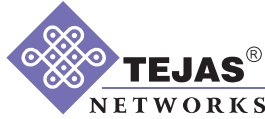


Postal Ballot Notice



Tejas Networks Limited
CIN: L72900KA2000PLC026980
Regd. Office: J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18
KonnappanaAgrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India
T: + 91 80 4179 4600 | F: +91 80 2852 0201
Website: www.tejasnetworks.com | email: corporate@tejasnetworks.com

February 21, 2024

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and the latest one being General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), Tejas Networks Limited (the Company) is seeking consent of its Members on the following matter through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") for the following resolution:

Type of Resolution	Special Resolution
Particulars	Re-appointment of Arnob Roy (DIN: 03176672) as Whole-time Director and designated as Executive Director and Chief Operating Officer and payment of remuneration thereof

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company /

Depository Participant ("DP"). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed C Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) & IP failing which Ananta Deshpande, Company Secretary in Practice (FCS- 11869 and CP No.20322) as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 A.M. (IST) on Saturday, February 24, 2024
Conclusion of e-voting period	5.00 P.M. (IST) on Sunday, March 24, 2024
Cut-off date for eligibility to vote	Friday, February 16, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Sunday, March 24, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The results will also be displayed on the Company's website i.e. www.tejasnetworks.com.

The last date of e-voting, i.e March 24, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Re-appointment of Arnob Roy (DIN: 03176672) as Whole-time Director, designated as Executive Director and Chief Operating Officer and payment of remuneration thereof

To consider and, if thought fit, to pass the following Resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee of the Board and approval of the Board of Directors through its resolution dated February 21, 2024 and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 as amended (‘Act’), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Arnob Roy (DIN: 03176672) as Whole-time Director under the designation as Executive Director and Chief Operating Officer (‘ED & COO’) of the Company for a further period of 5 years with effect from March 25, 2024 to March 24, 2029 or the date of superannuation as per the superannuation policy for the Directors of the Company, whichever is earlier, liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment within the overall limits of section 197 of the Act with liberty to the Board).

RESOLVED FURTHER THAT consent of the Shareholders of the Company is accorded to the Board of Directors of the Company to vary, alter and/ or modify the terms and conditions of the agreement that may be entered into including remuneration payable to Arnob Roy in such manner as may be agreed between the Board and Arnob Roy subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

Date: February 21, 2024

Registered Office:

J P Software Park, Plot No 25, Sy. No 13, 14,17,18

Konnapanan Agrahara Village, Begur Hobli,

Bengaluru-560100

Email: corporate@tejasnetworks.com

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, during the tenure of the said ED and COO, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the remuneration shall consist of any and/or all of the following:

- Monthly salary, as may be decided by the Board;
- Perquisites / Allowances / Stock Options / Restricted Stock Units;
- Other benefits (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Arnob Roy and be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.”

By Order of the Board

Sd/-

N R Ravikrishnan

General Counsel, Chief Compliance Officer

and Company Secretary

ACS Membership No: 7875

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on February 16, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.

A copy of the Postal Ballot Notice is available on the website of the Company at www.tejasnetworks.com, website of the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-voting agency i.e. NSDL e-voting website at www.evoting.nsdl.com.
5. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to corporate@tejasnetworks.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period February 24, 2024 till March 24, 2024.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at rnt.helpdesk@linkintime.co.in. Members may follow the process detailed on our website www.tejasnetworks.com/mandatory-documents-for-demat.php
8. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.tejasnetworks.com.
9. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on February 16, 2024, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote e-voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
10. The remote E Voting will commence on Saturday, February 24, 2024 at 09:00 A.M. IST and will end on Sunday, March 24, 2024 at 5:00 P.M. IST. remote e-voting will be blocked by NSDL immediately there after and will not be allowed beyond the said date and time.
11. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
12. The Company has appointed C Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) & IP failing which Ananta Deshpande, Company Secretary in Practice (FCS- 11869 and CP No.20322), as scrutinizer, to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner. The scrutinizer has communicated his willingness for such appointment and will be available for the same.
13. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, within 2 (two) working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tejasnetworks.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
15. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on March 24, 2024, i.e. the last date specified for receipt of votes through the remote e-voting process.

Information at glance

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution	Friday, February 16, 2024
Voting start date and time	Saturday, February 24, 2024
Voting end date and time	Sunday, March 24, 2024
Date on which the resolution is deemed to be passed	Sunday, March 24, 2024
Name, address and Contact details of Registrar and Share Transfer Agent	<p>Link Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Website: www.linkintime.co.in E-mail: mt.helpdesk@linkintime.co.in</p> <p><u>Contact person:</u> Manohar Shirwadkar Senior Associate Link Intime India Private Limited <u>Email ID:</u> manohar.shirwadkar@linkintime.co.in</p> <p><u>Contact Tel:</u> +91 22 4918 6200, Fax: +91 22 4918 6195</p>
Name, address and contact details of e-voting service provider	<p>National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, India</p> <p>Contact E-mail Id: pallavid@nsdl.co.in / evoting@nsdl.co.in</p> <p>Contact Tel: +91 22 2499 4545</p>
Name and contact details for clarifications	<p>N R Ravikrishnan General Counsel, Chief Compliance Officer and Company Secretary Tejas Networks Limited Plot No. 25, J P Software Park, Electronic City, Hosur Road, Bangalore 560100</p> <p>Tel: +91 80 4179 4600 Fax : +91 80 2852 0201</p> <p>Email: corporate@tejasnetworks.com</p>

Shareholders Instructions for e-voting

The remote e-voting period begins Saturday, February 24, 2024 at 9:00 A.M. and ends on Sunday, March 24, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e Friday, February 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being February 16, 2024.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of

“Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;">  <p>NSDL Mobile App is available on  App Store  Google Play</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.

	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

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

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

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - (a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-voting will open.

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

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@tejasnetworks.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the

correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.
4. The e-voting period commences on February 24, 2024 (9:00 A.M. IST) and ends on March 24, 2024 (5:00 P.M. IST). During this period, Shareholders of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. February 16, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and up to the cut-off date i.e. February 16, 2024, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
5. The voting rights of Shareholders shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. February 16, 2024.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corporate@tejasnetworks.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corporate@tejasnetworks.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF THE POSTAL BALLOT

Re-appointment of Arnob Roy (DIN: 03176672) as Whole-time Director, designated as Executive Director and Chief Operating Officer and payment of remuneration thereof

The Board of Directors, at its meeting held on March 22, 2019, had appointed Arnob Roy as a Whole Time Director, liable to retire by rotation and designated him as the Executive Director and Chief Operating Officer (“ED & COO”) of the Company for a period of 5 years from March 25, 2019 to March 24, 2024. Subsequently, at the 19th Annual General Meeting of the Company held on July 25, 2019, the Members had approved the appointment of Arnob Roy as Whole-time Director and designated him as ED & COO and his remuneration thereof. Arnob Roy current term as ED and COO ends on March 24, 2024.

The Board of Directors, at its meeting held on February 21, 2024 based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members and based on skills, experience, knowledge and performance evaluation, proposes to re-appoint Arnob Roy, as a Whole Time Director, liable to retire by rotation and designated him as ED & COO of the Company for a further period of 5 years with effect from March 25, 2024 to March 24, 2029 or the date of superannuation as per the superannuation policy for the Directors of the Company, whichever is earlier, subject to the approval of the Members.

Terms and Conditions of the appointment including remuneration payable to Arnob Roy

1. Tenure of the appointment

The re- appointment as Whole Time Director, liable to retire by rotation and as ED and COO of the Company for a further period of 5 years with effect from March 25, 2024 to March 24, 2029 or the date of superannuation as per the superannuation policy for the Directors of the Company, whichever is earlier.

2. Nature of Duties

- Arnob Roy as ED and COO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by Chief Executive Officer and Managing Director of the Company and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the ED and COO from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.
- Arnob Roy shall not exceed the powers so delegated to him by the Managing Director and CEO or by the Board pursuant to clause above.
- Arnob Roy undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Managing Director and CEO or by the Board.

- Arnob Roy shall undertake his duties from such location as may be directed by Managing Director and CEO or by the Board.

3. Remuneration

Subject to him performing his duties and conforming to the terms and conditions of his appointment as may be required, be entitled to the following remuneration after deduction of all applicable taxes in accordance with the laws for the time being in force.

Total remuneration of Rs.2.85 crore per annum or 5% of the net profits whichever is higher (where 5% of Net Profits is not less than Rs. 2.85 crore computed as per Section 198 of the Companies Act, 2013) for a further period of 5 years with effect from March 25, 2024 to March 24, 2029 or the date of superannuation as per the superannuation policy for the Directors of the Company, whichever is earlier, consists of the following:

- **Fixed salary:** Annual fixed salary of Rs 1.57crore (comprising primarily of basic pay, house rent allowance, conveyance allowance, medical allowance, leave travel allowance, special allowance, company’s contribution to the provident fund, gratuity and others) to be paid periodically in accordance with the Company’s normal payroll practices and subject to tax withholding.
- **Variable pay:** Base annual variable compensation of Rs 1.28 crore on achievement of annual targets set by the Board or by the Committee subject to withholding taxes payable at such intervals as may be decided by the Board or the Committee from time to time. The actual compensation paid may be higher or lower than the base annual variable compensation, as may be recommended by the Nomination and Remuneration Committee.
- **Performance based stock compensation:** Stock compensation by way of grant of Restricted Stock Units (RSU) or such other stock based schemes approved from time to time, the number of RSU granted and the terms as approved from time to time by the Nomination and Remuneration Committee.
- **Employee benefits:** During the term of his employment, he will be entitled to participate in the employee benefit plans of the Company as approved from time to time.
- **Expenses:** The Company will reimburse him for or pay for, actual and reasonable travel, entertainment, driver, security, or other expenses incurred by him pursuant to or in connection with the performance of his duties.
- **Annual increments to components:** The Annual increments to components of his compensation will be determined on an annual basis by the Board or the Committee at its sole discretion, taking into account factors such as the Company’s prior years’ financial performance, independent industry compensation benchmarks and potential future contribution.

The overall remuneration payable every year to him by way of fixed salary, variable pay, performance based incentives (including stock based compensation of all types) and employee benefits etc. (mentioned hereinabove) shall not exceed in aggregate five percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

4. Minimum Remuneration

- a. Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the ED and COO, the Company has no profits or its profits are inadequate, the Company will pay to ED and COO remuneration by way of Salary, Benefits, Perquisites and Allowances as stated above and as specified in the agreement to be executed between the Company and the ED and COO ('Agreement').
- b. The vesting and other terms of each grant shall be subject to the Company RSU plan and any agreements evidencing the award under the Company RSU Plan and as determined by the Board or its Committee from time to time.
- c. The performance based Restricted Stock Units shall be subject to the achievements / milestones as determined by the Board or Nomination and Remuneration Committee.

5. Term and Termination

Subject to as hereinafter provided, the terms and conditions of appointment of ED and COO shall remain in force up further period of 5 years with effect from March 25, 2024 to March 24, 2029 or the date of superannuation as per the superannuation policy for the Directors of the Company, whichever is earlier.

a. In the event if the Company initiated termination:

- Without cause: The employment may be terminated by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of [Basic Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board)], in lieu of such notice.
- With cause: No amount would be payable (where the payment would be zero)

b. The employment of ED and COO may be terminated by the Company without notice or payment in lieu of notice:

- if ED and COO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which the ED and COO is required by the terms of employment to render services; or
- in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the ED and COO of any of the stipulations contained in the terms of employment; or
- in the event the Board expresses its loss of confidence in ED and COO

c. Termination due to physical / mental incapacity

- in the event ED and COO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

d. Upon the termination by whatever means of his employment:

- the ED and COO shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167 (1)(h) of the Act

unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.

- the ED and COO shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
- If and when the Agreement expires or is terminated for any reason whatsoever, Arnob Roy will cease to be ED and COO and also cease to be a Director of the Company. If at any time, the ED and COO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the ED and COO and the employment shall forthwith terminate. If at any time, the ED and COO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and ED and COO of the Company.
- In the event the ED and COO voluntarily gives a notice of termination of the employment within 12 months of receiving the respective amounts, then the ED and COO will have to pay back the respective amounts paid to him (pre-tax) to the Company.

The other principal terms and conditions of the appointment of Arnob Roy inter alia are as under:

- The ED and COO shall adhere to the Tejas Code of Conduct in spirit and in letter, no conflict of interest with the Company, protection and usage of intellectual property, maintenance of confidentiality and all Personal Policies.
- The ED and COO covenants with the Company that during the continuance of his employment with the Company that he will not accept any other directorships / advisory roles in any company or body corporate without the prior written consent of the Board. The ED and COO confirms that he does not hold any other advisory, non-executive roles at present.
- The ED and COO covenants with the Company that he will not for a period of one year immediately following the termination of his employment, without the prior written consent of the Board endeavor or entice away from the Company any of his direct or two level below reportees who has at any time during the one year period immediately preceding such termination been employed or engaged by the Company or any subsidiaries or associated companies at any time during the one year period immediately preceding termination.
- The terms and conditions of the appointment of the ED and COO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the ED and COO, subject to such approvals as may be required.
- The ED and COO covenants with the Company that he will not, during the continuance of his employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee of any person, firm

or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company or its holding company or its subsidiaries or associated companies. The application of this clause needs to be read in conjunction with the relevant clauses in the Tejas Code of Conduct.

Other matters:

- The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval of the Members.
- The terms and conditions of Arnob Roy appointment shall be open for inspection by the Shareholders during the normal business hours on any working day (except Saturday) till March 22, 2024. Any person who wishes to inspect may write to the Company Secretary at corporate@tejasnetworks.com.

Additional Information

- The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information

(i) Nature of Industry

The Company is a global broadband, optical and wireless networking product company, with a focus on technology, innovation and Research and Development. The Company caters to multiple customer segments and have an extensive portfolio of leading-edge telecom products for building end-to-end telecom networks based on the latest technologies and global standards with IPR ownership. With a focus on deep technology and Research and Development, the Company has a rich portfolio of patents and has shipped more than 700,000 systems across the globe.

(ii) Date or expected date of commencement of commercial production:

Not Applicable. The Company was incorporated and commenced its business on April 24, 2000 at Bengaluru. The Corporate Identity Number (CIN) of the Company is L72900KA2000PLC026980.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

(iv) Financial performance based on Standalone Audited Accounts for the years ended

(Rs.in crore)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Gross Turnover & Other Income	948.22	592.39	549.30
Net profit/(loss) after tax as per Statement of Profit & Loss	3.04	(63.73)	37.29

Computation of Net Profit/(Loss) in accordance with Section 198 of the Companies Act, 2013	(9.29)	(23.95)	(98.81)
Net Worth*	3007.27	1589.60	1132.96

* excludes Rs. 337.50 crore of money received against share warrants as on March 31, 2022.

(v) Foreign investments or collaborators, if any:

Not applicable

II. Information about the appointee

(i) Background details:

Refer profile section as stated above

(ii) Past remuneration during the financial year ended March 31, 2023:

(Rs.in crore)

Particulars	Arnob Roy Executive Director and COO
Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1.81
Allowances and perquisites	Nil
Contribution to Retiral Funds	0.07
Total	1.88
Restricted Stock Units granted during the year	54,000
Stock Options exercised during the year	-
Restricted Stock Units exercised during the year	-
No. of Shares held	3,40,000
Term of Service Contract	Five (5) years with effect from March 25, 2019 till March 24, 2024
Notice period	2 months

Note:

- Salary includes fixed pay and performance linked variable pay of FY 2022 but paid in FY 2023.
- In view of inadequate profits as computed in accordance with Section 198 of the Act, the Executive Director and COO have been paid remuneration in accordance with Part II of Section II of Schedule V of the Act for the year ended March 31, 2023.
- The value of perquisites includes the perquisite value of stock options/RUs exercised during the period, which was granted during earlier years, determined in accordance with the provisions of the Income Tax Act, 1961. Accordingly, the value of stock options/RUs granted during the period is not included.
- Period of employment shall generally be for a period of five years, subject to liable to retire by rotation and as approved by the Shareholders and renewed for similar periods from time to time. The Board reserves the right to increase/ decrease the period as it may deem fit.

v) The retirement benefit shall include benefits such as provident fund and gratuity.

vi) No loan is granted to the Executive Directors

(iii) Job Profile and his suitability:

Please refer profile section as stated above

(iv) Remuneration proposed:

Please refer Terms and conditions of the appointment as stated above

(v) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Arnob Roy, the responsibilities undertaken by him and the industry benchmarks, the remuneration proposed to be paid will commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Arnob Roy does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other information

(i) Reasons of loss or inadequate profits:

The Company posted a Net Profit was Rs. 3.04 crore on Standalone basis for the year ended March 31, 2023 and this is primarily due to lower gross margins on account of increased component prices, which the Company could not transfer to the customers due to fixed rate contracts and lower proportion of international revenues.

(ii) Steps taken or proposed to be taken for improvement:

The Company expects to increase the business volume with the highest ever opening backlog of orders. Negotiations with the suppliers are in progress to achieve large scale economies and better margins. Also, the new customer deals with the basis of revised costs are expected to have positive impact on overall margins.

(iii) Expected increase in productivity and profits in measurable terms:

The Company is increasing the manufacturing capacity by handling multiple new EMS vendors, to be able to execute majority of the opening backlog of Rs.1,934 crore. Increased volumes along with the large scale economies, is expected to increase the profits in absolute terms.

Recommendation for the appointment the appointment of Arnob Roy as Whole-Time Director under the designation of and Chief Operating Officer

- Keeping in view of the above and as the existing approval of appointment and payment of remuneration of Arnob Roy is valid up to March 24, 2024, it is decided to seek approval of the members by way of postal ballot. The said resolution seeks approval of the shareholders in terms of Section 196 and 197 read with Schedule V and other

applicable provisions of the Companies Act, 2013 and as amended from time to time and the Rules made thereunder (including any statutory modifications or reenactments thereof for the time being in force) for the re-appointment of Arnob Roy, Executive Director and Chief Operating Officer of the Company for a period of five (5) years with effect from March 25, 2024 to March 24, 2029 or the date of superannuation of the Company whichever is earlier Arnob Roy satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is also not disqualified from being appointed as Directors in terms of Section 164 of the Act.

- The brief resume of Arnob Roy, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, as stipulated under SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein. This explanatory statement may also be regarded as a disclosure under the SEBI Listing Regulations. The Board is of the view that Arnob Roy's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment to the Shareholders.
- In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V of the Act and MCA Notification dated September 12, 2016, as amended, and based on the recommendations of the Board and the Nomination and Remuneration Committee, the approval of the Shareholders is being sought by way of Special Resolution for appointment and terms of remuneration of Arnob Roy as the Executive Director and Chief Operating Officer from March 25, 2024 till March 24, 2029 or the date of superannuation whichever is earlier. The Board commends the Special Resolution set out in the Notice for the approval by Shareholders of the Company.
- Pursuant to the provisions of Section 197 read with Schedule V to the Act, in respect of the payment of Managerial Remuneration in case of no profits / inadequate profits as calculated under Section 198 of the Act, the Company may pay such remuneration over and above the ceiling limit as specified under Section II of Part II of Schedule V of the Companies Act, 2013, provided the Shareholders approval by way of a Special Resolution has been taken for payment of Minimum Remuneration for a period not exceeding three years, compliance with the disclosure requirements and other conditions stated therein.

Disclosure of Interest

Arnob Roy is not related to any other Directors or any Key Managerial Personnel of the Company. Except for Arnob Roy and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said appointment.

The details of Directors recommended for appointment / reappointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings



Arnob Roy

Executive Director and Chief Operating Officer

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

Arnob Roy is a Member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of the Company. He is also the Chief Risk Officer of the Company. Further, Arnob is a Non-Executive and Non-Independent Director and a Member of the Audit and Nomination and Remuneration Committee on the Board of Saankhya Labs Private Limited (a majority owned and controlled subsidiary of the Company).

Director Identification Number (DIN)	03176672		
Designation	Executive Director and Chief Operating Officer		
Date of Birth	August 4, 1963		
Nationality	Indian		
Date of appointment on the Board (Original)	March 25, 2019		
Shares held as on date	7,40,512		
Qualifications	<ul style="list-style-type: none"> • M.Sc - University of Nebraska, Lincoln, USA • B.Tech (Honors) (Degree in Electronics and Electrical Communication Engineering) - Indian Institute of Technology, Kharagpur 		
Expertise in specific functional areas	Arnob Roy has over 30 years of high-technology industry experience in research & development, operations and sales. Prior to joining our Company he worked as the Senior Manager, research and development in Synopsys (India) Private Limited.		
Terms and Conditions of appointment / re-appointment	Refer Terms and Conditions of appointment furnished in the Explanatory statement		
Details of Remuneration sought to be paid	Refer Terms and Conditions of appointment furnished in the Explanatory statement		
Remuneration last drawn	Refer Terms and Conditions of appointment furnished in the Explanatory statement.		
Number of Meetings of the Board attended	Year	No of meetings held	No of meetings attended
	2022-23	7	7
	2023- Feb, 24	5	4
Name of listed entities from which the person has resigned in the past three years	Not applicable		
Directorship held in other companies (excluding foreign companies)	Saankhya Labs Private Limited		
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Saankhya Labs Private Limited <ul style="list-style-type: none"> • Audit Committee – Member 		
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives		