


TAMILNADU TELECOMMUNICATIONS LIMITED

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

OPTICAL FIBRE CABLE DIVISION


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

TTL/NSE/BSE/2023-24
Dt. 22.05.2024

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

**SUB: Submission of Annual Secretarial Compliance Report for the year ended
March 31, 2024**

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by M/s Tarun Saini & Associates, Practicing Company Secretaries.

Submitted for record please.

Thanking you,
Yours faithfully,

(J Ramesh Kannan)
Managing Director
DIN 09292181
Encl. as above

TARUN SAINI & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF
Tamilnadu Telecommunications Limited
For the financial year ended on the 31st day of March 2024
UDIN: F011067F000495837

I, Tarun Saini, practicing Company Secretary, from Tarun Saini & Associates, (A Peer Reviewed Firm from ICSI), a firm of practicing Company Secretaries, 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 BSE Limited and National Stock Exchange of India Limited (hereinafter to be referred to as "Stock Exchanges"),
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st day of March 2024 ("Review Period") in respect of compliance with the 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 thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations");
- 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 (Buyback of Securities) Regulations, 2018; **Not Applicable during the reporting period**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **NOT Applicable during the reporting period**

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- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the reporting period**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients to the extent of securities issued.

And circulars/ guidelines issued thereunder;

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 thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
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	N.A.	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	N.A.	N.A.	N.A.	N.A.	Due to non-appointment of 18 (1), 19(1) and 25 (3) of the Securities and Exchange Board of India Independent Directors in the Board, Constitution of Audit Committee Independent Directors respectively.	Since the Company is a subsidiary of TCIL which is a government of India Enterprise under the Ministry of Communications, the	N.A.

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										independent directors of the company are appointed by the Administrative Ministry (Ministry Communications). In view of the above, Company has been repeatedly requesting through TCIL to the Ministry Communications for making the Composition of the Board of the director as per Company Act 2013 and SEBI LODR 2015. Being a Govt.
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						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.
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- c. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of 	Yes	None

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	<p>directors of the listed entities.</p> <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 		
3.	<p><u>Maintenance and disclosures on the Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web links provided in annual corporate governance reports under Regulation 27(2) SEBI Listing Regulations are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	<p>None</p> <p>The company has Separate Section on the website. A few information companies is in the process of posting on the website in separate Sections. .</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None

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5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>a) Identification of material subsidiary companies.</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	None
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently</p>	Yes	None
		Yes	None,.

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	approved/ratified/rejected by the audit committee.		
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity complies with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or)</p> <p>The actions taken against the listed</p>	N.A.	No action(s) has been taken against the listed entity/ its promoters and directors either by SEBI or by Stock Exchanges.

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	entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the above mentioned column (Please refer point (a) and (b) above)		
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of the resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and /or its material subsidiary (ies) has /have complied with paragraph 6.1 and 6.2 of sections V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities.	N.A.	The auditor has not resigned during the financial year 2023-24. Further, the Company has no material subsidiary.
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc except as reported above.	N.A.	No non-compliance was observed for any SEBI regulation/circular/guidance note etc.

Place: New Delhi Date: 30/05/2024	<p style="text-align: right;">For Tarun Saini & associates Company Secretaries (A Peer review Firm)</p> <p style="text-align: right;">TARUN SAINI <small>Digitally signed by TARUN SAINI Date: 2024.05.30 12:54:03 +05'30'</small></p> <p style="text-align: right;">Tarun Saini Membership No: 11067 COP No.: 11990</p>
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