



## SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies  
(Management and Administration) Rules, 2014)

To,

The Chairman  
Board of Directors  
**Tejas Networks Limited**  
CIN: L72900KA2000PLC026980  
J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18,  
Konnapana Agrahara Village,  
Begur Hobli, Bengaluru-560 100

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, appointed as Scrutinizer by the Board of Directors of **Tejas Networks Limited** (the "**Company**") for the purpose of scrutinizing Postal Ballot process in the fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated November 20, 2019, sent for shareholders' consideration and approval. I am submitting my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. In accordance with the Notice of the Postal Ballot dated November 20, 2019, the Company has completed dispatching of notice to the shareholders on December 3, 2019 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on December 4, 2019, the voting commenced on December 5, 2019 (from 9.00 hours) and ended on January 3, 2020 (at 17:00 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by National Securities Depository Limited (the "NSDL"). The votes were unblocked at around 17:10 hours on January 3, 2020 and the e-voting summary statement was downloaded from e-voting website of the NSDL i.e. <https://www.evoting.nsdl.com/>



3. The Equity Shareholders holding shares as on November 22, 2019, "cut-off date", were entitled to vote on the resolution stated in the Notice of the Postal Ballot
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R & TA) and the authorization/ power of attorney etc. lodged thereof. Invalid ballots were marked and segregated and the summary results were prepared. For processing postal Ballots, necessary technical support was provided by Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra the R & TA of the Company.
5. My report on the results of the voting is based on the data downloaded from the from e-voting website of the NSDL i.e. <https://www.evoting.nsdl.com/> and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.
6. The result of the voting is as under:

Resolution: Special Resolution

**Re-appointment of V Balakrishnan (DIN 02825465), as a Non- Executive Chairman and Independent Director**

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

	Number of Members	Number of votes cast by them (no. of shares)	% of total number of valid votes cast
<b>Voted by physical ballot</b>	69	2,53,20,470	35.52
<b>Voted by electronic mode</b>	149	4,38,42,124	61.51
<b>Total</b>	<b>218</b>	<b>6,91,62,594</b>	<b>97.03</b>



(ii) Voted "*against*" the resolution

	Number of Members	Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Voted by physical ballot	3	345	0.00
Voted by electronic mode	22	21,16,557	2.97
<b>Total</b>	<b>25</b>	<b>21,16,902</b>	<b>2.97</b>



(iii) *Invalid Votes*

	Number of Members	Number of votes cast by them (no. of shares)
Voted by physical ballot	3	99
Voted by electronic mode	0	00
<b>Total</b>	<b>3</b>	<b>99</b>

7. Register of postal ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/ Person authorized by him for safe keeping.

Thanking you.

Yours faithfully,

  
  
**Dwarakanath C**  
**Company Secretary in Practice**  
**(FCS: 7723 C.P. No: 4847)**  
**UDIN NO.: F007723B000008097**

**Date: 4<sup>th</sup> January 2020**

**Place: Bengaluru**