

September 29, 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 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to enclose herewith the combined voting results of remote e-voting and voting conducted through Ballot Paper at the Annual General Meeting along with the Scrutinizer's Report for the businesses transacted at the AGM of the Company, held on September 27, 2017.

Kindly take the above information on record.

Thanking You,

For Tejas Networks Limited,

  
Krishnakanth G V  
Company Secretary and Compliance Officer

**VOTING RESULTS**

**AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS, 2015)**

<b>Date of the AGM/EGM</b>	<b>September 27, 2017</b>
<b>Total number of shareholders on record cut-off date (i.e. September 20, 2017)</b>	<b>18,522</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>185</b>
Promoters and Promoter Group:	<b>0</b>
Public:	<b>185</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	<b>NIL</b>
Public	



**AGENDA-WISE DISCLOSURES**

**Agenda Item No 1:** Adoption of 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

Resolution Required :		1 - To receive, consider and adopt the audited standalone and consolidated financial statement for the year ended March 31, 2017 and the reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])* 100	[4]	[5]	[6]=([4]/[2])* *100	[7]=([5]/[2])* 100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	-	-	-	-	-	-	-
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	2,14,64,491	-	100.0000	-
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2,42,20,705</b>	<b>89.4794</b>	<b>2,42,20,705</b>	-	<b>100.0000</b>	-
Public Non Institutions	E-Voting	6,26,44,448	7,00,228	1.1178	7,00,228	-	100.0000	-
	Poll		4,79,73,593	76.5808	4,79,73,593	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>4,86,73,821</b>	<b>77.6986</b>	<b>4,86,73,821</b>	-	<b>100.0000</b>	-
<b>Total</b>		<b>8,97,12,925</b>	<b>7,28,94,526</b>	<b>81.2531</b>	<b>7,28,94,526</b>	-	<b>100.0000</b>	-

**Agenda Item No 2:** Appointment of a Director in place of Mr. Sanjay Nayak (DIN: 01049871), who retires by rotation and, being eligible, offers himself for reappointment.

Resolution Required :		2 - To appoint a Director in place of Mr. Sanjay Nayak (DIN 01049871), who retires by rotation and, being eligible, offers himself for reappointment (Ordinary Resolution).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	1,99,25,499	15,38,992	92.8301	7.1699
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2,42,20,705</b>	<b>89.4794</b>	<b>2,26,81,713</b>	<b>15,38,992</b>	<b>93.6460</b>	<b>6.3540</b>
Public Non Institutions	E-Voting	6,26,44,448	7,00,273	1.1179	7,00,223	50	99.9929	0.0071
	Poll		4,55,13,961	72.6544	4,55,13,761	200	99.9996	0.0004
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>4,62,14,234</b>	<b>73.7723</b>	<b>4,62,13,984</b>	<b>250</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>8,97,12,925</b>	<b>7,04,34,939</b>	<b>78.5115</b>	<b>6,88,95,697</b>	<b>15,39,242</b>	<b>97.8147</b>	<b>2.1853</b>

*A.V. Nayak*  
 Director

**Agenda Item No 3:** Appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration.

Resolution Required :		3 - To appoint M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) Chartered Accountants, as the Statutory Auditors and fix their remuneration (Ordinary Resolution).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	2,12,79,044	1,85,447	99.1360	0.8640
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>2,42,20,705</b>	<b>89.4794</b>	<b>2,40,35,258</b>	<b>1,85,447</b>	<b>99.2343</b>	<b>0.7657</b>
Public Non Institutions	E-Voting	6,26,44,448	7,00,218	1.1178	5,85,043	1,15,175	83.5516	16.4484
	Poll		4,79,85,952	76.6005	4,79,85,952	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>4,86,86,170</b>	<b>77.7183</b>	<b>4,85,70,995</b>	<b>1,15,175</b>	<b>99.7634</b>	<b>0.2366</b>
<b>Total</b>		<b>8,97,12,925</b>	<b>7,29,06,875</b>	<b>81.2669</b>	<b>7,26,06,253</b>	<b>3,00,622</b>	<b>99.5877</b>	<b>0.4123</b>

**Agenda Item No 4: Regularization of Additional Director**

Resolution Required :		4 - Regularization of Additional Director (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	1,83,96,968	30,67,523	85.7088	14.2912
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>2,42,20,705</b>	<b>89.4794</b>	<b>2,11,53,182</b>	<b>30,67,523</b>	<b>87.3351</b>	<b>12.6649</b>
Public Non Institutions	E-Voting	6,26,44,448	7,00,208	1.1177	6,99,853	355	99.9493	0.0507
	Poll		4,79,85,952	76.6005	4,79,85,952	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>4,86,86,160</b>	<b>77.7182</b>	<b>4,86,85,805</b>	<b>355</b>	<b>99.9993</b>	<b>0.0007</b>
<b>Total</b>		<b>8,97,12,925</b>	<b>7,29,06,865</b>	<b>81.2668</b>	<b>6,98,38,987</b>	<b>30,67,878</b>	<b>95.7921</b>	<b>4.2079</b>

G. Vivekananda  
 Director (Finance)  
 Tejas Networks Ltd.

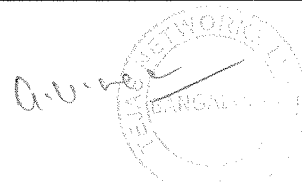
**Agenda Item No 5: Ratification of Tejas Networks Limited Employee Stock Option plan – 2014.**

Resolution Required :		5 - Ratification of Tejas Networks Limited Employee Stock Option Plan - 2014 (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	1,41,94,696	72,69,795	66.1311	33.8689
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		2,42,20,705	89.4794	1,69,50,910	72,69,795	69.9852	30.0148
Public Non Institutions	E-Voting	6,26,44,448	7,00,218	1.1178	6,99,831	387	99.9447	0.0553
	Poll		4,79,85,952	76.6005	4,79,85,952	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		4,86,86,170	77.7183	4,86,85,783	387	99.9992	0.0008
<b>Total</b>		<b>8,97,12,925</b>	<b>7,29,06,875</b>	<b>81.2669</b>	<b>6,56,36,693</b>	<b>72,70,182</b>	<b>90.0281</b>	<b>9.9719</b>

*G.V. Reddy*  
 TEJAS NETWORKS LIMITED  
 BANGALURU

**Agenda Item No 6: Ratification of Tejas Networks Limited Employee Stock Option plan – 2014- A.**


Resolution Required :		6 - Ratification of Tejas Networks Limited Employee Stock Option Plan – 2014-A (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	1,41,94,696	72,69,795	66.1311	33.8689
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		2,42,20,705	89.4794	1,69,50,910	72,69,795	69.9852	30.0148
Public Non Institutions	E-Voting	6,26,44,448	7,00,218	1.1178	6,99,776	442	99.9369	0.0631
	Poll		4,79,85,952	76.6005	4,79,85,952	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		4,86,86,170	77.7183	4,86,85,728	442	99.9991	0.0009
<b>Total</b>		<b>8,97,12,925</b>	<b>7,29,06,875</b>	<b>81.2669</b>	<b>6,56,36,638</b>	<b>72,70,237</b>	<b>90.0281</b>	<b>9.9719</b>





**Agenda Item No 7: Ratification of Tejas Networks Limited Employee Stock Option plan – 2016**

Resolution Required :		7 - Ratification of Tejas Networks Limited Employee Stock Option Plan – 2016 (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	1,41,94,696	72,69,795	66.1311	33.8689
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>2,42,20,705</b>	<b>89.4794</b>	<b>1,69,50,910</b>	<b>72,69,795</b>	<b>69.9852</b>	<b>30.0148</b>
Public Non Institutions	E-Voting	6,26,44,448	7,00,208	1.1177	6,99,760	448	99.9360	0.0640
	Poll		4,79,85,952	76.6005	4,79,85,952	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>4,86,86,160</b>	<b>77.7182</b>	<b>4,86,85,712</b>	<b>448</b>	<b>99.9991</b>	<b>0.0009</b>
<b>Total</b>		<b>8,97,12,925</b>	<b>7,29,06,865</b>	<b>81.2668</b>	<b>6,56,36,622</b>	<b>72,70,243</b>	<b>90.0280</b>	<b>9.9720</b>

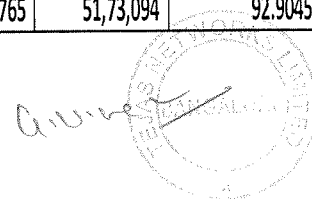
*G.V. Reddy*  


**Agenda Item No 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.

Resolution Required :		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 (Special Resolution).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	1,65,24,776	49,39,715	76.9866	23.0134
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		2,42,20,705	89.4794	1,92,80,990	49,39,715	79.6054	20.3946
Public Non Institutions	E-Voting	6,26,44,448	7,00,153	1.1177	4,66,843	2,33,310	66.6773	33.3227
	Poll		4,79,85,897	76.6004	4,79,85,897	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		4,86,86,050	77.7181	4,84,52,740	2,33,310	99.5208	0.4792
<b>Total</b>		8,97,12,925	7,29,06,755	81.2667	6,77,33,730	51,73,025	92.9046	7.0954

**Agenda Item No 9:** Approval of grant of Restricted Stock Units under Tejas Restricted Stock Unit Plan 2017 to the eligible employees of subsidiary companies

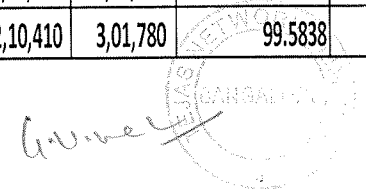
Resolution Required :		9 - Approval of grant of RSUs under Tejas Restricted Stock Unit Plan 2017 to the eligible employees of subsidiary companies (Special Resolution).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,70,68,477	2,14,64,491	79.2970	1,65,24,776	49,39,715	76.9866	23.0134
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		2,42,20,705	89.4794	1,92,80,990	49,39,715	79.6054	20.3946
Public Non Institutions	E-Voting	6,26,44,448	7,00,202	1.1177	4,66,823	2,33,379	66.6698	33.3302
	Poll		4,79,85,952	76.6005	4,79,85,952	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		4,86,86,154	77.7182	4,84,52,775	2,33,379	99.5206	0.4794
<b>Total</b>		8,97,12,925	7,29,06,859	81.2668	6,77,33,765	51,73,094	92.9045	7.0955



**Agenda Item No 10:** Approval of payment of Commission to Non- Executive Directors/Independent Directors.

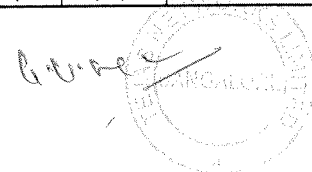
Resolution Required :			10 - Approval of payment of Commission to Non-Executive Directors/Independent Directors (Ordinary Resolution).					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Applicable					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,70,68,477	2,10,69,901	77.8393	2,08,84,454	1,85,447	99.1198	0.8802
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		2,38,26,115	88.0217	2,36,40,668	1,85,447	99.2217	0.7783
Public Non Institutions	E-Voting	6,26,44,448	7,00,123	1.1176	5,83,990	1,16,133	83.4125	16.5875
	Poll		4,79,85,952	76.6005	4,79,85,752	200	99.9996	0.0004
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		4,86,86,075	77.7181	4,85,69,742	1,16,333	99.7611	0.2389
<b>Total</b>		<b>8,97,12,925</b>	<b>7,25,12,190</b>	<b>80.8269</b>	<b>7,22,10,410</b>	<b>3,01,780</b>	<b>99.5838</b>	<b>0.4162</b>

*Amey*



**Agenda Item No 11:** Approval for revision in remuneration of Managing Director and Chief Executive officer.

Resolution Required :		11 - Approval for revision in remuneration of Managing Director and Chief Executive officer (Ordinary Resolution).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,70,68,477	2,10,69,901	77.8393	2,06,75,001	3,94,900	98.1258	1.8742
	Poll		27,56,214	10.1824	27,56,214	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		2,38,26,115	88.0217	2,34,31,215	3,94,900	98.3426	1.6574
Public Non Institutions	E-Voting	6,26,44,448	7,00,173	1.1177	3,51,503	3,48,670	50.2023	49.7977
	Poll		4,55,13,399	72.6535	4,55,13,199	200	99.9996	0.0004
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		4,62,13,572	73.7712	4,58,64,702	3,48,870	99.2451	0.7549
<b>Total</b>		<b>8,97,12,925</b>	<b>7,00,39,687</b>	<b>78.0709</b>	<b>6,92,95,917</b>	<b>7,43,770</b>	<b>98.9381</b>	<b>1.0619</b>





**Dwarakanath C**

Company Secretary in Practice  
B.Com., LL.B., FCS

**COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND POLL**

To,

The Chairman of the 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Tejas Networks Limited** (the "Company") held on Wednesday, 27<sup>th</sup> September 2017 at 3:00 p.m. at the registered office of the Company at 6<sup>th</sup> floor, J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18 Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka.

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of **Tejas Networks Limited** (the "Company") for the purpose of scrutinizing the votes cast through remote e-voting conducted pursuant to Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the votes cast through polling papers in respect of the resolutions proposed at the 17<sup>th</sup> Annual General Meeting of the equity shareholders the Company held on Wednesday, 27<sup>th</sup> September 2017 at 3.00 p.m. at the registered office of the Company at 6<sup>th</sup> Floor, J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru - 560 100, Karnataka (the "AGM").

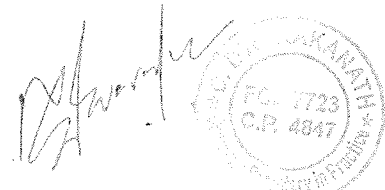
The notice dated 26<sup>th</sup> August 2017 along with the statement setting out the material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM.

The shareholders of the Company holding shares as on the relevant date i.e. 20<sup>th</sup> September 2017 were entitled to vote on the resolutions as contained in the notice of the AGM.

The Company has engaged the services of the National Securities Depository Limited (the "NSDL") for providing the e-voting facility. The voting period for remote e-voting commenced on Friday, 22<sup>nd</sup> September 2017 at 9.00 a.m. IST and ended on Tuesday, 26<sup>th</sup> September 2017 at 5.00 p.m. IST.

The management of the Company is responsible to ensure compliance of the provisions of the Act and other applicable laws, relating to the remote e-voting and voting at the AGM. My responsibility as a Scrutinizer is restricted to making a consolidated scrutinizer's report of the votes cast "For" or "Against" the resolution as stated in the notice of the AGM or those which are "treated as

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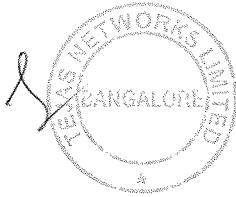


invalid", based on the report generated from the e-voting system provided by the NSDL and scrutiny of the polling papers for the votes cast at the AGM.

The votes cast through remote e-voting were unblocked and ballot box was opened subsequent to the AGM on 27<sup>th</sup> September 2017 at 5:30 p.m in the presence of two witnesses, viz., Ms.Keerthana S, currently residing at #419, 1<sup>st</sup> Main, Bhavani Nagar, Bengaluru-560019 and Mr.Ananta R Deshpande currently residing at #22B, 5<sup>th</sup> Cross, Arunachalam Layout, Papareddy Palya, Nagarabhavi 2<sup>nd</sup> Stage, Bengaluru-560072, who are not in employment of the Company.

Thereafter, the details of the votes cast "For" or "Against" and those which were "invalid" were extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" was downloaded from the e-voting website of the NSDL i.e. <https://www.evoting.nsdl.com/>

I now submit my consolidated report on the remote e-voting and poll as under:



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**Resolution No. 1 - To receive, consider and adopt the audited standalone and consolidated financial statement for the year ended 31<sup>st</sup> March 2017 and the reports of the Board of Directors and the Auditors thereon- Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

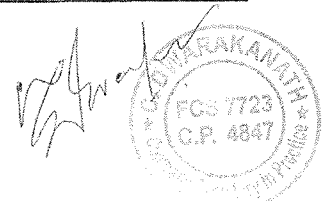
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	139	2,21,64,719	31.08
Voting at the meeting	140	4,91,40,858	68.92
<b>Total</b>	<b>279</b>	<b>7,13,05,577</b>	<b>100</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>





**Resolution No. 2 - To appoint a Director in place of Mr. Sanjay Nayak (DIN 01049871), who retires by rotation and, being eligible, offers himself for reappointment-Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

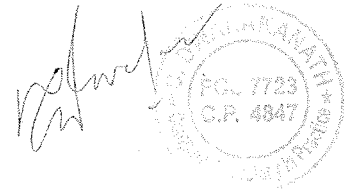
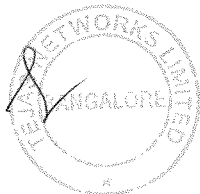
	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	134	2,06,25,722	29.96
Voting at the meeting	137	4,66,81,026	67.81
<b>Total</b>	<b>271</b>	<b>6,73,06,748</b>	<b>97.76</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	5	15,39,042	2.24
Voting at the meeting	1	200	0.0
<b>Total</b>	<b>6</b>	<b>15,39,242</b>	<b>2.24</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>



Resolution No. 3 - To appoint M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) Chartered Accountants, as the Statutory Auditors and fix their remuneration- Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

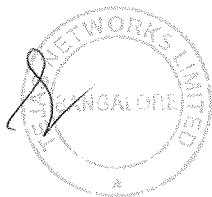
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	132	2,18,64,087	30.66
Voting at the meeting	141	4,91,53,217	68.92
<b>Total</b>	<b>273</b>	<b>7,10,17,304</b>	<b>99.58</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	6	3,00,622	0.42
Voting at the meeting	0	0	0
<b>Total</b>	<b>6</b>	<b>3,00,622</b>	<b>0.42</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>



**Resolution No.4 - Regularization of Additional Director - Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

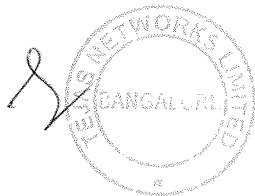
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	122	1,90,96,821	26.78
Voting at the meeting	141	4,91,53,217	68.92
<b>Total</b>	<b>263</b>	<b>6,82,50,038</b>	<b>95.70</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	15	30,67,878	4.30
Voting at the meeting	0	0	0
<b>Total</b>	<b>15</b>	<b>30,67,878</b>	<b>4.30</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>



**Resolution No.5 - Ratification of Tejas Networks Limited Employee Stock Option plan - 2014 - Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

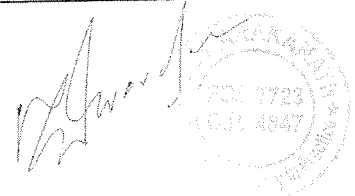
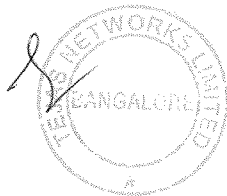
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	113	1,48,94,527	20.88
Voting at the meeting	141	4,91,53,217	68.92
<b>Total</b>	<b>254</b>	<b>6,40,47,744</b>	<b>89.81</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	25	72,70,182	10.19
Voting at the meeting	0	0	0
<b>Total</b>	<b>25</b>	<b>72,70,182</b>	<b>10.19</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>



**Resolution No.6 – Ratification of Tejas Networks Limited Employee Stock Option plan – 2014- A- Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

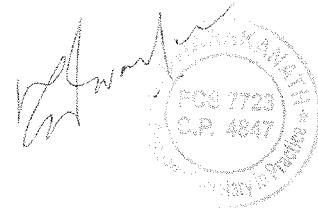
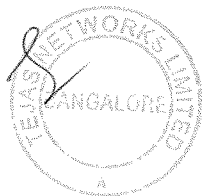
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	112	1,48,94,472	20.88
Voting at the meeting	141	4,91,53,217	68.92
<b>Total</b>	<b>253</b>	<b>6,40,47,689</b>	<b>89.81</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	26	72,70,237	10.19
Voting at the meeting	0	0	0
<b>Total</b>	<b>26</b>	<b>72,70,237</b>	<b>10.19</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>



**Resolution No.7 - Ratification of Tejas Networks Limited Employee Stock Option plan - 2016- Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

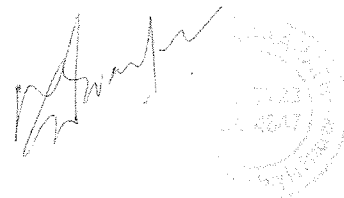
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	111	1,48,94,456	20.88
Voting at the meeting	141	4,91,53,217	68.92
<b>Total</b>	<b>252</b>	<b>6,40,47,673</b>	<b>89.81</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	26	72,70,243	10.19
Voting at the meeting	0	0	0
<b>Total</b>	<b>26</b>	<b>72,70,243</b>	<b>10.19</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>



**Resolution No.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- Special Resolution**

(i) Voting “*in Favour*” of the resolution

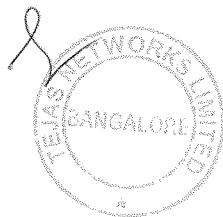
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	110	1,69,91,619	23.83
Voting at the meeting	140	4,91,53,162	68.92
<b>Total</b>	<b>250</b>	<b>6,61,44,781</b>	<b>92.75</b>

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	26	51,73,025	7.25
Voting at the meeting	0	0	0
<b>Total</b>	<b>26</b>	<b>51,73,025</b>	<b>7.25</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>



**Resolution No.9 - Approval of grant of Restricted Stock Units under Tejas Restricted Stock Unit Plan 2017 to the eligible employees of subsidiary companies- Special Resolution**

(i) Voting "*in Favour*" of the resolution

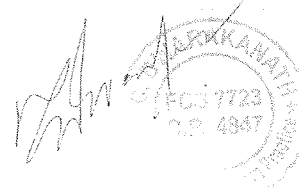
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	108	1,69,91,599	23.83
Voting at the meeting	141	4,91,53,217	68.92
<b>Total</b>	<b>249</b>	<b>6,61,44,816</b>	<b>92.75</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	29	51,73,094	7.25
Voting at the meeting	0	0	0
<b>Total</b>	<b>29</b>	<b>51,73,094</b>	<b>7.25</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>





**Resolution No.10 - Approval of payment of Commission to Non-Executive Directors/Independent Directors- Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

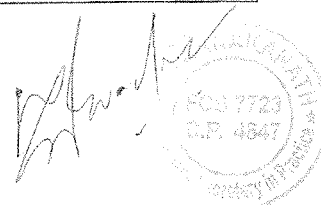
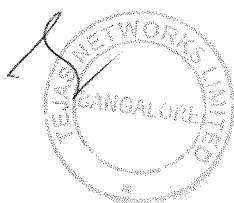
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	109	2,14,68,444	30.27
Voting at the meeting	140	4,91,53,017	69.30
<b>Total</b>	<b>249</b>	<b>7,06,21,461</b>	<b>99.57</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	25	3,01,580	0.43
Voting at the meeting	1	200	0
<b>Total</b>	<b>26</b>	<b>3,01,780</b>	<b>0.43</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	17	19,20,481
<b>Total</b>	<b>17</b>	<b>19,20,481</b>

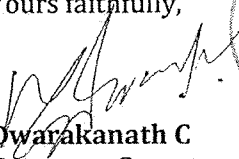


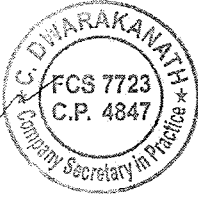


A separate Report of the Scrutinizer in Form MGT-13, of even date, has been issued for the results of the poll conducted at the AGM.

Thanking you.

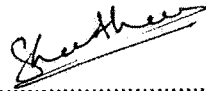
Yours faithfully,

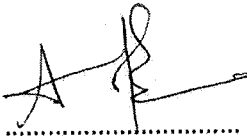
  
Dwarakanath C  
Company Secretary in Practice  
(FCS: 7723 C.P. No: 4847)



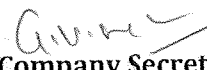
Date: 29<sup>th</sup> September 2017

We, the undersigned, witnessed the unblocking of the remote e-voting and opening of the ballot box subsequent to the AGM on 27<sup>th</sup> September 2017 at 5:30 p.m.:

  
.....  
Keerthana S  
#419, 1<sup>st</sup> Main, Bhavani Nagar  
Bengaluru-560019

  
.....  
Ananta R Deshpande  
22B, 5<sup>th</sup> Cross, Arunachalam Layout,  
Papareddy Palya, Nagarabhavi 2<sup>nd</sup> Stage,  
Bengaluru-560072

Countersigned and received the report  
for Tejas Networks Limited

  
G. V. R.  
Company Secretary  
Date: 29<sup>th</sup> September 2017

