

# Price Waterhouse Chartered Accountants LLP

## Independent Auditors' Review Report on the Statement of Unaudited Consolidated Financial Results

To  
The Board of Directors  
Tejas Networks Limited  
5th Floor, J P Software Park,  
Plot No. 25, Sy. No. 13, 14, 17 and 18,  
Konnapana Agrahara Village,  
Begur Hobli, Bengaluru – 560 100.

1. We have reviewed the Unaudited Consolidated Financial Results of Tejas Networks Limited (the "Parent") and its subsidiaries (the parent and its subsidiaries hereinafter referred to as the "Group"), (refer Note 1 on the Statement) for the quarter and nine months period ended December 31, 2023 which are included in the accompanying 'Statement of Unaudited Consolidated Financial Results for the quarter and nine months period ended December 31, 2023' (the "Consolidated Statement"). The Consolidated Statement is being submitted by the Parent pursuant to the requirement of Regulation 33 of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes.
2. This Consolidated Statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Consolidated Statement based on our review.
3. We conducted our review of the Consolidated Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Consolidated Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Consolidated Statement includes the results of the following entities:

### Subsidiaries

- a) Tejas Communications Pte. Limited, Singapore
- b) Saankhya Labs Private Limited, India
- c) Tejas Communications (Nigeria) Limited, Nigeria
- d) Saankhya Strategic Electronics Private Limited, India
- e) Saankhya Labs Inc, USA

Price Waterhouse Chartered Accountants LLP, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor  
Bengaluru - 560 008  
T: +91 (80) 4079 5000, F: +91 (80) 4079 5222

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)



## Price Waterhouse Chartered Accountants LLP

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Consolidated Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The Unaudited Consolidated Financial Results includes the financial results of 4 subsidiaries which have not been reviewed by their auditors and whose financial results reflect total revenue of Rs. 0.96 crores and Rs. 4.28 crores, total net profit/(loss) after tax of Rs. (0.11) crores and Rs. (0.37) crores and total comprehensive income/(loss) of Rs. (0.16) crores and Rs. (0.56) crores for the quarter and nine months period ended December 31, 2023 respectively as considered in the Consolidated Statement. According to the information and explanations given to us by the Management, the financial information of the aforesaid subsidiaries is not material to the Group.

Our conclusion on the Consolidated Statement is not modified in respect of the above matter.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016  
Chartered Accountants



Mohan Danivas S A  
Partner  
Membership Number : 209136  
UDIN : 24209136BKFNDZ1835

Place: Bengaluru  
Date: January 19, 2024



**Tejas Networks Limited**

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Tel: +91 80 4179 4600; Fax: +91 80 2852 0201  
E-mail: corporate@tejasnetworks.com; Website: www.tejasnetworks.com

**Statement of Unaudited Consolidated Financial Results for the quarter and nine months period ended December 31, 2023**

Particulars	(Rs. in crore except per share data)					
	Quarter ended December 31, 2023	Quarter ended September 30, 2023	Quarter ended December 31, 2022	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Year ended March 31, 2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited (Refer note - 7)	Audited
I Revenue from operations	559.96	395.95	274.55	1,143.80	620.25	919.57
II Other Income	15.16	17.97	21.00	52.61	59.74	81.01
<b>III Total income (I + II)</b>	<b>575.12</b>	<b>413.92</b>	<b>295.55</b>	<b>1,196.41</b>	<b>679.99</b>	<b>1,000.58</b>
<b>IV EXPENSES</b>						
(a) Cost of materials consumed	433.49	260.30	168.98	811.15	354.97	532.03
(b) Purchases of stock in trade	-	2.33	9.82	6.73	25.83	31.82
(c) Changes in inventories of stock in trade, work in progress and finished goods	(18.41)	(12.74)	(11.23)	(33.78)	(17.78)	(3.85)
(d) Employee benefit expense	83.90	79.35	68.66	240.30	155.13	232.65
(e) Finance costs (Refer Note - 6)	8.25	7.00	4.74	19.92	10.55	15.20
(f) Depreciation and amortization expense	48.17	41.68	33.62	124.27	87.04	122.50
(g) Allowance for expected credit loss	11.85	8.45	(12.42)	18.04	(25.37)	(32.97)
(h) Other expenses	56.64	45.29	42.73	142.17	105.24	145.85
<b>Total Expenses (IV)</b>	<b>623.89</b>	<b>431.66</b>	<b>304.90</b>	<b>1,328.80</b>	<b>695.61</b>	<b>1,043.23</b>
<b>V Profit/(Loss) before tax (III - IV)</b>	<b>(48.77)</b>	<b>(17.74)</b>	<b>(9.35)</b>	<b>(132.39)</b>	<b>(15.62)</b>	<b>(42.65)</b>
<b>VI Income tax expense/(benefit)</b>						
(1) Current tax expense/(benefit)	(31.46)	(1.93)	(0.47)	(43.24)	-	(0.32)
(2) Deferred tax expense/(benefit)	27.56	(3.17)	6.27	(5.35)	9.33	(5.92)
<b>Total tax expense/(benefit)</b>	<b>(3.90)</b>	<b>(5.10)</b>	<b>5.80</b>	<b>(48.59)</b>	<b>9.33</b>	<b>(6.24)</b>
<b>VII Profit/(Loss) after tax (V - VI)</b>	<b>(44.87)</b>	<b>(12.64)</b>	<b>(15.15)</b>	<b>(83.80)</b>	<b>(24.95)</b>	<b>(36.41)</b>
<b>VIII Other comprehensive income/(loss)</b>						
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit obligation (expense)/benefit	(4.06)	1.99	(1.00)	(2.80)	(4.18)	(3.29)
Income tax relating to above	-	(0.05)	(0.53)	(0.05)	0.03	0.14
Items that will be reclassified to profit or loss						
Gains/(losses) in cash flow hedges	(0.21)	-	-	(0.21)	-	-
Exchange differences on translation of foreign operations	(0.03)	0.11	(0.07)	0.12	0.28	0.73
<b>IX Total comprehensive income/(loss) for the period (VII + VIII)</b>	<b>(49.17)</b>	<b>(10.59)</b>	<b>(16.75)</b>	<b>(86.74)</b>	<b>(28.82)</b>	<b>(38.83)</b>
<b>X Equity Share Capital (Face value of Rs. 10/- each)</b>	<b>173.35</b>	<b>172.99</b>	<b>156.06</b>	<b>173.35</b>	<b>156.06</b>	<b>171.64</b>
<b>XI Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,801.32</b>
<b>XII Earnings/(Loss) per equity share</b>						
<b>Equity shares of par value Rs. 10 each</b>						
(1) Basic	(2.64)	(0.74)	(0.99)	(4.95)	(1.65)	(2.46)
(2) Diluted (Refer Note - 11)	(2.64)	(0.74)	(0.99)	(4.95)	(1.65)	(2.46)

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#### Notes

1 The Statement of unaudited consolidated financial results includes the results of Tejas Networks Limited ('the Company' or 'the Holding Company' or 'the Parent') and the following subsidiaries (Parent and Subsidiaries collectively referred as 'the Group' hereinafter):

##### Subsidiaries:

- Tejas Communication Pte. Limited, Singapore
- Saankhya Labs Private Limited (Saankhya Labs)
- Tejas Communications (Nigeria) Limited, Nigeria
- Saankhya Strategic Electronics Private Limited (SSE)
- Saankhya Labs Inc, USA

2 This Statement of unaudited consolidated financial results for the quarter and nine months period ended December 31, 2023 has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India, read with the relevant rules issued thereunder and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations, 2015").

3 The Group's operations comprise of only one segment viz. telecom and data networking related products and related services.

4 Summary of key unaudited standalone financial results of the Company is as follows:

(Rs. in crore)

Particulars	Quarter ended	Quarter ended	Quarter ended	Nine months	Nine months	Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	ended December 31, 2023	ended December 31, 2022	March 31, 2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Revenues from operations	538.58	359.21	253.29	1,064.90	584.69	869.08
Profit/(Loss) before tax	(47.73)	(18.60)	11.18	(117.39)	17.35	11.29
Profit/(Loss) after tax	(50.58)	(11.98)	5.39	(77.21)	7.99	3.04

Note: The unaudited standalone financial results of the Company for the above mentioned periods are available in the investors section in www.tejasnetworks.com and also with the stock exchanges where it is listed. The above information has been extracted from the published unaudited standalone financial results.

5 a) The Company has, at various grant dates, issued Restricted Stock Units (RSUs) to its employees and employees of its subsidiaries at face value of the Company's equity shares, which were approved by the Nomination and Remuneration Committee and the Board of Directors. For the quarter ended December 31, 2023, an amount of Rs. 21.64 crore (September 30, 2023: Rs. 33.01 crore; December 31, 2022: Rs. 26.13 crore), has been recorded as employee share expenses based on requirements in Ind AS 102, 'Share-based payment'. The RSUs granted and outstanding as at December 31, 2023, aggregates to 39,92,259 (September 30, 2023: 43,22,308; December 31, 2022: 38,87,343). The ESOPs granted and outstanding as at December 31, 2023, aggregates to 10,51,798 (September 30, 2023: 10,60,278; December 31, 2022: 20,32,109).

b) Saankhya Labs has, at various grant dates, issued stock options under different Employee Stock Option Plans to its employees at exercise price of Rs. 10. For the quarter ended December 31, 2023, an amount of Rs. 0.15 crore (September 30, 2023: Rs. 0.19 crore; December 31, 2022: Rs. 0.38 crore) has been recorded as employee share expenses based on requirements in Ind AS 102, 'Share-based payment'. The ESOPs granted and outstanding as at December 31, 2023, aggregates to 10,06,120 (September 30, 2023: 10,06,120; December 31, 2022: 10,06,120).

6 Finance cost for the quarter and nine months period ended December 31, 2023 includes interest cost of Rs. 0.60 crore (September 30, 2023: Rs. Nil; December 31, 2022: Rs. Nil) pertaining to interest on working capital facilities obtained by the company during the current quarter.



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7 The Company during the quarter ended September 30, 2022, acquired 64.40% of equity shares in Saankhya Labs through secondary purchase at a price of Rs. 454.19 per equity share amounting to Rs. 283.94 crore. On July 08, 2022, Saankhya Labs has acquired 100% shareholding in SSE. Consequent to such acquisition Saankhya Labs and SSE have become subsidiary and a step-down subsidiary of the Company with effect from July 01, 2022 and July 08, 2022 respectively. The unaudited consolidated results for the respective quarters and nine months period ended includes the contribution from those entities as below:

Particulars	(Rs. in crore)					
	Quarter ended December 31, 2023	Quarter ended September 30, 2023	Quarter ended December 31, 2022	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Year ended March 31, 2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Revenue from Operations	27.27	36.65	20.94	84.62	34.81	49.48
Profit / (Loss) before Tax	6.65	8.22	(13.46)	7.30	(18.77)	(33.25)
Profit / (Loss) after Tax	11.91	5.19	(13.45)	11.24	(18.73)	(23.23)

Results for the nine months ended December 31, 2023 include the impact of the above transaction and are not comparable with corresponding nine months ended December 31, 2022.

The fair value of assets and liabilities acquired were provisionally determined by the Company and accounted for in accordance with IND AS 103 –“Business Combination” until quarter ended December 31, 2022. As per Ind AS 103, such adjustments need to be completed within the measurement period (i.e. 1 year from the date of acquisition). In accordance with the Standard, the Company made adjustments to the provisional amounts in the quarter ended March 31, 2023 as if the business combination have been completed on the acquisition date (i.e. July 1, 2022). The impact on account of completion of determination of the fair value of assets and liabilities have been accordingly incorporated in the numbers for the quarter and nine months period ended December 31, 2022.

8 a) The Board of Directors of the Company, at its meeting held on September 29, 2022, approved the draft Scheme of Amalgamation (the “Scheme”) of Saankhya Labs and SSE (Transferor Companies) with the Company and the respective stakeholders. On September 30, 2022, the Company filed the Scheme with the National Stock Exchange of India Limited and BSE Limited and on July 6, 2023 both the Stock Exchanges have conveyed their “No Objection” to the Scheme. Further, on July 27, 2023, the Company has filed the merger application under Section 230 and 232 of the Companies Act, 2013 with National Company Law Tribunal (NCLT) Bangalore, for the merger of Transferor Companies with the Company. The National Company Law Tribunal, Special Bench, Bangalore vide its order dated December 7, 2023 directed the Company to convene a meeting of Equity Shareholders and Unsecured Creditors of the company to be held on February 9, 2024 for approval of the amalgamation / merger. The Scheme is subject to receipt of necessary approvals from shareholders, creditors and NCLT and such other persons and authorities as may be required. Upon implementation of the Scheme, the shareholders holding remaining 35.60% equity shares in Saankhya Labs will be issued 112 equity shares of the Company for every 100 equity shares held in Saankhya Labs. Till such time, the Transferor Companies will continue to operate as majority-owned subsidiaries of Tejas Networks Limited.

b) As per the Shareholders agreement (“SHA”), in the event the merger is not completed within the “Merger Long Stop Date”, the Company shall purchase and the remaining shareholders of Saankhya Labs shall sell the equity shares to the Company, as per terms provided for in SHA. As the contract contains an obligation for the entity to deliver cash in exchange for its own equity shares (Non-Controlling interest), such an obligation is in the nature of financial liability under the provisions of Ind AS 32 “Financial instruments- Presentation” and has been accordingly considered in the unaudited consolidated financial results.

9 The Company has received approval from the Department of Telecommunication (DOT) under the Production Linked Incentive (PLI) Scheme communicated vide SIDBI’s (Project Management Agency ‘PMA’) letter dated October 31, 2022. During the quarter ended September 30, 2023, the Company has made an application to claim incentive for the year ended March 31, 2023 for an amount of Rs. 32.68 crore and is awaiting approval from the DOT in this regard. The Company has not recognised this incentive claim pending such approval.

10 During the quarter ended September 30, 2023, the Company has received purchase orders from Tata Consultancy Services Limited amounting to Rs. 7,492 crore (excluding Goods and Services Tax) and has received a mobilization advance of Rs. 750 crore towards supply of Radio Access Network equipment for approximately 1,00,000 sites of BSNL Pan-India 4G/5G network.

11 Potentially issuable equity shares, on account of Share Options/RSUs issued to employees and share warrants, that could potentially dilute basic earnings per share, are not included in the calculation of diluted earnings per share if they are anti-dilutive for the period presented.

12 Previous period's figures have been regrouped/reclassified wherever necessary, to confirm with the current period's presentation for the purpose of comparability.

13 The above statement of unaudited consolidated financial results were reviewed and recommended by the Audit Committee of the Board and subsequently approved by the Board of Directors at their respective meetings held on January 19, 2024. The Statutory Auditors of the Company have carried out Limited Review of the aforesaid results.

For and on behalf of the Board of Directors

Anand S Athreya  
Managing Director and CEO  
(DIN: 10118880)

Place: Bengaluru  
Date: January 19, 2024



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