

September 27, 2017

To,  
The Secretary  
**National Stock Exchange of India Ltd**  
Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051  
**NSE Symbol: TEJASNET**

The Secretary  
**BSE Limited**  
P J Towers, Dalal Street, Fort,  
Mumbai – 400 001  
**BSE Scrip Code: 540595**

Dear Sir/Madam,


**Sub: Proceedings of the 17<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 and Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith gist of proceedings of the 17<sup>th</sup> Annual General Meeting of members of the Company held today at 6th floor, J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India.

Kindly take the above on record.

Thanking you,

Yours sincerely  
For Tejas Networks Limited

  
G V Krishnakanth  
Company Secretary and Compliance Officer

**Gist of Proceedings of the 17<sup>th</sup> Annual General Meeting of Tejas Networks Limited**

**A. Day, Date, Time and Venue of the Annual General Meeting**

The 17<sup>th</sup> Annual General Meeting (“AGM”) of the shareholders of the Company was held today i.e. September 27, 2017 at 3:00 P.M (IST) at 6th floor, J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India.

**B. Proceedings in brief**

1. The AGM was attended by all the directors of the Company (except Mr. Shirish Saraf and Amb Leela K Ponappa who sought leave of absence due to their prior commitments), Chief Financial Officer, Company Secretary, Representative of Statutory Auditors and Secretarial Auditor / Scrutinizer of the Company.
2. Mr. Balakrishnan V, Chairman chaired the proceedings of the AGM
3. The requisite quorum being present, the Chairman called the AGM to order.
4. With the consent of the shareholders present, the notice convening the 17<sup>th</sup> AGM including the explanatory statement under section 102 of the Companies Act, 2013 “Act”) having been circulated to all the shareholders was taken as read.
5. The Chairman thereafter requested all the Directors to introduce themselves.
6. Mr. Balakrishnan V, Chairman, thereafter delivered the speech followed by Mr. Sanjay Nayak and Dr. Gururaj Deshpande.
7. The Chairman stated that pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an e-voting facility has been provided to all the shareholders of the Company through e-voting platform of National Securities Depository Limited and the same has been completed. He further stated that shareholders who were unable to cast their votes electronically may vote through ballot paper made available at the AGM.
8. The Chairman informed the shareholders present to seek clarifications and / or offer comments on items of businesses, if any.
9. The Chairman then took up the items one by one in accordance with the Notice of the AGM.



The following items of business as set out in Notice convening 17<sup>th</sup> AGM were commenced for shareholders consideration and approval.

**Ordinary Business:**

1. To consider and adopt the audited standalone financial statements of the Company, and the consolidated financial statements for the year ended March 31, 2017 including reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Nayak (DIN 01049871), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration.

**Special Business:**

4. Regularization of Additional Director
5. Ratification of Tejas Networks Limited Employee Stock Option Plan – 2014
6. Ratification of Tejas Networks Limited Employee Stock Option Plan – 2014-A
7. Ratification of Tejas Networks Limited Employee Stock Option Plan – 2016
8. Approval of Tejas Restricted Stock Unit Plan 2017 (“RSU 2017” or the “Plan”) and grant of Restricted Stock Units under RSU 2017 to eligible employees of the Company.
9. Approval of grant of RSUs under Tejas Restricted Stock Unit Plan 2017 to the eligible employees of subsidiary companies
10. Approval of payment of Commission to Non-Executive Directors/Independent Directors.
11. Approval for revision in remuneration of Managing Director and Chief Executive officer.

**C. Voting by shareholders**

1. The Chairman once again requested the shareholders who did not cast their vote through e-voting but present at the AGM to vote through Ballot paper at the AGM.
2. The Shareholders were informed that the results of the meeting shall be declared within 48 hours from the conclusion of the AGM of the Company and the same shall be placed on the website of the Company and on the Service Provider’s website NSDL within 48 hours from the conclusion of the AGM and also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

Kindly take the above on record.

Thanking you,

Yours sincerely  
For Tejas Networks Limited



G V Krishnakanth  
Company Secretary and Compliance Officer