



TEJAS NETWORKS LIMITED

CIN: L72900KA2000PLC026980

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Addendum to the Notice of 22nd Annual General Meeting of the Company

Addendum to the Notice dated June 27, 2022 convening 22nd Annual General Meeting of Tejas Networks Limited (“Company”) scheduled to be held on Tuesday, July 26, 2022 at 4.00 P.M (IST) through Video Conferencing / Other Audit Visual Means (VC/OAVM):

NOTICE is hereby given that pursuant Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, the following item is added in the aforesaid Notice as Item No. 9 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated June 27, 2022 and the notes provided therein:

SPECIAL BUSINESS:

9. Approval of grant of Restricted Stock Units under Tejas Restricted Stock Unit Plan 2022 (“RSU 2022” or the “Plan”) to the Eligible Employees of subsidiary companies.

To consider and, if thought fit, to pass, with or without modification, the following resolutions as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) and in accordance with the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members be and are hereby accorded to the Company to introduce and implement the ‘Tejas Restricted Stock Unit Plan 2022’ (“RSU 2022” or the “Plan”), either directly or through a trust to be set up by the Company, authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 50,00,000 (Fifty Lakhs) restricted stock units (“RSUs”) to such person(s) who are in employment, including directors, whether working in India or out of India, of any existing or future subsidiary companies whether incorporated in or outside India and to such other persons as may from time to time be allowed to be eligible for the benefits of the RSUs under applicable laws and regulations prevailing from time to time, exercisable into not more

than 50,00,000 (Fifty Lakhs) equity shares of face value of ₹10/- (Rupees ten only) each fully paid-up (as adjusted for any changes in the capital structure of the Company), at such price or prices and on such terms and conditions as may be fixed or determined by the Board in accordance with the RSU 2022.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of such RSUs from time to time in accordance with the Plan, and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate actions, such as rights issue, bonus issue, merger, sale of division of the Company or other similar events, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the RSU 2022 are passed on the Eligible Employees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the RSU 2022 on the stock exchanges as per the provisions of the LODR, SEBI SBEB Regulations and other applicable laws and regulations.”

“RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the above resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and may delegate all or any powers conferred herein, to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.”

July 16, 2022
Bengaluru

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

Notes:

- i. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs and by the Securities and Exchange Board of India (SEBI), Companies are allowed to hold AGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- ii. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the special business of the Notice is annexed hereto.
- iii. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
- iv. This addendum to the Notice of AGM is available on the website of the Company.
- v. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out in the Notice of the AGM dated June 27, 2022 shall mutatis-mutandis apply for the resolution proposed in this Addendum to the Notice of AGM.
- vi. The approval sought from the Members of the Company by a Special Resolution as Item No. 5 in the Notice dated June 27, 2022 is for the employees of Tejas Networks Limited and the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), will apply and read as such.

Explanatory statement

As required under section 102(1) of the Act, the following explanatory statement sets out all material facts relating to special business of the accompanying Notice:

The Company has sought the approval of the Members by a Special Resolution as Item No.5 of the Notice of the AGM dated June 27, 2022 for the approval of Tejas Restricted Stock Unit Plan 2022 ("RSU 2022" or the "Plan") and grant of Restricted Stock Units under RSU 2022 to Eligible Employees of the Company and its subsidiaries. Pursuant to the Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 dated August 18, 2021 which states that approval of shareholders by way of separate resolution in the general meeting shall be obtained by the company in case of grant of option, SAR, shares or other benefits, to employees of subsidiary or holding company, the Company is seeking the approval of the Members of the Company by a separate Special Resolution by way of an addendum to the Notice of the AGM dated June 27, 2022 as Item No. 9 Approval of grant of Restricted Stock Units under Tejas Restricted Stock Unit Plan 2022 ("RSU 2022" or the "Plan") to the Eligible Employees of subsidiary companies (existing or future).

Item No. 9 Approval of grant of Restricted Stock Units under Tejas Restricted Stock Unit Plan 2022 ("RSU 2022" or the "Plan") to the Eligible Employees of subsidiary companies.

The Equity based compensation plans are an effective tool to reward the employees of the Company and its subsidiaries for their contribution to the growth of the Company, to create employee ownership in the Company, to attract new talents and to retain key resources and knowledge in the organization.

With this objective in mind, the Company intends to implement 'Tejas Restricted Stock Unit Plan 2022' ("RSU 2022" or "Plan") for the employees including directors of the Company and its subsidiaries, pursuant to the Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the details of the RSU 2022 are set out below:

i. Brief description of the Plan

With a view to reward and retain the best talent and to promote increased participation by the employees in the growth of the Company, the Board has recommended that the Company implement a restricted stock unit plan granting share-based benefits to Eligible Employees of the Company and its subsidiary companies ("Eligible Employees").

This Plan provides alternatives to grant stock incentives such as RSUs, subject to applicable laws and conditions for exercise, the Eligible Employees of the Company and its subsidiary companies shall be entitled to receive equity shares or equivalent monetary value of such equity shares in lieu of the shares underlying the RSU on exercise of such RSUs. This Plan shall be administered by the Board

which includes any Committee of the Board, that administers the RSU 2022 either through itself or through a trust constituted for this purpose ("Administrator"). The Administrator's decisions, determinations and interpretations will be final and binding on all Eligible Employees and participants under the Plan. Each RSU shall be evidenced by an agreement that will specify the terms and conditions as the Administrator in its sole discretion will determine.

ii. Total number of RSUs to be granted

The total number of RSUs to be granted to the Eligible Employees of the Company and its Subsidiary companies under RSU 2022 shall not exceed 50,00,000 (Fifty Lakhs). To the extent permitted by applicable laws and the award agreement, the Eligible Employees who have been granted RSUs may be given the vested RSUs through issuance of Shares or paid an equivalent amount. In respect of settlements of vested RSUs for shares, the Company shall issue the underlying quantum of shares corresponding to the number of RSUs exercised in accordance with the award agreement. Vested RSUs lapsed due to non-exercise and/or unvested RSUs that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Administrator is authorized to re-grant such lapsed / cancelled RSUs as per the provisions of RSU 2022, within overall ceiling. The SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the RSUs granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of

equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB & SE Regulations.

iii. Identification of classes of employees entitled to participate in RSU 2022

Eligible Employees of the Company including subsidiary companies whether working in India or abroad as defined in the Plan and as allowed under the SEBI SBEB & SE Regulations, will be entitled to participate in the Plan, subject to the fulfilment of eligibility criteria as determined by the Administrator from time to time.

iv. Requirements of vesting and period of vesting

The RSUs granted on any date shall vest not earlier than 1 (one) year from the date of grant of RSUs as may be determined by the Administrator. The Administrator will, in its discretion, set the vesting criteria which may be based on the Participant's period of service and/or the attainment of specified performance objectives. The Administrator may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law. The vesting dates in respect of the RSUs granted under the Plan shall be determined by the Administrator and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of RSUs granted to an employee. RSUs shall vest essentially based on continuation of employment as per requirement of SEBI SBEB & SE Regulations. Apart from that the Administrator may prescribe achievement of any performance conditions for vesting.

v. Maximum period within which the RSUs shall be vested

The Administrator will, in its discretion, set the Vesting criteria which may be based on the Participant's period of service and/or the attainment of specified performance objectives. All the RSUs granted on any date shall vest not later than a maximum period of 4 years from the date of grant of RSUs or such other period as decided in the sole discretion of the Board from time to time.

vi. Exercise price or pricing formula

The Exercise price per restricted stock unit will be equal to the par value of ₹ 10/- each in accordance with the SEBI SBEB & SE Regulations.

vii. Exercise period and the process of exercise

The Board shall decide the exercise period and the process of exercise and the same shall be detailed in the agreement with the employees. The RSUs shall be deemed exercised when the Company receives written or electronic notice of the exercise from the persons entitled to exercise the RSUs.

viii. Appraisal process for determining the eligibility of employees under the Plan

The appraisal process for determining the eligibility shall be decided from time to time by the Board. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company or its subsidiary company, performance during the previous years, position and responsibilities of the concerned employee, contribution towards strategic growth, contribution to team building and

succession, cross-functional relationship, corporate governance and other factors that may be deemed relevant for accomplishing the purpose of the Plan.

ix. Maximum number of RSUs to be issued per employee and in aggregate

Unless approved by the Members, the number of RSUs that may be granted to any specific Eligible Employee under the Plan, in any financial year and in aggregate under the RSU 2022 shall not exceed such number of RSUs representing 1% of the paid-up share capital of the Company.

x. Plan implementation

The Plan shall be implemented and administered by the Board either through itself or through a trust or both as it deems fit.

xi. Source of acquisition of shares under the Plan

The Plan involves new issue of shares by the Company.

xii. Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc

Nil.

xiii. Maximum percentage of secondary acquisition

Not applicable.

xiv. Accounting and Disclosure Policies

The Company shall follow the relevant Accounting Standard(s) as may be prescribed by Institute of Chartered Accountants of India or any other appropriate authorities from time to time, including the disclosure requirements prescribed therein.

xv. Method to value RSUs

The Company shall adopt fair value for the valuation of the RSUs granted as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

A draft copy of the RSU 2022 plan can be inspected by the members before the meeting at Registered Office of the Company.

Disclosure of Interest

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in these Special Resolutions only to the extent of any RSUs that may be granted to Directors and Key Managerial Personnel of the Company and the resultant equity shares issued, as applicable.

Recommendation for the proposal for approval of grant of Restricted Stock Units under Tejas Restricted Stock Unit Plan 2022 ("RSU 2022" or the "Plan") to the Eligible Employees of subsidiary companies.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6(3)(c) of the SEBI SBEB & SE Regulations. The Board recommends the resolution set out at Item 9 of this Notice to the Members for their consideration and approval by way of Special Resolution.

By Order of the Board

Sd/-

N R Ravikrishnan
General Counsel,

Chief Compliance Officer and Company Secretary
ACS Membership No: 7875

July 16, 2022
Bengaluru