

HIMANSHU SHARMA & ASSOCIATES

Company Secretaries

**Annual Secretarial Compliance Report of Tamilnadu Telecommunications Limited for the
Year ended 31st March 2021**

UDIN No: F009529C000560684

I, Himanshu Sharma, practicing Company secretary, form Himanshu Sharma & 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 31stMarch, 2021 (" 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 the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic:

- (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; (Not applicable to Company for the period under review)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to Company for the period under review)

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(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to Company for the period under review)

(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, I 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:-

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(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 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 under the

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			Ministry of Communications, the independent directors of company are appointed by the Administrative Ministry (Ministry of Communications). In view of above, Company has been repeatedly requesting through TCII to the Ministry of Communications for making Composition of Board of 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 process to update its website as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of disclosing information in the website of the Company. Despite the said Company Website is not up to date as per Regulation 46.

- (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.

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:

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Company has not submitted Certificate under Reg.40 (9), (10) of SEBI (LODR) Regulations 2015 for Half Year ended March 2020, and September, 2020

*The Company has received letters for imposing fine as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 for 31st March in relation to **Regulation 17(1)** Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director, **Regulation 17(2A)** Non-compliance with the requirements pertaining to quorum of Board meetings, **Regulation 18(1)** Non-compliance with the constitution of audit committee, **Regulation 19(1)/ 19(2)** Non-compliance with the constitution of nomination and remuneration committee **Regulation 20(2)/(2A)** , Non-compliance with the constitution of stakeholder relationship committee, **Regulation 34** Non-submission of the Annual Report within the period prescribed under this regulation ((F.Y ended March 2020), **Regulation 6(1)** Non-compliance with requirement to appoint a qualified company secretary as the compliance officer, Non-compliance with requirement to appoint share transfer agent **Regulation 7(1)** , Non-compliance with disclosure of related party transactions on consolidated basis (Regulation 23 ((9). Company in response of the said submitted That Company has women director in the Board. Further Company is a subsidiary of TCIL which is a Government of India Enterprise under the Ministry of Communications, the independent directors of company are appointed by the Administrative Ministry (Ministry of Communications).In view of above, Company has been repeatedly requesting through TCIL to the Ministry of Communications for making Composition of Board of 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. Company has intimated the said to Both BSE and NSE. Further there are no related party transactions on consolidated basis and this is already intimated to BSE and NSE. Company has qualified Company secretary as the Compliance officer. Further Company has already Share transfer Agent. It is observed that despite financial issue, Company is in process to comply all applicable rule and regulation.*

*Company has received letter of fine under **Regulation 23 (9)** Non-compliance with disclosure of related party transactions on consolidated basis. As company has no specific related party transaction, hence Company is not making said Compliance. Company has also written to BSE and NSE for the waiver of the same on the ground that Company has not entered any significant related aprty transaction. Company has also assured to comply this in future despite non applicability.*

Company has made written representation in respect to non compliance to BSE and NSE.

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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 fine and penalty.

Company has laid down all the letter received from NSE and BSE in their Board meeting for detailed discussion and after that company is taking proper action on the said .

Company despite Covid -19 and Lockdown are doing their best effort to ensure compliance on time.

- (d) Company has informed to the exchange the reasonable reason for delay. Company has also given a declaration that they are in process of replying all pending deficiency pending at Stock Exchange which company is not able to remove due to COVID-19 Lockdown and financial viability of the Company.
- (e) Company's representation for waiver of fine for Regulation of SEBI (LODR) Regulation, 2015 For March 2020 in relation to Reg. 13(3) - Investor Complaints and Reg. 31 - Shareholding Pattern was placed before the "Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)". And company's request for waiver of the fine has been approved by Stock Exchange. **Further company is making proper follow up in relation to notice of violation and fine received from NSE and BSE. Further fine Levied for September 19, March 2020, June 2020, September 2020 in relation to** Non-compliance with requirement to appoint share transfer agent has been waived.

Further Company is in process of making impact evaluation due to COVID 19 and Lockdown.

- (f) 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
				Observation provided below In detail

Company is taking step for ensuring composition of board of director and Composition of Committee. Since Company is a subsidiary of TCII which is a Government of India Enterprise under the Ministry of Communications, the independent directors of company are appointed by the Administrative Ministry (Ministry of Communications). In view of above, Company has been repeatedly requesting through TCII to the Ministry of Communications for making Composition of Board of director as per Company Act 2013 and SEBI LODR

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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 all norms/direction in relation to Confidentiality Norms, best professional Standards and Practice 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 under 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 there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on 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.

Due to the pandemic caused by COVID-19 and prevailing lockdowns/ restrictions on movement of people imposed by the Government, for the purpose of issuing this report we have conducted our audit remotely based on the records and information made available to us by the Company electronically.

**For Himanshu Sharma & associates
Company Secretaries**

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

Date: 30/06/2021

Place: New Delhi

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