

Tamilnadu Telecommunications Limited

32nd Annual Report
2019-20

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|-----------------------------------|---|---|--|
| Board of Directors | Shri.Kamendra Kumar Shri P.V.Sreekanth Shri.B.Elangovan Shri.B.Ramakrishnan Mrs. Shivalini Sinha | (DIN: 07578257) (DIN: 08610244) (DIN: 00133452) (DIN: 00182214) (DIN: 08469902) | - Chairman and Director - Managing Director - Director - Director - 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.ttlofc.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. M/s.Himanshu Sharma and Associates, Practicing Company Secretaries, Office No 1531, Wazir Nagar Kotla, Mubarakpur New Delhi-110003. | | |
| 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 32nd Annual General Meeting of the Members of Tamil Nadu Telecommunications Limited is to be held at 11.30 a.m. on Friday, 18th December 2020 in the TCIL Bhawan, Greater Kailash, New Delhi - 110048, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 2020 including the Audited Balance Sheet as at 31st March 2020, 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 and in this regard, pass the following resolution 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".

02. To appoint a Director in place of Shri. Kamendra Kumar (DIN 07578257), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution 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."

03. To appoint a Director in place of Shri. B. Ramakrishnan, (DIN 00182214), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution 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."

04. To fix the remuneration of the Statutory Auditors for the financial year 2020-21. 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 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 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 P. V. Sreekanth as Managing 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 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."

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

Place: Chennai
Date: 19.11.2020

P.V.Sreekanth
Managing Director
(DIN 08610244)

To

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

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide

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Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.

2. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to legalhimanshu@gmail.com with a copy marked to ttlosec@gmail.com.
5. 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.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 15th December 2020 through email on mdpa2018@ttlofc.in or ttlosec@gmail.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
7. 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 11th December, 2020 to 18th December, 2020 (both days inclusive).
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the

AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.ttlofc.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com

9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. 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, 2020. 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.

15. 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.

16. 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.

17. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1 April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

18. Explanatory Statement-Details of the Directors proposed for reappointment pursuant to Regulation 36 (3) of SEBI Listing Regulations and SS-2 issued by ICSI.

In terms of Section 152 of the Act, Shri Kamendra Kumar (DIN 07578257) and Shri B. Ramakrishnan, (DIN 00182214) retires by rotation at this Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. Details of the Director proposed to be re-appointed as required in terms of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India, are provided below.

- A. Shri Kamendra Kumar**, aged 58 years has been in the Board of the Company since November 2018. He has an Engineering Degree in 1982 from IIT Roorkee and did the executive management course from IIM Lucknow. He has got techno-commercial experience of about 35 years, and a variety of exposures with the government and private MNCs; he will be able to add the new dimensions to the growth in the field 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 |
| Telecommunications Consultants India Limited | Director |

- B. Shri B. Ramakrishnan**, aged 55 years has been in the Board of the Company since December 2009. 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 |
|---|--------------------|
| SKM ECG Products Export India Limited | Director |
| Saptarishi Agro Industries Limited | Director |
| Sattva Agro Expo Private Limited | Nominee Director |
| Devaraj Agro Industries Private Limited | Nominee Director |
| Sakthi Sugars Limited | Nominee Director |

19. Key Point

- The Meeting shall be deemed to be held at the Registered office of the Company at No.16, 1st Floor, Aziz Mulk 3rd Street, Thousand Lights, Chennai – 600006.
- Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
- The Notice of the 32nd AGM along with the Annual Report of 2019-20 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 may not be sent by any 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 2019-20 will also be available on the Company's website viz. www.ttlofc.in.
- Members are requested to:
 - intimate to the Company's Registrar and Transfer Agents, M/s. Cameo Corporate

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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;
- (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.

- 5. 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 32nd 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).
- 6. The Members may cast their votes using an electronic voting system from a place other than the venue of the 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.
- 7. Voting Options REMOTE E-VOTING THROUGH ELECTRONIC MEANS

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

Item No. 5

The Board of Directors in their 164th meeting held on November 14, 2019 has appointed Shri P. V. Sreekanth, Group General Manager (TCIL) as an Additional Director of the Company w.e.f. November 14, 2019. Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri P. V. Sreekanth, 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 Shri P. V. Sreekanth as Director.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Shri P V Sreekanth, 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.

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

Voting through electronic means will commence on 15th December 2020 at 09:00 AM and will end on after 15 minutes of the conclusion of AGM. 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 08th December 2020.
- (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. 10th December 2020 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.

- (xx) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at mdpa2018@ttlofc.in or investor@cameoindia.com respectively.

- (xxi) For shareholders holding shares in dematerialised form- please provide Demat account details(CDSL16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy

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of Aadhar Card) to Company/RTA's email ID at mdpa2018@ttlofc.in or investor@cameoindia.com respectively.

- (xxii) The Company/RTA shall co-ordinate with CDSL and provides the login credentials to the aforesaid shareholders. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM.
- (xxiii) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- (xxiv) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- (xxv) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- (xxvi) Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
- (xxvii) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise /mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance between 6th December, 2020 to 10th December, 2020 mentioning their name, demat account number/folio number, email ID, mobile number at ttlcosec@gmail.com.
- (xxviii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
- (xxix) Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help

section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

- (xxx) All grievances connected with the facility for voting by electronic means may be addressed to Ms. Kanthimathi J, M/s Cameo Corporate Services Limited, UNIT: TTL "Subramanian Building" 5th Floor, No.1, Club House Road, Chennai – 600 002 or send an email to for all Investor queries & grievances: investor@cameoindia.com for non-receipt of annual reports: helpdesk.agm@cameoindia.com or call 044-28460390 Fax: 044-28460129.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Ms Team App system. Shareholders may access the same at <https://www.ttlofc.in> under shareholders/members credentials. The link for VC/OAVM will be available in shareholder/ members segment of Company website will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
4. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- II. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- III. After receiving the login details a "Compliance User" should be created using the admin login and password.

The Compliance User would be able to link the account(s) for which they wish to vote on.

- IV. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- V. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- VI. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address viz mdpa2018@ttlofc.in and legalhimanshu@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS

- i. 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.
- ii. 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).
- iii. 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.
- iv. Mr.Himanshu Sharma, Proprietor of Himanshu Sharma and associates Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. 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.
- vi. Details of Scrutinizer: Mr. Himanshu Sharma, Practicing Company Secretary
 - a) The Scrutinizer's decision on the validity of the vote shall be final.

TAMILNADU TELECOMMUNICATIONS LIMITED

- 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 voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting and e-voting during the AGM .
- d) 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.
- e) 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.
- f) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 18.12.2020 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: 19.11.2020

P.V.Sreekanth
Managing Director
(DIN 08610244)

BOARD'S REPORT

To
The Members

The Board of Directors hereby submits the thirty second Annual Report of the Company with Audited Financial Statements for the period from 1st April 2019 to 31st March 2020 along with the Auditors Report.

FINANCIAL HIGHLIGHTS

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

(Rs. in Lakhs)

| | 2019-20 | 2018-19 |
|--|-----------|-----------|
| Revenue from operations | - | - |
| Other Income (Net) | 2.41 | 5.46 |
| Total Revenue | 2.41 | 5.46 |
| Total Expenditure | 477.78 | 649.43 |
| Finance Charges | 903.15 | 896.65 |
| Extraordinary / Exceptional items | - | - |
| Gross Profit / (Loss) after interest before Depreciation & Tax | (1378.52) | (1540.62) |
| Depreciation and Amortization Expense | 29.46 | 29.93 |
| Provision for Taxation / Deferred Tax | - | - |
| Net Profit / (Loss) | (1407.98) | (1570.55) |
| Other Comprehensive Income /(Loss):Item that will not be reclassified to Profit and Loss | (53.54) | (22.91) |
| Total Comprehensive Income/(Loss) for the Period | (1461.52) | (1593.46) |

The net loss after Tax is Rs. (1461.52) lakhs against net loss of Rs. (1593.46) lakhs made during the previous year.

Review of Operations

During the year under review, the company's other income was Rs.2.41 lakhs. Due to non-availability of raw fiber there is no operation in the company.

Market Scenario and Outlook

Millions of Indians stayed home during lock-down. In the subsequent unlock phases, work fronts opened up gradually, though Education, IT sectors are still continuing in remote work mode. In the opened up activities also, people are working maintaining social distancing from their colleagues and with most of the work on e-files/ e-mails. Usage of laptops/desktops and mobile devices for official work, personal transactions and commercial activities has increased manifold.

Table below summarizes the percentage of people aged 16 to 65 spending more time on Connected Devices in April-2020 after Outbreak of Covid-19 Pandemic [Source ITU-D]

| Sl. No. | Description | % of People Using the devices |
|---------|---------------------------------|-------------------------------|
| 1. | Smart phone or mobile phone | 76% |
| 2. | Laptop | 45% |
| 3. | Desktop | 32% |
| 4. | Tablet device | 22% |
| 5. | Smart or media streaming device | 34% |