

## TEJAS NETWORKS LIMITED

Corporate Identity Number (CIN): L72900KA2000PLC026980  
Registered Office: J P Software Park, Plot No 25, Sy. No 13, 14, 17 & 18  
Konnapana Agrahara Village, Begur Hobli, Bangalore – 560100  
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### AMENDED AND RESTATED CODE OF CONDUCT UNDER REGULATION 9(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

*Adopted by the Board of Directors on October 26, 2016, and amended on August 26, 2017, March 22, 2019 and January 20, 2021*

#### 1. Short title, Applicability and Commencement

- 1.1 Tejas Networks Limited (the “Company”) is a public company whose equity shares are listed on the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited, and are subject to the rules and regulations issued by Securities Exchange Board of India (SEBI).
- 1.2 The Board of Directors of the Company have amended and restated this Insider Trading Policy (the “Code”) to regulate, monitor and report insider trading in respect of the equity shares of the Company, in order to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”).
- 1.3 This Code shall be applicable to all Insiders, as defined in this Code.
- 1.4 This amended code shall come into force with effect from January 20, 2021.
- 1.5 This Code may be modified by the Board of Directors from time to time to adopt best practices and to comply with the Regulations.

#### 2. Definitions

- 2.1 In this Code unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them as under:-

“**Act**” means the Securities and Exchange Board of India Act, 1992.

“**Board**” means the Board of Directors of the Company.

“**Company**” means Tejas Networks Limited and its subsidiaries.

“**Compliance Officer**” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of

records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

**“Connected Person”** means:

- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including:
  - a) by reason of frequent communication with its officers;
  - b) by being in any contractual, fiduciary or employment relationship;
  - c) by being a director, officer or an employee of the Company; or
  - d) holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
  
- (ii) any persons falling within the following categories shall be deemed to be “Connected Persons” unless the contrary is established:
  - a) an Immediate Relative of the connected persons specified in clause (i) above;
  - b) a holding company or associate company or subsidiary company;
  - c) an intermediary as specified in section 12 of the Act or an employee or director thereof;
  - d) an investment company, trustee company, asset management company or an employee or director thereof;
  - e) an official of a stock exchange or of clearing house or corporation;
  - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;
  - g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;
  - h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i) a banker of the company; or
  - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the company, has more than 10% of the holding or interest.

**“Designated Person(s)”** shall consist of:

- (i) the Directors and Key Managerial Personnel of the Company;
- (ii) Executive officers of the Company, Executive Vice Presidents of the Company, Heads of department (HOD) and Unit heads;
- (iii) all employees in the finance, accounts, secretarial and legal functions as may be determined and informed by the Compliance Officer;
- (iv) any other Connected Person designated by the Company on the basis of their functional role;
- (v) any employee of the Company who is reasonably expected to have access to or could access Unpublished Price Sensitive Information of the Company by virtue of any connection that would put them in position to access the same; and
- (vi) any Immediate Relative of (i) to (v) above.

**“Director”** means a member of the Board of Directors of the Company.

**“Employee”** means every employee of the Company including the Directors in the employment of the Company.

**“Generally Available Information”** means information that is accessible to the public on a nondiscriminatory basis.

**“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.

**“Insider”** means any person who is,

- a) is a Connected Person; or
- b) is in possession of or has access to Unpublished Price Sensitive Information.

**“Key Managerial Person”** means the person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.

**“Material Financial Relationship”** means a relationship in which one person is a recipient of any kind of payment such as by way of loan or gift from a designated person during the immediately preceding 12 months, equivalent to at least 25% of the annual income of such designated person but excludes relationships in which the payment is based on arm’s length transactions.

**“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any statutory modification thereof:

**“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, except units of mutual funds.

**“SEBI”** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.

**“Stock Exchange”** means Bombay Stock Exchange Limited and National Stock Exchange Limited.

**“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities of the Company or creation of the pledge of the securities of the Company whether directly or through any portfolio management scheme or otherwise.

**“Trading Day”** means a day on which the recognized stock exchanges are open for trading;

**"Trading Window"** means a period to be specified by the Company in which trading of Securities can be done by the Directors, Key Managerial Personnel and Designated Employees either directly or through their Dependents or Relatives.

**"Unpublished Price Sensitive Information" or "UPSI"** means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:

- a) financial results;
- b) dividends (both, interim and final);
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions changes in Key Managerial Personnel;
- e) changes in Key Managerial Personnel.

2.2 Words and expressions used and not defined in this Code, and all capitalized terms used herein without definition, but have been defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

### **3. Prohibition on communicating or procuring UPSI**

3.1 No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or Securities listed or proposed to be listed, to any person including other Insiders except in accordance with this Code or where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.2 No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.3 Notwithstanding anything contained hereinabove, UPSI may be communicated, provided, allowed access to or procured:

- a) on a need to know basis, in connection with a transaction that would entail an obligation to make an open offer under the Takeover Regulations where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company; or
- b) on a need to know basis, in connection with a transaction that would not attract the obligation to make an open offer under the Takeover Regulations but where the board of directors of the company is of informed opinion that sharing of information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

For purposes of the sub-regulations above, (i) the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose as stipulated hereinabove, and shall not otherwise trade in Securities of the Company when in possession of such UPSI and (ii) the Board shall require the compliance officer to maintain a structured digital database containing the names of persons or entities with whom the information is shared under this regulation along with the Permanent Account Number or any other identifier authorised by law where the Permanent Account Number is not available. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

- c) within a group of persons, if such persons have been identified and secluded within a “Chinese wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese wall”, and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI.

#### **4. Prohibition of Trading when in possession of UPSI**

- 4.1 No Insider shall, directly or indirectly, trade in Securities the Company that are listed or proposed to be listed on a Stock Exchange when in possession of UPSI.
- 4.2 Provided however that, the provisions of above sub-regulation shall not apply to:
  - a) the transaction is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3 and both parties had made a conscious and informed trade decision; and
  - b) the UPSI was not obtained under sub-regulation (3) of regulation 3 of these regulations as above and such off-market trades are reported by the Insiders to the Company within two working days. The Company shall notify the particulars of such trades to the Stock Exchanges within two trading days from the receipt of the disclosures or from becoming aware of such information.
  - c) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision and provided that such UPSI was not obtained by either person under sub-regulation (3) of regulation 3 of these regulation as above.
  - d) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bonafide transaction.
  - e) the transaction in question was an undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with the applicable regulations.
  - f) in the case of non-individual Insiders: –
    - (i) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and

- (ii) appropriate and adequate arrangements were in place to ensure that these Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached; and
- g) the trades were pursuant to a trading plan set up in accordance with this Code;

## **5. Trading Window**

- 5.1 The Compliance Officer shall notify a “trading window” during which a Designated Person, subject to the compliance with the provisions of this Code, may trade in the Securities of the Company after securing preclearance from the Compliance Officer in accordance with this Code.
- 5.2 No Designated Person shall trade in the Company’s Securities when the trading window is closed.
- 5.3 Immediate Relatives of the Designated Persons shall not deal in the Securities when the trading window is closed. It is the duty of the Designated Persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the Securities of the Company.
- 5.4 The trading window will remain closed for all insiders between the fifteen days prior to the last day of any financial period for which the unaudited/audited financial results will be considered by the Company and shall open two days after the aforesaid results are considered by the Company.
- 5.5 The Compliance Officer or any other employee from the secretarial department of the Company will notify the Designated Persons about closure and opening of trading window.
- 5.6 The trading window shall also apply to any person having contractual or fiduciary relation with the Company such as auditors, law firms, analysts, consultants etc., assisting or advising the Company.

## **6. Pre-clearance of trades**

- 6.1 When the trading window is open, the Designated Persons, who intend to trade in the Securities of the Company, directly or indirectly or through their Immediate Relatives, and where the value of the proposed trade in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of [Rs. 10, 00,000 (Rupees Ten Lakh)], should obtain a pre-clearance for the transaction from the Compliance Officer, as per the provisions of this sub-regulation. The disclosure of the incremental transactions after any disclosure under this sub-regulation shall be made when the transactions effected after the prior disclosure cross the threshold specified in sub-regulation (i) above.
- 6.2 Provided however, that, no Designated Persons shall be entitled to apply for, nor shall the Compliance Officer approve the pre-clearance of any proposed trade if such Designated Persons is in possession of UPSI even if the trading window is open.

- 6.3 The Compliance Officer shall confidentially maintain a list of such Securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 6.4 The pre-dealing procedure shall be as given below:
- a. An application, complete in all respects, should be made in the Form prescribed in Annexure 1 shall be made by the Designated Persons who intends to trade in the Securities of the Company.
  - b. Prior to approving any trades, the Compliance Officer shall require an undertaking/declaration as per Annexure 2 to be executed by the Designated Persons who intend to trade in the Securities of the Company, in favor of the Company, to the effect that such Designated Person is not in possession of any UPSI. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
  - c. The Compliance Officer after satisfying himself that the said application and undertaking is in order, true and accurate, and that the proposed trade will not breach the Regulation or this Code shall pre-clear the trades within three working days from receipt of application and undertaking complete in all respects, in the form prescribed in Annexure 3.
  - d. The Designated Persons shall execute their trade in respect of Securities of the Company within seven Trading Days after the approval of pre-clearance is given.
  - e. If the trade is not executed within the aforesaid seven days, the Designated Persons must obtain fresh pre-clearance for the trades to be executed, by following the aforesaid procedure above.
  - f. The Designated Persons who has executed such trade must make a disclosure of such transaction/dealing in the Securities of the Company to the Compliance Officer, as per the form prescribed in Annexure 4 of this Code, along with the details of the trade executed, within two working days from the date of the execution of the trade. In case the transaction is not undertaken a ‘Nil’ report must be submitted to the Compliance officer within two (2) working days from the expiry of the aforesaid seven Trading Days.
  - g. Contra Trade:
    - i. All Designated Persons who Trade in the Securities of the Company shall not enter into an opposite transaction (“Contra Trade”) during the next six months following the prior transaction.
    - ii. Notwithstanding anything above, if a Contra Trade is executed inadvertently or otherwise in violation of this Code, the profits therefrom must be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
    - iii. The Compliance Officer, in consultation with Managing Director, on a case to case basis, may grant relaxation from the strict application of the restriction of a period of six months for such Contra Trade. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information as he deems necessary from the Designated Persons before granting the relaxation. The application for such waiver will have to be in writing giving reasons thereof.

## **7. Disclosures**

### **7.1 Initial Disclosures:**

- a) Every Promoter, Key Managerial Personnel, Director, designated persons of the Company and each of their Immediate Relatives shall disclose their holding of Securities of the Company within thirty days of this Code taking effect as per Form A set out in Annexure 5. The one-time declaration containing the details of names of the educational institutions from which the Designated Persons have graduated names of the past employers etc. as per Form A set out in Annexure 5.
- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall within 7 days disclose his / her and Immediate Relatives' holding of Securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure 6.

### **7.2 Continual Disclosure:**

- a) Every Promoter, employee, director of the Company and each of their Immediate Relatives shall disclose as per Form C set out in Annexure 4 to the Company the number of such Securities acquired or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10, 00,000 (Rupees Ten Lakh).
- b) The disclosure shall be made within two working days of:
  - i. the receipt of intimation of allotment of shares, or
  - ii. the acquisition or sale of shares or voting rights, as the case may be.

**7.3 Disclosure to the Stock Exchange:** The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

**7.4 Disclosures by other Connected Persons:** The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in Securities of the Company as per Form D set out in Annexure 7 at such frequency as the Compliance Officer may determine.

### **7.5 General Provisions:**

- a. The disclosures to be made by any person under this sub-regulation shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
- b. The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the derivatives shall be taken into account for purposes of this sub regulation, provided that, trading in derivatives of Securities is permitted by any law for the time being in force.

## 8. Trading Plans

- 8.1 An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 8.2 The trading plan shall:
- a. Not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan.
  - b. Not entail trading for the period between the twentieth trading day prior to the last day of the any financial period for which the results are required to be announced by the issuer of the securities and the second day after the disclosure of such financial results.
  - c. Entail trading for a period of not less than twelve months.
  - d. Not entail overlap of any period for which another trading plan is already in existence.
  - e. Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at or dates on which such trades shall be effected.
  - f. Not entail trading in securities for market abuse.
- 8.3 The Compliance Officer shall, upon receipt of trading plan review the trading plan to assess whether the plan would have any potential for violation of the Regulations and/or this Code. The Compliance Officer will be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan. The pre-clearance of trades, trading window norms and restrictions on contra trades shall not be applicable for trades carried out in accordance with the approved trading plan.
- 8.4 The Compliance officer will endeavor to approve the trading plan within seven working days of receipt of the trading plan together with necessary undertakings and declarations.
- 8.5 The trading plan once approved shall be irrevocable and the Designated Persons shall mandatorily have to implement such trading plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the trading plan.
- Provided however that, the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Designated Person at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid any violation of the provisions of this Code.
- 8.6 Upon approval of the trading plan, the Compliance Officer will notify the same to the Stock Exchanges.

## **9. Penalty for violation of this Code**

- 9.1 An Insider who acts in contravention to this Code shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- 9.2 Any Designated Person who violates this Code is liable for disciplinary action and also other sanctions, monetary or otherwise, by the Managing Director and in appropriate cases by the Audit Committee or the Board of Directors of the Company, which may include wage freeze, suspension, ineligibility for future participation in the Company's stock option plans, termination, et al, in accordance with the Securities and Exchange Board of India Act, 1992.
- 9.3 The violation of this Code or SEBI (Prohibition of Insider Trading) Regulations, 2015, if any, observed by or brought to the notice of the Compliance Officer, will be reported to SEBI.

## **10. Role of the Compliance Officer**

- 10.1 The Compliance Officer shall administer this Code and other requirements under the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 10.2 The Compliance Officer shall preserve the disclosures received and submitted to the Stock Exchanges concerned for a minimum period of five years.
- 10.3 The Compliance Officer shall report the compliance with the Regulations to the Board of Directors, and in particular, to the Chairman of the Audit Committee, including details with respect to trading, violations, if any, of this Code.

## **11. Miscellaneous**

- 11.1 The gap between clearance of the financial results by the Audit Committee and the Board of Directors meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.
- 11.2 The Board of Directors shall be empowered to amend, modify, and interpret the regulations of the Code. The decision of the Board of Directors with regard to all matters relating to this Code shall be final and binding on all concerned.
- 11.3 In case any provision of this Code are contrary to or inconsistent with the provisions under the Regulations, the provisions of the Regulations shall prevail.
- 11.4 The Company has adopted a code for fair disclosure to regulate the Company's practices and procedures for fair disclosure of UPSI and comply with the Regulations.

## **12. Annexure 1 to 7**

## Annexure 1

### Form for application for pre clearance

**The Compliance Officer**

Tejas Networks Limited  
J P Software Park, Plot No 25, Sy. No 13, 14, 17, 1  
Konnappana Agrahara Village, Begur Hobli,  
Bangalore – 560100

Date:

Dear Sir,

**Application for Pre-dealing approval in Equity Shares of the Company**

I.....(designation).....of the Company, resident of....., am desirous of dealing in Equity Shares / securities of the Company, pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report Insider Trading in Equity Shares/ Securities, I/ seek approval to purchase / sale / subscribe/acquire/ created pledge or encumbrance / revoke pledge or encumbrance ----- Equity shares in the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Relationship with the applicant (Self/ Immediate Relative)	
3	Number of Equity Shares held as on date	
4	ISIN /Folio No. / DPID/ Client Id	
5	The Proposal is a) Acquisition/Purchase of Equity Shares b) Subscription to Equity Shares c) Sale of Equity Shares d) Creation of Pledge/ Revocation of Pledge e) Creation /Revocation of Encumbrances	
6	Proposed date of dealing in Equity Shares	
7	Estimated number of Equity Shares proposed to be purchased/ acquired/ subscribed/sold/ pledged/ revoked	
8	Price at which the transaction is proposed ( if off market)	
9	Current Market Price ( as on the date of application)	
10	Whether the proposed transaction will be through stock exchange or off – market	
11	Folio No/ DPID & Client ID where the Equity Shares will be credited /debited – ( applicable for off market)	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

-----  
(Signature)

## Annexure 2

### UNDERTAKING (Annexure to Form for Application for Pre-clearance)

**The Compliance Officer**

Tejas Networks Limited  
J P Software Park, Plot No 25, Sy. No 13, 14, 17, 1  
Konnapana Agrahara Village,  
Begur Hobli, Bangalore – 560100

Date:

Dear Sir,

With reference to my application for pre-clearance of trades in securities, I solemnly confirm and declare

1. That I do not have access and / or have not received and / or not in possession of or otherwise privy to any Unpublished Price Sensitive Information as defined in the Company's Code of Conduct to regulate, monitor and report Insider Trading up to the time of signing this Undertaking.
2. That in the event I/ have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this Undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the Equity Shares of the Company until such information becomes generally available information to the public.
3. That I declare that I have not contravened the provisions of the Code for Prevention of Insider Trading in the equity shares / securities of the Company, as notified by the Company from time to time.
4. That I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
5. That I have not created pledge/ revocation of the pledge/ lien on shares/ invocation of pledge for enforcement of security pledged or any sort of encumbrances on the securities of the Company. Where for bonafide reason a pledge has to be created/revoked/ invoked/ encumbrances to be created / revoked/ invoked on the securities of the Company, necessary pre-clearance will be obtained from the Company. Failure to do so, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company.
6. That I will produce all necessary documents/ records/ writings/ assurances to the Company for the purpose of giving necessary pre-clearance in accordance with the provisions of the Code for Prevention of Insider Trading in the equity shares / securities of the Company
7. That I have made a full and true disclosure in this regard to the best of my knowledge and belief and based on the informed available with me

8. That I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently
9. That I hereby undertake not to make contra trade transactions in the securities of the Company
10. I/ undertake to submit necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
11. That If Pre-clearance approval is granted, I shall execute the transaction within seven days of the receipt of approval, failing which I shall seek pre-clearance afresh.
12. That necessary Pre-clearance may kindly be accorded in terms of the Provisions of the Code for Prevention of Insider Trading of the Company.

Yours faithfully,

-----

Name

Designation

**Annexure 3**

**Format for Pre- Clearance Order**

Name:

Designation:

Place:

This is to inform you that your request for dealing in.....(no's) shares of the Company/ stock derivative as mentioned in your application dated..... is approved. Please note that the said transaction must be completed on or before ..... (date) that is within seven days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within seven days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
For Tejas Networks Limited

Compliance Officer

Date:

Encl: Format for submission of details of transaction

## FORM C

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

## [Regulation 7 (2) read with Regulation 6(2)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

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**ANNEXURE – 5**

**FORM A - (Initial and Continual Disclosure)**

**SEBI (Prohibition of Insider Trading) Regulation, 2015  
(Regulation 7 (1) (a) read with Regulation 6 (2))**

Name of the Company

**Tejas Networks Limited**

ISIN of the Company

**Details of the Securities held by Promoter, Key Managerial Person (KMP), Director, Designated Persons and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/ DIN and address with contact Nos. (as applicable)	Category of Persons (Promoter / KMP/ Directors / Designated persons/ Immediate relative to/ Others etc.	Securities held as on date of regulation coming into force (i.e) Shares, Warrants, Debentures etc.	No.of. Securities held as on date of regulation coming into force	% of the shareholding

**Note:** "Securities" shall have the meaning as defined under Regulation 2(1)(i) of the SEBI (Prohibition of Insider Trading Regulations, 2015.

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director, Designated Persons and other such persons as mentioned in Regulation 6 (2)**

Open Interest of the Future Contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of the regulation coming into force		
Contract Specifications	No.of. Units (Contracts lot Size)	Notional value in Rupees terms	Contract Specifications	No.of. Units (Contracts lot Size)	Notional value in Rupees terms

**Note:** In case of Options, national value shall be calculated based on premium plus strike price of options

**Name and Signature:**

**Date:**

**Place:**

**ANNEXURE - 6**

**FORM B - (Disclosure on becoming a Director/ KMP/ Promoter, Designated Persons)**

**SEBI (Prohibition of Insider Trading) Regulation, 2015  
(Regulation 7 (1) (b) read with Regulation 6 (2))**

Name of the Company

**Tejas Networks Limited**

ISIN of the Company

**Details of the Securities held on appointment of Key Managerial Person (KMP), Director, and Designated Persons or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/ DIN and address with contact Nos. (as applicable)	Category of Persons (Promoter / KMP/ Directors / Designated persons/ Immediate relative to/ Others etc.	Securities held as on date of regulation coming into force (i.e) Shares, Warrants, Debentures etc.	No.of. Securities held as on date of regulation coming into force	% of the shareholding

**Note:** "Securities" shall have the meaning as defined under Regulation 2(1) (i) of the SEBI (Prohibition of Insider Trading Regulations, 2015.

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director, Designated Persons and other such persons as mentioned in Regulation 6 (2)**

Open Interest of the Future Contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of the regulation coming into force		
Contract Specifications	No.of. Units (Contracts lot Size)	Notional value in Rupees terms	Contract Specifications	No.of. Units (Contracts lot Size)	Notional value in Rupees terms

**Note:** In case of Options, national value shall be calculated based on premium plus strike price of options

**Name and Signature:**

**Designation:**

**Date:**

**Place:**

**Form D (Indicative format)****Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015****Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Date:

Place:

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