

**MINUTES OF THE THIRTY SECOND (32<sup>nd</sup>) ANNUAL GENERAL MEETING OF TAMIL NADU TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED HELD ON FRIDAY, 18.12.2020 AT 11:30 AM AT TCIL BHAWAN, GREATER KAILASH 1, NEW DELHI-110048 THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM')**

The following were present:

- |                         |   |                                    |
|-------------------------|---|------------------------------------|
| 1. Shri Kamendra Kumar  | - | Chairman                           |
| 2. Shri B.Ramakrishnan  | - | Director & Representative of TIDCO |
| 3. Shri P.V.Sreekanth   | - | Managing Director                  |
| 4. Ms. Leena Rajput     | - | Representative of TCIL             |
| 5. Shri Ajay Tehran     | - | Representative of Fujikura         |
| Total number of members | - | 39                                 |
| In attendance           |   |                                    |
| 6. Shri J. Ramesh Kanan | - | Chief Financial Officer            |
| 7. Ms. Swapnil Gupta    | - | Company Secretary                  |
| 8. Shri Himanshu Sharma | - | Secretarial Auditors               |

Shri Kamendra Kumar, Chairman presided over the meeting. After ascertaining the quorum, the Chairman called the meeting to order. The members present at the AGM through Audio Visual Means were briefed about methodology of communication, raising queries etc through audio visual means and e-voting.

The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in this regard, and other social distancing norms in view of the global outbreak of the COVID-19 pandemic.

In terms of the General Circular(s) issued by the Ministry of Corporate Affairs (MCA) and in compliance with provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Anthem 'Tamil Thaa Vazhu' was played as mark of respect. After the anthem, Mr. P.V.Sreekanth Managing Director formally welcomed Chairman, Board of Directors, Directors of TIDCO, representative of M/s Fujikura, M/s TCIL and Secretarial Auditors Cum Scrutinizer. Except Mrs. Shivalini Sinha was in quarantine due to Covid infection and Mr. B. Elangovan could not connect due to remote location and weather conditions, Rest directors of the Company were present at the Meeting through VC from their respective locations.

P.V. Sreekanth

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4

At the outset, Chairman welcomed all the participants of Thirty Second (32<sup>nd</sup>) Annual General Meeting of the Company and read the speech highlighting the operations & prospects of the Company. Shri.Kamendra Kumar, Chairman informed that the Notice convening the meeting and the Directors' Report already issued to the members and with the permission of the members present, the notice convening the meeting and the Audited Financial Statements, Boards' Report and Reports of the Auditors and other annexure thereon were taken as read and approved.

Thereafter, the following business was transacted.

**ITEM NO. 1. ADOPTION OF THE AUDITED ACCOUNTS COMPRISING OF BALANCE SHEET OF THE COMPANY AS AT MARCH 31, 2020 AND THE STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED ON THAT DATE**

On the motion of Shri B.Ramakrisnan, Member and Seconded by Shri Ajay Tehran, Member the following resolution was passed unanimously as Ordinary Resolution.

**"RESOLVED THAT** the Audited Financial Statements of the Company for the year ended March 31, 2020, which comprise the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted".

**ITEM NO. 2. RE-APPOINTMENT OF SHRI KAMENDRA KUMAR DIRECTOR RETIRING BY ROTATION**

On the motion of Ms. Leena Rajput, Member and Seconded by Shri Ajay Tehran, Member the following resolution was passed unanimously as Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri. Kamendra Kumar (DIN 07578257), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**ITEM NO. 3. RE-APPOINTMENT OF SHRI B.RAMAKRISHNAN DIRECTOR RETIRING BY ROTATION**

P.V. Sankar

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On the motion of Shri P.V.Srekanth, Member and Seconded by Shri B. Ajay Tehran, Member the following resolution was passed unanimously as Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri. B. Ramakrishnan, (DIN 00182214), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**ITEM NO. 4. TO FIX THE REMUNERATION OF THE STATUTORY AUDITORS FOR THE FINANCIAL YEAR 2020-21**

Shri.B.Ramakrishnan proposed and seconded by Ms. Leena Rajput and the following resolution was passed as an ordinary resolution:

**"RESOLVED THAT** the fee for the Statutory Audit be and is hereby approved at Rs.1,00,000/- (One Lac only) plus applicable taxes for the year 2020-21 to the M/s R.Bupathy & Co., Chartered Accountants, Chennai, as Statutory Auditors of the Company."

**RESOLVED FURTHER THAT** the Company Secretary or any Director of the Company be and is hereby authorized to do all such acts, deeds, matters, things & writings as may deem fit, proper, expedient or necessary to give effect to the said resolution."

**ITEM NO. 5. REGULARIZATION OF THE APPOINTMENT OF MR. P.V.SREEKANTH AS MANAGING DIRECTOR OF THE COMPANY**

Mrs Leena Rajput, Member and Seconded by Shri B. Ramakrishnan, Member the following resolution was passed as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof for the time being in force), Shri P. V. Sreekanth, (DIN 08610244) who was appointed as an Additional Director w.e.f. 14.11.2019 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be & is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

The Chairman/CS invited the Members to express their views, seek clarifications and ask questions on operations and financial performance of the Company and related

P.V. Srekanth

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9

matters. The Managing Director along with the Management team responded to all the queries raised by the speaker shareholders.

The Chairman thanked the Members for attending and participating in the AGM through VC/OAVM. There being no other business, the meeting ended with a vote of thanks to the Chair. Managing Director proposed vote of thanks & gave heartily wishes for upcoming year and well being of all. The meeting concluded with National Anthem.

  
(KAMENDRA KUMAR)

CHAIRMAN

TAMILNADU TELECOMMUNICATIONS LIMITED

DT.

15/01/21

NEW DELHI

P.V. Subramanian