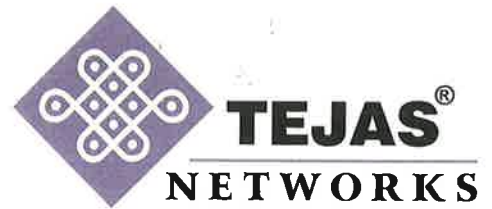


Tejas Networks Ltd.

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Fax: +91- 80- 2852 0201



Mr. C B Bhave
No.64, Tower 4, Pebble Bay
1st Main, RMV Stage 2, Dollars Colony
Bangalore 560094

July 25, 2019

Dear Bhave,

Based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors and the Shareholders of the Company; the Board of Directors (the "**Board**") of Tejas Networks Limited (the "**Company**"), are pleased to appoint you as an **Independent Director** of the Company with effect from March 25, 2019.

This letter of appointment sets out the terms of your appointment as an Independent Director, and are subject to the extant provisions of the Companies Act, 2013 (the "**Act**") and the Articles of Association of the Company

1. Appointment

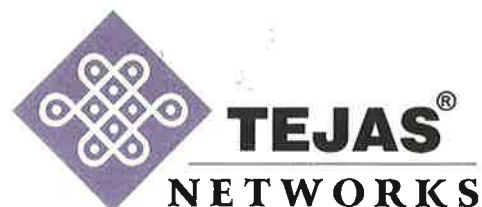
- a. In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board up to Five (5) years from the date of your appointment.
- b. In compliance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors are not liable to retire by rotation.
- c. The Re-appointment of an Independent Director for another term shall be based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and Shareholders of the Company.
- d. An Independent Directors shall not be employee of the Company and hence this letter shall not constitute a contract of employment.

2. Board committees

- a. As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. The appointment on such Committee(s) will be subject to the applicable regulations. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.
- b. Currently, the Board has five committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility (CSR) Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members.

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- c. The Chairperson of the Board, in consultation with the Company Secretary and the Committee Chairperson, determines the frequency and duration of the Committee meetings. Normally, the committees meet four times a year. Recommendations of the committees are submitted to the full Board for approval. The quorum for meetings is either two members of the committee or one-third of the members of the committee, whichever is higher.

3. Role, duties and responsibilities

- a. The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. All Independent Directors have the same general legal responsibilities to the Company as any other Director consistent with the Act and the Rules made thereunder.
- b. The Schedule IV of the Companies Act, 2013, requires the Independent Directors to abide to the Code of Conduct as attached to this letter as Annexure 1 in addition to the duties of Directors as provided in Section 166 of the Act. In addition to the Schedule IV, an annual declaration on the adherence to the Companies Code of Conduct is also required to be provided to the Board which is attached to this letter as Annexure 2.

4. Time Commitment

Considering the nature of the role of a director, it is difficult for a company to lay down specific parameters on time commitment. An Independent Director is expected to devote sufficient time as is prudent and necessary for the proper performance of role, duties and responsibilities

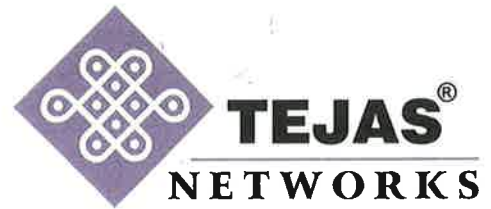
5. Remuneration

- a. The remuneration of the non-executive/independent directors is approved at a meeting of the Board. The total compensation payable to the entire group of non-executive/independent directors is limited to a fixed amount per year determined by the Board. This amount shall not exceed 1% of the net profit of the Company for the year calculated as per the provisions of the Companies Act, 2013.
- b. The criteria for payment of remuneration to non-executive/independent directors are as follows

S.No	Nature	Amount
1	Fixed Fees for each Independent Director (per annum)	Rs. 5,00,000/-
2	Board / Audit Meeting Attendance Fees (per meeting)	Rs. 1,00,000/-
3	Non-Executive Chairman Fees (per annum)	Rs. 10,00,000/-
4	Chairperson - Audit Committee (per annum)	Rs. 4,00,000/-
5	Member - Audit Committee (per annum)	Rs. 2,00,000/-
6	Chairperson - Other Committees: NRC, CSR, SRC, Risk (per annum)	Rs. 2,00,000/-
7	Member - Other Committee (per annum)	Rs. 1,00,000/-
8	Commission depending on profits of the Company (TBD)	

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c. In addition to the above, non-executive/independent directors would be entitled to the reimbursement of the following items of expenditure that may be incurred in traveling to the place of the Board meetings and other committee meetings of the Company and back to their normal place of residence:

- Business / Economy airfare from the normal place of residence to the place of the Board or committee meetings and back to their normal place of residence.
- Accommodation at any hotel as determined by the Company for the duration of Board and committee meetings, and during the day prior to and after such meetings.
- Out-of-pocket expenses, like conveyance, food, and incidentals that are incurred during the days of the Board and committee meetings.

6. Liability

- a. The Company maintains a Directors and Officers insurance policy (D & O policy) amounting to Rs. 35.00 crore (with an excess insurance of Rs.2.00 crore) to pay for the personal liability of directors and officers for claims made against them while serving on the Board of the Company.
- b. The Company shall not be liable for acts, if any, carried out which do not form part of the normal fiduciary duties and responsibilities as Director of the Company or acts which arise out of negligence, willful omission or commission or wilful concealment of fact(s) in prior knowledge or coming to the fore during the course of tenure as Director.

7. Conflict of Interest

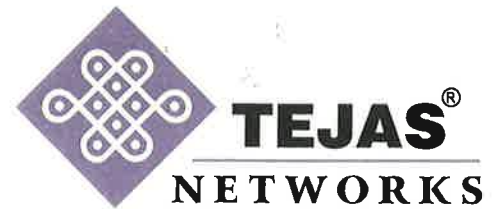
- a. It is accepted and acknowledged that Directors may have business interests other than those of the Company. As a condition to the appointment commencing, every Director is required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of the appointment.
- b. In the circumstance which seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment on the Independence of Director, the same should be disclosed to both the Chairman of the Board and the Company Secretary. It is expected that Independent Directors will not serve on the boards of competing companies.

8. Confidentiality

- a. All information acquired during your tenure is confidential to the Company and should not be released, even after your resignation (by whatever means) to third parties without prior clearance from the Chairman of the Board unless required by law or by the rules of any regulatory body.
- b. Attention is also drawn to the requirements under the applicable regulations and the Company's Code of Conduct which concern the disclosure of price sensitive information and dealing in the securities of the Company

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9. Term and Tenure

- a. Directorship on the Board of the Company shall terminate or cease in accordance with law.
- b. An Independent Director may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which notice is received by the Company or date, if specified by a Director in the Notice whichever is later.

10. Information

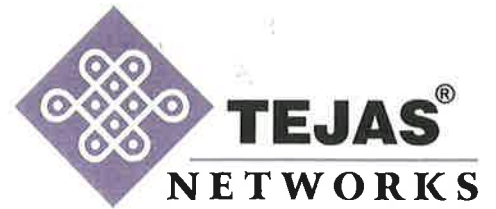
- a. The dates for the Board meeting for the ensuing year are decided in advance and published in the Annual Report. Generally, the Board meetings are held at the Registered Office of the Company, Bangalore, India. The Chairman of the Board, Chief Executive Officer (CEO) and the Company Secretary, in consultation with the Chief Financial Officer (CFO), draft the agenda for each meeting, along with explanatory notes, and distribute it in advance to the Board members. Every Board member is free to suggest the inclusion of items on the agenda. Normally, the Board meets once a quarter to review the quarterly results and other items on the agenda.
- b. The Company provides video / teleconference facilities to facilitate participation by the Directors in case, it may not be possible for each one of them to be physically present at all the Board meetings.
- c. The Board has full and unfettered access to any information of the Company, and to any employee of the Company. At Board meetings, the Board invites managers of the Company when additional details into the items being discussed are required.

11. Mechanism for evaluating Board members

- a. The Chairperson of the Nominations and Remuneration Committee conducts an annual Board evaluation and a peer evaluation survey to assess the performance of the Board as a whole and that of individual Board members. Performance is assessed based on clearly defined objective criteria. This is in line with the Company's policy of being data-oriented in every transaction and decision.
- b. Each Independent Board member makes a presentation to the Board highlighting his or her contributions and thought leadership initiatives pursued during the year. The evaluation is done on a three-point scale. Independent directors have three key roles Governance, Control and Guidance. Some of the performance indicators based on which the independent directors are evaluated are:
 - Ability to contribute to and monitor our corporate governance practices;
 - Ability to contribute by introducing international best practices to address top-management issues;
 - Active participation in long-term strategic planning;

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- Commitment to the fulfilment of a director's obligations; and
- Fiduciary responsibilities.

12. Acceptance of appointment

We are confident that the Board and the Company will benefit immensely from your rich experience. It is a pleasure to have you on board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

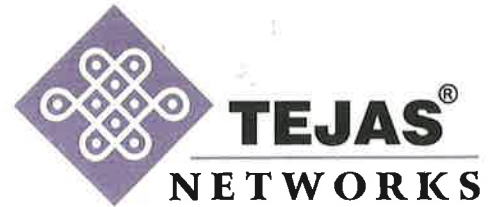
With best regards

V. Balakrishnan
V Balakrishnan
Chairman of the Board

Accepted
LSHAMB
25/07/2019

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Annexure-1

CODE FOR INDEPENDENT DIRECTORS - (As per SCHEDULE IV of Companies Act, 2013)

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

I. Guidelines of professional conduct:

An Independent Director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

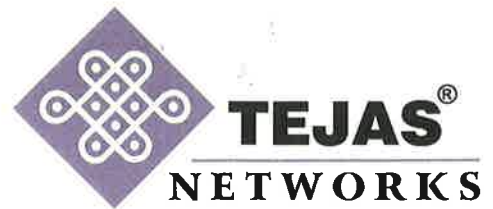
II. Role and functions:

The Independent Directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

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8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The Independent Directors shall:

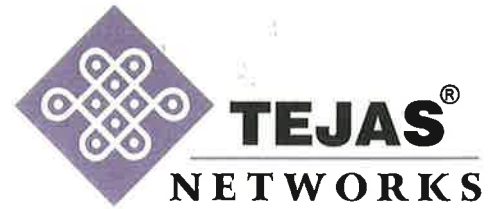
1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2. The appointment of Independent Director(s) of the company shall be approved at the meeting of the shareholders.

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3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the Independent Director proposed to be appointed fulfills the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4. The appointment of Independent Directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
5. The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of Independent Directors shall also be posted on the company's website.

V. Re-appointment:

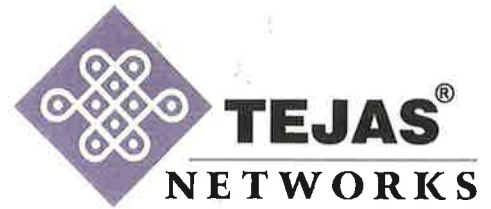
The re-appointment of Independent Director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

1. The resignation or removal of an Independent Director shall be in the same manner as is provided in Sections 168 and 169 of the Act.
2. An Independent Director who resigns or is removed from the Board of the company shall be replaced by a new Independent Director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
3. Where the company fulfills the requirement of Independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new Independent Director shall not apply.

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VII. Separate meetings:

1. The Independent Directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2. All the Independent Directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

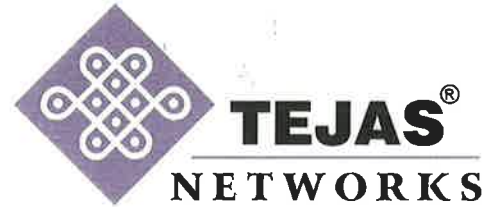
VIII. Evaluation mechanism:

1. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

CRS/HR/MS

• **Tejas Networks Ltd.**

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Annexure-2

FORMAT FOR DECLARATION OF COMPLIANCE WITH THE CODE

The Board of Directors,
J P Software Park,
Plot No 25, J.P. Software Park
Hosur Road
Bangalore – 560100

Dear Sirs,

Re: Confirmation of compliance with the Code of Conduct for the Directors and Senior Management Personnel.

I, C. R. Blame Director of Tejas Networks Limited, do hereby confirm that I have read and understood the Code, and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding financial year 2018-19 and / or I affirm that I will comply with the requirements of this Code during the current financial year 2019-20

Signature: Blame

Date: 25/07/2019