of Fixed Assets have already been done at the time of capitalization of Fixed Assets. Further Componentization of Fixed Assets, at present is not technically felt appropriate by the Company.
- b. As stipulated in Ind AS – 36, the company is of the view that assets employed in continuing business are capable of generating adequate returns over their useful life in the usual course of business. There is no indication to the company of impairment of any asset and accordingly the Management is of the view that no impairment provision is called for during the year.
10. The Company is manufacturing OF cables only and no other business was undertaken during the year 2021-22.
11. **Contingent Liabilities (Indian Rupees in Hundreds)**
- (a) Claims against the company not acknowledged as debt:**
- (i) Commercial Tax Department had demanded a sum of Rs.186,088 as Additional Sales Tax in respect of Financial Year 2000-2001 and 2001-2002 (up to November 2001). The company has obtained a Stay from Madras High Court against the collection of above demand by depositing a sum of Rs.75,000 with Commercial Tax Department as directed by the High Court while granting the stay. As the demand is disputed, the same is not provided for in the accounts. The case came up for hearing during November, 2011 and directions were issued to post the case along with the writ appeal before the Bench in another similar case where the judgment is in favour of the assessee. The writ petitions were heard by High Court, Madras, on 02-09-2015 and on 09-09-2015. On hearing the argument single Judge of High court Madras reserved the judgement. Orders are still not given by the Court.
- (ii) The Sales Tax department has demanded a sum of Rs. 22,950 during the financial year 2006-07 for non-submission of "C" Forms from BSNL / MTNL pertaining to AY 2001-02, 2002-03 and 2003-04. The Government has exempted "C" forms in respect of inter-state sales to BSNL / MTNL. The company has represented to the Department and also referred the matter to BSNL / MTNL. Next hearing date is not yet fixed.
- (iii) The Customs Authority has demanded an amount of Rs. 102,067 towards difference in classification of Optical Fibre during the year 2006-07. However, the order of the Commissioner of Customs has come in favour of the Company during the year 2009-10 dropping the proceedings. Department has gone for appeal against the order. The company has filed the Counter. The Tribunal vide its Final Order dated 19/12/2017 remanded the matter back to the Commissioner for fresh decision after the outcome of the case pending in Supreme Court on the issue of jurisdiction of DRI to issue the notice. As such, the issue has to be argued and decided afresh.
- (iv) There is a demand from IT department for Rs.17,747 towards short deduction of TDS against interest payable to TCIL. We have represented the case with IT Department.
-

- (v) Total penalty amounting to Rs. 47,766 is levied by BSE and NSE stock exchanges pursuant to non compliance with SEBI (Listing Obligations and Disclosure Requirements) during the year 2018-19 and Rs. 38,373 during the year 2019-20. The company has made written representation to the stock exchanges for waiver of this penalties.

(b) Guarantees (Indian Rupees in Hundreds)

Guarantees arranged by TCIL in favour of the Company and issued by Banks outstanding as at March 31, 2022 is Rs. 512,047/- including expired Bank Guarantees to the extent of Rs. 1,02,169. (previous year Rs. 5,12,047 including expired Bank Guarantees to the extent of Rs. 1,02,169)

(Indian Rupees in Hundreds)

12. The Sales Tax department has demanded a sum of Rs. 45,835/- during the financial year 2018-19 pertaining to the years 2011-12 to 2015-16 for Tax on non-submission of C forms Rs.14,354/-, ITC Reversal for CST sales without C forms Rs. 27,793/-, Tax on cross verification of buyer and seller Rs.3,430/- and TN vat 14.50% on disposal of movable assets Rs. 257/-. Provision for the same has been made in the books of accounts.
13. Commitments
- (a) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for during the year is Rs. 'Nil' (previous year Rs. 'Nil').
- (b) Uncalled liability on shares and other investments which are partly paid up during the year is Rs.'Nil' (previous year Rs.'Nil')
14. The Company has no long term operating lease. No financial lease has been availed during the year.

(Indian Rupees in Hundreds)

15. A demand was raised by Income Tax Department towards tax to be deducted at source on Royalty amounting to Rs.25,422 (for the years 2000-01 & 2001-02). The company, has however, paid the entire amount of demand, out of which Rs. 21,937 is kept as recoverable. Appeal filed by the company for the above is pending in the Tribunal.
16. A writ petition has been filed by the Company in Madras High Court during the year 2008 against BSNL for reducing the awarded rate during the scheduled delivery period, in one of their orders without giving effect to BSNL's amendment to the 'Fall clause' applicable from 01.08.2005. BSNL has rejected and returned the differential claim invoice of the company for Rs.1,39,913. The case was disposed off by Madras High Court.

(Indian Rupees in Hundreds)

17. Earnings per share

Particulars	2021-22	2020-21
Net Profit / (Loss) after tax as per the Statement of Profit & Loss (Rs.)	(10,49,54,786)	(9,89,26,117)
Weighted average number of equity shares used as denominator for calculating EPS	4,56,76,200	4,56,76,200
Basic and diluted earnings per share (Rs.)	-2.30	-2.17
Face value per equity share (Rs.)	10	10

18. (i) A civil suit has been filed by the company in Delhi High court on 31.03.2011 to stay the Advance Purchase Order issued by BSNL, HQ for supply of 42000 KMs of OFC. This is in addition to the purchase order issued during January, 2011 for supply of 18000 KMs. The order for OFC supply is with Nylon 12 jacketing and subsequently BSNL has changed the specification with HDPE Double sheathing. During the year 2011-12 BSNL has floated tender for 42000 KMs with the new specification. Initially the case was filed in Delhi High Court against the APO. Now the matter is transferred from Delhi High court to District court (Patiala House) for deciding the APO. Now the matter is in progress The next hearing date is not fixed.
- (ii) The Company has invoked Arbitration Clause during the year 2014-15 in respect of BSNL's short closure of the PO for supply of 18000 kms. The case is in progress under the Supreme Court of India. The next hearing date is not fixed.

TAMILNADU TELECOMMUNICATIONS LIMITED

19. The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosure relating to amounts unpaid as at the year- end together with interest paid / payable under this Act could not be ascertained.
20. Related Party Disclosures: Disclosures as required by the Ind AS-24 "Related Party Disclosures" are as given below:

List of Related Parties:

Associate Companies

1. Fujikura Ltd., Japan, Technical Collaborator & Equity Partner
2. Telecommunications Consultants India Ltd., (including fellow subsidiaries), Equity Partner

Key Managerial Personnel

1. Shri. J. Ramesh Kannan, Managing Director & C.F.O (from 25.08.2021)
2. Smt. Swapnil Gupta, Manager (CS) (from 13.02.2019)

Transaction with Related Parties

(Rupees in Hundreds)

Name of the Transaction	Associate Companies				Key Management Personnel	
	Fujikura Ltd. Japan		TCIL(including fellow subsidiaries)		2021-22	2020-21
	2021-22	2020-21	2021-22	2020-21		
01. Purchase of Raw Material / Capital Goods	-	-	-	-	-	-
02. Managerial Remuneration		-	-	-	98,513	76,469
03. Gratuity receivable for deputed TTL employees	-	-	51,303	29,193	-	-
04. Trade receivable (Net off provision for doubtful debts)	-	-	198,646*	198,646*	-	-
05. Outstanding Balances including supply credits As on 31st March	2,00,306*	1,98,071*	115,21,608	1,06,75,548	-	-
06. Secured Loans as on 31st March	-	-	20,59,683	19,43,324	--	--

* Movement in balance includes exchange rate fluctuation

21. There is no reportable operating segment in terms of Paragraph number 13 of Ind AS 108 – Operating Segments.

(Indian Rupees in Hundreds)

22. In view of the commitment by the company to pay Telecommunications Consultants India Limited (the holding company) on demand basis, the company has taken a conservative approach to reflect the amount due of Rs.135,81,291 at book value and not at fair value. Further since the aforesaid financial liabilities are current in nature there would only be an immaterial finance cost/income involved, on account of restatement of the balances to fair value.
23. On 16.08.2021, theft took place in the Electrical Substation of the company's factory located at Maraimalainagar, Chengalpattu District. Bus bars and accessories were stolen from two transformers, HT & LT panels and the electrical substation unit is in a damaged condition. A complaint has been filed in the local police station against which an FIR copy

is also received. The company has also submitted for insurance claim with the Insurance company and it is in process. The valuation for the insurance claim was done by a professional Valuer, who has given an estimated valuation of Rs.48,97,028/- for the assets that were stolen. The same has been claimed for insurance, however there is no confirmation in this regard from the New India Assurance Company till date.

24. Figures are rounded off to nearest rupee.
25. Figures of previous year have been regrouped/rearranged, wherever necessary, to conform to the current year's classification.
26. Particulars of Imports, Consumption etc.,
- (a) Value of imports during the year - CIF Basis is nil (previous year nil)
 - (b) Expenditure in foreign currency during the year (on payment basis) is nil.(previous year nil)
 - (c) Consumption of imported and indigenous raw materials, spare parts and components is nil. (previous year nil)
 - (d) Amount remitted in foreign currency during the year is nil. (previous year nil)
 - (e) Earnings in Foreign exchange (on realisation basis) is nil. (previous year nil)
 - (f) Dividends proposed to be distributed is nil.(previous year nil)
 - (g) Raw Materials Consumed is nil.(previous year nil)
 - (h) Amount payable / receivable in Foreign Currency (unhedged) on account of the following:

(Rupees in Hundreds)

Particulars	2021-22		2020-21	
	Foreign Currency	Amount	Foreign Currency	Amount
Import creditors / Technology transfer fee	USD 191,690.00	1,45,148	USD 191,690.00	1,40,863
Export Debtors	USD 24,522.29	18,568	USD 24,522.29	18,020

As per our report of even date attached
For R Bupathy & Co.
Chartered Accountants
Firm Regn No. 000525S

For and on behalf of Board of Directors

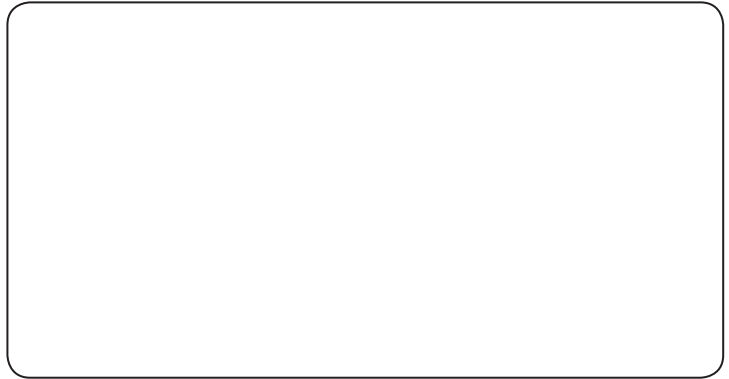
CA V Thiagarajan
Partner
Membership No. 203328

J.Ramesh Kannan
Managing Director & CFO

D.Porpathasekaran
Director

Place : Chennai
Date : 20.05.2022
UDIN : 22203328AJTZNI8697

Swapnil Gupta
CS



**If undelivered please return to:
TAMILNADU TELECOMMUNICATIONS LIMITED
No.16, 1st Floor, Aziz Mulk 3rd Street,
Thousand Lights, Chennai – 600 006.**