

# **Tamilnadu Telecommunications Limited**

**34<sup>th</sup> Annual Report  
2021-2022**

## TABLE OF CONTENTS

	Page No
Notice to Share holders	1
Board's Report	13
Report on Corporate Governance	27
Secretarial Audit Report	35
Independent Auditors' Report	40
Balance Sheet	49
Statement of Profit & Loss	50
Cash Flow Statement	51
Notes forming part of the Accounts	53

Board of Directors	Shri.D. Porpathasekaran Shri. J.Ramesh Kannan  Shri. B.Elangovan Shri. R.Karthikeyan Mrs. Shivalini Sinha Mrs. R.Lilly, I.A.S.	(DIN:09612667) (DIN: 09292181)  (DIN:00133452) (DIN:00824621) (DIN: 08469902) (DIN: 03287345)	- -  - - - -	Chairman and Director Managing Director & Chief Financial Officer Director Director Director Director
Company Secretary	: Ms. Swapnil Gupta			
Registered Office	: No.16, 1st Floor, Aziz Mulk 3rd Street, Thousand Lights, Chennai – 600 006. CIN : L32201TN1988PLC015705 Telefax : 044-28292653, Website : www.tlofc.in			
Factory	: E 18B – E24, CMDA Industrial Complex, Maraimalainagar – 603 209, Tamilnadu			
Statutory Auditors	: M/s. R.Bupathy & Co., Chartered Accountants, 'Vibgyor', First Floor, # 139, Kodambakkam High Road, Chennai – 600034.			
Secretarial Auditors	: Shri. Himanshu Sharma, 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 Lakshmiipathy 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 download your copy of the Annual Report from the website of the company.

# TAMILNADU TELECOMMUNICATIONS LIMITED

## NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Tamilnadu Telecommunications Limited is to be held at 11.30 a.m. on Wednesday, 28th September 2022 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 2022 including the Audited Balance Sheet as at 31st March 2022, 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, 2022, which comprise the Audited Balance Sheet as at March 31, 2022, 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, 2022 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.J.Ramesh Kannan (DIN 09292181), 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.J.Ramesh Kannan (DIN 09292181), 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. R. Karthikeyan, (DIN 00824621), 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. R. Karthikeyan, (DIN 00824621), 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 2022-23.

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 2022-23 to the Statutory Auditors of the Company as appointed by CAG."

**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 D. Porpathasekaran as Director and Chairman 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 D. Porpathasekaran, (DIN 09612667) who was appointed as an Additional Director w.e.f. 20.05.2022 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director and Chairman 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. Approval for Grant of Lease of the manufacturing facilities and premises of TTL Factory through tender and advertisement on lease cum revenue sharing model.

To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 180 of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, including any modifications thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to the consent of the members by way of special resolution and subject to such other approvals, sanctions, consents and

# TAMILNADU TELECOMMUNICATIONS LIMITED

permissions as may be necessary to be obtained, the consent of the Board be and is hereby accorded to lease the manufacturing facilities and entire factory premises of 9.78 acres (factory area and vacant land) to M/s Shri Hari Krishna Industries, Chennai on including contracts, licenses, permits, rights, obligations, consents and approvals relating to the said factory premises on revenue sharing model plus fixed monthly lease rent, as per agreed payment terms, with effect from agreement date, in such manner and on such terms and conditions as may be prescribed in the agreement within the power to the Board to finalize and execute all the required documents/agreement, memoranda, and any other incidental documents with such modifications as may be required from time to time subject to approval of shareholders."

**"RESOLVED THAT** Shri J.Ramesh Kannan, Managing Director (DIN 09292181) on behalf of the board be and is hereby authorized to execute all documents, deeds or writings as may be necessary in relation to the above leasing and revenue sharing business model and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions if required to be obtained by the company in this regard."

**"RESOLVED FURTHER THAT** Shri J.Ramesh Kannan, Managing Director (DIN 09292181) on behalf of the board be and is hereby authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such leasing of the factory premises as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company."

**"RESOLVED FURTHER THAT** Managing Director or any director be and are hereby authorized to file all relevant and necessary returns /forms under the Companies Act 2013 and SEBI LODR Regulations, 2015."

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

Place: Chennai  
Date: 05.09.2022

J.Ramesh Kannan  
Managing Director  
(DIN 09292181)

To

1. All the members of the Company
2. 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 Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2022 dated May 05, 2022. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM 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. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
5. 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 ttlcosec@gmail.com.
6. 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.
7. 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 24th September 2022 through email on mdp2018ttl@gmail.com or ttlcosec@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.
8. 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](mailto:cameo@cameoindia.com) Phone: 044-28460390 Fax: 044-28460129. The Register of Members and Transfer Books of the Company will be closed from 22nd September, 2022 to 28th September, 2022 (both days inclusive).
9. In compliance with the aforesaid MCA Circulars and SEBI Circular No.17/2020 dated May 12, 2020, Notice the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.ttllofc.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  10. 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.
  11. 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.
  12. 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.
  13. 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.
  14. 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.
  15. 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.
  16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
  17. 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.
  18. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
  19. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies

# TAMILNADU TELECOMMUNICATIONS LIMITED

whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13, 2021.

20. 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.

21. **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.J.Ramesh Kannan (DIN 09292181) and Shri. R. Karthikeyan, (DIN 00824621),** retires by rotation at this Meeting and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends them 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 J Ramesh Kannan (DIN 09292181),** aged 55 years has been in the Board of the Company since August 2021. Shri J.Ramesh Kannan is a Cost & Management Accountant. He has 29 years of experience in various reputed CPSEs in Steel Authority of India Limited (SAIL) & Telecommunications Consultants India Limited (TCL). He has wide experience in the field of Finance & Accounts such as Financial Management, Budgeting, Costing, Corporate & Project Accounts, Taxation, ERP, Financial Concurrence, Forex /Fund Management, Internal Audit, Secretarial and Legal, etc. He has eight years of rich experience in Foreign project. The details of Directorships/Committee Membership in other companies is NIL.

**B. Shri. R. Karthikeyan, (DIN 00824621),** aged 45 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
Jayamkondam Lignite Power Corporation Limited	Director
Arkonam Castings and forgings Limited	Director
Tamilnadu polymer industries park Limited	Nominee Director
Chennai Aerospace Park Limited	Nominee Director

## 22. Key Point

1. 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.
2. Since the AGM will be held through VC /OAVM, the route map to the venue is not annexed to this Notice.
3. The Notice of the 34th AGM along with the Annual Report of 2021-22 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 2021-22 will also be available on the Company's website viz. [www.ttlofc.in](http://www.ttlofc.in).

## 4. 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;
- (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.

Name of the Companies	Nature of Interest
Tiruchirapalli Engineering and Technology Cluster	Nominee Director



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 34th 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

**THIS EXPLANATORY STATEMENT IS PROVIDED IN TERMS OF REGULATION 36(5) OF THE LISTING REGULATIONS AND AS PER SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 2**

To appoint a Director in place of Shri J Ramesh Kannan (DIN 09292181), who retires by rotation and being eligible, offers himself for re-appointment. The details are placed at Annexure - B.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors and the Executive Chairman are not subject to retirement by rotation.

The Board of Directors recommends the resolution as set out in Item No. 2, for approval of the Members of the Company by way of an Ordinary Resolution.

**Annexure-B**

**Details of Director seeking re-appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the Listing Regulations]**

Shri J Ramesh Kannan (DIN 09292181), aged 55 years has been in the Board of the Company since August 2021.

Shri J. Ramesh Kannan is a Cost & Management Accountant. He has 29 years of experience in various reputed CPSEs in Steel Authority of India Limited (SAIL) & Telecommunications Consultants India Limited (TCIL). He has wide experience in the field of Finance & Accounts such as Financial Management, Budgeting, Costing, Corporate & Project Accounts, Taxation, ERP, Financial Concurrence, Forex / Fund Management, Internal Audit, Secretarial and Legal, etc. He has eight years of rich experience in Foreign project. The details of Directorships/ Committee Membership in other companies is NIL.

Shri J. Ramesh Kannan is a Cost & Management Accountant. He has 29 years of experience in various reputed CPSEs in Steel Authority of India Limited (SAIL) & Telecommunications Consultants India Limited (TCIL). He has wide experience in the field of Finance & Accounts such as Financial Management, Budgeting, Costing, Corporate & Project Accounts, Taxation, ERP, Financial Concurrence, Forex / Fund Management, Internal Audit, Secretarial and Legal, etc. He has eight years of rich experience in Foreign project.

He is a self-motivated, result oriented, hardworking and dedicated Executive, highly regarded for leadership and excellence in all areas of Finance having strong analytical skill with a proven ability to examine and understand business needs and deliver suitable reports for key business decisions. Before taking over the charge of Managing Director, he was holding the post of General Manager (F&A) in TTL / TCIL for more than 4 years and his wide experience will be helpful in revival of the company.

**Item No. 3**

To appoint a Director in place of Shri. R. Karthikeyan, (DIN 00824621), who retires by rotation and being eligible, offers himself for re-appointment. The details are placed at Annexure A.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors and the Executive Chairman are not subject to retirement by rotation.

**Annexure-A**

**Basic Information:**

1	Name in Full	RAMACHANDRAN KARTHIKEYAN
2	PAN	ALTPK3680L

# TAMILNADU TELECOMMUNICATIONS LIMITED

1	Name in Full	RAMACHANDRAN KARTHIKEYAN
3	DIN	00824621
4	Date of Birth	23-09-1977
5	Place of Birth	INDIA
6	Any former name & surname in full	-
7	Father's name/Husband's name in full	KUPPUSWAMY RAMACHANDRAN
8	Resident of which country	INDIA
9	Business occupation	GENERAL MANAGER (PROJECTS) TIDCO
10	Present Nationality	INDIAN
11	Nationality of origin	INDIAN
12	e-mail ID	karthikeyan@tidco.com

The Board of Directors recommends the resolution as set out in Item No. 4, for approval of the Members of the Company by way of an Ordinary Resolution.

## Item No. 5

The Board of Directors in their 176th meeting held on May 20, 2022 has appointed Shri D. Porpathasekaran, (DIN 09612667), Executive Director (TCIL) as an Additional Director of the Company w.e.f. May 20, 2022. Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri D. Porpathasekaran, (DIN 09612667), 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 D. Porpathasekaran, (DIN 09612667) as Director and Chairman.

None of the Directors/Key Managerial Personnel of the Company & their relatives except Shri D. Porpathasekaran, (DIN 09612667), 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.

## Item No. 6

Tamil Nadu Telecommunications Limited (TTL), a JV of TCIL & TIDCO has been continuously incurring losses for the past 15 years. The utilization of the capacity of the plant was also continuously in the declining trend to the extent of less than 11%. There is no operation and revenue generation from August 2017. The company was declared sick in the year 2010 by BIFR due to continuous losses. Based on the suggestion of board, various ways are being explored to generate revenue to keep the company a going concern.

One of the proposals is monetization of TTL premises including vacant land along with diversification of business. TTL has total 9.78 acres of land in Maraimalaiagar, near Chennai. Factory area is 4.27 acres with a framed structure built up area of 53265 Sq.ft and vacant land area is 5.51 acres. In this regard a Notice Inviting Tender (NIT) and Request for Proposal (RFP) for has been floated for Grant of Lease of the Manufacturing Facilities and Premises of Tamilnadu Telecommunications Factory located in Maraimalai Nagar, near Chennai, Tamil Nadu.

The tender (RFP) TTL/RFP/21-22/CHENNAI/03 dated 29/12/2021 was placed on the website of the Company and also an advertisement in local newspaper to support the tender inviting application was done. Only single bid was received on 21.03.2022 from M/s Shri HariKrishna Industries, Chennai.

It is pertinent to mention that initially RFP for leasing of TTL factory premises was initiated and published in TTL, TCIL and nic portal in September 2021 and was extended twice. Again 2nd time the RFP was floated in November 2021 and the opening date were further extended two times. As there was no response, 3rd time RFP was again floated on 29.12.2021 and tender advertisement was widely published in leading newspapers, Business Line (Tamilnadu Edition) & Dinamalar (Chennai Edition) on 5.01.2022 and Economic Times (All India Editions) on 07.01.2022. It was done through a three ways procedure of Committee. Finally, TTL has received only one bid from M/s Shri HariKrishna Industries, Chennai.

The tender higher-level committee felt that the proposal shall include revenue sharing model plus fixed monthly lease rent. Accordingly, it was negotiated with the bidder to increase the fixed rental and share 1% of the revenue achieved during the financial years to the Lessor TTL though it was not part of the RFP, moreover the bidder proposes to do the same existing business of TTL which is within the bylaws of company.

The important aspect of the proposal is that the promoter TCIL has agreed to give preference to the agency through TTL for first right of refusal / preference for supply of OF cables to TCIL at L-1 rate.

After prolonged and tough negotiation, the bidder M/s Shri HariKrishna Industries finally agreed the following offer for their side for the entire factory premises of 9.78 acres (both factory area and vacant land):

1. First three months (from the date of Commencement) No Rent.
2. Next three Months i.e (4th to 6th month) Rs.5,00,000 Per Month (plus applicable GST)
3. 7th month onward up to 12th month Rs.16,00,000 Per Month (plus applicable GST)
4. Increase of rent after one year as per clause 6 (vii)@5% compounded annually (Plus applicable GST)



5. In addition to above monthly rental, the Lessee shall also pay 1% revenue share (plus applicable GST) of the total revenue achieved during each financial year to the Lessor. The terms of revenue sharing agreement shall become the integral part of this agreement if it is executed in future.

The bidder M/s Shri Harikrishna Industries, Chennai have accepted the above payment conditions and agreed to sign the agreement.

It is felt that the present opportunity should not be missed as the plant was lying idle for the past 5 years without generating any revenue rather incurring fixed and statutory expenses. Moreover, any more delays will further spoil the condition of the unused machineries which may not fetch any value in the future or may fetch only scrap value.

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

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25th September 2022 at 09:00 AM and ends on 27th September 2022 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

- (iv) **In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of share holders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

# TAMILNADU TELECOMMUNICATIONS LIMITED

Type of share holders	Login Method	Type of share holders	Login Method
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.	<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>		2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.		3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site