

Tejas Networks Limited  
CIN: L72900KA2000PLC026980  
Regd. Office: J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18,  
KonnapananAgrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India.  
T: + 91 80 4179 4600 | F: +91 80 2852 0201  
Website: [www.tejasnetworks.com](http://www.tejasnetworks.com) | email: [corporate@tejasnetworks.com](mailto:corporate@tejasnetworks.com)

March 14, 2022

## POSTAL BALLOT NOTICE

### Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force ("Rules"), read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No.20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the Resolutions set out below are proposed to be passed by the Members of Tejas Networks Limited ("Company") through Postal Ballot only through the remote e-voting process.

The proposed Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company through remote e-voting.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Company has appointed National Securities Depositories Limited ("NSDL") for facilitating remote e-voting to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot

Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board has appointed Mr. C Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) & IP failing which Mr. Ananta Deshpande, Company Secretary in Practice (ACS - 24319 and CP No.20322) as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions as stated in the Notes under the section 'Voting through Electronic Means'. Reference to postal ballot(s) in this Postal Ballot Notice includes votes received electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than April 15, 2022 failing which, it will be strictly considered that no reply has been received from the Member and shall be deemed invalid.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before April 17, 2022 along with the Scrutinizer's report, be communicated to the Stock Exchanges and will also be uploaded on the Company's website at [www.tejasnetworks.com](http://www.tejasnetworks.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. April 15, 2022.

## SPECIAL BUSINESS

### 1. Appointment of Mr. N. Ganapathy Subramaniam (DIN: 07006215) as Non-Independent and Non-Executive Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. N. Ganapathy Subramaniam (DIN: 07006215) who was appointed as an Additional Director (liable to retire by rotation) and Nominee Director of Panatone Finvest Limited in the capacity of Non-Independent and Non-Executive Director by the Board on January 19, 2022 in terms of Section 161 of the Act, be and is hereby appointed as a Non-Independent and Non-Executive Director and as Nominee Director of Panatone Finvest Limited (liable to retire by rotation) of the Company.”

“**RESOLVED FURTHER THAT** the consent of the Members 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 including without limitation, preparing, signing, executing, and filing applications and returns with the relevant authorities as may be deemed necessary and expedient to give effect to the aforesaid resolution and to delegate all or any of its powers herein conferred to any Executives of the Company to give effect to the aforesaid resolution.”

### 2. Appointment of Mr. A. S. Lakshminarayanan (DIN: 08616830) as Non-Independent and Non-Executive Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. A. S. Lakshminarayanan (DIN: 08616830) who was appointed as an Additional Director (liable to retire by rotation) and Nominee Director of Panatone Finvest Limited in the capacity of Non-Independent and Non-Executive Director by the Board on January 19, 2022 in terms of Section 161 of the Act, be and is hereby appointed as a Non-Independent and Non-Executive Director and as Nominee Director of Panatone Finvest Limited, (liable to retire by rotation) of the Company.”

“**RESOLVED FURTHER THAT** the consent of the Members 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 including without limitation, preparing, signing, executing, and filing applications and returns with the relevant authorities as may be deemed necessary and expedient to give effect to the aforesaid resolution and to delegate all or any of its powers herein conferred to any Executives of the Company to give effect to the aforesaid resolution.”

### 3. To approve entering into Material Related Party Transactions with Tata Communications Limited, a related party of the Company.

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Members do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise for the financial year 2022-23 with Tata Communications Limited, a related party of the Company, for rendering and / or providing services notwithstanding the fact that all such transactions during financial year 2022-23, whether individually and/or in the aggregate, may exceed the threshold limits specified under the Act read with Listing Regulations or any other materiality threshold as may be applicable under law/ regulations from time to time, subject to a maximum limit of ₹ 250 crore.”

“**RESOLVED FURTHER THAT** the Members of the Company do hereby accord approval to the Board of Directors of the Company to sign and execute all documents, contracts/deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) and / or officer(s) / employee(s) of the Company any other person(s) to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

### 4. To approve entering into Material Related Party Transactions with Tata Consultancy Services Limited, a related party of the Company

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws, including any amendments, modifications, variations or re-enactments

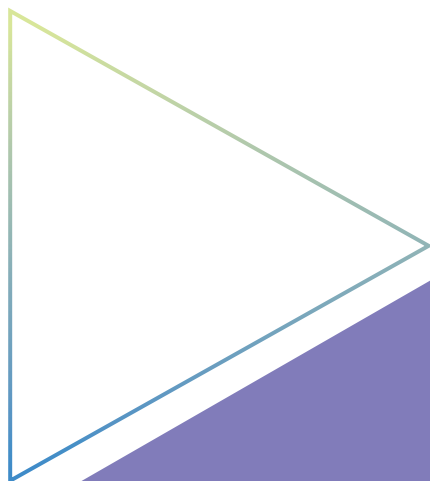
thereof, the Members do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise for the financial year 2022-23 with Tata Consultancy Services Limited, a related party of the Company, for rendering and /or providing services notwithstanding the fact that all such transactions during financial year 2022-23, whether individually and/or in the aggregate, which may exceed the threshold limits specified under the Act read with Listing Regulations, or any other materiality threshold as may be applicable under law/ regulations from time to time, subject to a maximum limit of ₹ 750 crore.”

“**RESOLVED FURTHER THAT** the Members of the Company do hereby accord approval to the Board of Directors of the Company to sign and execute all documents, contracts/deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) and / or officer(s) / employee(s) of the Company / any other person(s) to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Date: March 14, 2022  
Registered Office:  
J P Software Park, Plot No 25, Sy. No 13, 14,17,18  
Konnappana Agrahara Village, Begur Hobli,  
Bengaluru-560100  
Email: [corporate@tejasnetworks.com](mailto:corporate@tejasnetworks.com)

By Order of the Board  
Sd/-  
N R Ravikrishnan  
Company Secretary  
ACS Membership No: 7875



## Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of Item Nos. 1 to 4 as set out in this Notice is annexed hereto.
2. The Postal Ballot Notice is being sent in electronic form only to the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on March 11, 2022 and is also being sent to the Members who already have their email address registered with the Company Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No.20/2021 dated December 8, 2021. A person who is not a Member as on March 11, 2022, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at [www.tejasnetworks.com](http://www.tejasnetworks.com), the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. The Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e., NSDL/CDSL as on March 11, 2022 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. The Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members 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](http://www.tejasnetworks.com/disclosures.php). Members 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. The remote e-voting period commences on Thursday, March 17, 2022 at 9:00 A.M. IST and ends on Friday, April 15, 2022 at 5:00 P.M. IST. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the cut-off date, being Friday, March 11, 2022, may cast their votes by electronic means in the manner and process set out herein below. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on March 11, 2022.
9. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent to [corporate@tejasnetworks.com](mailto:corporate@tejasnetworks.com).

## Information at glance

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution	March 11 , 2022
Voting start date and time	March 17, 2022, 9:00 A.M IST
Voting end date and time	April 15, 2022, 5:00 P.M. IST
Date on which the resolution is deemed to be passed	April 15, 2022, 5:00 P.M. IST
Name, address and Contact details of Registrar and Share Transfer Agent	<p>Link Intime India Private Limited            C-101, 1st Floor, 247 Park, L.B.S. Marg            Vikhroli (West), Mumbai 400 083            Maharashtra, India            Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>            E-mail: <a href="mailto:mt.helpdesk@linkintime.co.in">mt.helpdesk@linkintime.co.in</a></p> <p><u>Contact person:</u>            Mr. Manohar Shirwadkar            Senior Associate            Link Intime India Private Limited</p> <p><u>Contact Email ID:</u> <a href="mailto:manohar.shirwadkar@linkintime.co.in">manohar.shirwadkar@linkintime.co.in</a>.</p> <p><u>Contact Tel:</u>            +91 22 4918 6200,            Fax: +91 22 4918 6195</p>
Name, address and contact details of e-voting service provider	<p>National Securities Depository Ltd., Trade World, 'A' Wing,            4th Floor, Kamala Mills Compound, Senapati Bapat Marg,            Lower Parel, Mumbai – 400 013, India</p> <p>Contact E-mail Id: <a href="mailto:pallavid@nsdl.co.in/evoting@nsdl.co.in">pallavid@nsdl.co.in/evoting@nsdl.co.in</a></p> <p>Contact Tel: +91 22 2499 4545</p>
Name and contact details for clarifications	<p>N R Ravikrishnan            Company Secretary            Tejas Networks Limited            Plot No. 25, J P Software Park, Electronic City, Hosur Road,            Bangalore 560100</p> <p>Tel: +91 80 4179 4600,            Fax : +91 80 2852 0201</p> <p>Email: <a href="mailto:corporate@tejasnetworks.com">corporate@tejasnetworks.com</a></p>

## Shareholders Instructions for e-voting

The remote e-voting period begins on March 17, 2022 at 9:00 A.M. and ends on April 15, 2022 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 March 11, 2022, 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 March 11, 2022.

### 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"> <li>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: <a href="http://eservices.nsdl.com">eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="http://eservices.nsdl.com">eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” from Google Play or App Store.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://web.cdslindia.com/myeasi/home/login">web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="http://web.cdslindia.com/myeasi/Registration/EasiRegistration">web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 [eservices.nsdl.com](http://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.

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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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

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

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - (a) 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](http://www.evoting.nsdl.com).
    - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:evoting@tejasnetworks.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in)

4. The e-voting period commences on March 17, 2022 (9:00 A.M. IST) and ends on April 15, 2022 (5:00 P.M. IST). During this period, Shareholders of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. March 11, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and up to the cut-off date i.e. March 11, 2022, may obtain his login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The voting rights of Shareholders shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. March 11, 2022.

### 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 [corporate@tejasnetworks.com](mailto:corporate@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 [corporate@tejasnetworks.com](mailto:corporate@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](mailto: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 Under Section 102 of the Companies Act, 2013

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### 1. Appointment of Mr. N. Ganapathy Subramaniam (DIN: 07006215) as Non-Independent and Non-Executive Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited.

In accordance with the Share Subscription Agreement dated July 29, 2021 entered with Panatone Finvest Limited, Panatone Finvest Limited has issued a letter dated January 17, 2022 stating that they are nominating Mr. N Ganapathy Subramaniam as their Nominee Director on the Board of Tejas Networks Limited (the "Company").

Based on the above, the Board of Directors of the Company at its meeting held on January 19, 2022, on the recommendation of the Nomination and Remuneration Committee (NRC) of the Company, considered and approved the appointment of Mr. N. Ganapathy Subramaniam (DIN: 07006215) as Additional Director (liable to retire by rotation) and as Nominee Director of Panatone Finvest Limited in the capacity of Non-Independent and Non-Executive Director, with effect from January 19, 2022, subject to the approval of the Members of the Company.

A brief profile of Mr. N. Ganapathy Subramaniam, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided in the Annexure to this Notice.

#### **Rationale in recommending the appointment of Mr. N. Ganapathy Subramaniam, as Non-Executive and Non- Independent Director of the Company and as Nominee Director of Panatone Finvest Limited.**

- The Board of Directors of the Company are of the view that given Mr. N Ganapathy Subramaniam skills, experience and expertise, it is desirable and in the interest of and immense benefit to the Company to appoint Mr. N. Ganapathy Subramaniam as a Non-Executive and Non-Independent Director (liable to retire by rotation) and as Nominee Director of Panatone Finvest Limited.
- Mr. N. Ganapathy Subramaniam has given his consent to act as a Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other Statutory authority.
- Mr. N. Ganapathy Subramaniam is the Chief Operating Officer (COO) of Tata Consultancy Services (TCS) since February 2017 and is also a Director and Chairman of Tata Elxsi Limited since November, 2014.
- Mr. N. Ganapathy Subramaniam worked closely with several global corporations across Financial Services, Telecom, Pharmaceuticals, Retail, Public Services, Manufacturing and Technology companies besides. He contributed to the overall technology strategy, growth, and transformation initiatives at large, which has given him an in-depth knowledge of IT trends and the systems policies of leading corporations. He steered several programmes which are considered 'Important for the nation' in many countries including India and successfully

delivered large, complex, multi-country implementations across businesses and hence has the requisite skills and capabilities as identified and required for a Non-Executive and Non-Independent Director of the Company.

- The Nomination and Remuneration Committee of the Board has recommended the said appointment, subject to the approval of the Members.
- The Clause 7.9.1 of the Securities Subscription Agreement dated July 29, 2021 entered into between Panatone Finvest Limited and the Company.

#### **Brief Terms and Conditions of the appointment**

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, Mr. N Ganapathy Subramaniam, will serve as a Director (liable to retire by rotation) and as Nominee Director of Panatone Finvest Limited, in the capacity of Non-Executive and Non- Independent Director. The re-appointment 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 Members of the Company.

Mr. N Ganapathy Subramaniam will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be permissible under law from time to time, under relevant and applicable laws, from time to time.

The letter of appointment issued to Mr. N Ganapathy Subramaniam, setting out all terms and conditions of appointment as a Non-Executive and Non- Independent Director of the Company is available in the website at [www.tejasnetworks.com/disclosures.php](http://www.tejasnetworks.com/disclosures.php).

#### **Disclosure of Interest**

Mr. N. Ganapathy Subramaniam is not related to any Director or any Key Managerial Personnel of the Company. Except for Mr. N. Ganapathy Subramaniam and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said appointment.

#### **Recommendation for the appointment of Mr. N. Ganapathy Subramaniam as Non-Executive and Non-Independent Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited.**

The Board has assessed the veracity of the declarations and other documents furnished by Mr. N. Ganapathy Subramaniam and based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as a Non-Executive and Non- Independent Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited.

Further, given his skills, experience and expertise, the Board considers it desirable and in the interest of and immense benefit to the Company to appoint him as a Non-Executive and Non- Independent Director (liable to retire by rotation) of the Company.

In accordance with the Regulation 25(2A) of the SEBI Listing Regulations, effective January 1, 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the

Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and that the appointment of a Director shall be subject to the approval of Members.

As the period of three months would conclude before the ensuing Annual General Meeting in 2022, the Board recommends the appointment of Mr. N. Ganapathy Subramaniam as a Non-Executive and Non- Independent Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited as proposed in the resolution set out at Item No. 1, for the approval by the Members.

## **2. Appointment of Mr. A. S. Lakshminarayanan (DIN: 08616830) as Non-Independent and Non-Executive Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited.**

In accordance with the Share Subscription Agreement dated July 29, 2021 entered with Panatone Finvest Limited, Panatone Finvest Limited has issued a letter dated January 17, 2022 stating that they are nominating Mr. A. S. Lakshminarayanan (DIN: 08616830) as their Nominee Director on the Board of Tejas Networks Limited.

Based on the above, the Board of Directors of the Company at its meeting held on January 19, 2022, on the recommendation of the Nomination and Remuneration Committee of the Company, considered and approved the appointment of Mr. A. S. Lakshminarayanan (DIN: 08616830) as Additional Director (liable to retire by rotation) and as Nominee Director of Panatone Finvest Limited in the capacity of Non-Independent and Non-Executive Director, with effect from January 19, 2022, subject to the approval of the Members of the Company.

A brief profile of Mr. A. S. Lakshminarayanan, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided in the Annexure to this Notice.

### **Rationale in recommending the appointment of Mr. A. S. Lakshminarayanan, as Non-Executive and Non- Independent Director of the Company and as Nominee Director of Panatone Finvest Limited.**

- The Board of Directors of the Company are of the view that given Mr. A. S. Lakshminarayanan skills, experience and expertise, it is desirable and in the interest of and immense benefit to the Company to appoint Mr. A. S. Lakshminarayanan as a Non-Executive and Non-Independent Director (liable to retire by rotation) and as Nominee Director of Panatone Finvest Limited.
- Mr. A. S. Lakshminarayanan has given his consent to act as a Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other Statutory authority.
- Mr. A. S. Lakshminarayanan has held a broad range of leadership roles across regions and industries. and has managed and developed scalable businesses, with deep understanding of the global technology market and enterprises' growing digital needs. He was also a Global Head of Tata Consultancy Services Limited for their four P&L units (Telecom, Media & Information

Services, HiTech and Utilities) which contributed a revenue of over \$2.4bn under his leadership and hence has the requisite skills and capabilities as identified and required for a Non-Executive and Non- Independent Director of the Company.

- The Nomination and Remuneration Committee of the Board has recommended the said appointment, subject to the approval of the Members.
- The Clause 7.9.1 of the Securities Subscription Agreement dated July 29, 2021 entered into between Panatone Finvest Limited and the Company.

### **Brief Terms and Conditions of the appointment**

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, Mr. A. S. Lakshminarayanan, will serve as a Director (liable to retire by rotation) and as Nominee Director of Panatone Finvest Limited, in the capacity of Non-Executive and Non- Independent Director. The re-appointment 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 Members of the Company.

Mr. A. S. Lakshminarayanan will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be permissible under law from time to time, under relevant and applicable laws, from time to time.

The letter of appointment issued to Mr. A. S. Lakshminarayanan, setting out all terms and conditions of appointment as a Non-Executive and Non- Independent Director, of the Company, is available in the website at [www.tejasnetworks.com/disclosures.php](http://www.tejasnetworks.com/disclosures.php).

### **Disclosure of Interest**

Mr. A. S. Lakshminarayanan is not related to any Director or any Key Managerial Personnel of the Company. Except Mr. A. S. Lakshminarayanan and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said appointment.

### **Recommendation for the appointment of Mr. A. S. Lakshminarayanan as Non-Executive and Non-Independent Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited.**

The Board has assessed the veracity of the declarations and other documents furnished by Mr. A. S. Lakshminarayanan and based on the same, has opined that Mr. A. S. Lakshminarayanan fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as a Non-Executive and Non- Independent Director (liable to retire by rotation) of the Company.

Further, given his skills, experience and expertise, the Board considers it desirable and in the interest of and immense benefit to the Company to appoint him as a Non-Executive and Non- Independent Director (liable to retire by rotation) of the Company.

In accordance with the Regulation 25(2A) of the SEBI Listing Regulations, effective January 1, 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and that the appointment of a Director shall be subject to the approval of Members.

As the period of three months would conclude before the ensuing Annual General Meeting in 2022, the Board recommends the appointment of Mr. A. S. Lakshminarayanan as a Non-Executive and Non- Independent Director (liable to retire by rotation) of the Company and as Nominee Director of Panatone Finvest Limited as proposed in the resolution set out at Item No. 2, for the approval by the Members.

### 3. Approve entering into Material Related Party Transactions with Tata Communications Limited, a related party of the Company

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of Members. However, such transactions, if material, require prior approval of Members by way of an Ordinary Resolution, notwithstanding the fact that the same are at an arm’s length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which will be effective from April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as “related party transactions”, and as “material related party transactions”, if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Given the nature of telecommunication industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm’s length basis. With effective from April 1, 2022, amongst the transactions that Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s), may exceed the threshold limits specified under the Act read with Listing Regulations. Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the Members.

In view of the above, approval of the Members is sought for the following:

S.No	Particulars	Details
1	The name of the related party	Tata Communications Limited
2	The nature of relationship	Tata Communications Limited is a subsidiary of Tata Sons Private Limited. The ultimate holding company of Tejas Networks Limited is Tata Sons Private Limited. Hence, Tata Communications Limited and Tejas Networks Limited are related parties.

3	The nature, type, tenure and material terms of the transaction or contract or arrangement	Purchase or sale of goods and rendering and / or availing of the Services at arm length and in ordinary course of business.
4	The percentage of value of transaction of the Company’s annual consolidated turnover for immediately preceding financial year (Based on consolidated turnover of FY2021).	The percentage of value of transaction of the Company from October 29, 2021 to December 31, 2021 is 1.99% (From April 01, 2021 to December 31, 2021 is 5.73%).
5	For a related party transaction involving a subsidiary, percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis (Based on turnover of FY2021)	Not applicable
6	The justification as to why the related party transaction is in the interest of the listed entity	For the purpose of achieving the business objectives and continuity in operations.
7	The valuation or other external party report	Not applicable
8	Any other relevant information	Tata Communications Limited became related party of the Company with effect from October 29, 2021.

The Company may be required to enter into contracts and/ or transactions and/or arrangements, as stated in the resolution during FY 2022- 2023 with Tata Communications Limited, a related party of the Company, which may exceed the threshold limits specified under the Act read with Listing Regulations, subject to a maximum limit of ₹ 250 crore. All these transactions will be executed on an arm’s length basis and in the ordinary course of business of the Company.

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 3 herein. The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 3 of the Notice, for the approval of the Members.

#### Disclosure of Interest

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in any of the entity mentioned above, are concerned/interested in the above resolution. The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related parties shall vote to approve the Ordinary Resolution accompanying the Notice.

Where the materiality thresholds for related party transactions, as provided under Regulation 23(1) of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking prior approval of Members remains no longer applicable with respect to the resolution or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed infructuous and shall not be considered by the Company during FY 2022- 2023.

#### 4. Approve entering into Material Related Party Transactions with Tata Consultancy Services Limited, a related party of the Company

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of Members. However, such transactions, if material, require prior approval of Members by way of an Ordinary Resolution, notwithstanding the fact that the same are at an arm’s length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which will be effective from April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as “related party transactions”, and as “material related party transactions”, if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Given the nature of telecommunication industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm’s length basis. With effective from April 1, 2022, amongst the transactions that Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s), which may exceed the threshold limits specified under the Act read with Listing Regulations. Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the Members.

In view of the above, approval of the Members is sought for the following:

S.No	Particulars	Details
1	The name of the related party	Tata Consultancy Services Limited
2	The nature of relationship	Tata Consultancy Services Limited is a subsidiary of Tata Sons Private Limited. The ultimate holding company of Tejas Networks Limited is Tata Sons Private Limited. Hence, Tata Consultancy Services Limited and Tejas Networks Limited are related parties.

3	The nature, type, tenure and material terms of the transaction or contract or arrangement	Purchase or sale of goods and rendering and / or availing of the Services at arm length and in ordinary course of business.
4	The percentage of value of transaction of the Company’s annual consolidated turnover for immediately preceding financial year (Based on consolidated turnover of FY2021).	The percentage of value of transaction of the Company from October 29, 2021 to December 31, 2021 is 0.32% (From April 01, 2021 to December 31, 2021 is 1.53%).
5	For a related party transaction involving a subsidiary, percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis (Based on turnover of FY2021)	Not applicable
6	The justification as to why the related party transaction is in the interest of the listed entity	For the purpose of achieving the business objectives and continuity in operations.
7	The valuation or other external party report	Not applicable
8	Any other relevant information	Tata Consultancy Services Limited became related party of the Company with effect from October 29, 2021.

The Company may be required to enter into contracts and/ or transactions and/or arrangements, as stated in the resolution during FY2022- 2023 with Tata Consultancy Services Limited, a related party of the Company, which may exceed the threshold limits specified under the Act read with Listing Regulations, subject to a maximum limit of ₹ 750 crore. All these transactions will be executed on an arm’s length basis and in the ordinary course of business of the Company. subject to a maximum limit of ₹ 750 crore. All these transactions will be executed on an arm’s length basis and in the ordinary course of business of the Company.

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 4 herein. The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 4 of the Notice, for the approval of the Members.

#### Disclosure of Interest

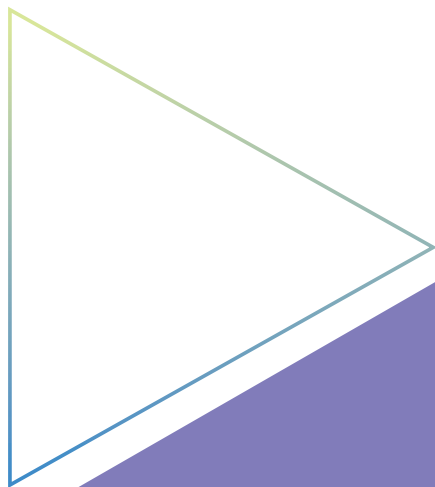
None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in any of the entities mentioned above, are concerned/interested in the above resolution. The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related parties shall vote to approve the Ordinary Resolution accompanying the Notice.

Where the materiality thresholds for related party transactions, as provided under Regulation 23(1) of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking

prior approval of Members remains no longer applicable with respect to the resolution or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed infructuous and shall not be considered by the Company during FY 2022- 2023.

Date: March 14, 2022  
Registered Office:  
J P Software Park, Plot No 25, Sy. No 13, 14,17,18  
Konnapanan Agrahara Village, Begur Hobli,  
Bengaluru-560100.  
Email: [corporate@tejasnetworks.com](mailto:corporate@tejasnetworks.com)

By Order of the Board  
Sd/-  
N R Ravikrishnan  
Company Secretary  
ACS Membership No: 7875





## Details of the Director seeking appointment of office

Item no. 1 - [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]



### Mr. N. Ganapathy Subramaniam

Nominee Director

Mr. N. Ganapathy Subramaniam is the Chief Operating Officer (COO) and Executive Director (ED) of Tata Consultancy Services (TCS) since February 2017 and is also a Director and Chairman of Tata Elxsi Limited since November, 2014. He has held many key leadership positions across Client Delivery, Business Development, integration of businesses, branch management, country head, business unit head and Product Development. Mr. N. Ganapathy Subramaniam had the opportunity to work closely with several global corporations across Financial Services, Telecom, Pharmaceuticals, Retail, Public Services, Manufacturing and Technology companies besides. He contributed to the overall technology strategy, growth, and transformation initiatives at large, which has given him an in-depth knowledge of IT trends and the systems policies of leading corporations. He has steered several programmes which are considered 'Important for the nation' in many countries including India and successfully delivered large, complex, multi-country implementations across businesses. Mr. N. Ganapathy Subramaniam joined TCS in 1982 after completing his Master's in mathematics from the University of Madras. He had the benefit of attending various continuous Education programs including Prof. Philip Kotler's Services Marketing, Prof. Michael Porter's Marketing Strategies for the 21st Century, Business Process Re-engineering, Risk and Change Management by National University of Singapore, Tata Strategic Leadership Program and Stanford University's Executive Program for Growing Companies.

Director Identification Number (DIN)	07006215
Date of Birth	May 20, 1959
Nationality	Indian
Date of appointment on the Board (Original)	January 19, 2022
Shares held	Nil
Qualifications	Master's in mathematics from the University of Madras
Expertise in specific functional areas	Wide experience in Information Technology
Directorship held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>Tata Consultancy Services Limited</li> <li>Tata Elxsi Limited</li> <li>Tata Communications Limited</li> <li>TCS Foundation</li> </ul>
Memberships/ Chairmanships of other committees of other public companies	<p>Tata Elxsi Limited</p> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Executive Committee</li> <li>Risk Management Committee</li> </ul> <p>Tata Consultancy Services Limited</p> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> <li>Risk Management Committee</li> </ul>
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives



## Details of the Director seeking appointment of office

Item no. 2 - [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]



### Mr. A. S. Lakshminarayanan

Nominee Director

Mr. A. S. Lakshminarayanan has over 35 years of experience in a broad range of leadership roles across regions and industries. Through the course of his career, he has managed and developed scalable businesses, with deep understanding of the global technology market and enterprises' growing digital needs. Prior to joining Tata Communications, Mr. A. S. Lakshminarayanan was President and CEO of Tata Consultancy Services Japan, Ltd. where he was in charge of accelerating the company's market opportunity and developing the brand in the region. His other leadership positions within TCS also include: Global Head of four P&L units (Telecom, Media & Information Services, HiTech and Utilities) that grew to contribute a combined revenue of over \$2.4b under his leadership. He had also held the position of Head of UK & Europe where he brought significant growth of the business, resulting in it being recognised as a major IT player locally in the market. Mr. A. S. Lakshminarayanan has worked in USA, Hong Kong, Australia, UK, Japan and India. He holds a Degree in Mechanical Engineering from BITS, Pilani and is an alumnus of London Business School. He is also a long-standing member of IEEE.

Director Identification Number (DIN)	08616830
Date of Birth	April 13, 1961
Nationality	British Citizen
Date of appointment on the Board (Original)	January 19, 2022
Shares held	Nil
Qualifications	Mechanical Engineering from BITS, Pilani
Expertise in specific functional areas	Wide experience in Information Technology
Directorship held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>Tata Teleservices Limited</li> <li>Tata Communications Limited</li> </ul>
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	<p>Tata Communications Limited</p> <ul style="list-style-type: none"> <li>Stakeholders' Relationship Committee</li> <li>Corporate Social Responsibility Committee</li> </ul> <p>Tata Teleservices Limited</p> <ul style="list-style-type: none"> <li>Finance Committee</li> <li>Nomination and Remuneration Committee</li> <li>Share / Warrant / Debenture Allotment &amp; Transfer Committee</li> </ul>
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives