

HIMANSHU SHARMA & ASSOCIATES

Company Secretaries

**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 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:

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(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 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

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			<p>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.</p>
2	<p>Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>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</p>	<p>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.</p>

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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:

Sr . No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
	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.

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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.

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 & associates
Company Secretaries**

**Himanshu Sharma
M.No: F9529
COP No: 11553**

Date: 30/05/2022

Place: Delhi

UDIN Number: F009529D000436989

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