



June 27, 2022

Dear Member(s),

You are cordially invited to attend the 22nd Annual General Meeting of the Members of Tejas Networks Limited (“the Company”) to be held on Tuesday, July 26, 2022 at 4.00 P.M (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

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 electronic means on all resolutions set forth in the Notice. The instructions for e-voting is enclosed herewith.

Yours sincerely

Sd/-

N. Ganapathy Subramaniam
Chairman

Enclosures:

1. Notice of the 22nd Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number:
+91 80 4179 4600 / +91 80 4179 4700

Tejas Networks Limited
CIN: L72900KA2000PLC026980
J P Software Park, Electronics City,
Hosur Road, Bengaluru - 560100.
Tel: +91 80 4179 4600
corporate@tejasnetworks.com
www.tejasnetworks.com

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting (“AGM”) of the Members of Tejas Networks Limited (the “Company”) will be held on Tuesday, July 26, 2022 at 4.00 P.M (IST) through VC/OAVM to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt

The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Arnob Roy (DIN: 03176672) as a Director liable to retire by rotation

To re-appoint Arnob Roy, who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution, with or without modification(s), as an **Ordinary resolution**:

“**RESOLVED THAT** Arnob Roy (DIN: 03176672) 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.”

“**RESOLVED FURTHER THAT** the consent of the Members of the Company be and 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 and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.”

3. Re-appointment of M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N/N500016) as Statutory Auditors of the Company.

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

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N/N500016) (“Price Waterhouse”) be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 22nd AGM till the conclusion of the 27th AGM to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).”

“**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 and to delegate all or any of its powers herein conferred to any Committee of Directors / Executives of the Company to give effect to the aforesaid resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

SPECIAL BUSINESS

4. Increase of authorised share capital of the Company and alteration in the capital clause of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) including any amendment thereto or re-enactment thereof and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹ 200,00,00,000/- divided into 20,00,00,000 equity shares of ₹ 10/- each to ₹ 260,00,00,000/- divided into 26,00,00,000 equity shares of ₹ 10/- each, ranking pari passu in all respect with the existing equity shares of the Company as per the memorandum and articles of association of the company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Act, including any amendment thereto or re-enactment thereof and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by deleting the existing Clause V of the Memorandum of Association and substituting the following new clause as Clause V.

“V. *The Authorised Share Capital of the Company is ₹260,00,00,000/- (Rupees Two Hundred and Sixty Crore Only) divided into 26,00,00,000 (Twenty-Six crore) equity shares of ₹ 10/- (Rupees Ten Only) each.*”

“**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, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.”

5. 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.

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) Regulations, 2014 (“SEBI SBEB 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 of the Company including its subsidiaries, whether working in India or out of India, and to the directors of the Company 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 authorised 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."

6. Appointment of P R Ramesh (DIN : 01915274) as a Non-Executive, Independent Director (not liable to retire by rotation) of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with

Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), P R Ramesh (DIN : 01915274), who has submitted a declaration stating that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Non-executive, Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from June 27, 2022 upto June 26, 2027".

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, P R Ramesh shall be entitled to receive the sitting fees/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director of the Company under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."

"RESOLVED FURTHER THAT the consent of the Members of the Company be and 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 and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution."

7. Appointment of Prof. Bhaskar Ramamurthi (DIN : 01914155), as a Non-Executive, Independent Director, (not liable to retire by rotation) of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Prof. Bhaskar Ramamurthi (DIN : 01914155), who has submitted a declaration stating that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Non-executive, Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from June 27, 2022 upto June 26, 2027."

"RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Prof. Bhaskar Ramamurthi shall be entitled to receive the sitting fees/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director of the Company under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."

"RESOLVED FURTHER THAT the consent of the Members of the Company be and 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 and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution."

8. Ratification of the Remuneration of Cost Auditors

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members hereby ratifies the remuneration of ₹ 1,50,000/- (Rupees One lakh fifty thousand only) plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, payable to

GNV & Associates, Cost & Management Accountants, Bangalore (Firm Registration Number 000150), who are appointed by the Board of Directors of the Company, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ended March 31, 2022.”

“**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 and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.”

June 27, 2022
Bengaluru

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

Notes:

1. 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.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item 2 to 8 of the Notice is annexed hereto. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment /reappointment at the AGM, forms part of this Notice.
3. In compliance with MCA and SEBI Circulars, of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website https://www.tejasnetworks.com/shareholders_agm.php, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
4. The Register of Members and Share Transfer Books of the Company will remain closed from July 19, 2022 to July 26, 2022 (both days inclusive).
5. Pursuant to the provisions of the Act, 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
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. 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. 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 electronic 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. Further, the Members who are 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.
10. Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to evoting@tejasnetworks.com with a copy marked to evoting@nsdl.co.in.
11. In case of joint holders attending the AGM, the Members 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. Attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any Members holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and as specified in the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 08, 2019.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. July 26, 2022. Members seeking to inspect such documents can send an email to agm@tejasnetworks.com.
14. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.
15. Members seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business /operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number /folio number and mobile number. The same should reach on or before July 20, 2022 at agm@tejasnetworks.com and responses to such

queries will be appropriately addressed by the Chairman of the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a member or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select in the interest of the other Members, meaningful questions. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at corpportate@tejasnetworks.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.
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 Listing Regulations, 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 has been attached to the Notice of the AGM.
19. The remote voting through electronic means will commence on July 21, 2022 at 9.00 am (IST) and will end on July 25, 2022 at 5.00 pm (IST). 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 19, 2022 may opt to vote via remote electronic voting process.
21. The Board of Directors has appointed C. Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) failing which 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 at AGM in a fair and transparent manner.
22. The results on above resolutions shall be declared not later than two working days 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) and on Service Provider's website NSDL (www.evoting.nsdl.com) 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 19, 2022 may obtain the login ID and password by sending a request to evoting@nsdl.co.in.
24. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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 No. 2 to 8 of the accompanying Notice:

Item No.2 – Re-appointment of Arnob Roy (DIN: 03176672) as a Director liable to retire by rotation

Based on the terms of appointment, Executive Directors and Non Independent Directors are subject to retirement by rotation. Arnob Roy (DIN: 03176672) being the longest serving member on the Board retires by rotation and being eligible seeks reappointment. To the extent Arnob Roy is required to retire by rotation, he would need to be re-appointed as a Director.

Rationale in recommending the re-appointment of Arnob Roy as Non- Independent Director of the Company, liable to retire by rotation

- i. The Board of Directors of the Company is of the view that given Arnob Roy's skills, experience and expertise, it desirable and in the interest of and immense benefit to the Company to appoint Arnob Roy as a Non-Independent Director, liable to retire by rotation.
- ii. The Board of Directors of the Company have determined that Arnob Roy is a fit and proper person to be appointed as a Non-Independent Director, liable to retire by rotation, of the Company and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other Statutory authority.
- iii. Arnob Roy 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 Non-Independent Director of the Company in terms of Section 164 of the Act.
- iv. Arnob Roy has over 35 years of high-technology industry experience in research & development, operations and sales. He worked as the Manager, research and development in Synopsys (India) Private Limited. He holds a Master of Science Degree from the University of Nebraska, Lincoln, USA and a Bachelor of Technology (Honors) Degree in Electronics and Electrical Communication Engineering from the Indian Institute of Technology, Kharagpur.
- v. The Nomination and Remuneration Committee of the Board has recommended the said appointment, subject to the approval of the Members.

Brief Terms and Conditions of the re-appointment

- i. Arnob Roy, will serve as a Non-Independent Director, liable to retire by rotation. 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.
- ii. Arnob Roy will not be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees.

Disclosure of Interest

Arnob Roy is not related to any Director or any Key Managerial Personnel of the Company. Except for Arnob Roy 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 Ordinary Resolution at Item No. 2

Recommendation for the re-appointment as Arnob Roy Non-Independent Director (liable to retire by rotation) of the Company.

The Board has assessed the veracity of the declarations and other documents furnished by Arnob Roy and based on the same, has opined that Arnob Roy fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as a Non-Independent Director, liable to retire by rotation, of the Company and accordingly, recommends the appointment of Arnob Roy as a Non-Independent Director, liable to retire by rotation, of the Company and as proposed in the resolution set out at Item No. 2, for the approval by the Members, in compliance with the applicable provisions of law.

Item No. 3 - Re-appointment of M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N/N 500016) as Statutory Auditors of the Company.

M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N/N 500016) (hereinafter referred to as "Price Waterhouse") were appointed as statutory auditors of the Company at the 17th AGM held on September 27, 2017 to hold office from the conclusion of the said meeting till the conclusion of the 22nd AGM to be held in the year 2022. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than two(2) terms of five(5) consecutive years. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on April 22, 2022, approved the re-appointment of Price Waterhouse as the statutory auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 27th AGM to be held in the year 2027. The re-appointment is subject to approval of the Members of the Company.

The proposed remuneration to be paid to Price Waterhouse for audit services for the financial year ending March 31, 2023, is ₹ 54.00 lakh plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee. The above fee excludes the proposed remuneration to be paid to overseas audit firms for the purpose of statutory audit of overseas subsidiaries and branches.

The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure. The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Price Waterhouse has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139

read with Section 141 of the Act. Price Waterhouse has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. Price Waterhouse has also furnished a declaration confirming its independence in terms of Section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

Recommendation for the re-appointment of M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N/ N500016) as Statutory Auditors of the Company

The Board has assessed the veracity of the declarations and other documents furnished by Price Waterhouse and after considering the evaluation of the past performance, experience and expertise of Price Waterhouse and based on the recommendation of the audit committee, has opined that Price Waterhouse fulfils the conditions/ criteria for their re-appointment of as Statutory Auditors of the Company and accordingly, recommends the re-appointment Price Waterhouse, as Statutory Auditors of the Company from the conclusion of the 22nd AGM till the conclusion of the 27th AGM to be held in the year 2027 and as proposed the resolution set out at Item No. 3, for the approval by the Members, in compliance with the applicable provisions of law.

Disclosure of Interest

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Brief profile of Price Waterhouse

Price Waterhouse Chartered Accountants LLP, (the "Firm") having a Firm Registration No. 012754N/ N500016, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The Firm is primarily engaged in providing auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of eleven separate, distinct and independent Indian chartered accountant firms, each of which is registered with the Institute of Chartered Accountants of India.

Item No. 4 - Increase of authorised share capital of the Company and alteration in the capital clause of the Memorandum of Association of the Company

With a view to facilitate the Company's proposal to raise funds through issuance and allotment of equity shares and warrants which can be exercised into equity shares of the Company on a private placement basis, and in order to create adequate headroom for subsequent issuance of equity shares pursuant to exercise of employee stock options/ restricted stock units, it is proposed to increase the existing authorized capital of the Company from the existing ₹200,00,00,000/- (Rupees Two Hundred Crore) divided into 20,00,00,000 (Twenty Crore) equity shares of INR 10/- each to ₹260,00,00,000/- (Rupees Two Hundred and Sixty Crore) divided into 26,00,00,000 (Twenty-Six Crore) equity shares of ₹ 10/- each. Consequently, Clause V of the Memorandum of Association of the Company would also require alteration so as to reflect the increased authorised share capital.

Pursuant to the provisions of the Companies Act, 2013, the consent of the Members of the Company is required for the proposed increase in the authorized share capital and alteration of the Memorandum of

Association of the Company. Accordingly, the Board of Directors of the Company seeks the approval of Members of the Company for the same by way of a special resolution.

A draft copy of the altered Memorandum of Association can be inspected by the members before the meeting at Registered Office of the Company.

Disclosure of Interest

None of the directors and key managerial personnel of the Company/ their relatives are in any way, concerned or interested in this resolution, except to the extent of their shareholding in the Company.

Recommendation for the proposal to increase the Authorised share capital of the Company

The Board recommends the resolution set out at Item 4 of this Notice to the Members for their consideration and approval by way of Special Resolution

Item No. – 5 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

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 Regulation 6 of the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") Regulations, 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 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 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 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 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 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 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 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 to approve the RSU 2022 and grant of Restricted Stock Units under RSU 2022 to eligible employees of the Company and its subsidiaries.

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 of the SEBI SBEB Regulations. The Board recommends the resolution set out at Item 5 of this Notice to the Members for their consideration and approval by way of Special Resolution.

Item No. – 6 Appointment of P R Ramesh (DIN: 01915274) as a Non-executive, Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on June 27, 2022 appointed P R Ramesh (DIN: 01915274) as a

Non-executive, Independent (Additional) Director of the Company, not liable to retire by rotation, for a term of five years i.e. from June 27, 2022 to June 26, 2027. A brief profile of P R Ramesh, 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 P R Ramesh as a Non-executive, Independent Director of the Company

- i. The Board of Directors of the Company are of the view that given P R Ramesh’s skills, experience and expertise, it is desirable and in the interest of and immense benefit to the Company to appoint P R Ramesh as an Non-executive, Independent Director of the Company, not liable to retire by rotation.
- ii. P R Ramesh retired as the Director of Deloitte & Touche Assurance & Enterprise Risk Services India Private Limited on 31st March 2020. He has also served as a member of Deloitte Global Board and Deloitte Asia Pacific Board and has over 40 years of the experience and served clients in manufacturing, banking and financial services, technology, media, telecommunications, energy and resources and consumer business sectors throughout his professional career.
- iii. P R Ramesh has been associated with various Regulatory bodies such as SEBI Committee on Disclosures and Accounting Standards; Committee for Reforming the Regulatory Environment for doing Business in India set up by Government of India; Technical Committee to review the form and presentation of the Balance Sheet of the Reserve Bank of India; Insurance Regulatory and Development Authority Standing Committee on Accounting Issues and Invitee to the Committee set up by the Reserve Bank of India (“RBI”) to assist in convergence to IFRS by banks and National Advisory Committee on Accounting Standards. He has also been member of Accounting Standards Board of ICAI, Vision and Restructuring Committee and Auditing Practices Committee of ICAI and the Secretarial Standards Boards of the Institute of Company Secretaries of India.
- iv. P R Ramesh 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. He has also given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). P R Ramesh does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Brief Terms and Conditions of the appointment

- i. In accordance with the provisions of the Companies Act, 2013 and other applicable laws, P R Ramesh, will serve as a Non-executive, Independent Director of the Company, not liable to retire by rotation for a period of five years from June 27, 2022 to June 26, 2027.

- ii. 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.
- iii. He will be entitled to receive the sitting fee/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

Disclosure of Interest

Except for P R Ramesh and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Recommendation for the appointment P R Ramesh (DIN: 01915274) as a Non-executive, Independent Director of the Company

In the opinion and based on the evaluation of the Board, P R Ramesh fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for the appointment of P R Ramesh (DIN: 01915274) as a Non-executive, Independent Director of the company and the Board recommends the resolution as set forth in the Item No. 6 of the Notice for the approval of the members.

Item No. 7 Appointment of Prof. Bhaskar Ramamurthi (DIN: 01914155) as a Non-executive, Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on June 27, 2022 appointed Prof. Bhaskar Ramamurthi (DIN : 01914155) as a Non-executive, Independent (Additional) Director of the Company, not liable to retire by rotation, for a term of five years i.e. from June 27, 2022 to June 26, 2027 subject to the approval of the Members. A brief profile of Prof. Bhaskar Ramamurthi 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 Prof. Bhaskar Ramamurthi (DIN : 01914155) as Non-executive, Independent Director of the Company

- i. The Board of Directors of the Company are of the view that given Prof. Bhaskar Ramamurthi’s skills, experience and expertise, it is desirable and in the interest of and immense benefit to the Company to appoint Prof. Bhaskar Ramamurthi as an Non-executive, Independent Director of the Company, not liable to retire by rotation.
- ii. Prof. Bhaskar Ramamurthi was the Director of IIT Madras from 2011 to 2022. An alumnus of IIT Madras and the University of California, Santa Barbara, Prof. Bhaskar Ramamurthi joined IIT Madras as a faculty member in 1986 and served at various key positions, including that of Dean (Planning).
- iii. Prof. Bhaskar Ramamurthi, a Fellow of Indian National Academy of Engineering (INAE) and IEEE, has won several

awards for his world-class research in electronics and communications engineering including the Tamil Nadu Scientist Award for Engineering and Technology for the year 2003 and the India Semiconductor Association Techno Visionary Award for the year 2011. Prof. Ramamurthi is an honorary Director of the Centre of Excellence in Wireless Technology (CEWiT), a public-private initiative at the IIT-M Research Park and has also served on the Board of Oil India Ltd.

- iv. Prof. Bhaskar Ramamurthi 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. He has also given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Prof. Bhaskar Ramamurthi does not hold by himself or for any other person on a beneficial basis, any shares in the Company

Brief Terms and Conditions of the appointment

- i. In accordance with the provisions of the Companies Act, 2013 and other applicable laws, Prof. Bhaskar Ramamurthi, will serve as a Non-executive, Independent Director of the Company, not liable to retire by rotation for a period of five years from June 27, 2022 to June 26, 2027.
- ii. 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.
- iii. He will be entitled to receive the sitting fee/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

Disclosure of Interest

Except for Prof. Bhaskar Ramamurthi and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

June 27, 2022
Bangalore

Recommendation for the appointment of Prof. Bhaskar Ramamurthi (DIN : 01914155) as a Non-executive, Independent Director of the Company

In the opinion of the Board, Prof. Bhaskar Ramamurthi fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for the appointment of Prof. Bhaskar Ramamurthi (DIN : 01914155) as a Non-executive, Independent Director of the company and the Board recommends the resolution as set forth in the Item No. 7 of the Notice for the approval of the members.

Item No. 8 Ratification of the Remuneration of Cost Auditors

The Company is required, under the provisions of Section 148(3) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records conducted by a cost accountant in practice.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s GNV & Associates, Cost Accountants, (Firm Registration Number 000150), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for approval of the remuneration of ₹ 1,50,000/- (Rupees One lakh Fifty Thousand Only) payable to the Cost Auditors, for the financial year ending March 31, 2022.

Disclosure of Interest

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 8 of the Notice.

Recommendations for the ratification of the remuneration

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

By Order of the Board
Sd/-

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

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards



Arnob Roy

Executive Director & Chief Operating Officer

Arnob Roy is the Co-founder, Executive Director and Chief Operating Officer of Tejas Networks. He has over 30 years of experience in research & development, operations and sales in the high-tech industry. Prior to Tejas, he has held senior management positions at Synopsys Inc. and Cadence Design Systems. Arnob Roy holds a Master's Degree in Science in Computer Science from the University of Nebraska, Lincoln, USA and a Bachelor's Degree in Technology in Electronics and Communication Engineering from the Indian Institute of Technology, Kharagpur.

Director Identification Number (DIN)	03176672
Date of Birth	August 8, 1963
Nationality	Indian
Date of appointment on the Board (Original)	March 25, 2019
Shares held as on March 31, 2022	6,04,200
Qualifications	<ul style="list-style-type: none"> • M.Sc - University of Nebraska, Lincoln, USA • B.Tech (Honors) (Degree in Electronics and Electrical Communication Engineering) - Indian Institute of Technology, Kharagpur
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors/ Key Management Personnel and their relatives	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 director, please refer Corporate Governance Report which is a part of this Annual Report.



P R Ramesh

Non-executive, Independent Director

P R Ramesh was the Chairman of Deloitte India and has over 40 years of experience in the profession. Ramesh graduated in Commerce from Osmania University, Hyderabad and is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). Ramesh also served as a member of Deloitte Global Board and Deloitte Asia Pacific Board. He has also been associated with various Regulatory bodies, Industry Bodies and the Institute of Chartered Accountants of India. He has served clients in manufacturing, banking and financial services, technology, media, telecommunications, energy and resources and consumer business sectors throughout his professional career.

P R Ramesh has been associated with various Regulatory bodies such as SEBI Committee on Disclosures and Accounting Standards; Committee for Reforming the Regulatory Environment for doing Business in India set up by Government of India; Technical Committee to review the form and presentation of the Balance Sheet of the Reserve Bank of India; Insurance Regulatory and Development Authority Standing Committee on Accounting Issues and Invitee to the Committee set up by the Reserve Bank of India ('RBI') to assist in convergence to IFRS by banks and National Advisory Committee on Accounting Standards. He has also been member of Accounting Standards Board of ICAI, Vision and Restructuring Committee and Auditing Practices Committee of ICAI and the Secretarial Standards Boards of the Institute of Company Secretaries of India.

Director Identification Number (DIN)	01915274
Date of Birth	January 17, 1955
Nationality	Indian
Date of appointment on the Board (Original)	June 27, 2022
Shares held	Nil
Qualifications	<ul style="list-style-type: none"> • Commerce - Osmania University, Hyderabad • Fellow Member of the Institute of Chartered Accountants of India (ICAI)
Directorship held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Nestle India Limited • The Clearing Corporation of India Limited • NSE Investments Limited • Crompton Greaves Consumer Electricals Limited • Cipla Limited • Housing Development Finance Corporaation Limited • Butterfly Gandhimati Appliances Limited • Clearcorp Dealing Systems (India) Limited • Forum for Indian Accounting Research • Insolvency Research Foundation
Memberships/ Chairmanships of other committees of other public companies	<p>Nestle India Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Risk Management Committee <p>Cipla Limited</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee <p>Crompton Greaves Consumer Electricals Limited</p> <ul style="list-style-type: none"> • Audit Committee • Risk Management Committee <p>Butterfly Gandhimati Appliances Limited</p> <ul style="list-style-type: none"> • Audit Committee • Risk Management Committee
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives



Prof. Bhaskar Ramamurthi

Non-executive, Independent Director

Prof. Bhaskar Ramamurthi got his B.Tech in Electronics from IIT Madras in 1980, and his M.S. and Ph.D is Electrical Engineering from the University of California at Santa Barbara, in 1982 and 1985 respectively. After working at AT&T Bell Laboratories for a couple of years, he joined the faculty of his alma mater in 1986. He served as Director, IIT Madras during 2011-21. His areas of specialisation are Communications and Signal Processing. His research work is in Wireless Networks, Modulation, Wireless Data, and Audio and Video Compression. He heads the Centre of Excellence in Wireless Technology, located at the IIT-M Research Park, which is focused on emerging wireless standards and technologies. He is a holder of several patents related to 4G and 5G technologies and was national co-ordinator for the project to build an end-to-end 5G Test Bed. He has served as the Chairperson of TSDSI. He is a Fellow of the IEEE and INAE, and Hon. Fellow of RWTH Aachen, Germany.

Director Identification Number (DIN)	01914155
Date of Birth	April 17, 1959
Nationality	Indian
Date of appointment on the Board (Original)	June 27, 2022
Shares held	Nil
Qualifications	<ul style="list-style-type: none"> • M.S. and Ph.D is Electrical Engineering from the University of California at Santa Barbara • B.Tech in Electronics from IIT Madras
Directorship held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • IIT Madras Research Park • IITM Pravartak Technologies Foundation • Higher Education Financing Agency
Memberships/ Chairmanships of other committees of other public companies	Nil
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives

Instructions for participation through Video-Conferencing

In accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars, the Company is convening the 22nd AGM of the Members of the Company through VC / OAVM to transact the business as set forth in the Notice of the AGM.

The procedure and the manner for accessing the video-conferencing are as follows:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tejasnetworks.com/annual-general-meeting.php. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
9. Members are encouraged to join the Meeting through Laptops for better experience.
10. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at agm@tejasnetworks.com to reach on or before July 20, 2022. Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
12. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/camera same along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.

Members Instructions for e-voting

The remote e-voting period begins on July 21, 2022 at 9:00 A.M. and ends on July 25, 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 July 19, 2022, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 19, 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 Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 ‘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 & voting during the meeting. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div> <ol style="list-style-type: none"> Members/Member can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Members (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.

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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> 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 'Member' section.
- 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 <https://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 Members other than Individual Members are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- 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 Members 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.
 - (b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 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.
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 Members

1. Institutional Members (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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of 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

Process for those Members 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 member, 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 agm@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 agm@tejasnetworks.com. If you are an Individual Members 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 Members holding securities in demat mode.
3. Alternatively members may send a request to 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 Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.