



## TAMILNADU TELECOMMUNICATIONS LIMITED

(A Joint venture of TCIL, a Govt. of India Enterprise &  
TIDCO, a Govt. of Tamilnadu Enterprises)

**OPTICAL FIBRE CABLE DIVISION**



Works: E18B-24, CMDA Industrial Complex, Maraimalai Nagar - 603 209. Phone: (044) 27453881, 27452406, 27451095, Telefax: +91-44-27454768

AGM/TTL/2019

28.09.2019

The Manager,  
M/s. National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
MUMBAI - 400051

**SUB:** Disclosure /Submissions undertakings pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**REF:** Scrip Code: BSE - TNELE

With the reference to the captioned Subject, Please find the attached the following:

1. Voting results as required under regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015 where in all the resolutions proposed in the notice of AGM were passed under E-Voting and Physical ballots at venue of the Annual General Meeting with the Combined requisite Majority.
2. Report of the Scrutinizer dated 28.09.2019, pursuant to 108 of the Companies Act, 2013 and rule 20(4) (XII) of the Companies (Management and Administration) Rules 2014 Kindly take on record the above.

Thanking you,

Yours faithfully,  
For M/s. Tamilnadu Telecommunications Limited

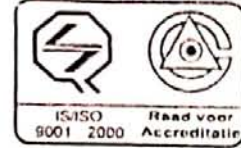
Sanjeev Kumar kesari  
Managing Director



# TAMILNADU TELECOMMUNICATIONS LIMITED

(A Joint venture of TCIL, a Govt. of India Enterprise & TIDCO, a Govt. of Tamilnadu Enterprises)

## OPTICAL FIBRE CABLE DIVISION



Works: E18B-24, CMDA Industrial Complex, Maraimalai Nagar - 603 207. Phone : (044) 27453881, 27452406, 27451095. Telefax : +91-44-27454768

TTL/ 31<sup>st</sup> AGM/2019

**REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION 2015 -DECLARATION OF RESULT OF E-VOTING AND POLL IN RESPECT RESOLUTIONS PROPOSED AT THE TIME OF 31<sup>st</sup> ANNUAL GENERAL MEETING OF M/S. TAMILNADU TELECOMMUNICATION LIMITED WAS HELD ON 27.09.2019 AT 11.30 AM IN MYLAPORE FINE ARTS CLUB, 45 MUSIRI SUBRAMANIAM ROAD, MYLAPORE, CHENNAI-600004.**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations 2015, the Company had provided the e-voting facility to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company. The e-voting was open from 23<sup>rd</sup> September, 2019 (11.00 am) to 26<sup>th</sup> September, 2019 (5.00 pm).

In line with the clarification with regard to voting through electronic means issued by the Ministry of Corporate Affairs on 17<sup>th</sup> June, 2014, vide General Circular No.20/2014, voting by Show of hands as per Section 107 of the Companies Act, 2013 was not allowed at the AGM since e-voting has been offered to the Shareholders as mentioned in previous para. Therefore, at the 31<sup>st</sup> AGM of M/s.Tamilnadu Telecommunications Limited, voting was conducted by means of poll.

The Board of Directors had appointed Mr. JEEVAN JYOTI NAYAK (Membership No. 39658) of M/s JEEVAN JYOTI NAYAK & Associates, Practicing Company Secretaries, as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to 05.00 pm on 26<sup>th</sup> September, 2019 and the poll received till conclusion of the AGM on 27<sup>th</sup> September, 2019.

The Consolidated Results as per the Scrutinizers' combined report dated 28.09.2019 is as follows:

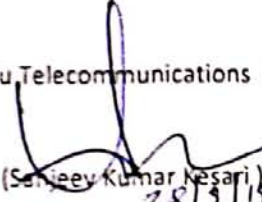
Item No.of Notice	Votes In favour of the resolution		Votes against the resolution		Totals% of valid Votes in Favour& against	Invalid Votes
	Nos. of shares Voted	% of total number of valid votes (Favour )	Nos. of shares Voted	% of total number of valid votes (against)		
Item No.1 of the Notice (as an Ordinary Resolution)	3,23,54,109	100	0	0	100	0
Item No.2 of the Notice (as an Ordinary Resolution)	3,23,54,109	100	0	0	100	0
Item No.3 of the Notice (as an Ordinary Resolution)	3,23,54,109	100	0	0	100	0
Item No.4 of the Notice (as an Ordinary Resolution)	3,23,54,109	100	0	0	100	0
Item No.5 of the Notice (as an Special Resolution)	3,23,54,109	100	0	0	100	0



Item No.6 of the Notice (as an Special Resolution)	3,23,54,109	100	0	0	100	0
--	-------------	-----	---	---	-----	---

Based on the combined report of the Scrutinizer and pursuant to Rule 21 (1) (m) of the Companies (Management and Administration) Rules, 2014, The Chairperson, hereby authorized to Managing Director, TTL for declaring and announce that all the Six Resolutions as set out in the Notice of the 31<sup>st</sup> Annual General Meeting of M/s Tamilnadu Telecommunications Limited have been duly approved by the Shareholders with requisite majority.

for Tamilnadu Telecommunications Limited

  
 (Sanjeev Kumar Kesari)  
 Managing Director



Date: 28<sup>th</sup> September, 2019



**CONSOLIDATED SCRUTINIZER'S REPORT  
(REMOTE E-VOTING & BALLOT PAPER)**

**Form No. MGT-13**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the SEBI LODR, Regulations 2015]

To,

The **Chairman** of 31<sup>st</sup> Annual General Meeting ("AGM") of the Equity Shareholders of M/S TAMILNADU TELECOMMUNICATIONS LIMITED (CIN: L32201TN1988PLC015705) held on Friday, 27<sup>th</sup> September 2019 at 11:30 AM at 'the Mylapore Fine Arts Club, 45 Musiri Subramaniam Road, Mylapore, Chennai-600004.

Dear Sir,

We, Jeevanjyoti Nayak & Associates., Company Secretaries in Practice, having office at No 16/25 B (First floor ) Second street, Venkataratnam Nagar Extension, Chennai 600 020. have been appointed as a scrutinizer by the Board of Directors of TAMILNADU TELECOMMUNICATIONS LIMITED ("the company") for the purpose of :

- (i) Scrutinizing the remote e-voting process (e- voting) under the provisions of Section 108 of The Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and
- (ii) Voting through ballot paper under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 31<sup>st</sup> AGM of the Equity Shareholders of the Company, held on Friday, 27<sup>th</sup> September, 2019 at 11.30 AM at 'the Mylapore Fine Arts Club, 45 Musiri Subramaniam Road, Mylapore, Chennai-600004.

The management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules relating to voting through electronic means [i.e. by e-voting and voting through Ballot paper at the AGM] for the resolutions contained in the Notice to the 31<sup>st</sup> AGM of the Equity Shareholders of the company. Our responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by e-voting and voting through Ballot Paper at the AGM) is restricted to make a consolidated scrutinizer's report of the vote casted "in favour "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL (Central Depository Services Limited), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.



**Regd. Office:** Mumbai- B- 40, Sector- 6, New Panvel, Navi Mumbai, Maharashtra, Pin- 410206  
Voice – 09930268486, 09619095567, E mail - [jeevanjyotinayak224@gmail.com](mailto:jeevanjyotinayak224@gmail.com)  
**Other Offices:** Bangalore- 156/8, Bhagvati Layout, 17<sup>th</sup> Cross, Hulimavu, B.G Road, Bangalore-560076  
Chennai- No. 16/25B, (First Floor) Second Street, Venkataratnam Nagar Extn, Adayar, Chennai- 600020

**Results of E-Voting and Ballot Paper of M/S TAMILNADU TELECOMMUNICATIONS LIMITED**

Item No: 1

Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the Financial Year Ended 31<sup>st</sup> March 2019.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	14	14	2,56,70,109	79.34	0	0	0	79.34
Ballot Paper	1	1	66,84,000	20.66	0	0	0	20.66
<b>Total</b>	<b>15</b>	<b>15</b>	<b>3,23,54,109</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
E-Voting	0
Ballot Paper	0
<b>Total</b>	<b>0</b>



Item No: 2

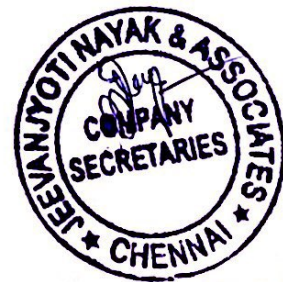
Re-appointment of Shri. Rajiv Gupta (DIN 06993918) as Director, who retires by rotation.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	14	14	2,56,70,109	79.34	0	0	0	79.34
Ballot Paper	1	1	66,84,000	20.66	0	0	0	20.66
Total	15	15	3,23,54,109	100	0	0	0	100

Details of invalid Votes:

Mode of Voting	Number of shares
E-Voting	0
Ballot Paper	0
Total	0



Item No: 3

Re-appointment of Shri. B. Elangovan (DIN 00133452), as Director, who retires by rotation.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	14	14	2,56,70,109	79.34	0	0	0	79.34
Ballot Paper	1	1	66,84,000	20.66	0	0	0	20.66
Total	15	15	3,23,54,109	<b>100</b>	0	0	0	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
E-Voting	0
Ballot Paper	0
Total	0



Item No: 4

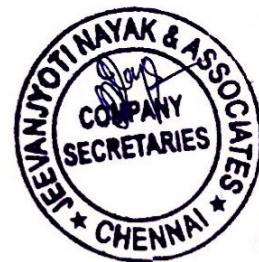
Fixation of Remuneration of M/s R.Bupathy & Co., Chartered Accountants, Chennai, as Statutory Auditors of the Company for the financial year 2019-20.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	14	14	2,56,70,109	79.34	0	0	0	79.34
Ballot Paper	1	1	66,84,000	20.66	0	0	0	20.66
<b>Total</b>	<b>15</b>	<b>15</b>	<b>3,23,54,109</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
E-Voting	0
Ballot Paper	0
<b>Total</b>	<b>0</b>



### Special Business

Item No: 5

Regularization of the appointment of Shri Kamendra Kumar (DIN: 07578257) as Director of the Company.

Passed as a Special Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	14	14	2,56,70,109	79.34	0	0	0	79.34
Ballot Paper	1	1	66,84,000	20.66	0	0	0	20.66
<b>Total</b>	<b>15</b>	<b>15</b>	<b>3,23,54,109</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
E-Voting	0
Ballot Paper	0
<b>Total</b>	<b>0</b>



Item No: 6  
Regularization of the appointment of Mrs.Shivalini Sinha, (DIN: 08469902) as Director of the Company.

Passed as a Special Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	14	14	2,56,70,109	79.34	0	0	0	79.34
Ballot Paper	1	1	66,84,000	20.66	0	0	0	20.66
Total	15	15	3,23,54,109	100	0	0	0	100

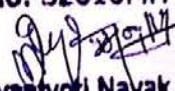
Details of invalid Votes:

Mode of Voting	Number of shares
E-Voting	0
Ballot Paper	0
Total	0

3. The electronic data and all other relevant records relating to e voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Place: Chennai  
Date: 28.09.2019

For Jeevanjyoti Nayak & Associates  
Company Secretaries  
(ICSI Reg. No. S2016MH423600)

  
Jeevanjyoti Nayak  
Proprietor  
M. No. A39658  
CP No. 17143