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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CODE OF CONDUCT FOR INTERMEDIARIES AND FIDUCIARIES UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Adopted by the Board of Directors on January 20, 2021

1. Short title, Applicability and Commencement

a) Tejas Networks Limited (the "Company") is a Public Limited Company whose equity shares are listed on the National Stock Exchange of India Limited and the BSE Limited and are subject to the rules and regulations issued by Securities Exchange Board of India (SEBI).

b) The Board of Directors of the Company has framed a code under SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") to regulate, monitor and report of the trades executed by the Designated Persons and in order to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations").

c) This Code shall be applicable to all designated persons and their immediate relative as defined in this Code in respect of trading in Securities of the Client Company.

d) This Code may be amended and/ or modified by the Board of Directors from time to time to adopt best practices and to comply with the Regulations.

e) The 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.

2. Definitions

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

a) **Act** means the Securities and Exchange Board of India Act, 1992.

b) **Board** means the Board of Directors of the Company.

c) **Company** means Tejas Networks Limited and its subsidiaries.

d) **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.

e) **Chinese wall** is a term describing an information barrier or procedures erected within an organisation to prevent information obtained while representing a client from being disclosed to employees in the same organisation who represent other clients that may profit from the information. It is a virtual barrier erected to block the exchange of information so as to prevent the sharing of information that might lead to ethical or legal violations.

f) **Client Company** shall mean the company where Tejas Networks Limited is in a business relationship or renders any advisory services or provides any financial assistance and is in fiduciary relationship with the company.

g) **Designated Person(s)** shall consist of:
   (i) the Directors and Key Managerial Personnel of the Company;
   (ii) the 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.

h) **Director** means a member of the Board of Directors of the Company

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

j) **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.

k) **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.

l) **SEBI** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.

m) **Stock Exchange** means Bombay Stock Exchange Limited and National Stock Exchange Limited.

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

o) **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, financial condition, projections or forecasts of the Company; 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;

3. Regulating and monitoring of the Trades to be executed by the Designated Persons

a) The Designated Persons and their Immediate Relatives of the Designated Persons in the Company shall be governed by this code of conduct governing dealing in Securities of the client company where Tejas Networks Limited is in fiduciary relationship.

b) The Designated Persons or their immediate relatives may execute trades in Securities of the client company subject to compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

c) The Compliance Officer shall confidentiality maintain a list of such companies which qualifies to be client companies of Tejas Networks Limited where the company is in fiduciary relationship.

4. Execution of Trade by Designated Persons

a) Trading by Designated Persons shall be subject to the pre-clearance by the Compliance Officer. The form for applying for pre-clearance of trade is enclosed as Annexure 1.

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 client Company, in favor of the Company, to the effect that such Designated Person is not in possession of any UPSI relating to client company. 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 client company within seven Trading Days after the approval of pre-clearance is given. 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.

e) The Designated Persons who has executed such trade must make a disclosure of such transaction/dealing in the Securities of the client 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.

f) All Designated Persons who Trade in the Securities of the client company shall not enter into an opposite transaction ("Contra Trade") during the next six months following the prior transaction. In case such 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. 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.

g) The Compliance Officer may from time to time seek declaration of the securities of the client company by the designated person and their immediate relatives.

5. Prohibition on communicating or procuring UPSI

a) No Insider shall communicate, provide, or allow access to any UPSI, relating to the Client 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.

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

c) Notwithstanding anything contained hereinabove, UPSI may be communicated, provided, allowed access to or procured 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.

6. Disclosure by Designated Person

The Designated Person is required to disclose Name and PAN or any other identifier authorised by Law of the following persons:

a. Immediate Relatives.
b. Persons with whom such designated person shares a material financial relationship.
c. Phone, Mobile and Cell Numbers which are used by them.
d. Names of the Educational Institutions from which designated persons have graduated and names of their past employers.

7. Reporting on Trades by the Compliance Officer

The Compliance Officer shall submit to the Board of Directors, a report on the trades by the Designated Persons pursuant to this Code and as per the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, a consolidated report shall also be provided to the Chairman of the Audit Committee on an annual basis.

8. Penalty for violation of this Code

a) Any designated person 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.

b) 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.

c) 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.

Annexure 1

Form for application for pre clearance

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

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

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

Annexure 4 – Form C