

June 01, 2021

Dear Shareholder(s),

You are cordially invited to attend the 21st Annual General Meeting of the Shareholders of Tejas Networks Limited (“the Company”) to be held on Friday, June 25, 2021, at 3.00 P.M (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting is enclosed herewith.

Yours sincerely

Sd/-
Balakrishnan V
Chairman

Enclosures:

1. Notice of the 21st Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

*Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number:
+91 80 4179 4600 / +91 80 4179 4700*



Tejas Networks Limited
CIN: L72900KA2000PLC026980
J P Software Park, Electronics City,
Hosur Road, Bengaluru - 560100.
Tel: +91 80 4179 4600
corporate@tejasnetworks.com
www.tejasnetworks.com

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting (“AGM”) of the Shareholders of Tejas Networks Limited (the “Company”) will be held on Friday, June 25, 2021 at 3.00 P.M (IST) through VC/OAVM to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt

The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Sanjay Nayak (DIN: 01049871) as a Director liable to retire by rotation

To re-appoint Sanjay Nayak, who retires by rotation and being eligible, offers himself for re-appointment and to pass with or without modification(s) the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** Sanjay Nayak (DIN: 01049871) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the consent of the Shareholders of the Company be and is accorded to the Board of Directors of the Company to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

3. Ratification of the Remuneration of Cost Auditors

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Shareholders hereby ratifies the remuneration of ₹ 1,50,000/- (Rupees One lakh fifty thousand only) plus taxes and reimbursement of out of-pocket expenses incurred in connection with the cost audit, payable to GNV & Associates, Cost & Management Accountants, Bangalore (Firm Registration Number 000150), who are appointed by the Board of Directors of the Company, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ended March 31, 2021.

“**RESOLVED FURTHER THAT** the consent of the Shareholders of the Company is accorded to the Board of Directors of the Company to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors / Executives of the Company to give effect to the aforesaid resolution.”

April 21, 2021
Bengaluru

4. Approval of payment of Remuneration to the Non-Executive and Independent Directors

To consider and, if thought fit, to pass, with or without modification, the following resolutions as an **Ordinary Resolution**

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the Shareholders with respect to payment of remuneration to Non-Executive and Independent Directors, consent of the Shareholders of the Company be and is hereby accorded, pursuant to the provisions of Section 149(9), Section 197, Section 198 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), for payment of remuneration to the Non-Executive and Independent Directors (existing or proposed to be appointed in future) in any financial year shall be as under:

1. Where the Company has profits in a financial year – The remuneration payable either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, (in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof) such sum by way of commission as the Board and/or a Committee thereof may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and computed in the manner provided under Section 198 of the Companies Act, 2013 with effect from financial year ended March 31, 2021.

2. Where the Company has no profits or its profits are inadequate in a financial year- The remuneration, (in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof), shall not exceed the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 with effect from financial year ended March 31, 2021.

“**RESOLVED FURTHER THAT** the consent of the Shareholders of the Company is accorded to the Board of Directors of the Company including Nomination and Remuneration Committee to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors / Executives of the Company to give effect to the aforesaid resolution including payment of such remuneration for any period or period.”

By Order of the Board
Sd/-

N R Ravikrishnan
General Counsel,
Chief Compliance Officer and Company Secretary
ACS Membership No: 7875

Notes:

1. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs and by the Securities and Exchange Board of India (SEBI), Companies are allowed to hold AGM through VC, without the physical presence of Shareholders at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item 2 to 4 of the Notice is annexed hereto. The relevant details, pursuant to Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.
3. In compliance with MCA and SEBI Circulars, of the AGM along with the Annual Report is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/Depositories. Shareholders may note that the Notice and Annual Report will also be available on the Company's website https://www.tejasnetworks.com/shareholders_agm.php websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
4. The Register of Shareholders and Share Transfer Books of the Company will remain closed from June 18, 2021 to June 25, 2021 (both days inclusive).
5. Pursuant to the provisions of the Act, a Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Shareholder of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at www.tejasnetworks.com/disclosures.php. Shareholders are requested to submit the details to their Depository Participants ("DPs") in case the shares are held by them in electronic form, and to the Registrar and share transfer agents ("RTA"), Link Intime India Private Limited, in case the shares are held in physical form.
7. To support the 'Green Initiative', Shareholders who have not registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
8. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone number, mobile number, permanent account number (PAN), mandates, nominations, power of attorney, bank details to their DPs in case the shares are held by them in electronic form and to RTA in case shares are held in physical form.
9. Shareholders holding shares in physical form are requested to consider converting their holdings into dematerialized form to eliminate all risks associated with the physical shares and for ease of portfolio management. Shareholders can contact the Company or RTA for assistance in this regard.
10. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to evoting@tejasnetworks.com with a copy marked to evoting@nsdl.co.in.
11. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Shareholders after making requisite changes.
12. In case of joint holders attending the AGM, the Shareholders whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote.
13. Attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and as specified in the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 08, 2019.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Shareholders during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Shareholders from the date of circulation of this Notice up to the date of AGM, i.e. June 25, 2021. Shareholders seeking to inspect such documents can send an email to agm@tejasnetworks.com.
15. SEBI has mandated the submission of PAN by every participant in securities market. Shareholders holding shares in electronic form are therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the RTA of the Company.

16. Shareholders seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business /operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number /folio number and mobile number. The same should reach on or before June 20, 2021 at agm@tejasnetworks.com and responses to such queries will be appropriately addressed by the Chairman of the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a shareholder or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select in the interest of the other shareholders, meaningful questions. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
17. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Brief profile and other required information about the Director proposed to be re-appointed and continuation of directorship as required under SEBI Listing Regulations is attached to this Notice.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting has been attached to the Notice of the AGM.
20. The remote voting through electronic means will commence on June 20, 2021 at 9.00 am (IST) and will end on June 24, 2021 at 5.00 pm (IST). The Shareholders will not be able to cast their vote electronically beyond the date and time mentioned here. Once the vote on a resolution is cast by a Shareholder via remote e-voting, it cannot be changed subsequently or cast the vote again. However, a Shareholder may participate in the meeting even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
21. During the period when the facility for remote e-voting is provided, the Shareholders of the Company holding the shares either in physical or in dematerialized form as on the relevant date (i.e) June 18, 2021 may opt to vote via remote electronic voting process.
22. The Board of Directors has appointed C. Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) failing which Ananta Deshpande, Company Secretary in Practice (ACS - 24319 and CP No.20322) as a Scrutinizers to scrutinize the voting through remote e-voting and voting process at AGM in a fair and transparent manner.
23. The results on above resolutions shall be declared not later than two working days from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions. The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company (www.tejasnetworks.com) and on Service Provider's website NSDL (www.evoting.nsdl.com) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.
24. Details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries / grievances relating to voting by electronic means, the Shareholders / beneficial owners or in case any person, acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date June 18, 2021 may obtain the login ID and password by sending a request to evoting@nsdl.co.in.
25. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.



Instructions for participation through Video-Conferencing

In accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars, the Company is convening the 21st AGM of the Shareholders of the Company through VC / OAVM to transact the business as set forth in the Notice of the AGM.

The procedure and the manner for accessing the video-conferencing are as follows:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tejasnetworks.com/annual-general-meeting.php. 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 and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
9. Members are encouraged to join the Meeting through Laptops for better experience.
10. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
11. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at agm@tejasnetworks.com to reach on or before June 20, 2021. Those Shareholders who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
12. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/camera same along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.

Shareholders Instructions for e-voting

The remote e-voting period begins on June 20, 2021 at 9:00 A.M. and ends on June 24, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e June 18, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being June 18, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> 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, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@tejasnetworks.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your

password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to agm@tejasnetworks.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to agm@tejasnetworks.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory statement

As required under section 102(1) of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Items No. 2 to 4 of the accompanying Notice:

Item No. 2 – Re-appointment of Sanjay Nayak (DIN: 01049871) as a Director liable to retire by rotation.

This explanatory statement is provided though not mandated under Section 102 of the Companies Act, 2013.

Based on the terms of appointment, Executive Directors and Non-Executive and Non-Independent Directors are subject to retirement by rotation. Sanjay Nayak (DIN: 01049871) being the longest serving member on the Board retires by rotation and being eligible seeks re-appointment. To the extent Sanjay Nayak is required to retire by rotation, he would need to be re-appointed as a Director.

The details including qualifications, no. of shares held in the Company and other directorships etc. of Sanjay Nayak has been given in the annexure to this Notice.

The Board feels that the presence of Sanjay Nayak on the Board is desirable and would be beneficial to the Company and hence recommends the Resolution No. 2 of this Notice for approval of the Shareholders.

Except Sanjay Nayak and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is in any way, concerned or interested in the Resolution set out at Item No. 2 of this Notice.

Item No. 3 - Ratification of the remuneration of Cost Auditor.

The Company is required, under the provisions of Section 148(3) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records conducted by a cost accountant in practice.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s GNV & Associates, Cost Accountants, (Firm Registration Number 000150), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for approval of the remuneration of ₹ 1,50,000/- (Rupees One lakh Fifty Thousand Only) payable to the Cost Auditors, for the financial year ending March 31, 2021.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of the Notice.

Item No. 4 - Approval of payment of Remuneration to the Non-Executive and Independent Directors.

In accordance with Section 149, Section 197 and Section 198 and other relevant provisions of the Companies Act, 2013 (“Act”), the commission up to 1% of the net profits of the Company, computed in the manner provided under Section 198 of the Companies Act, 2013, may be paid to the Directors other than the Managing Director subject to the approval of Shareholders.

The Companies (Amendment) Act, 2020 amended the Section 149 (9) and Section 197 (3) of the Companies Act, 2013 permitting remuneration to be paid to the Non-executive Directors/Independent Directors in case of inadequacy or absence of profits. Prior to the amendment, Section 149 (9) of the Act provided for payment of commission to the Non-Executive and Independent Directors only if a company earned profits in that particular year and not otherwise. Further, Section 197 (3) also provided for payment of remuneration in case of a Company having no profits or inadequate profits in terms of Schedule V only to the Managerial Personnel. Acknowledging the crucial role played by the Non-Executive and Independent Directors in bringing objectivity into the functioning of the Board and improving its effectiveness, the Company Law Committee in its Report recommended for compensating Non-Executive and Independent Directors along with the Executive Directors. In view of the said recommendations, Ministry of Corporate Affairs, with effect from March 18, 2021, have amended Section 149 (9), Section 197 (3) and Schedule V providing for the companies having no profit or inadequate profit to pay remuneration to the Non-Executive Directors / Independent Directors from financial year ended March 31, 2021.

Considering the rich experience and expertise brought into the Board by the Non-Executive and Independent Directors and also crucial role played by the Non-Executive and Independent Directors, the Board of Directors in their meeting held on April 21, 2021, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of Shareholders have proposed to remunerate, in case of no profit or inadequacy of profits, the Non-Executive Directors / Independent Directors by way of remuneration, subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 with effective from financial year ended March 31, 2021.

The approval of the Shareholders is sought by way of an Ordinary Resolution under the applicable provisions of the Companies Act, 2013 for the following:

1. Where the Company has profits in a financial year - Payment of commission, in case of net profits (in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof), not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013

from time to time and computed in the manner provided under Section 198 of the Companies Act, 2013 with effect from financial year ended March 31, 2021.

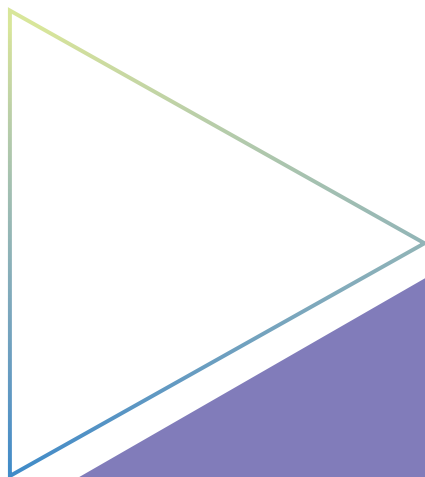
2. Where the Company has no profits or its profits are inadequate in a financial year - Payment of remuneration, in case of no profit or inadequate profits (in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof), subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 with effect from financial year ended March 31, 2021.

April 21, 2021
Bengaluru

The Board recommends the resolution set out at Item No. 4 of this Notice to the Shareholders for their consideration and approval by way of Ordinary Resolution.

None of the Executive Directors and Key Managerial Personnel of the Company or their relatives are not concerned or interested financially or, otherwise, in the resolution set out at item No. 4 of the Notice. The Non-Executive and Independent Directors or their relatives may be deemed to be concerned or interested in the resolution set out at Item No.4 to the extent of remuneration or fees that may be received by them.

By Order of the Board
Sd/-
N R Ravikrishnan
General Counsel,
Chief Compliance Officer and Company Secretary
ACS Membership No: 7875



Details of the Director seeking re-appointment of office at the Annual General Meeting



Sanjay Nayak

Managing Director & CEO

Sanjay Nayak has several years of experience in the field of telecommunication and networking, electronics and software. Prior to Tejas Networks, Sanjay was Managing Director of Synopys (India) Private Limited. He received the “Technovation Sarabhai Award” from India Electronics and Semiconductor Association (IESA) and the “Electronics Man of the Year” from ELCINA, “CNBC Awaaz CEO of the Year 2019- Technology” and has been inducted as a Fellow of Indian National Academy of Engineering (INAE). He is currently the Chairman of FICCI’s Science, Technology and Innovation Council was the Co-Chairman of India’s Telecom Equipment and Services Export Promotion Council (TEPC).

Director Identification Number (DIN)	01049871
Date of Birth	June 28, 1964
Nationality	Indian
Date of appointment on the Board (Original)	April 24, 2000
Shares held as on March 31, 2021	27,00,529
Qualifications	<ul style="list-style-type: none"> • M.S (Computer Engineering)- North Carolina University, Raleigh N.C, USA • B.Sc (Engineering) - Birla Institute of Technology, Mesra
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives

For other details such a number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of above director, please refer Corporate Governance Report which is a part of this Annual Report.

