

June 22, 2018

Dear Member,

You are cordially invited to attend the 18th Annual General Meeting of the Members of Tejas Networks Limited (the "Company") to be held on Tuesday, July 24, 2018 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its Members the facility to cast their vote by electronics means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Yours sincerely

Sd/-  
Balakrishnan V  
Chairman

*Enclosures:*

1. *Notice of the 18th Annual General Meeting (AGM).*
2. *Proxy form.*
3. *Attendance slip.*
4. *Instructions for e-voting.*

## Route Map to the venue of the AGM



### TEJAS NETWORKS LIMITED

CIN: L72900KA2000PLC026980

Regd. Office: JP Software Park,

Plot No 25, Sy. No 13,14,17, 18

Konnappana Agrahara Village, Begur Hobli,

Bengaluru-560100, Karnataka, India

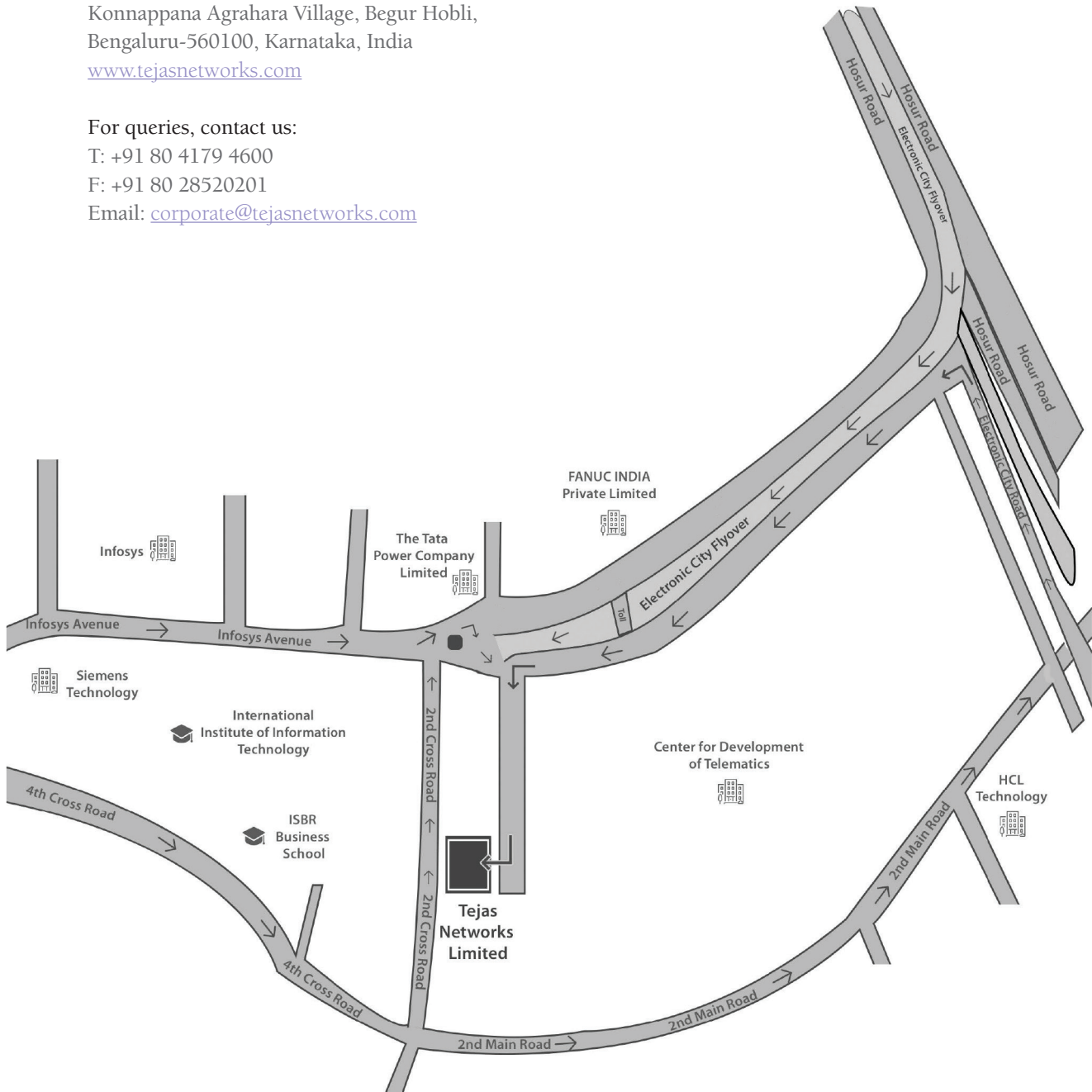
[www.tejasnetworks.com](http://www.tejasnetworks.com)

For queries, contact us:

T: +91 80 4179 4600

F: +91 80 28520201

Email: [corporate@tejasnetworks.com](mailto:corporate@tejasnetworks.com)



## NOTICE

NOTICE is hereby given that the 18th Annual General Meeting ("AGM") of the Members of Tejas Networks Limited will be held on Tuesday, July 24, 2018 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14,17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India, to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To receive, consider and adopt:

- The Audited Standalone Financial Statements of the Company for the financial year ended March 31,2018 together with the Reports of the Board of Directors and Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.

#### 2. Appointment of Dr. Gururaj Deshpande (DIN: 01979383), as a Director liable to retire by rotation

To appoint Dr. Gururaj Deshpande (DIN: 01979383), who retires by rotation and being eligible, offers himself for re-appointment and to pass with or without modification(s) the following resolution as an Ordinary resolution:

**"RESOLVED THAT** Dr. Gururaj Deshpande (DIN: 01979383) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### 3. Ratification of the appointment of Statutory Auditors

To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration and to pass with or without modification(s) the following resolution as an Ordinary resolution:

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Members of the Company do hereby ratifies, the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as Auditors of the Company, who were appointed as such at the 17th AGM held on September 27, 2017, to hold office from the conclusion of 17th AGM till the conclusion of 22nd AGM of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company/ Audit Committee of the Board and the Auditors."

Date: April 24, 2018  
Registered Office:  
J P Software Park, Plot No 25, Sy. No 13, 14,17,18  
KonnapanaAgrahara Village, BegurHobli,  
Bengaluru-560100. Email: corporate@tejasnetworks.com

### SPECIAL BUSINESS:

#### 4. Appointment of Mr. Chetan Gupta (DIN: 07704601) as a Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Chetan Gupta (DIN: 07704601) who was appointed as an Additional Director with effect from April 24, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company, who holds office up to the date of this Annual General Meeting, based on the recommendation of the Nomination and Remuneration Committee, approval of the Board of Directors and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation."

#### 5. Re-appointment of Amb. Leela K Ponappa (DIN: 07433990), as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to provisions of sections 149, 152, and any other applicable provisions of the Act and the Rules made thereunder, including any statutory modifications or re-enactment(s) thereof, for the time being in force, read with Schedule IV to the Act and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Amb. Leela K Ponnappa (DIN: 07433990), who meets the criteria for independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five years upto February 15, 2023, with effect from February 16, 2018, not liable to retire by rotation."

#### 6. Appointment of Branch Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Act and the Company (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors for any branch offices of the Company, whether existing or which may be opened/ acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as a Branch Auditors and to fix their remuneration."

By Order of the Board  
Sd/-

G V Krishnakanth  
Company Secretary

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item 3 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members, Proxies and Authorized Representative should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips enclosed herewith along with their copy of the Annual Report to the Meeting.
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 the Form No. SH -13. The said form can be downloaded from the Company’s website at <https://www.tejasnetworks.com/other-documents.php>. Members are requested to submit the said details to their depository participants (“DP”) in case the shares are held by them in electronics form and to Linkin Time Limited (“RTA”) in case of shares are held in physical form.
7. To support the ‘Green Initiative’, Members who have not registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronics form and with RTA in case the shares are held by them in physical form.
8. Members 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.
9. Members 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. Members can contact the Company or RTA for assistance in this regard.
10. Members 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 Members after making requisite changes.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Notice of the AGM along with the Annual Report is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode of delivery. The Notice and the Annual Report will also be made available on the company website at <https://www.tejasnetworks.com/annual-reports.php>.
13. Members desiring any information as regards the financial statements are requested to write to the Company at least 48 hours before the commencement of the meeting so as to enable the Management to keep the information ready.
14. All documents referred to in the notice and the explanatory statements open for inspection at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on any working day (except Saturday) up to the date of Annual General Meeting and also at the Meeting.
15. The Register of Members and Share Transfer Books of the Company will remain closed from July 18, 2018 to July 24, 2018.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
17. 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.
18. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting are given herein below.

19. The remote voting through electronic means will commence on Thursday, July 19, 2018 at 9.00 A.M. and will end on Monday, July 23, 2018 at 5.00 P.M. The Members 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. However, a member may participate in the meeting even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
20. During the period when the facility for remote e-voting is provided, the Members of the Company holding the shares either in physical or in dematerialized form as on the relevant date i.e. July 17, 2018 may opt to vote via remote electronic voting process. The Members who cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. The Board of Directors has appointed Mr. Dwarakanath C, Practicing Company Secretary (FCS- 7723 and CP No: 4847) failing which Mr. Ananta Deshpande, Practicing Company Secretary (Membership No. ACS - 24319 and CP No.20322) as a Scrutinizers to scrutinize the voting through remote e-voting and voting process at AGM in a fair and transparent manner.
22. The results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions. The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company ([www.tejasnetworks.com](http://www.tejasnetworks.com)) and on Service Provider's website NSDL within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.
23. Details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Members along with this Notice. In case of any queries / grievances relating to voting by electronic means, the Members / 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 July 17, 2018 may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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## Explanatory statement

*As required under section 102(1) of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Items Nos. 2 to 6 of the accompanying Notice:*

### Item No.2

*This explanatory statement is provided though strictly not required under Section 102 of the Companies Act, 2013.*

Based on the terms of appointment, executive directors and non-executive and non-independent directors are subject to retirement by rotation. Dr. Gururaj Deshpande being the longest serving member on the Board, retires by rotation and being eligible seeks re-appointment. To the extent Dr. Gururaj Deshpande is required to retire by rotation, he would need to be reappointed as a Director.

The Board feels that the presence of Dr. Gururaj Deshpande on the Board is desirable and would be beneficial to the Company and hence recommends the Resolution No. 2 of this Notice for approval of the Members.

Except Dr. Gururaj Deshpande and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 2 of this Notice.

### Item No.3

*This explanatory statement is provided though strictly not required under Section 102 of the Companies Act, 2013.*

M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) were appointed as the statutory auditors of the Company for a period of five years at the 17th Annual General Meeting ("AGM") of the Company held on September 27, 2017, to hold office from the conclusion of the 17th AGM till the conclusion

of 22nd AGM to be held in 2022. As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to the ratification by the Members at every AGM. Accordingly, ratification of the Members is being sought for the appointment of statutory auditors as per proposal contained in the resolution set out in Item No. 3 of this Notice.

The Board recommends the Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is, in any way, concerned or interested in the Resolution set out at Item No. 3 of this Notice.

### Item No. 4

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Chetan Gupta (DIN: 07704601) as an Additional Director with effect from April 24, 2018. Pursuant to the provisions of Section 161(1) of the Act and Article 45 of the Article of Association of the Company, Mr. Chetan Gupta holds office upto the date of this AGM and is eligible to be appointed as Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing the candidature of Mr. Chetan Gupta for the Office of Director.

Mr Chetan Gupta is a Chartered Financial Analyst (AIMR), Chartered Alternative Investment Analyst and holds a Masters in Management (Finance) from the University of Mumbai. He is a Managing Director of Samena Capital Investments Limited in Dubai, focusing on investments within the Special Situations Funds. He is a member of the Board of Directors and Executive Committee of RAK Logistics. Mr Gupta is also an Investment Committee member of the Samena Special Situations Funds. Prior to joining Samena Capital, he was an Equity Research Analyst at Tricolor India Fund focusing on companies in the manufacturing, commodities, consumer and

pharmaceutical sectors. Previously, he was a part of the General Electric Financial Management Leadership Program, focusing on financial planning and analysis. Further details of Mr. Chetan Gupta have been given in the Annexure to this Notice.

The Board feels that the presence of Mr. Chetan Gupta on the Board is desirable and would be beneficial to the Company and hence recommends the Resolution No. 4 of this Notice for approval of the Members.

Except Mr. Chetan Gupta and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

#### Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, reappointed Amb. Leela K Ponappa as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from February 16, 2018 till February 15, 2023, subject to the approval of the Members. Her term of appointment as an Independent Director of the Company was expired on February 15, 2018. The Company has received a declaration from Amb. Leela K Ponappa to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Amb. Leela K Ponappa fulfils the conditions specified Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Independent Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

Date: April 24, 2018  
Registered Office:  
J P Software Park, Plot No 25, Sy. No 13, 14,17,18  
KonnapanAgrahara Village, BegurHobli,  
Bengaluru-560100. Email: corporate@tejasnetworks.com

Amb. Leela K Ponappa has obtained her Bachelor of Arts degree and Master of Arts degree from the University of Madras. She has been an officer of the Indian Foreign Service for several years. She has served as the ambassador of India to Thailand and Netherlands. She has also held the post of Deputy National Security Adviser and Secretary, National Security Council and Additional Secretary in the Ministry of External Affairs. She was also appointed as a permanent representative to the Organization for the Prohibition of Chemical Weapons. Further details of Amb. Leela K Ponappa have been given in the Annexure to this Notice.

The Board feels that the presence of Amb. Leela K Ponappa on the Board is desirable and would be beneficial to the Company and hence recommends the Resolution No. 5 of this Notice for approval of the Members.

Except Amb. Leela K Ponappa and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

#### Item No.6

The Company has branches outside India and may also open/acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is, in any way, concerned or interested in the Resolution set out at Item No. 6 of this Notice.

By Order of the Board  
Sd/-

G V Krishnakanth  
Company Secretary



## Details of the Director seeking appointment/ re-appointment at the Annual General Meeting

<b>Particulars</b>	Mr. Chetan Gupta	Dr. Gururaj Deshpande	Amb. Leela K Ponappa
<b>Date of Birth</b>	May 11, 1980	November 30, 1950	June 26, 1946
<b>Date of appointment</b>	April 24, 2018	April 24, 2000	February 16, 2016
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>Chartered Financial Analyst (AIMR),</li> <li>Chartered Alternative Investment Analyst.</li> <li>Masters in Management (Finance) from the University of Mumbai.</li> </ul>	<ul style="list-style-type: none"> <li>B. Tech from the Indian Institute of Technology, Madras,</li> <li>Masters in the Engineering from the University of New Brunswick and a doctor of philosophy degree from the Queen's University</li> </ul>	<ul style="list-style-type: none"> <li>Master of Arts degree from the University of Madras</li> </ul>
<b>Expertise in specific functional areas</b>	Wide experience in Finance and Management	Wide experience in Technology and Management	Wide experience in Finance and Management
<b>Directorship held in other public companies (excluding foreign companies and Section 8 companies)</b>	Nil	Nil	Nil
<b>Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)</b>	Nil	Nil	Nil
<b>Number of shares held in the Company</b>	Nil	Nil	Nil
<b>Relationship between directors/ Key Management Personnel and their relatives</b>	Not related to any directors/ Key Management Personnel and their relatives		

For other details such a number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors please refer corporate governance report which is a part of this Annual Report.

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## Attendance Slip

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I hereby record my presence at the 18th Annual General Meeting of the Company held at the registered office of the company situated at J P Software Park, Plot No 25, Sy. No 13,14,17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100 on Tuesday, July 24, 2018 at 3:00 P.M (IST).

Registered Folio no.	
Client ID no*.	
DP ID no*.	
Name and Address of Shareholders Joint shareholder 1 Joint Shareholder 2	
No of shares held	

\*applicable for member holding shares in electronic form

.....  
Name of the member / proxy

.....  
Signature of member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

# TEJAS NETWORKS LIMITED

CIN:L72900KA2000PLC026980

Regd. Office: J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18  
Konnapana Agrahara 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)

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): ..... E-mail Id: .....

Registered address: .....

Folio No/ Client Id: ..... DP ID: .....

I/We being the member(s) of ..... Equity Shares of Tejas Networks Limited, hereby appoint

1. Name: ..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him/ her

2. Name: ..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him/ her

1. Name: ..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of members of the Company, to be held on Tuesday, July 24, 2018 at 3:00 P.M IST at the registered office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14,17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resl. No.	Resolution	Vote (Optional, see Note 2)	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	To consider, receive and adopt a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31,2018 together with the Reports of the Board of Directors and Auditors thereon: and b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon		
2	To appoint Dr. Gururaj Deshpande (DIN: 01979383), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration.		
<b>SPECIAL BUSINESS</b>			
4	To appoint Mr. Chetan Gupta (DIN: 07704601) as Director of the Company.		
5	To re-appoint Amb. Leela K Ponappa (DIN: 07433990), as an Independent Director of the Company.		
6	To appoint the Branch Auditors.		

Signed this..... day of.....2018.

Signature of the member    Signature of Proxy holder(s)



Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before July 22, 2018 at 3:00 P.M IST).

2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

## Shareholders Instructions for e-voting

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 18th Annual General Meeting to be held on Tuesday, July 24, 2018 at 3:00 P.M (IST) at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility.

**Step 1:** Log on to NSDL's e-voting system at <https://www.evoting.nsdl.com>

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

4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	User ID
a) For members 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 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, 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 :

- If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

### Step 1

How to Log-in to NSDL e-Voting website

- 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 desktop computer/ laptop or your smartphone.
- Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'Shareholders'.
- 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 details. 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.

- If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password :
  - 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](http://www.evoting.nsdl.com).
  - A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are unable to get your password following the aforesaid options, you can send a request to [www.evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address.
- After entering your password, agree to the terms and conditions by checking the box.
- Next, click on the 'Login' button.
- After you click on the 'Login' button, the homepage 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 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 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](http://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](http://www.evoting.nsdl.com), or call on the toll-free no.: 1800-222-990, or contact Pallavi Mhatre, Assistant 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](mailto:pallavid@nsdl.co.in)/[evoting@nsdl.co.in](mailto: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 July 19, 2018 (9:00 a.m. IST) and ends on July 23, 2018 (5:00 p.m. IST). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. July 17, 2018, 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 convening the AGM and up to the cut-off date i.e. July 17, 2018, 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 members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. July 17, 2018.