

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 Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, that the resolution appended below is proposed to be passed by the members through postal ballot (the "Postal Ballot") / electronic voting ("e-voting"). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot notice ("Postal Ballot Notice"), along with a Postal Ballot form (the "Postal Ballot Form").

Re-appointment of V Balakrishnan (DIN 02825465), as a Non-Executive Chairman and Independent Director

The members of the Company at the 15th Annual General Meeting held on September 30, 2015 had approved the appointment of V Balakrishnan (DIN 02825465), as a Non-executive Chairman and an Independent Director with effect from February 02, 2015 for a period of five (5) years. V Balakrishnan, is due for retirement from his first term as an Independent Director on February 1, 2020 as per Companies Act, 2013. Based on the recommendation of the Nomination and Remuneration Committee, V Balakrishnan's, skills, experience, knowledge and performance evaluation, the Board vide a resolution dated November 20, 2019 approved the re-appointment of V Balakrishnan, as an Independent Director of the Company and the Non-Executive Chairman of the Board with effect from February 2, 2020 to February 1, 2025 whose office shall not be liable to retire by rotation. Pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder, the Company is required to obtain approval of its shareholders. Accordingly, the Company seeks your approval for the re-appointment of V Balakrishnan, as a Non-Executive Chairman and Independent Director of the Company up to February 1, 2025.

The Board has appointed 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 are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope ("Business Reply Envelope") so as to reach the Scrutinizer not later than 17:00 hours IST on January 3, 2020. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the members,

will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that Postal Ballot Forms received after 17:00 hours IST on January 3, 2020 shall be treated as not having been received and shall be deemed invalid.

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.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other duly authorized person of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before January 5, 2020.

The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company's website, at <https://www.tejasnetworks.com/postal-ballot.php>, and on the website of NSDL, i.e. <https://www.nsdl.co.in>.

Resolution

Re-appointment of V Balakrishnan (DIN 02825465), as a Non-Executive Chairman and Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, V Balakrishnan (DIN 02825465), who was earlier appointed as an Independent Director of the Company for a term up to February 1, 2020 and who meets the criteria of Independence, as provided in Section 149(6) of the Companies Act 2013 and Regulation 16(1) (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby reappointed as a Non-Executive Chairman and Independent Director of the Company, to hold office with effect from February 2, 2020 up to February 1, 2025, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

By Order of the Board
Sd/-

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

Date: November 20, 2019

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

Notes :

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on November 22, 2019. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.
3. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent the Notice of the Postal Ballot by e-mail to their email addresses registered with their Depository Participants / the Company’s Registrar and Transfer Agent. Members who receive the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from the website of the Company <https://www.tejasnetworks.com/postal-ballot.php> For members whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by registered post, speed post or a courier along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, please contact the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“RTA”) C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai-400 083 and fill in the requisite details and send the same to the Scrutinizer.
4. Resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where members cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid.
5. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on November 22, 2019
6. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. Members wishing to obtain a printed Postal Ballot Form or a duplicate form, may send an email to corporate@tejasnetworks.com or rnt.helpdesk@linkintime.co.in. The Registrar and Share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 hours IST) on January 3, 2020. The Postal Ballot Form should be completed and signed by the member. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. As mentioned above, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. Postal Ballot Forms received after 17:00 hours IST on January 3, 2020 shall be deemed invalid. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the member or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person with the proof of their authorization.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before January 5, 2020 and will also be displayed on the Company website <https://www.tejasnetworks.com/postal-ballot.php> and on the website of NSDL (<https://www.nsdl.co.in>), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.

9. Members can also contact Mr. Manohar Shirwadkar, Senior Associate, Link Intime India Private Limited E.mail ID: Manohar.shirwadkar@linkintime.com.in Tel.No: +91 22 49186200 in case of any requirement for the Postal Ballot. This Postal Ballot Notice will also placed on the website of the Company <https://www.tejasnetworks.com/postal-ballot.php> and on the website of NSDL at <https://www.nSDL.co.in>.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from November 22, 2019 until the last date for receipt of votes by Postal Ballot / e-voting.
11. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone number, mobile number, permanent account number (PAN), mandates, nominations, power of attorney, bank details to their DPs in case the shares are held by them in electronic form and to RTA in case shares are held in physical form.
12. Shareholders holding shares in physical form are requested to consider converting their holdings into dematerialized form to eliminate all risks associated with the physical shares and for ease of portfolio management. Shareholders can contact the Company or RTA for assistance in this regard. Further, shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Shareholders after making requisite changes.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
14. Brief profile and other required information about the Director proposed to be re-appointed, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.
15. The remote voting through electronic means will commence on Thursday, December 5, 2019 at 9.00 A.M. and will end on Friday, January 3, 2020 at 17:00 hours. The Shareholders will not be able to cast their vote electronically beyond the date and time mentioned here. Once the vote on a resolution is cast by a Member via remote e-voting, it cannot be changed subsequently or cast the vote again.
16. The Board of Directors has appointed Mr. C. Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) failing which Mr. Ananta Deshpande, Company Secretary in Practice (ACS - 24319 and CP No.20322) as a Scrutinizers to scrutinize the voting through remote e-voting and voting process in a fair and transparent manner.
17. The results on above resolution shall be declared not later than January 5, 2020 and the resolution will be deemed to be passed on January 3, 2020 subject to receipt of the requisite number of votes in favor of the resolution. The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company (www.tejasnetworks.com) and on Service Provider's website NSDL not later than January 5, 2020 and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.
18. Details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries / grievances relating to voting by electronic means, the Shareholders / beneficial owners or in case any person, acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date November 22, 2019 may obtain the login ID and password by sending a request to evoting@nsdl.co.in.

Voting through electronic means

In compliance with Regulation 44, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Act, read with the related rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

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

Step 1 : Log-in to NSDL e-Voting system at
<https://www.evoting.nSDL.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:
<https://www.evoting.nSDL.com/>

Step 2 : Cast your vote electronically on NSDL's e-voting system.

Step 1 : How to Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL by opening your web browser and typing the following URL: <https://www.evoting.nSDL.com> either on a personal computer or your mobile.
2. Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e.

IDEAS, you can log in at <https://eservices.nSDL.com/> with your existing IDEAS log-in. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and 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 | User ID |
|--|--|
| a) For Shareholders who hold shares in demat accounts 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 Shareholders 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 Shareholders holding shares in physical form. | EVEN, followed by Folio Number registered with the company. For example, if your EVEN is 101456, and Folio Number is 001***, then your User ID is 101456001***. |

5. Your password details are given below :

- a. If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b. If you are using the 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 change your password, as prompted by the system.
 - 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 by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, 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, your 'initial password' is communicated to you on your postal address.
6. If you have not received the 'initial password' or are unable to retrieve it, or have forgotten your password:
- a. Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - b. A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on www.evoting.nSDL.com.

c. If you are unable to get your password following the aforesaid options, you can send a request to evoting@nSDL.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.

7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the home page of e-voting will open.

Step 2 : How to cast your vote electronically on the NSDL e-voting system?

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. 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'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatories who are authorized to vote, to the Scrutinizer by e-mail to corporate@tejasnetworks.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended that you do not to share your password with any other person and take utmost care to keep your password confidential. Log in 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 the 'Physical User Reset Password?' Option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com, or call on the toll-free no.: 1800-222-990, or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
4. The e-voting period commences on December 5, 2019 (9:00 a.m. IST) and ends on January 3, 2020 (17:00 hours IST). During this period, Shareholders of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. November 22, 2019, 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. November 22, 2019, may obtain his login ID and password by sending a request at 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. November 22, 2019.

Information at a glance

| Particulars | Notes |
|---|--|
| Cut-off date to determine those members who are eligible to vote on the resolution. | November 22, 2019 |
| Voting start date and time | December 5, 2019, 09:00 Hours IST |
| Voting end date and time | January 3, 2020, 17:00 Hours IST |
| Last date to receive physical ballot papers | January 3, 2020, 17:00 Hours IST |
| Date on which the resolution is deemed to be passed | January 3, 2020, 17:00 Hours 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: www.linkintime.co.in E-mail: rnt.helpdesk@linkintime.co.in</p> <p><u>Contact person:</u> Mr. Manohar Shirwadkar Senior Associate Link Intime India Private Limited</p> <p><u>Contact Email ID:</u> manohar.shirwadkar@linkintime.co.in</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><u>Contact E-mail Id:</u> pallavid@nsdl.co.in/evoting@nsdl.co.in</p> <p><u>Contact Tel:</u> +91 22 2499 4545</p> |
| Name and contact details for clarifications | <p>N R Ravikrishnan General Counsel, Chief Compliance Officer and Company Secretary Tejas Networks Limited Plot No:25, Electronic City, Hosur Road, Bangalore 560100</p> <p>Tel: +91 80 4179 4600, Fax : +91 80 2852 0201 Email: corporate@tejasnetworks.com</p> |

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Re-appointment of V Balakrishnan (DIN 02825465), as a Non-Executive Chairman and Independent Director

V Balakrishnan (DIN 02825465) is the Non Executive Chairman and Independent Director of the Board. He joined the Board of Directors (the "Board") of the Company on November 9, 2009. The members of the Company at the 15th Annual General Meeting held on September 30, 2015 had approved his appointment as an Independent Director with effect from February 02, 2015 for a period of five (5) years. V Balakrishnan is due for retirement from his first term as an Independent Director on February 1, 2020 as per Companies Act, 2013. Based on his skills, experience, knowledge and performance evaluation, it is proposed that he be reappointed for another term to hold office up to February 1, 2025 with effect from February 2, 2020.

The Board at the meeting held on November 20, 2019, on recommendation of the Nomination and Remuneration Committee, has recommended for the approval of the members, the re-appointment of V Balakrishnan as a Non-Executive Chairman and Independent Director of the Company for another term to hold office up to February 1, 2025 effect from February 2, 2020 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') or any amendment thereto or modification thereof.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013, an Independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. V Balakrishnan fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

An Independent Directors appointment is subject to the retirement policy of the Board. As per the policy of the Board and subject to the terms of office conditions, under the Companies Act, 2013 and Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the policy adopted by the Board in the appointment of Independent Directors are as follows:

- a. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and the Listing Regulations.
- b. The Independent Directors will serve a maximum of two terms of five years each in line with the requirements of the Companies Act, 2013.
- c. The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013 and the Listing Regulations.
- d. In accordance, with the Listing Regulations, the Company shall ensure that the appointment of any Non-Executive Director / Independent Director who has attained the age of 75 years is approved by the Members by way of a Special Resolution.

Hence it is proposed to appoint V Balakrishnan a Non-Executive Chairman and Independent Director for the period from February 2, 2020 to February 1, 2025.

The Company has received from V Balakrishnan:

- i. Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014,
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such reappointment, and
- iii. Declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, and based on the Board's evaluation, V Balakrishnan fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is independent of the management of the Company.

A copy of the draft letter for the appointment of V Balakrishnan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to January 3, 2020.

The Board considers that the continued association of V Balakrishnan would be of immense benefit to the Company and is desirable to continue to avail the services of him as an Independent Director. Accordingly, the Board recommends the resolution in relation to the reappointment of V Balakrishnan as a Non-Executive Chairman and Independent Director, for the approval by members of the Company.

No Director, Key Managerial Personnel or their relatives, except V Balakrishnan to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the resolution set forth above for the approval of the Members.

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

| Particulars | Details |
|--|---|
| Director Identification Number (DIN) | 02825465 |
| Date of Birth | October 30, 1964 |
| Nationality | Indian |
| Date of appointment on the Board | November 9, 2009 |
| Qualifications | B.Sc, ACA, AICWA, ACS |
| Shares held | 1,76,133 |
| Expertise/ Experience | V Balakrishnan has several years of experience in the field of corporate finance, with more than 30 years of financial experience including expertise in Corporate Finance, International Taxation, Risk Management and Mergers & Acquisitions. He has received the Best CFO award from Finance Asia in 2011 and Best Performing CFO Award for IT and ITES sector from CNBC in 2009. He is the founder and chairman of Exfinity Venture Partners LLP and has also served as the Group Chief Financial Officer and Member of the Board of Infosys Limited. |
| Directorship held in other companies around the World (Listed, Unlisted, Private Limited Companies) including Tejas Networks Limited and its subsidiaries and excluding LLP's. | Tejas Networks Limited KAAR Technologies India Private Limited Micrograam Marketplace Private Limited Avekshaa Technologies Private limited Clonect Solutions Private Limited Realtime Taxutra Services Private Limited Billionloans Financial Services Private Limited Institution for Capacity Building and Technology Academy |
| Memberships/ Chairmanships of committees of other Companies including Tejas Networks Limited (include only Audit Committee and Stakeholders Relationship Committee) | Member of Audit Committee- Tejas Networks Limited Member of Stakeholder Relationship Committee- Tejas Networks Limited Member of Audit Committee- Kaar Technologies Pvt. Ltd |
| Relationship between directors/ Key Management Personnel and their relatives | Not related to any Directors/ Key Management Personnel and their relatives |

Key Terms and conditions of appointment:

As per the resolution of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid

| Details | Amount (Rs. in crore) |
|--|-----------------------|
| Fixed Fees for each Independent Director (per annum) | 0.05 |
| Board Meeting Attendance Fees (per meeting) | 0.01 |
| Non-Executive Chairman Fees (per annum) | 0.10 |
| Chairperson -Audit Committee (per annum) | 0.04 |
| Member – Audit Committee (per annum) | 0.02 |
| Chairperson – Other Committees (NRC, CSR, SRC, Risk) – (per annum) | 0.02 |
| Member- Other Board Committees (per annum) | 0.01 |

At the end of financial year, Independent Directors may be given additional commissions (as % of net profits), based on Company's performance, subject to the overall 1% limit.

Date of first appointment, last drawn remuneration and number of Board meetings attended:

V Balakrishnan first appointed to the Board on November 9, 2009. His last drawn remuneration is Rs. 31 lakhs (includes commission and sitting fees) and he attended 6 out of 6 Board meeting held in fiscal 2019. During the current fiscal 2020, he has attended 3 out of 3 Board meeting.

By Order of the Board
Sd/-

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

Date: November 20, 2019
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