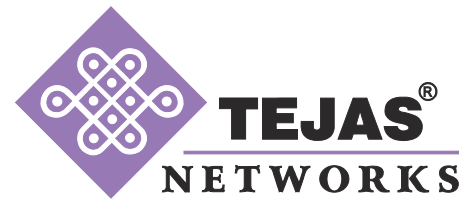


Tejas Networks Ltd.

Regd. Office: Plot No. 25, 5th Floor
J.P. Software Park, Electronic City Phase 1
Hosur Road, Bengaluru 560 100, India
Tel : +91- 80- 4179 4600/700/800
Fax: +91- 80- 2852 0201



July 26, 2019

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: TEJASNET

The Secretary
BSE Limited
P J Towers, Dalal Street,
Fort, Mumbai – 400 001
BSE Scrip Code: 540595

Dear Sir/Madam,

Re: 19th Annual General Meeting – Voting Results

In continuation to our letter dated June 28, 2019, we hereby inform you that the 19th Annual General Meeting of the Company was held on July 25, 2019. In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as Annexure – I.
2. Report of the Scrutinizer dated July 26, 2019, pursuant to Section 108 of the Companies Act, 2013 as Annexure – II.

This is for your information and records. Please acknowledge.

Yours sincerely
For Tejas Networks Limited

N R Ravikrishnan
General Counsel, Chief Compliance Officer
& Company Secretary

Name of the Company		Tejas Networks Limited						
Date of the 19th AGM		25-Jul-19						
Total number of shareholders on record date		24,860						
No of shareholders present either in person or proxy								
Promoter and Promoter Group:		0						
Public:		191						
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:		0						
Public:		0						
Resolution Required : (Ordinary)		1 - To receive, consider and adopt The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31,2019 together with the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]* 100	[4]	[5]	[6]=[4]/[2]* 100	[7]=[5]/[2]* 100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	30892181	86.2807	30892181	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30892181	86.2807	30892181	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10560639	55	99.9995	0.0005
	Poll		33103467	58.9748	33103467	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43664161	77.7890	43664106	55	99.9999	0.0001
Total		91935856	74556342	81.0960	74556287	55	99.9999	0.0001

Name of the Company									Tejas Networks Limited
Date of the 19th AGM									25-Jul-19
Total number of shareholders on record date									24,860
No of shareholders present either in person or proxy									
Promoter and Promoter Group:									0
Public:									191
No of shareholders attended the meeting through Video									
Promoter and Promoter Group:									0
Public:									0
Resolution Required : (Ordinary)									2 - Declaration of Final Dividend
Whether promoter/ promoter group are interested in the agenda/resolution?									NO
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Institutions	E-Voting	35804285	30907101	86.3224	28964860	1942241	93.7159	6.2841	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		30907101	86.3224	28964860	1942241	93.7159	6.2841	
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10560694	0	100.0000	0.0000	
	Poll		33103467	58.9748	33103467	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		43664161	77.7890	43664161	0	100.0000	0.0000	
Total		91935856	74571262	81.1123	72629021	1942241	97.3955	2.6045	

Name of the Company		Tejas Networks Limited						
Date of the 19th AGM		25-Jul-19						
Total number of shareholders on record date		24,860						
No of shareholders present either in person or proxy								
Promoter and Promoter Group:		0						
Public:		191						
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:		0						
Public:		0						
Resolution Required : (Ordinary)		3 - Re-appointment of Sanjay Nayak (DIN: 01049871), as a Director liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30907101	86.3224	30907101	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10540275	20419	99.8067	0.1933
	Poll		33103467	58.9748	33023844	79623	99.7595	0.2405
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43664161	77.7890	43564119	100042	99.7709	0.2291
Total		91935856	74571262	81.1123	74471220	100042	99.8658	0.1342

Name of the Company		Tejas Networks Limited						
Date of the 19th AGM		25-Jul-19						
Total number of shareholders on record date		24,860						
No of shareholders present either in person or proxy								
Promoter and Promoter Group:		0						
Public:		191						
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:		0						
Public:		0						
Resolution Required : (Special)		4 - Re-appointment of Sanjay Nayak (DIN: 01049871) as Chief Executive Officer and Managing Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	29789634	83.2013	29789634	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29789634	83.2013	29789634	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10540275	20419	99.8067	0.1933
	Poll		33044726	58.8701	32778978	265748	99.1958	0.8042
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43605420	77.6843	43319253	286167	99.3437	0.6563
Total		91935856	73395054	79.8329	73108887	286167	99.6101	0.3899

Name of the Company		Tejas Networks Limited						
Date of the 19th AGM		25-Jul-19						
Total number of shareholders on record date		24,860						
No of shareholders present either in person or proxy								
Promoter and Promoter Group:		0						
Public:		191						
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:		0						
Public:		0						
Resolution Required : (Special)		5 - Appointment of Arnob Roy (DIN: 03176672) as Director liable to retire by rotation and as Chief Operating Officer and Whole-time Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	29789634	83.2013	29789634	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29789634	83.2013	29789634	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560639	18.8141	10539980	20659	99.8044	0.1956
	Poll		33044726	58.8701	32808601	236125	99.2854	0.7146
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43605365	77.6842	43348581	256784	99.4111	0.5889
Total		91935856	73394999	79.8328	73138215	256784	99.6501	0.3499

Name of the Company		Tejas Networks Limited						
Date of the 19th AGM		25-Jul-19						
Total number of shareholders on record date		24,860						
No of shareholders present either in person or proxy								
Promoter and Promoter Group:		0						
Public:		191						
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:		0						
Public:		0						
Resolution Required : (Special)		6 - Appointment of Chandrashekhar Bhaskar Bhave, (DIN: 00059856), as an Independent Director, not liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30907101	86.3224	30907101	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10560549	145	99.9986	0.0014
	Poll		33103467	58.9748	33103467	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43664161	77.7890	43664016	145	99.9997	0.0003
Total		91935856	74571262	81.1123	74571117	145	99.9998	0.0002

Name of the Company		Tejas Networks Limited						
Date of the 19th AGM		25-Jul-19						
Total number of shareholders on record date		24,860						
No of shareholders present either in person or proxy								
Promoter and Promoter Group:		0						
Public:		191						
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:		0						
Public:		0						
Resolution Required : (Special)		7 - Borrowings in excess of paid-up capital and free reserves						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30907101	86.3224	30907101	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560638	18.8141	10559893	745	99.9929	0.0071
	Poll		33103467	58.9748	33103467	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43664105	77.7889	43663360	745	99.9983	0.0017
Total		91935856	74571206	81.1122	74570461	745	99.9990	0.0010

Name of the Company		Tejas Networks Limited						
Date of the 19th AGM		25-Jul-19						
Total number of shareholders on record date		24,860						
No of shareholders present either in person or proxy								
Promoter and Promoter Group:		0						
Public:		191						
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:		0						
Public:		0						
Resolution Required : (Special)		8 - Appointment of Branch Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30907101	86.3224	30907101	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10560554	140	99.9987	0.0013
	Poll		33103457	58.9748	33103457	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43664151	77.7890	43664011	140	99.9997	0.0003
Total		91935856	74571252	81.1123	74571112	140	99.9998	0.0002



Dwarakanath C

Company Secretary in Practice
B.Com., LL.B., FCS

FORM NO. MGT-13
Report of Scrutinizer

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of the 19th Annual General Meeting of the equity shareholders of **Tejas Networks Limited** (the "**Company**") held on Thursday, July 25, 2019 at 3.00 p.m. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka.

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, appointed as Scrutinizer for the purpose of scrutinizing the votes cast through electronically at the venue on the below mentioned resolutions, at the 19th Annual General Meeting of the equity shareholders of Tejas Networks Limited, held on Thursday, July 25, 2019 at 3.00 pm (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka, submit my report as under:

1. The combined scrutinizer's report on remote e-Voting and electronic voting at the Annual General Meeting is annexed herewith: Annexure A
2. The result of the electronic voting at venue of the AGM is as under:



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Resolution No. 1 – Adoption of Financial Statements - Ordinary Resolution

To receive, consider and adopt:

- a. The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

- (i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
126	33103467	100

- (ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

- (iii) *Invalid Votes*

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



Resolution No. 2 – To declare a final dividend on equity shares for the financial year ended March 31, 2019 - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
126	33103467	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
00	00	00

(iii) *Invalid Votes*

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00




Resolution No. 3 - Re-appointment of Sanjay Nayak (DIN: 01049871), as a Director liable to retire by rotation - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
126	33023844	99.76

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
1	79623	0.24

(iii) *Invalid Votes*

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



Resolution No.4 - Re-appointment of Sanjay Nayak (DIN: 01049871) as Chief Executive Officer and Managing Director of the Company - Special Resolution

(i) Voting "*in Favour*" of the resolution

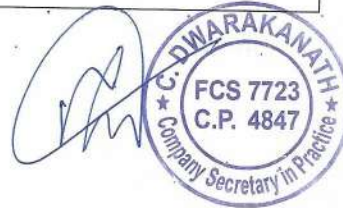
Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
122	32778978	99.20

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
5	265748	0.80

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



Resolution No.5 – Appointment of Arnob Roy (DIN: 03176672) as Director liable to retire by rotation and as Chief Operating Officer and Whole-time Director of the Company – Special Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
122	32808601	99.29

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
5	236125	0.71

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



Resolution No.6 - Appointment of Chandrashekhar Bhaskar Bhave, (DIN: 00059856), as an Independent Director, not liable to retire by rotation - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
126	33103467	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



**Resolution No.7 – Borrowings in Excess of paid-up capital and free reserves –
Special Resolution**

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
126	33103467	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



Resolution No.8 – Appointment of Branch Auditors – Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
126	33103457	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

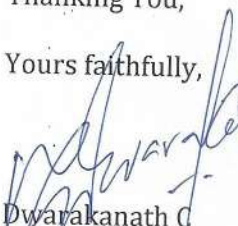

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00

3. Soft copy containing a list of equity shareholders who voted electronically "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been e-mail to the Company Secretary of the Company.
4. All other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



 Dwarakanath C
 Company Secretary in Practice
 (FCS: 7723 C.P. No: 4847)
 UDIN No. F007723A000001871

Place: Bengaluru
Date: 26th July 2019



**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND
ELECTRONIC VOTING AT THE ANNUAL GENERAL MEETING**

To,

The Chairman of the 19th Annual General Meeting of the equity shareholders of **Tejas Networks Limited** (the "**Company**") held on Thursday, July 25, 2019 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka.

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of **Tejas Networks Limited** (the "**Company**") for the purpose of scrutinizing the votes cast through remote e-voting conducted pursuant to Section 108 and 109 of the Companies Act, 2013 (the "**Act**") and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the votes cast through electronic voting at the venue in respect of the resolutions proposed at the 19th Annual General Meeting of the equity shareholders the Company held on Thursday, July 25, 2019 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka (the "**AGM**").

The notice dated 22nd April 2019 along with the statement setting out the material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM.

The shareholders of the Company holding shares as on the relevant date i.e. 18th July 2019 were entitled to vote on the resolutions as contained in the notice of the AGM.

The Company has engaged the services of the National Securities Depository Limited (the "**NSDL**") for providing the e-voting facility. The voting period for remote e-voting commenced on Saturday, July 20, 2019 at 9.00 A.M. IST and ended on Wednesday, July 24, 2019 at 5.00 P.M. IST.

The management of the Company is responsible to ensure compliance of the provisions of the Act and other applicable laws, relating to the remote e-voting and electronic voting at the AGM. My responsibility as a Scrutinizer is restricted to making a consolidated scrutinizer's report of the votes cast "For" or "Against"



the resolution as stated in the notice of the AGM or those which are "treated as invalid", based on the report generated from the e-voting system provided by the NSDL and the scrutiny of the electronic votes cast at the AGM.

After counting the votes cast electronically at the venue of the AGM, the votes cast through remote e-voting facility was duly unblocked on 25th July 2019 at 5:30 P.M. in the presence of two witnesses, viz., Mr. Gopi Krishna, currently residing at No. 27, Tanu Mansion, 2nd Main, Venkatapura, HSR layout, Bengaluru - 560 034 and Ms. Kavya Sree, 1st Avenue, Teacher's colony, HSR layout, Sector -5 Bengaluru - 560 034 who are not in employment of the Company.

Thereafter, the details of the votes cast "For" or "Against" and those which were "invalid" were extracted from the e-voting at venue and the list of equity shareholders who voted "For" or "Against" was downloaded from the e-voting website of the NSDL i.e. <https://www.evoting.nsdl.com/>

I now submit my consolidated report on the remote e-voting and electronic voting at venue as under:



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Resolution No. 1 – Adoption of Financial Statements - Ordinary Resolution

To receive, consider and adopt:

- a. The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	108	41452820	55.60
e-Voting at the meeting	126	33103467	44.40
Total	234	74556287	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	1	55	0.00
e-Voting at the meeting	0	0	0.00
Total	1	55	0.00

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No. 2 - To declare a final dividend on equity shares for the financial year ended March 31, 2019 - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	105	39525554	53.00
e-Voting at the meeting	126	33103467	44.39
Total	231	72629021	97.40

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	5	1942241	2.60
e-Voting at the meeting	0	0	0.00
Total	5	1942241	2.60

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No. 3 - Re-appointment of Sanjay Nayak (DIN: 01049871), as a Director liable to retire by rotation - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	107	41447376	55.58
e-Voting at the meeting	126	33023844	44.28
Total	233	74471220	99.87

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	3	20419	0.03
e-Voting at the meeting	1	79623	0.10
Total	4	100042	0.13

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No.4 – Re-appointment of Sanjay Nayak (DIN: 01049871) as Chief Executive Officer and Managing Director of the Company – Special Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	105	40329909	54.95
e-Voting at the meeting	122	32778978	44.66
Total	227	73108887	99.61

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	3	20419	0.03
e-Voting at the meeting	5	265748	0.36
Total	8	286167	0.39

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No.5 – Appointment of Arnob Roy (DIN: 03176672) as Director liable to retire by rotation and as Chief Operating Officer and Whole-time Director of the Company – Special Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	103	40329614	54.95
e-Voting at the meeting	122	32808601	44.70
Total	225	73138215	99.65

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	4	20659	0.03
e-Voting at the meeting	5	236125	0.32
Total	9	256784	0.35

(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No.6 - Appointment of Chandrashekhar Bhaskar Bhave, (DIN: 00059856), as an Independent Director, not liable to retire by rotation - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	107	41467650	55.61
e-Voting at the meeting	126	33103467	44.39
Total	233	74571117	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	3	145	0.00
e-Voting at the meeting	0	0	0.00
Total	3	145	0.00

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No.7 – Borrowings in Excess of paid-up capital and free reserves – Special Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	97	41466994	55.61
e-Voting at the meeting	126	33103467	44.39
Total	223	74570461	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	11	745	0.00
e-Voting at the meeting	0	0	0.00
Total	11	745	0.00

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No.8 – Appointment of Branch Auditors – Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	108	41467655	55.61
e-Voting at the meeting	126	33103457	44.39
Total	234	74571112	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	2	140	0.00
e-Voting at the meeting	0	0	0.00
Total	2	140	0.00

(iii) Invalid Votes


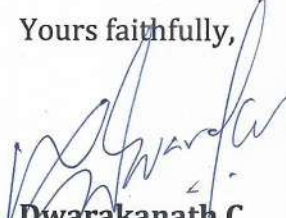
	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



A separate Report of the Scrutinizer in Form MGT-13, of even date, has been issued for the results of the electronic voting at the venue of the AGM.

Thanking you.

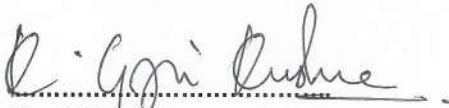
Yours faithfully,



Dwarakanath C
Company Secretary in Practice
(FCS: 7723 C.P. No: 4847)

Date: 26th July 2019

Witness:



.....
Gopi Krishna



.....
Kavya Sree

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

Date: 26th July 2019