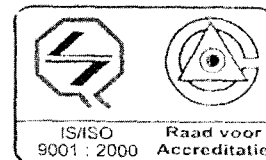




TAMILNADU TELECOMMUNICATIONS LIMITED

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

OPTICAL FIBRE CABLE DIVISION



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

TTL/CS/2019-20

19.06.2019

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

SUB: Submission of Annual Secretarial Compliance Report for Financial Year ended March 31, 2019 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015.

With reference to the above, please find enclosed herewith the copy of the Annual Secretarial Compliance Report for Financial Year ended March 31, 2019 issued by M/s. Jeevan Jyoti Nayak & Associates Secretarial Auditors of the Company pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

This is for your information and record.

Thanking you,

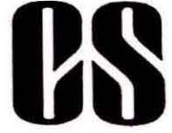
Yours faithfully,
For TAMILNADU TELECOMMUNICATIONS LIMITED,

(Swapnil Gupta)
Company Secretary

Registered Office : No.16, 1st Floor, Aziz Mulk 3rd Street, Thousand Lights, Chennai - 600 006.

Phone : (044) 28292653

JEEVANJYOTI NAYAK & ASSOCIATES
C O M P A N Y S E C R E T A R I E S



Annual Secretarial Compliance Report of Tamilnadu Telecommunications Limited for the year ended 31st March 2019

We, Jeevanjyoti Nayak & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Tamilnadu Telecommunications Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2019 ("Review Period") compliance with respect to provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and based on the above examination, We hereby report that, during the Review Period:

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



Regd. Office: Mumbai- B- 40, Sector- 6, New Panvel, Navi Mumbai, Maharashtra, Pin- 410206

Voice – 09930268486, 09619095567, E mail - jeevanjyotinayak224@gmail.com

Other Offices: Bangalore- 156/8, Bhagvati Layout, 17th Cross, Hulimavu, B.G Road, Bangalore-560076

Chennai- No. 16/25B, (First Floor) Second Street, Venkatratnam Nagar Extn, Adayar, Chennai- 600020

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1) (b), 18 (1), 19(1) and 25 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance of Regulation 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Due to non-appointment of Independent Directors, the Company has not complied with Regulations 17(1) (b), 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of minimum number of Independent Directors in the Board, Constitution of Audit Committee and conducting a separate meeting of Independent Directors respectively.
2	Regulation 17(1) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance of Regulation 17(1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	The Company has not complied with Regulation 17(1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of having woman director in the Board.
3	Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance of Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not complied with Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of appointment of Company Secretary as Compliance Officer of the Company till 21.01.2019 during the period under review.
4	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 has not complied with 46 (2) (b), (c), (e) (f) (g) and (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information in the website of the Company.
5	Regulation 9, 17(9), 30(4)(iii) & 30(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance of Regulation 9, 17(9), 30(4)(iii) & 30(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not complied Regulation 9, 17(9), 30(4)(iii) & 30(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of Framing Policy for preservation of documents, Risk assessment and minimization procedures, Policy for determination of materiality of the disclosure of events and information and Archival Policy.
6	Regulation 8 of SEBI(PIT) Regulations,2015	The company has not framed and published in its official website regarding code of practices and procedures for fair disclosure of unpublished price sensitive information as required Regulation 8 of SEBI (PIT) Regulations, 2015.	It is observed from the Website of the Company that the company has not framed and published in its official website any code of practices and procedures for fair disclosure of unpublished price sensitive information as required Regulation 8 of SEBI (PIT) Regulations, 2015 and same needs to be complied by the Company.
7	Regulation 9 of SEBI (PIT) Regulations, 2015	The company has not framed any such Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons for dealing with Company's securities.	Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons for dealing with Company's securities needs to be framed by the Board of Directors of the Company to comply Regulation 9 of SEBI (PIT) Regulations, 2015.

(c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.



(d) The following are the details of actions taken against the listed entity/ its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:


Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	Stock Exchange (NSE & BSE)	Non Compliance with provisions of Regulation 17(1), 18(1), 19(1)/(2) and 20(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on September 30, 2018.	Fine of Rs.11,94,160/- (including GST) each was imposed by both National Stock Exchange of India Limited and BSE Limited respectively.	The company has not paid the fine amount to stock Exchanges and only submitted necessary replies in this regard.

(e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

Date : 18.06.2019
Place: Chennai

For Jeevanjyoti Nayak & Associates
Company Secretaries
(ICSI Reg. No. S2016MH423600)


Jeevanjyoti Nayak
Proprietor
M. No. A39658
CP No. 17143