


**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. 30.05.2022**

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

**SUB: Submission of Annual Secretarial Compliance Report for the year ended  
March 31, 2023**

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, 2023, issued by M/s Tarun Saini & Associates, Practicing Company Secretaries.

Submitted for record please.

Thanking you,  
Yours faithfully,

JACRIYAS  
RAMESHKA  
NNAN

Digitally signed by  
JACRIYAS  
RAMESHKANNAN  
Date: 2023.05.30  
18:58:39 +05'30'

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

# TARUN SAINI & ASSOCIATES

## COMPANY SECRETARIES

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### **Annual Secretarial Compliance Report of Tamilnadu Telecommunications Limited for the year ended 31<sup>st</sup> March 2023**

I, Tarun Saini , practicing Company Secretary, from Tarun Saini & Associates, ( A Peer Reviewed Firm From ICSI) 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 31<sup>st</sup> March 2023 (" 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 there under; and
  - B. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, and 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; 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

**10/58,LGF, VIKAM VIHAR, LAJPAT NAGAR-IV, NEW DELHI-110024**  
**E-mail: acstarunsaini@gmail.com; Contact No. +91-9899977756**

(a) The listed entity has complied with the provisions of the above mentioned 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(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

			<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> <p>Please read attached letter in relation to appointment of Non-Official Directors on the Board of TNTL.</p>
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2	<b>Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	<b>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</b>	<b>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 and for this instructed its PCS to do all the needful in this Regards.</b>
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- (a) 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: Company has ensured its best to make proper compliances of all applicable laws

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

Sr . N o.	Action taken by Company	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	Company has make reply to BSE as well as NSE in this regards	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	NO action taken	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. Please read attached letter in relation to appointment of Non-

				Official Directors on the Board of TNTL.
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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. Company has Women Director, Nominee Director and has proper Optimal Combination except Independent Director.

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 there under 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 Tarun Saini & associates  
Company Secretaries (A Peer review Firm )**

**Tarun Saini** Digitally signed by Tarun Saini  
Date: 2023.05.30 19:14:13  
+05'30'

**Tarun Saini  
M.No: 11067  
COP No: 11990**

Date: 30/05/2023

Place: New Delhi

UDIN Number: **F011067E00042**



**No. E-5-1/2022-PSA**  
**Government of India**  
**Ministry of Communications**  
▶ Department of Telecommunications ▶  
Sanchar Bhawan, 20 Ashoka Road, New Delhi-110001

Dated: 16<sup>th</sup> August, 2022

To

**Sh. Vishal Kohli,**  
**General Manager (CS&L),**  
**Telecommunications Consultants**  
**India Ltd.,**  
**TCIL Bhavan, Greater Kailash-1,**  
**New Delhi-110048.**

**Sub.: Appointment of Non-official Directors on the Board of Tamilnadu Telecommunications Limited (Subsidiary Company) of TCIL and TIDCO.**

**Ref.: TCIL letter No. TCIL/19/DOT/SECTT/JV-TTL/21 dated 24.12.2021.**

Sir,

I am directed to refer to your letter under reference on the above mentioned subject and to say that the proposal was submitted for consideration of the Appointments Committee of the Cabinet (ACC). The Competent Authority has, however, returned the instant proposal.

Yours faithfully,



**(S. K. Biswas)**

Under Secretary to the Govt. of India  
Tel. No.23036190