

Tamilnadu Telecommunications Limited

Route Map of the venue of the meeting



31st Annual Report
2018-19

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Board of Directors	Shri.Rajiv Gupta	(DIN: 06993918)	- Chairman and Director
	Shri.Sanjeev Kumar Kesari	(DIN: 08082217)	- Managing Director
	Shri.Kamendra Kumar	(DIN: 07578257)	- Director
	Shri.B.Elangovan	(DIN:00133452)	- Director
	Shri.B.Ramakrishnan	(DIN:00182214)	- Director
	Shri V.Arun Roy	(DIN: 01726117)	- Director
	Mrs. Shivalini Sinha	(DIN: 08469902)	- Director
Company Secretary	: Ms. Swapnil Gupta		
Chief Financial Officer	: Shri. J Ramesh Kannan		
Registered Office	: No.16, 1st Floor, Aziz Mulk 3rd Street, Thousand Lights, Chennai – 600 006 CIN : L32201TN1988PLC015705 Telefax : 044-28292653, Website : www.ttllofc.in		
Factory	: E 18B – E24, CMDA Industrial Complex, Maraimalainagar – 603 209, Tamilnadu		
Auditors	: M/s. R.Bupathy & Co., Chartered Accountants, 'Vibgyor', First Floor, # 139, Kodambakkam High Road, Chennai – 600034.		
Secretarial Auditors	: Shri. Jeevan Jyoti Nayak, M/s. Jeevan Jyoti Nayak & Associates, Practicing Company Secretaries, office No 16/25 B (First floor) Second street Venkataratnam Nagar Extension, Chennai - 600 020.		
Promoters	: Telecommunications Consultants India Limited, 'TCIL BHAWAN', Greater Kailash – I, New Delhi – 110 048 Tamilnadu Industrial Development Corporation Limited, 19-A, Rukmani Lakshmipathy Road, Egmore, Chennai – 600 008.		
Registrar & Share Transfer Agents	: Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai – 600 002. Phone : 044 – 28460390		

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form may register their email Id by informing the same to the Company or its R&T Agent.

- Note :
1. No Gifts / Coupons will be distributed at the meeting
 2. Please bring your copy of the enclosed Annual Report to the meeting

TAMILNADU TELECOMMUNICATIONS LIMITED

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Tamilnadu Telecommunications Limited is to be held at 11.30 a.m. on Friday, 27th September 2019 in the Mylapore Fine Arts Club, 45 Musiri Subramaniam Road, Mylapore, Chennai-600004, to transact the following business.

Ordinary Business

01. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2019 including the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors' Report thereon.
02. To appoint a Director in place of Shri. Rajiv Gupta (DIN 06993918), who retires by rotation and being eligible, offers himself for re-appointment.
03. To appoint a Director in place of Shri. B. Elangovan (DIN 00133452), who retires by rotation and being eligible, offers himself for re-appointment.
04. To fix the remuneration of the Statutory Auditors for the financial year 2019-20. To consider and, if thought fit, to pass with or without modification(s), the following Resolution 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 2019-20 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 also 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."

Special Business

05. To consider and approve the regularization of the appointment of Shri Kamendra Kumar as Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution 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 thereunder (including any statutory modification or re-enactment thereof for the time being in force), Shri Kamendra Kumar, (DIN: 07578257) who was appointed as an Additional Director w.e.f. 19.11.2018 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."

06. To consider and approve the regularization of the appointment of Mrs. Shivalini Sinha as Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution 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 thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mrs. Shivalini Sinha, (DIN: 08469902) who was appointed as an Additional Director w.e.f. 02.06.2019 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."

By order of the Board
For **TAMILNADU TELECOMMUNICATIONS LIMITED**

Place: Chennai
Date: 06.09.2019

Sanjeev Kumar Kesari
Managing Director
(DIN 08082217)

To

1. All the members of the Company
2. Statutory Auditors
3. Secretarial Auditors

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at

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- the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/Proxies and Authorized representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
 3. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 4. The Company's Registrar and Share Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Cameo Corporate services Limited , having their office premises at "Subramanian Building" 5th Floor, No.1, Club House Road, Chennai – 600 002, Email : cameo@cameoindia.com Phone : 044-28460390 Fax : 044-28460129. The Register of Members and Transfer Books of the Company will be closed from 21st September 2019 to 27th September 2019 (both days inclusive).
 5. Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, transfer and Refund) Rules, 2016 as amended, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF) administered by the Central Government. As on date, there are no unclaimed dividends.
 6. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company along with the proof thereof.
 7. Members holding shares in physical form are requested to advise any change of address and are also to submit their specimen signatures duly attested by their Bank immediately to the Company. Members holding shares electronically in dematerialized form must advise any change of address to their respective Depository Participant.
 8. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules thereon. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to M/s. Cameo Corporate Services Ltd, at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
 9. Members holding shares in physical form requested to intimate any change of bank mandate to M/s. Cameo Corporate Services Ltd / to the Company immediately.
 10. SEBI vide notification No. SEBI/LD-NRO/GN/2018/24 dated June 8, 2018, has amended Regulation 40 of Listing Regulations, mandating transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) which shall be effective April 1, 2019. Accordingly requests for transfer of securities of listed entities shall not be processed unless the securities are held dematerialised form with depositories. In view of the same Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.
 11. Pursuant to regulation 44 of the SEBI Listing Regulations, 2015, read with Section 108 of the Companies Act, 2013, and the relevant Rules, the Company has entered into an arrangement with CDSL to facilitate the members to exercise their right to vote at the AGM by electronic means. Instructions for exercise of voting rights by electronic means are furnished separately in the Annual Report.
 12. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Cameo Corporate Services Ltd, cannot act on any request received directly from the members holding shares in electronic form for any change in the bank particular or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
 13. Members are requested to:
 - (i) intimate to the Company's Registrar and Transfer Agents, M/s. Cameo Corporate Services Ltd, at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - (ii) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
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- (iii) quote their folio numbers/Client ID/DP ID in all correspondence;
- (iv) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

14. Particulars of the Directors seeking re-appointment in the forthcoming AGM Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. Shri Rajiv Gupta, aged 58 years has been in the Board of the Company since April 2017. He is a B.Sc. (Engg) from Delhi College of Engineering, Delhi in 1982, and P.G. Diploma in Management in Public Policy & Management from MDI, Gurgaon. He has got more than 30 years of experience in different fields of Telecom. He holds NIL shares in TTL. The details of Directorships / Committee Membership in other companies.

Name of the Companies	Nature of Interest
Intelligent Communications Systems India Ltd	Director
TBL International Limited	Director
TCILBina Toll Road Limited	Director
TCIL Lakhnadone Toll Road Limited	Director
Bharti Hexacom Limited	Director
Telecommunications Consultants India Limited	Director

B. Shri.B.Elangovan, aged 55 years has been in the Board of the Company since December 2008. He is a Master Degree holder in Mechanical Engineering and has rich technical experience. He holds NIL shares in TTL. The details of Directorships / Committee Membership in other companies.

Name of the Companies	Nature of Interest
Southern Petrochemical Industries corporation Limited	Nominee Director
Jayamkondam Lignite Power Corporation Limited	Nominee Director
Arkonam Castings and Forgings Limited	Nominee Director
Tamilnadu Trade Promotion Organisation	Nominee Director
IT Expressway Limited	Director
TamilNadu Road Development Company Limited	Director

Name of the Companies	Nature of Interest
Tidel Park Coimbatore Limited	Managing Director
Tidel Park Limited	Managing Director

15. In terms of Regulations 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the secretarial standard -2 on "General Meeting, the particulars of Directors seeking to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below. Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

16. The Notice of the 31st AGM along with the Annual Report of 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depository Participants, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the 'Green Initiative' Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.ttlcofc.in.

17. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to reply at the meeting. For any communication, the Members may also send requests to the Company's investor email id: mdpa2018ttl@gmail.com

18. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 Regulations, the Company is pleased to offer e-voting facility to its members to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-voting platform provided by M/s. Cameo Corporate services Ltd (CAMEO).

The Members may cast their votes using an electronic voting system from a place other than the venue of the

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Meeting ('remote e-voting'). Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. Facility of voting through ballot shall also be made available at the meeting.

19. An Explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to the special Business is annexed.
20. The Route map of the venue of the annual General meeting is annexed to the notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors in their 160th meeting held on November 19, 2018 has appointed Shri Kamendra Kumar, Director (TCIL) as an Additional Director of the Company w.e.f. November 19, 2018. Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri Kamendra Kumar holds office till the conclusion of the ensuing Annual General Meeting of the Company.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members is required for regularisation of Shri Kamendra Kumar as Director.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Shri Kamendra Kumar are, in any way, concerned or interested, financial or otherwise in the resolution set out at item no. 5 of the notice.

The Board recommends the resolution set forth in item no. 5 for the approval of the members as an Ordinary Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors in their 163rd meeting held on August 08, 2019 has appointed Mrs. Shivalini Sinha, Executive Director (TCIL) as an Additional Director of the Company w.e.f. June 02, 2019. Pursuant to the provisions of section 161 of the Companies Act, 2013, Mrs Shivalini Sinha holds office till the conclusion of the ensuing Annual General Meeting of the Company.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members is required for regularization of Mrs Shivalini Sinha as Director.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Mrs Shivalini Sinha are, in any way, concerned or interested, financial or otherwise in the resolution set out at item no. 6 of the notice.

The Board recommends the resolution set forth in item no. 6 for the approval of the members as an Ordinary Resolution.

The Procedure and instructions for remote e-voting are as under:

Voting through electronic means will commence on 23th September 2019 at 11:00 AM and will end on 26th September 2019 at 5:00 PM. The members will not be able to cast their vote electronically beyond the date and time mentioned above.

- i. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of remote e-voting shall be reckoned in proportion to their shares of the paid up equity share as on the cut – off date being 20th September 2019.
- ii. Any person who acquires Shares of the Company and become Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. 20th September 2019 may obtain the User Id and password in the manner as mentioned below:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "SHAREHOLDERS" Tab
 - (iii) Select "TAMILNADU TELECOMMUNICATIONS LIMITED" from the drop down box and click "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field(Sl. No. mentioned in your address label can be used as Sequence No. for this purpose).
DOB#	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format.
Dividend bank details#	Enter the dividend bank details as recorded in your demat account or in company records for the said demat account or Folio

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for Tamilnadu Telecommunications Limited.

- (xii) On the voting page, you will see "Resolution Description" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.

- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- (xix) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account (s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- iii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- iv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- v. The Scrutinizer shall within a period not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

- vi. Mr. Jeevan JyotiNayak, Proprietor of Jeevan JyotiNayak and associates Practicing Company Secretary has

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been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vii. The Results shall be declared after remote E voting and physical ballot after the AGM of the Company and the resolutions will be deemed to be passed on the date by the Company subject to the receipt of requisite number of votes in favor of the resolution. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to the Stock Exchanges.

viii. Details of Scrutinizer: Mr. Jeevan JyotiNayak, Practicing Company Secretary

- a) The Scrutinizer's decision on the validity of the vote shall be final.
- b) Once the vote on a resolution stated in this notice is cast by shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the Meeting; however such member shall not be allowed to vote again.
- c) The Scrutinizer after scrutinizing the votes cast at the Meeting by Poll and through remote e-voting, will not later than two (2) days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.
- d) The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.ttlofc.in). The Results shall simultaneously be communicated to Bombay Stock Exchange Limited and National Stock Exchanges.
- e) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27.09.2019 subject to receipt of the requisite number of votes in favor of the Resolutions.

By order of the Board
For **TAMILNADU TELECOMMUNICATIONS LIMITED**

Place: Chennai
Date: 06.09.2019

Sanjeev Kumar Kesari
Managing Director
(DIN 08082217)

BOARD'S REPORT

To
The Members

The Board of Directors hereby submits the thirty first Annual Report of the Company with Audited Financial Statements for the period from 1st April 2018 to 31st March 2019 along with the Auditors Report.

FINANCIAL HIGHLIGHTS

The financial performance of your company is as given below:-

(Rs. in Lakhs)

	2018-19	2017-18
Revenue from operations	-	160.69
Other Income (Net)	5.46	3.85
Total Revenue	5.46	164.54
Total Expenditure	649.43	728.46
Finance Charges	896.65	844.20
Extraordinary / Exceptional items	-	2.15
Gross Profit / (Loss) after interest before Depreciation & Tax	(1540.62)	(1410.27)
Depreciation and Amortization Expense	29.93	30.26
Provision for Taxation / Deferred Tax	-	-
Net Profit / (Loss)	(1570.55)	(1440.53)
Other Comprehensive Income /(Loss):Item that will not be reclassified to Profit and Loss	(22.91)	20.55
Total Comprehensive Income/(Loss) for the Period	(1593.46)	(1419.98)

The net loss after Tax is Rs. (1593.46) lakhs against net loss of Rs. (1419.98) lakhs made during the previous year.

Review of Operations

During the year under review, the company's other income was Rs. 5.46 lakhs. Due to non-availability of raw fiber there is no operation in the company.

Market Scenario and Outlook

The demand for optical fiber has grown at a rapid scale due to development of infrastructure under smart city project and digital India promoted by Govt. of India.

The Smart City Mission (SCM) of the Govt. of India plans to accommodate the massive urbanization that is expected in the future by modernizing the existing mid-sized cities.

The cabinet approved the new telecom policy, now named National Digital Communications Policy (NDCP) 2018. It aims to provide access of broadband with 50 megabit per second to every citizen, attract USD 100 billion investments

in the sector and create 40 lakh jobs by 2022. Government has also outlined the programme of rolling out 5G mobile services for next-generation networks. This next generation of wireless access technology is expected to offer higher data capacity and speeds faster than 10 GB per second. Number of towers required to cover the areas would go manifold. Towers would have to be connected with OFC for providing sufficient backhaul capacity. The government also aims to boost WiFi ecosystem in the country by deploying 5 million public Wi-Fi hotspots by 2020 and 10 million by 2022. The Company is also exploring the possibilities for diversification in the related areas like manufacturing and supply of Ribbon Fiber Cable and OFC accessories.

The Broadband Policy, 2004 was laid down by the Government of India in order to realize the potential of broadband services. India's BharatNet broadband project, which expected to connect 250,000 gram panchayats, after completing 100,000 GPs in phase-I in December 2017. It aimed at enhancing the quality of life by implementation of tele-education, tele-medicine, e-governance, entertainment and also to generate employment through high speed access to information and web-based communication.

Currently, broadband penetration in India at present is less than 2%. As per World Bank study, a 10% increase in broadband connectivity leads to 1.38% increase in Gross Domestic Product (GDP). The optical fiber network that supports high speed broadband connectivity has predominantly reached state capitals, districts and blocks in India.

The Indian economy is continuing its high growth momentum. According to the International Monetary Fund India is forecast to grow at 7.4% in 2018 making us the fastest-growing economy in the world. Series of new initiatives initiated by the Government have moved India into world's top countries towards ease of doing business. The global economy is also growing at its fastest pace and expected to strengthen further in years to come.

Cautionary Statement

Statements in the Boards' Report contain forward looking statements. Actual results, performances or achievements may vary materially from those expressed or implied, depending upon economic conditions, Government policies, subsequent developments and other incidental factors.

Risk & Concern

The industry is facing challenging cost pressures as the cost of major raw materials are going up due to shortage & increase in oil prices. The variations in exchange rate fluctuation are also a threat towards cost of production. The competition within OFC business is becoming fierce due to emerging new technologies and frequent new product introductions in Optical fiber products which command competitive prices and preference in the market. The market price of cables is also varying due to competition.

Directors

In accordance with Sec.152 (6) and (7) of the Companies Act, 2013, read with Articles 79 & 80 of the Articles of Association of the company, Shri. B.Elangovan (DIN 00133452) and Shri. Rajiv Gupta (DIN 06993918), will retire from the directorship of the company by rotation and being eligible, offers themselves for re-appointment.

Directors' Responsibility Statement

As required under Section 134(5) of the Companies Act, 2013, the Directors of the Company hereby state and confirm that –

- a) In the preparation of the annual accounts the applicable accounting standards had been followed.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2019, and the loss of the Company for the year ended on that date.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) They have prepared the annual accounts on a going concern basis considering the comparative growth in OFC market, future prospects of the Company with the support of TCIL.
- e) They have laid down internal financial control to be followed by the company and that such internal financial control is adequate and was operating effectively.
- f) They have devised proper system to ensure compliance with all provision of all applicable laws and that systems were adequate and operating effectively.

Extracts of the Annual Return

Pursuant section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management And Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9 has been attached as to form part of the Report.

Corporate Governance

A report on Corporate Governance with the Practicing Company Secretaries Certificate on compliance with conditions of the Corporate Governance has been attached as to form part of the Report.

Clarification on Practicing Company Secretaries observations is given below:

1. **Due to non appointment of Independent Directors, the Company has not complied with Regulations**

TAMILNADU TELECOMMUNICATIONS LIMITED

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. 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. 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. 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. 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.

Company's reply:

Points No (1) and (2) : The Company is Joint sector Govt. Company with 49% of its shares held by TCIL, a Govt. of India Enterprise and 14.63% held by TIDCO, a Govt of Tamilnadu Enterprise. Being a Govt. Company, action has already been taken for induction of Independent Directors and Woman Director in the Board of the Company with the Department of Telecommunications, Ministry of Telecommunications and the same are being followed up for early appointment to comply regulation 17(1)(b). Constitution of Audit Committee as per 18 (1) and Constitution of **Nomination and Remuneration** Committee as per regulation 19(1) of SEBI LODR and separate Independent Directors Meeting as per 25 (3) of SEBI LODR shall be conducted after appointment of required number of Independent Directors by the Ministry of Telecommunications. The Company succeeded to induct a Woman Director on the Board of the Company from the promoter company TCIL from June 2019.

Point No (3): The management informed, company took all steps for the appointment of Company Secretary as per

regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, due to sick financially status of the Company, no response was received against advertisement made by the Company for the Appointment of Company Secretary during the Financial year 2018-19. A Company Secretary is now appointed w.e.f 13.02.2019 to look after the secretarial affairs of the company.

Point No (4) and (5) : Company has maintained the bare minimum disclosure on the website of the company and the policies of the company also could not be framed during the year due to the current financial position and other shortage of resources of the company.

Energy, Technology and Foreign Exchange

Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Sec.134 (3)(m) of the Companies Act, 2013 are enclosed as part of the Report.

Details of director or Key Managerial Personnel who were appointed or have resigned during the year.

- (i) Ms. Swapnil Gupta was appointed as Company Secretary on 13.02.2019
- (ii) Shri V.Arun Roy, IAS was appointed on 19.11.2018 in place of Shri M.S.Shanmugam on his cessation on 19.11.2018.

Personnel

The Managing Director, the Key Managerial Personnel (CFO) and Company Secretary were deputed from the Promoter Company TCIL which is a Govt. of India Enterprise, holding 49% stake in the Company. Hence their remuneration was as per the scales applicable to their cadre in the promoter company.

The number of permanent employees as on 31.03.2019 was 67 excluding three officials on deputation from the promoter company.

None of the employees drew remuneration of Rs.60,00,000/- or more per annum / Rs.5,00,000/- or more per month during the year. This information is furnished as required under Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Human Resources

Your company is glad to announce that the industrial relations continue to be very cordial. During the year, employees were given training on laying of Optical Cable, OFC splicing, OFC construction work and FTTH etc. TTL has been encouraging its employees to come out with innovative suggestions, which will pave way for significant cost savings as well as overall development of the company.