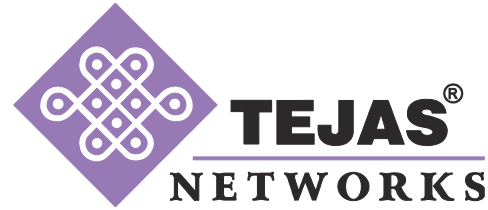


Tejas Networks Ltd.

Regd. Office: Plot No. 25, 5th Floor
J.P. Software Park, Electronic City Phase 1
Hosur Road, Bengaluru 560 100, India
Tel : +91- 80- 4179 4600/700/800
Fax: +91- 80- 2852 0201



February 09, 2024

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,
Mumbai – 400 001
BSE Scrip Code: 540595

Dear Sir/Madam,

Sub: Consolidated Scrutinizer's Report and Voting Results of the Meeting of Equity Shareholders of Tejas Networks Limited ("Company") held on February 09, 2024 convened as per the directions of Hon'ble National Company Law Tribunal, Bengaluru Bench ('NCLT') vide its Order dated December 07, 2023

Re: Scheme of Amalgamation of Saankhya Labs Private Limited ("Transferor Company 1") and Saankhya Strategic Electronics Private Limited ("Transferor Company 2") with Tejas Networks Limited ("Company" or "Transferee Company") and their respective shareholders ("Scheme")

The Consolidated Scrutinizer's Report and Voting Results on e-voting (remote e-voting and e-voting at the Meeting) for the Equity Shareholders of the Company held on February 09, 2024, as per the directions of Hon'ble National Company Law Tribunal, Bengaluru Bench ('NCLT') vide its Order dated December 07, 2023, in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Consolidated Scrutinizer's Report and Voting Results on e-voting (remote e-voting and e-voting at the Meeting) are enclosed.

The resolution has been passed with requisite majority by the equity shareholders of the Company.

The voting results along with the Consolidated Scrutinizer's Report and Voting Results are also available on the Company's website at <https://www.tejasnetworks.com/> and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/>.

Kindly take the above information on record.

Yours sincerely
For Tejas Networks Limited

N R Ravikrishnan
General Counsel, Chief Compliance Officer
& Company Secretary

Tejas Networks Limited

Resolution Required :Special		1 - To approve the Scheme of Amalgamation of Saankhya Labs Private Limited (“Transferor Company 1”) and Saankhya Strategic Electronics Private Limited (“Transferor Company 2”) (Collectively hereinafter referred as “Transferor Companies”) with Tejas Networks Limited (“Company” or“ Transferee Company”)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	94905686	94905686	100.0000	94905686	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		94905686	100.0000	94905686	0	100.0000	0.0000
Public Institutions	E-Voting	26793288	17292204	64.5393	17247850	44354	99.7435	0.2565
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17292204	64.5393	17247850	44354	99.7435	0.2565
Public Non Institutions	E-Voting	48561101	9512427	19.5886	9511141	1286	99.9865	0.0135
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9512427	19.5886	9511141	1286	99.9865	0.0135
Total		170260075	121710317	71.4849	121664677	45640	99.9625	0.0375

**Report of Scrutinizer**

To,

Shri. R.M. Uday Shankar,

Advocate

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench for the Meeting of Equity shareholders of

TEJAS NETWORKS LIMITED

CIN: L72900KA2000PLC026980

J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18 Konnapana Agrahara Village, Begur Hobli, Bengaluru - 560 100, Karnataka, India

Dear Chairperson,

Subject: Consolidated Scrutinizer's Report on voting at the Hon'ble National Company Law Tribunal, Bengaluru Bench, ("NCLT") convened Meeting of the Equity shareholders of Tejas Networks Limited ("the Company" or "the Transferee Company"), held on Friday, February 09, 2024 at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) pursuant to the directions of NCLT vide order dated December 7, 2023 for:

1. The e-voting during the meeting conducted on Friday, February 09, 2024 at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).
2. The voting by remote e-voting process conducted between Monday, February 05, 2024 from 9:00 a.m. (IST) and Thursday, February 08, 2024 up to 5:00 p.m. (IST).



I, Pradeep B Kulkarni, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as the Scrutinizer, by the Hon'ble National Company Law Tribunal, Bengaluru Bench, Bengaluru ("NCLT") vide order pronounced on December 07, 2023 ("said Order") for the purpose of scrutinizing the remote e-voting process and e-voting at the meeting of the equity shareholders of Tejas Networks Limited. This meeting was conducted as per the said Order, for seeking Equity shareholders' approval to the Scheme of Amalgamation of Saankhya Labs Private Limited (hereinafter referred to as "Transferor Company 1") and Saankhya Strategic Electronics Private Limited (hereinafter referred to as "Transferor Company 2") with Tejas Networks Limited (hereinafter referred to as "Company" or "Transferee Company") and their respective shareholders (hereinafter referred to as the "Scheme" or the "Scheme of Arrangement") pursuant to the directions of the NCLT order, the provisions of the Companies Act, 2013 read with the applicable rules made thereunder, and Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity shareholders to the Scheme under Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, in terms of the Notice dated December 31, 2023 convening the said Meeting. The votes were cast by Equity shareholders through:

- a) remote electronic voting ("remote e-Voting")
- b) through e-voting system available at the Meeting virtually ("e-Voting at the Meeting") held on Friday, February 09, 2024 at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

In this regard I hereby submit my report as under:

1. As confirmed by ("Transferee Company"), Notice in relation to the Tribunal convened meeting of the equity shareholders, together with the documents accompanying the same, including the explanatory statement and the scheme was sent through electronic mode to all the equity shareholders of the Company as on December 29, 2023, whose email addresses are duly registered with the Transferee Company.



2. The Company has provided facility to the Equity Shareholders to cast their votes either through remote e-voting or through e-voting during the meeting.
3. National Securities Depository Limited (“NSDL”) was appointed as the agency for providing remote e-voting, e-voting at the Meeting and other facilities in respect of the said Meeting.
4. The remote e-voting process was conducted from Monday, February 05, 2024 from 9:00 a.m. (IST) to Thursday, February 08, 2024 up to 5:00 p.m. (IST).
5. E-voting was also conducted at the Meeting held on Friday, February 09, 2024 at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).
6. After the time fixed for closing of the e- voting at the Hon’ble NCLT convened meeting, the votes cast through e-voting facility provided by the Transferee Company were diligently scrutinized. The e- voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
7. The management of the Transferee Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder, applicable Securities Exchange Board of India (‘SEBI’) Regulations, guidelines, circulars, notifications etc., relating to Voting. My responsibility as a scrutinizer is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolution.



The draft of the resolution which was put to vote by Equity shareholders of the Transferee Company is as under (by way of remote e-voting prior to the meeting and e-voting during the meeting):

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble National Company Law Tribunal, Bengaluru Bench (“Tribunal”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in Scheme of Amalgamation of Saankhya Labs Private Limited and Saankhya Strategic Electronics Private Limited with Tejas Networks Limited and their respective shareholders (“Scheme”) be and is hereby approved;



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the amalgamation embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from equity shareholders of the Company.”

8. The number of equity shares as on the cut-off date i.e. January 31, 2024, is taken into consideration for determining the votes cast. Voting rights of a shareholder were in proportion to the paid-up equity share capital of the Company as on the cut-off date.



9. *The consolidated result of the remote e-voting and voting during the Hon'ble NCLT convened meeting of equity shareholders in respect of the resolution to approve the Scheme:*

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of Total Number of valid votes cast
492	12,16,64,677	99.96

(ii) Voted against the resolution:

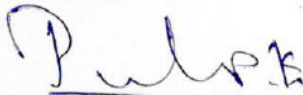
Number of members voting	Number of votes cast by them	% of Total Number of valid votes cast
11	45,640	0.04

(iii) Invalid votes: NIL



10. Based on the foregoing, the resolution as proposed in the Notice of the NCLT convened meeting shall be deemed to have been approved on the date of the NCLT Convened meeting of equity shareholders of the Transferee Company i.e., on February 09, 2024 with the requisite majority of Equity Shareholders voted in favor through remote e-voting and by way of e-voting during the Hon'ble NCLT convened meeting.
11. The list of Equity shareholders who voted "FOR", "AGAINST" for the resolution has been emailed to your good self and the authorized representative of the Transferee Company.

Thanking you,



Pradeep B Kulkarni



Scrutinizer

Practicing Company Secretary &

Partner of V. Sreedharan and Associates

Company Secretaries, Bengaluru

FCS: 7260; CP No.: 7835

Place: Bengaluru

Dated: February 09, 2024

UDIN: F007260E003405490