

April 21, 2023

Dear Shareholder(s),

You are cordially invited to attend the 23rd Annual General Meeting of the Shareholders of Tejas Networks Limited (“the Company”) to be held on Tuesday, June 20, 2023 at 2.30 P.M.(IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting is enclosed herewith.

Yours sincerely


Sd/-

N. Ganapathy Subramaniam
Chairman of the Board

Enclosures:

1. Notice of the 23rd Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number: +91 80 4179 4600 / +91 80 4179 4700



Tejas Networks Limited
CIN: L72900KA2000PLC026980
Reg Off: J P Software Park, Electronics City,
Hosur Road, Bengaluru - 560100.
Tel: +91 80 4179 4600
corporate@tejasnetworks.com
www.tejasnetworks.com



NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting (“AGM”) of the Shareholders of Tejas Networks Limited (the “Company”) will be held on Tuesday, June 20, 2023 at 2.30 P.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

3. Appointment of N. Ganapathy Subramaniam (DIN: 07006215) as a Director (liable to retire by rotation) of the Company

To appoint a Director in place of N. Ganapathy Subramaniam (DIN: 07006215) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Alice G Vaidyan (DIN: 07394437) as a Non-Executive, Independent Director of the Company

To consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

“**RESOLVED THAT** Alice G Vaidyan (DIN: 07394437), who was appointed as an Additional Director of the Company with effect from March 29, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment of Alice G Vaidyan (DIN: 07394437), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from March 29, 2023 to March 28, 2028 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Alice G Vaidyan (DIN: 07394437) shall be entitled to receive the sitting fees/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director of the Company under the Act

and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is 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.”

5. Appointment of Anand S Athreya (DIN:10118880) as a Director of the Company

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** Anand S Athreya (DIN:10118880), who was appointed by the Board of Directors as an Additional Director of the Company, based on the recommendation of the Nomination and Remuneration Committee with effect from April 21, 2023 and pursuant to the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 be appointed as a Director of the Company, liable to retire by rotation.

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.”

6. Appointment of Anand S Athreya (DIN:10118880) as Executive Director (Managing Director and CEO Designate) from April 21, 2023 to June 20, 2023 and as Managing Director and CEO from June 21, 2023 till April 20, 2028

To consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions, including any amendments or re-enactment(s) thereof for the time being in force, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and subject to the approval of the Central Government, the consent of the Shareholders be and is hereby accorded to appoint Anand S Athreya (DIN:10118880) for a period of five years as Executive Director (*Managing Director & CEO designate*) from April 21, 2023 till June 20, 2023 and as Managing Director and CEO with effect from June 21, 2023 to April 20, 2028 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, 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, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Anand S Athreya.

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 settle any question, difficulty or doubt, that may arise in giving effect to this resolution and 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.”

7. Material Related Party Transaction(s) with Tata Communications Limited, a related party of the Company

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Shareholders be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/continue to enter Material related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Tata Communications Limited, a related party of the Company and subsidiary of holding company under Regulation 2(1)(zb) of the SEBI Listing Regulations, for each of the financial years (FY) on such terms and conditions as may be agreed between the Company and Tata Communications Limited, subject to a maximum of ₹ 500 crore through transaction(s)/ contract(s)/ arrangement(s)/ agreement(s), as mentioned in the explanatory statement subject to such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s), being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

8. Material Related Party Transaction(s) with Tata Consultancy Services Limited, a related party of the Company

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Shareholders be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/ continue to enter Material related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Tata Consultancy Services Limited, a related party of the Company and subsidiary of ultimate holding company under Regulation 2(1)(zb) of the SEBI Listing Regulations, for each of the financial years (FY) on such terms and conditions as may be agreed between the Company and Tata Consultancy Services Limited, subject to a maximum of ₹ 15,000 crore through transaction(s)/ contract(s)/ arrangement(s)/agreement(s), as mentioned in the explanatory statement subject to such transaction(s)/ contract(s)/ arrangement(s)/agreement(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).



RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

9. Ratification of the Remuneration of Cost Auditors for the Financial Year 2023-2024

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) with reimbursement of conveyance expenses at actual and GST as applicable, as approved by the Board of Directors, payable to GNV & Associates, Cost & Management Accountants, Bangalore (Firm Registration Number 000150), who are appointed by Board of Directors to carry out audit of Company’s cost records for the Financial Year 2023-2024.

RESOLVED FURTHER THAT the consent of the Shareholders of the Company is 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.”

April 21, 2023
Bengaluru

10. Appointment of Branch Auditor(s)

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Company (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditor(s) for any branch office of the Company, whether existing or which may be opened in India or outside India, in consultation with the Company’s Statutory Auditors, any person(s) qualified to act as a Branch Auditor(s) within the provisions of Section 143(8) of the Act and to fix their remuneration.

RESOLVED FURTHER THAT the consent of the Shareholders of the Company is 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
Company Secretary
ACS Membership No: 7875





Explanatory Statement Under Section 102 of the Companies Act, 2013

As required under section 102(1) of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Items Nos. 4 to 10 of the accompanying Notice:

Item No. 4 – Appointment of Alice G Vaidyan (DIN: 07394437), as Non-Executive, Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board at its meeting held on March 29, 2023 appointed Alice G Vaidyan (DIN: 07394437) as an Additional Director of the Company and also as Independent Director not liable to retire by rotation, for a term of five years, i.e., from March 29, 2023 upto March 28, 2028 (both days inclusive), subject to approval of the Shareholders by way of Special Resolution.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Alice G Vaidyan shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The profile and specific areas of expertise of Alice G Vaidyan are provided as Annexure to this Notice.

Alice G Vaidyan has also confirmed that she is in compliance of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Institute of Corporate Affairs.

Alice G Vaidyan has given her declaration to the Board, inter alia, that

- (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority;
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director and:
- (iv) has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge her duties.

In the opinion of the Board, Alice G Vaidyan is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Alice G Vaidyan on the Board of the Company and accordingly the Board recommends the appointment of Alice G Vaidyan as an Independent Director as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Shareholders.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to Note 13 given in the Notice on inspection of documents.

Except for Alice G Vaidyan and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5 and 6 - Appointment of Anand S Athreya (DIN:10118880) as a Director of the Company and Appointment of Anand S Athreya (DIN:10118880) as Executive Director (Managing Director and CEO Designate) from April 21, 2023 to June 20, 2023 and as Managing Director and CEO from June 21, 2023 till April 20, 2028

The Board of Directors of the Company at its meeting held on April 21, 2023, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company and Central Government, appointed Anand S Athreya as an Additional Director of the Company with effect from April 21, 2023. Further, the Board at the said meeting also appointed Anand S Athreya as the Executive Director (*Managing Director and CEO designate*) from April 21, 2023 till June 20, 2023 as well as Managing Director and CEO from June 21, 2023 till April 20, 2028. Anand S Athreya holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

Profile

- Anand S Athreya has more than 25 years of highly technical and managerial experience in telecom equipment, networking, and software industries. He was the Executive Vice President and Chief Development Officer of Juniper Networks since 2017 and he served as Senior Vice-President of the Routing Business Unit for 3 years prior to his current role. Anand S Athreya was with Juniper Networks since 2004 until November 2022. Anand S Athreya has consistently delivered successful products to market for Juniper customers, including J-Series, Junos Security Software, Branch SRX, MX, PTX, and ACX Systems, and has been instrumental in securing key customer wins around the globe.
- Anand S Athreya earned his B.E. in Electrical Engineering from Bangalore University, India, and M. Tech in Computer Science and Engineering from Osmania University, India. He later moved to USA and obtained Master's in Business Administration (Hons.) from National University, CA. He also attended the Advanced Management Program at Harvard Business School.
- Anand S Athreya worked closely with several global corporations across in telecom equipment, networking, and software industries. He consistently contributed to development and delivery of key products in his previous assignments. Anand has led and delivered large, complex, multi-country implementations across businesses and hence has the requisite skills and capabilities as identified and required for a Managing Director and CEO of the Company.
- Anand S Athreya is an industry veteran, having been a leader in world-class global Silicon, Systems & Software Engineering, and global innovation led Research and Development and product development for the networking world. Anand has led the delivery of several industry leading and award-winning products for the telecommunication industry and the Company would benefit from his leadership and rich experience.
- The Board is of the view that Anand S Athreya's skills, background, experience and expertise will be of immense benefit and it is in



the interest of the Company to appoint Anand S Athreya as an Executive Director (*Managing Director and CEO designate*) from April 21, 2023 till June 20, 2023 and as Managing Director and CEO from June 21, 2023 till April 20, 2028.

- Anand S Athreya does not hold any Equity Shares in the Company. He is an American National and an Overseas Citizen of India.
- Anand S Athreya has given his consent to act as a Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (“SEBI”) or any other authority.

Approval of the Central Government

Anand S Athreya is an American National and an Overseas Citizen of India. Hence, as per Part I of Schedule V to the Act, his appointment is subject to the approval of the Central Government as Anand S Athreya has not been a resident of India for a continuous period of not less than twelve months immediately preceding the date of his appointment as a managerial person.

Key terms and conditions of the appointment of Anand S Athreya as Executive Director (*Managing Director and CEO designate*) from April 21, 2023 till June 20, 2023 and as Managing Director and CEO from June 21, 2023 till April 20, 2028

The Board is of the view that the appointment of Anand S Athreya as Executive Director (*Managing Director and CEO designate*) and as Managing Director and CEO, will greatly benefit the operations of the Company and the remuneration payable to him is commensurate with his qualifications and experience. The principal terms and conditions of his appointment are as given below:

i. Term

Five years commencing from April 21, 2023 till June 20, 2023 as Executive Director (*Managing Director and CEO designate*) and as Managing Director and CEO from June 21, 2023 till April 20, 2028 (hereinafter referred to as the “Managing Director and CEO”).

ii. Nature of Duties

- Anand S Athreya (DIN:10118880) shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with 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 Managing Director and CEO 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.
- The Managing Director and CEO shall not exceed the powers so delegated by the Board pursuant to clause above.
- The Managing Director and CEO 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 to 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 Board.
- The Managing Director and CEO shall undertake his duties from such location as may be directed by the Board.

iii. Proposed remuneration

The Managing Director and CEO subject to him performing his duties and conforming to the terms and conditions of his appointment and subject to such approvals 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.

Annual Fixed Compensation of INR 3.75 crore per annum.

The Fixed Compensation is comprising of following components:

a. Basic Salary: ₹ 10,93,750 per month - which is computed at 35% of Annual Fixed Compensation - with effect from the date of joining. Effective 2024, the annual increment payable will be due on 1st April each year and will be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, which will take into account the performance of the Managing Director and CEO, the size of operations, performance of the Company and its subsidiaries/associates and other relevant factors.

b. Benefits, Perquisites, Allowances

- Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for company provided accommodation OR House Rent Allowance in lieu (in case residential accommodation is not provided by the Company)
- Other perquisites and allowances with an option to choose from the components given below, as per his requirement subject to it being within the limits of the Annual Fixed Compensation, comprising of the following but not limited to:
 - ▶ Leave Travel Assistance
 - ▶ Special Allowance (SA): Any amount lying unallocated from the flexible allowance after distribution across the components specified above will be paid as Special Allowance
- Company provided car and chauffer as per Company policy up a maximum amount of ₹ 25 Lakhs per annum.
- Statutory Contributions to Provident Fund and Gratuity Fund as per the rule of the Company. For avoidance of doubt, it is clarified that notwithstanding anything contained in rules, the Company will not be required to make any contributions towards Superannuation Fund or Annuity Fund or any other retirement benefits.
- Hospitalization, Telecommunication and other benefits:
 - ▶ Medical expenses for major illnesses and hospitalization expenses for self and dependent members of the Managing Director and CEO's family in India per Company's policy;
 - ▶ Telecommunication facilities including broadband, internet and mobile.

It is clarified that the details mentioned under Company Provided Car and Hospitalisation, Telecommunication and other benefits shall not be included in computation of Annual Fixed Compensation.

Incentive Remuneration in the form of

- **Performance Linked Bonus:** Performance Linked Bonus up to ₹ 3.75 crore will be delivered annually as performance bonus on the achievement of the annual operating plan of the company and specific Key Performance Indicators for the Managing Director and CEO's personal contributions. These parameters will be agreed with the Managing Director and CEO, before the



start of each Financial Year of the company. The plan will have defined threshold and any achievement below threshold value will result in no payout. The plan design along with the targets will be finalized by the Board of the Company.

- **Long Term Incentive:** Restricted Stock Units (RSUs) having a target fair value equal to ₹ 7.5 crore will be delivered as Long-Term Incentive. The number of RSUs granted will be computed basis their respective fair values on the date of grant determined using the Black-Scholes model (or any other acceptable model as required). To exercise the vested RSUs grants, the Managing Director and CEO will be required to pay the exercise price (as specified in the Grant Letter) to the Company on the date of exercise and any other taxes as applicable. The actual RSUs granted as well as other plan details such as the performance parameters (as applicable), vesting schedule and the norms for exercise will be finalized by the Board of the Company in conformity with relevant statutory provisions and post all necessary approvals.

One-time Compensation in the form of:

- RSUs having a target fair value equal to ₹ 7.5 crore will be granted at the time of joining.
- RSUs having a target fair value equal to ₹ 3.75 crore each will be granted on completion of 1 year and 2 years respectively with the Company
- ₹ 3.75 crore each year will be paid in cash on completion of 1 year and 2 years respectively with the Company.
- Based on the stock price performance of the RSU grants, at the end of the 4th year from date of grant (adjusted for tax benefits and significant adverse exchange rate movement), a decision will be taken by the Board of the Company if any additional one-time compensation needs to be paid to the Managing Director and CEO.
- The number of RSUs granted will be computed basis their respective fair values on the date of grant determined using the Black-Scholes model (or any other acceptable model as required). To exercise the vested RSUs grants, the Managing Director and CEO will be required to pay the exercise price as specified in the grant letter to the Company on the date of exercise and any other applicable taxes. The actual RSUs granted as well as other plan details such as the performance parameters, vesting schedule and the norms for exercise will be finalized by the Board of the Company in conformity with relevant statutory provisions and post all necessary approvals.
- In the event the Managing Director and CEO voluntarily gives a notice of termination of this agreement within 12 months of receiving the respective amounts, the Managing Director and CEO will have to pay back the respective amounts paid to him (pre-tax) to the Company.

c. Insurance: The Company shall keep and maintain the following insurance policies as per Company's rules and policy, which are currently as follows:

- Directors and Officers Liability Insurance Policies
- Accident Insurance Policy
- Life Insurance Policy.

d. Minimum Remuneration

1. Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director and CEO, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director and

CEO remuneration by way of salary, Benefits, Perquisites and Allowances as specified in the agreement to be executed between the Company and the Managing Director and CEO ('Agreement'), subject to further approvals as may be required under Schedule V to the Act, or any modification(s) thereto.

2. 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.
3. The performance based Restricted Stock Units shall be subject to the achievements / milestones as determined by the Board or Nomination and Remuneration Committee.

iv. Term and Termination

Subject to as hereinafter provided, the terms and conditions of appointment of Managing Director and CEO shall remain in force up to a period of five years from the date of appointment unless terminated earlier:

- a. In the event of 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 the Managing Director and CEO may be terminated by the Company without notice or payment in lieu of notice:
 - ▶ if the Managing Director and CEO 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 Managing Director and CEO 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 Managing Director and CEO of any of the stipulations contained in the terms of employment; or
 - ▶ in the event the Board expresses its loss of confidence in the Managing Director and CEO.
- c. Termination due to physical / mental incapacity - In the event the Managing Director and CEO 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 Managing Director and CEO 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 Managing Director and CEO 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.



- e. If and when the Agreement expires or is terminated for any reason whatsoever, Anand S Athreya will cease to be the Managing Director and CEO and also cease to be a Director of the Company. If at any time, the Managing Director and CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and CEO and the employment shall forthwith terminate. If at any time, the Managing Director and CEO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director and CEO of the Company.
- f. In the event the Managing Director and CEO voluntarily gives a notice of termination of the employment within 12 months of receiving the respective amounts, then the Managing Director and CEO 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 Anand S Athreya inter alia are as under:

- a. The Managing Director and CEO 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.
- b. The Managing Director and CEO covenants with the Company that during the continuance of his employment with the Company will not accept any other directorships / advisory roles in any company or body corporate without the prior written consent of the Board. The Managing Director and CEO confirms that he does not hold any other advisory, non-executive roles at present.
- c. The Managing Director and CEO 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.
- d. The terms and conditions of the appointment of the Managing Director and CEO and / or the employment 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 Managing Director and CEO, subject to such approvals as may be required.
- e. The Managing Director and CEO 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:

- a. 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 in the general meeting.

- b. The terms and conditions of his appointment shall be open for inspection by the Shareholders during the normal business hours on any working day (except Saturday) and during the AGM. Any person who wishes to inspect may write to the Company Secretary at agm@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

Particulars	in ₹ crore		
	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*	3,007.27	1,589.60	1,132.96

*excludes ₹ 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:

Not applicable

(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 Anand S Athreya, 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, Anand S Athreya 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 ₹ 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 ₹ 1,934 crore. Increased volumes along with the large scale economies, is expected to increase the profits in absolute terms.

IV. Disclosures:

Since the appointment of Anand S Athreya as the Executive Director (*Managing Director and CEO designate*) and as Managing Director and CEO is effective from April 21, 2023, the information and disclosures of the remuneration package of Anand S Athreya as per the requirements of Section II of Part II of Schedule V of the Act is not mentioned in the Annual Report under the Corporate Governance

Report Section. However, the information and disclosures of the remuneration of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors."

Recommendation for the appointment the appointment of Anand S Athreya as the Executive Director (*Managing Director and CEO designate*) and as Managing Director and CEO

Anand S Athreya satisfies all the conditions set out in Part-I of Schedule V to the Act except that he has not been a resident of India for a continuous period of twelve months immediately preceding the date of his appointment as a managerial person for which the Company will make an application to the Central Government, subject to the approval of the Shareholders and also satisfies the conditions set out under section 196(3) of the Act for being eligible for his appointment.

The brief resume of Anand S Athreya, 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 Anand S Athreya'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, subject to the approval of the Central Government, the approval of the Shareholders is being sought by way of **Special Resolution** for appointment and terms of remuneration of Anand S Athreya as the Executive Director (*Managing Director and CEO designate*) from April 21, 2023 to June 20, 2023 and as Managing Director and CEO of the Company from June 21, 2023 to April 20, 2028 and as set out above. The Board commends the Special Resolution set out at Item No. 5 and 6 of the accompanying 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 the ceiling limit as specified in Schedule V, 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

Anand S Athreya is not related to any other Directors or any Key Managerial Personnel of the Company. Except for Anand S Athreya 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.



Preamble to Item No. 7 and 8 - Approval of Related Party Transactions

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction with an aggregate value exceeding ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an Ordinary Resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1) (zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").

All related party transactions of the Company its subsidiaries and its associates are at arm's length and in the ordinary course of business. Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company its subsidiaries and its associates and between

Details of the proposed transactions with Tata Communications Limited, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

S.No	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):	Tata Communication Limited. Tata Communication Limited is a subsidiary of Panatone Finvest Limited. The holding company of Tejas Networks Limited is Panatone Finvest Limited. Hence, Tata Communications Limited and Tejas Networks Limited are related parties.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	N Ganapathy Subramaniam A S Lakshminarayanan
3	Type of the proposed transaction	Purchase or sale of goods and rendering and / or availing of the Services for business purpose at arm length and in ordinary course of business.

the Indian subsidiaries and its associates and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable), It is in the above context that Resolutions Nos. 7 to 8 are placed for the approval of the Shareholders of the Company.

Item No. 7 - Approve entering into Material Related Party Transactions with Tata Communications Limited, a related party of the Company

For more than two decades, Tata Communications Limited, have been leveraging its solutions orientated approach, managed service capabilities and cutting-edge infrastructure to power the digital transformation of enterprises globally. Given the nature of telecommunication industry and Tata Communications Limited being a digital ecosystem enabler, the Company works closely with Tata Communications Limited, to achieve its business objectives and enters into various operational transactions, from time to time, in the ordinary course of business and on arm's length basis by way of purchase or sale of goods and rendering and / or availing of the services at arm length and in ordinary course of business. Further, the Company and Tata Communications Limited, being part of the Tata Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow and generation of revenue and business for the company to cater to their business requirements.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction with Tata Communications Limited for an aggregate value of up to ₹ 500 crore to be entered for the financial year 2023-2024. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company. Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 7 of the accompanying Notice to the shareholders for approval.



4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in.</p> <p>Monetary value of transactions upto to a maximum of ₹ 500 crore for the financial year 2023-2024 through purchase or sale of goods and rendering and / or availing of the Services for business purpose at arm length and in ordinary course of business</p>
5	Tenure of the transaction	Contractual commitments expected for a tenure of 5 years.
6	Value of the transaction	₹ 500 crore
7	<p>Percentage of Tejas annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	54%
8	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.
9	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A)	Details of the source of funds in connection with the proposed transaction	Not Applicable
B)	<p>In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
11	Any other relevant information	<ul style="list-style-type: none"> • The transactions are proposed to be entered for the purpose of achieving the business objectives and continuity in operations. • All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal are at the arm's length testing criteria and are in the ordinary course of business. The related party transaction will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-

up as applicable has been considered as per arm's length pricing criteria.

Where the materiality thresholds for related party transactions, as provided under Regulation 23(1) of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking



prior approval of Shareholders remains no longer applicable with respect to the resolution or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed infructuous and shall not be considered by the Company during the financial year 2023-2024.

Disclosure of Interest

N Ganapathy Subramaniam and A S Lakshminarayanan are Non-Executive and Non-Independent Directors of the Company. N Ganapathy Subramaniam is a Non-Executive and Non-Independent Director of Tata Communications Limited and A S Lakshminarayanan is the Managing Director and CEO of Tata Communications Limited, respectively. Further, both N Ganapathy Subramaniam and A S Lakshminarayanan is a Nominee Director of Panatone Finvest Limited, the Promoter of the Company and a subsidiary of Tata Sons Private Limited. Hence, both N Ganapathy Subramaniam and A S Lakshminarayanan may be deemed to be interested or concerned in the said resolution. None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in any of the entity mentioned above, are concerned/interested in the above resolution. The Shareholders may please note that in terms of provisions of the SEBI Listing Regulations, no related parties shall vote to approve the Ordinary Resolution accompanying the Notice.

Recommendations of the Board for approval

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and recommended that the approval of the Shareholders be also sought for the resolution contained at Item No. 7 herein. The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 7 of the Notice, for the approval of the Shareholders.

Item No. 8 - Approve entering into Material Related Party Transactions with Tata Consultancy Services Limited, a related party of the Company

Tata Consultancy Services Limited, a subsidiary of Tata Sons Private Limited, is a provider of information technology services and offers business solutions to various industries, including communication. Given the nature of telecommunication industry, the Company works closely with Tata Consultancy Services Limited, to achieve its business objectives and enters into various operational transactions, from time to time, in the ordinary course of business and on arm's length basis by way of purchase or sale of goods and rendering and/ or availing of the services at arm length and in ordinary course of business. Further, the Company and Tata Consultancy Services Limited, being part of the Tata Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow and generation of revenue and business for the company to cater to their business requirements.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed Related Party Transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction with Tata Consultancy Services Limited for an aggregate value of up to ₹ 15,000 crore to be entered for the financial year 2023-2024. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company. Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 8 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions with Tata Consultancy Services Limited, being a related party of the Company and the summary of information provided by the Management to the Audit Committee, are as follows:

Details of the proposed transactions with Tata Consultancy Services Limited, being a related party of the Company and summary of Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

S.No	Description	Details
1	Name of the related party, nature of and its relationship with the listed entity [including nature of its interest (financial or otherwise)]	Tata Consultancy Services Limited. Tata Consultancy Services Limited is a subsidiary of Tata Sons Private Limited. The ultimate holding company of Tejas Networks Limited is Tata Sons Private Limited. Hence, Tata Consultancy Services Limited and Tejas Networks Limited are related parties.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	N Ganapathy Subramaniam
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT & Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas • Supply of hardware and software, • Reimbursement of expenses • Procurement of Goods, services, sponsorship, etc • Leasing of property • Any transfer of resources, services or obligations to meet its objectives/requirements



4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of ₹ 15,000 crore through contracts/arrangements for a duration up to twelve years.
5	Tenure of the transaction	Contractual commitments expected for a tenure of 12 years.
6	Value of the transaction	₹ 15,000 crore
7	Percentage of Tejas annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	1,631%
8	Justification for the transaction	The domain expertise and competencies available within the group and the collaboration with the company will help in delivering world class technology to one of the high-priority and prestigious projects of the Government of India and further establish Tata Group's commitment to attain Atma nirbhar Bharat and other business opportunities in India and abroad.
9	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A)	Details of the source of funds in connection with the proposed transaction	Not Applicable
B)	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
11	Any other relevant information	<ul style="list-style-type: none"> • The transactions are proposed to be entered for the purpose of achieving the business objectives and continuity in operations. • All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company. • Unsecured Interest-free Mobilisation advance upto ₹ 1,500 crore to be given by Tata Consultancy Services Limited to facilitate procurement of equipment. • Adjustment of advance/s against progressive delivery of milestones, on the same terms as committed by Tata Consultancy Services Limited to end-customer.

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal are at the arm's length testing criteria and qualifies as contract under ordinary course of business. The related party transaction will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable has been considered as per arm's length pricing criteria.

Where the materiality thresholds for related party transactions, as provided under Regulation 23(1) of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking prior approval of Shareholders remains no longer applicable with respect to the resolution or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed infructuous and shall not be considered by the Company



Disclosure of Interest

N Ganapathy Subramaniam, Non-Executive and Non-Independent Director of the Company is also the Executive Director and Chief Operating Officer of Tata Consultancy Services Limited. Further, N Ganapathy Subramaniam is a Nominee Director of Panatone Finvest Limited, the Promoter of the Company is a subsidiary of Tata Sons Private Limited. Hence, N Ganapathy Subramaniam may be deemed to be interested or concerned in the said resolution. None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in any of the entity mentioned above, are concerned/ interested in the above resolution. The Shareholders may please note that in terms of provisions of the SEBI Listing Regulations, no related parties shall vote to approve the Ordinary Resolution accompanying the Notice.

Recommendations of the Board for approval

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and recommended that the approval of the Shareholders be also sought for the resolution contained at Item No. 8 herein. The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 8 of the Notice, for the approval of the Shareholders.

Item No. 9 - Ratification of the remuneration of Cost Auditor:

The Board approved the appointment of to GNV & Associates, Cost & Management Accountants, Bangalore (Firm Registration Number 000150), as Cost Auditors of the Company to conduct audit of cost records for the financial year 2023-2024 at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) with reimbursement of conveyance expenses at actual and GST as applicable in accordance with provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 remuneration payable to cost auditors has to be ratified by shareholders of the Company.

Disclosure of Interest

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in any of the entity mentioned above, are

concerned/interested in the above resolution. The Shareholders may please note that in terms of provisions of the SEBI Listing Regulations, no related parties shall vote to approve the Ordinary Resolution accompanying the Notice

Recommendations of the Board for approval

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and recommended that the approval of the Shareholders be also sought for the resolution contained at Item No. 9 herein. The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 9 of the Notice, for the approval of the Shareholders.

Item No.10 Appointment of Branch Auditors

The Company has branches outside India and may also open/acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. Pursuant to Section 143, of the Companies Act, 2013, the Shareholders are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

Disclosure of Interest

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in any of the entity mentioned above, are concerned/interested in the above resolution. The Shareholders may please note that in terms of provisions of the SEBI Listing Regulations, no related parties shall vote to approve the Ordinary Resolution accompanying the Notice.

Recommendations of the Board for approval

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and recommended that the approval of the Shareholders be also sought for the resolution contained at Item No. 10 herein. The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 10 of the Notice, for the approval of the Shareholders.





Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM'), without the physical presence of the Shareholders at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, this AGM of the Company is being held through VC/ OAVM. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the Special Business under Item 4 to 10 of the Notice is annexed hereto. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment /reappointment at the AGM, forms part of this Notice.
3. In compliance with MCA and SEBI Circulars, of the AGM along with the Annual Report is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/Depositories. Shareholders may note that the Notice and Annual Report will also be available on the Company's website https://www.tejasnetworks.com/shareholders_agm.php, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
4. The Register of Shareholders and Share Transfer Books of the Company will remain closed from June 13, 2023 to June 20, 2023 (both days inclusive).
5. Pursuant to the provisions of the Act, a Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Shareholder of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://tejasnetworks.com/disclosures.php> Shareholders are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Link Intime India Private Limited, in case the shares are held in physical form.
7. Shareholders holding shares in physical form are requested to consider converting their holdings into dematerialized form to eliminate all risks associated with the physical shares and for ease of portfolio management. Shareholders can contact the Company or RTA for assistance in this regard. Further, the Shareholders who are holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Shareholders after making requisite changes.
8. The Securities Exchange Board of India has mandated the holders of physical securities to mandatorily furnish of PAN, KYC details and Nomination by holders of physical securities. The detailed requirements can be downloaded from the Company's website at The folios wherein any one of the cited document/details are not available on or after October 1, 2023, the folios shall be frozen by the RTA.
9. To support the 'Green Initiative', Shareholders who have not 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 RTA in case the shares are held by them in physical form.
10. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone number, mobile number, permanent account number (PAN), mandates, nominations, power of attorney, Company details to their DPs in case the shares are held by them in electronic form and to RTA in case shares are held in physical form.
11. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to evoting@tejasnetworks.com with a copy marked to evoting@nsdl.co.in. In case of joint holders attending the AGM, the Shareholders whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote.
12. Attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 8, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and as specified in the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 8, 2019.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Shareholders during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Shareholders from the date of circulation of this



Notice up to the date of AGM, i.e. June 20, 2023. Shareholders seeking to inspect such documents can send an email to agm@tejasnetworks.com.

14. Shareholders seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business /operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number /folio number and mobile number. The same should reach on or before June 15, 2023 at agm@tejasnetworks.com and responses to such queries will be appropriately addressed by the Chairman of the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a Shareholder or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select in the interest of the other Shareholders, meaningful questions. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
15. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting has been attached to the Notice of the AGM.
16. The remote voting through electronic means will commence on June 15, 2023 at 9.00 am (IST) and will end on June 19, 2023 at 5.00 pm (IST). The Shareholders will not be able to cast their vote electronically beyond the date and time mentioned here. Once the vote on a resolution is cast by a Shareholder via remote e-voting, it cannot be changed subsequently or cast the vote again. However, a Shareholder may participate in the meeting even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
17. During the period when the facility for remote e-voting is provided, the Shareholders of the Company holding the shares either in physical or in dematerialized form as on the relevant date (i.e.) June 13, 2023 may opt to vote via remote electronic voting process.
18. The details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries / grievances relating to voting by electronic means, the Shareholders / beneficial owners or in case any person, acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date June 13, 2023 may obtain the login ID and password by sending a request to evoting@nsdl.co.in.
19. The Board of Directors has appointed C. Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) failing which Ananta Deshpande, Company Secretary in Practice (ACS - 24319 and CP No.20322) as a Scrutinizers to scrutinize the voting through remote e-voting and voting process at AGM in a fair and transparent manner. The results on above resolutions shall be declared not later than two working days from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions. The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company (www.tejasnetworks.com) and on Service Provider's website NSDL (www.evoting.nsdl.com) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.
20. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Date: April 21, 2023
Bengaluru

By Order of the Board
Sd/-

N R Ravikrishnan
Company Secretary
ACS Membership No: 7875

Registered Office:
J P Software Park, Plot No 25, Sy. No 13, 14,17,18
Konnapana Agrahara Village, Begur Hobli,
Bengaluru-560100.
Email: corporate@tejasnetworks.com



Instructions for participation through Video-Conferencing

In accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars, the Company is convening the 23rd AGM of the Shareholders of the Company through VC / OAVM to transact the business as set forth in the Notice of the AGM.

The procedure and the manner for accessing the video-conferencing are as follows:

- Pursuant to the General Circulars issued by the Ministry of Corporate Affairs and by the Securities and Exchange Board of India (SEBI), Companies are allowed to hold AGM through VC, without the physical presence of Shareholders at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tejasnetworks.com/annual-general-meeting.php. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- Shareholders may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Shareholders are encouraged to join the Meeting through Laptops for better experience.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at agm@tejasnetworks.com to reach on or before June 15, 2023. Those Shareholders who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/camera same along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.



Shareholders Instructions for e-voting

The remote e-voting period begins on June 15, 2023 at 9:00 A.M. and ends on June 19, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Shareholders, whose names appear in the Register of Shareholders / Beneficial Owners as on the record date (cut-off date) i.e June 13, 2023, 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 June 13, 2023.

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 and joining virtual meeting 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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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 ‘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. 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</p>     </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<p>a) For Shareholders who hold shares in demat account with NSDL.</p>	<p>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*****.</p>
<p>b) For Shareholders who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Shareholders holding shares in Physical Form.</p>	<p>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***</p>

B) Login Method for e-Voting and joining virtual meeting 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: <https://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 ‘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 <https://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.



5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (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) Shareholders 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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

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 member, 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 agm@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 agm@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 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.



The details of Directors recommended for appointment / reappointment at the 23rd Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings



N. Ganapathy Subramaniam

Non-Executive Chairman and Non-Independent Director

N. Ganapathy Subramaniam (NGS) is the Chief Operating Officer (COO) of TCS since February 2017. He is also a Non-Executive Chairman and Non-Independent Director of Tata Elxsi Limited since November 2014 and the Non-Independent and Non-Executive Director of Tata Communications Limited since December 2021.

Prior to taking over the COO's role he served as the Executive Vice President and Head of TCS Financial Solutions, a strategic business unit of TCS. In that role, he was responsible for steering the non-linear growth strategies, Products and Platform businesses of TCS for over five years.

He has held many key leadership positions in TCS across Client Delivery, Business Development, integration of businesses and Product Development. As head of Banking and Financial Services practice for TCS for close to five years, he was instrumental in consolidating TCS's knowledge base, calibrating domain centric offerings, creating opportunities and laid the foundation for its verticalization.

He has been a part of TCS and the Indian IT Industry for the past 40 years. He has played a strategic role in several landmark projects that TCS undertook across geographies. He has in-depth knowledge on technology trends and systems policies of leading corporations. As a thought leader, he has spoken in global conferences and actively interacts and shapes opinion among industry analysts.

NGS joined TCS in 1982 after completing his Masters in Mathematics from University of Madras and has had the benefit of attending various training programs including the Executive program for Growing Companies at Stanford University.

Director Identification Number (DIN)	07006215
Designation	Non-Executive Chairman and Non-Independent Director
Date of Birth	May 20, 1959
Qualifications	<ul style="list-style-type: none"> • Master's in Mathematics from the University of Madras. • Attended the Executive program for Growing Companies at Stanford University
Expertise/Experience	N. Ganapathy Subramaniam worked closely with several global corporations across financial Services, Telecom, Pharmaceuticals, Retail, Public Services, Manufacturing and Technology companies. He contributed to the overall technology strategy, growth, and transformation initiatives at large, which has given him an in-depth knowledge of IT trends and the systems policies of leading corporations. He steered several programmes which are considered 'Important for the nation' in many countries including India and successfully delivered large, complex, multi-country implementations across businesses and hence has the requisite skills and capabilities as identified. He has been a part of TCS and the Indian IT Industry for the past 40 years.
Terms and Conditions of re-appointment	N Ganapathy Subramaniam, will serve as a Director (liable to retire by rotation) in the capacity of Non-Executive Chairman and Non-Independent Director. The re-appointment for another term shall be based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and Members of the Company.
Details of Remuneration sought to be paid	N Ganapathy Subramaniam will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be permissible under law from time to time, under relevant and applicable laws, from time to time.



Remuneration last drawn	N Ganapathy Subramaniam was paid a sitting fees of ₹ 0.01 crore for attending the Board/ Committee Meetings for the year ended March 31, 2023.
Date of first appointment on the Board	January 19, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N Ganapathy Subramaniam is not related to any Directors, Manager and other Key Managerial Personnel of the Company
Number of Meetings of the Board attended during FY 2022-23	Six
Name of listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable
Other Directorships (All Companies except of Foreign Companies to be mentioned)	Tata Consultancy Services Limited Tata Elxsi Limited Tata Communications Limited TCS Foundation (Section 8 Company) Saankhya Labs Private Limited
Membership / Chairmanship of all Committees of other Boards	Tata Elxsi Limited Chairperson-Executive Committee Member- Nomination and Remuneration Committee Member-Risk Management Committee Tata Consultancy Services Limited Member-Corporate Social Responsibility Committee Member-Risk Management Committee

For other details such a number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of above director, please refer Corporate Governance Report which is a part of this Annual Report.





Alice G Vaidyan

Non-Executive Independent Director

Alice G Vaidyan, former Chairman and Managing Director of General Insurance Corporation of India and the First Lady CMD in the Indian Insurance industry has over 40 years of experience, and is considered among the foremost experts in the insurance and reinsurance industry, in India and across the globe. During her tenure at the helm of GIC Re, the company became the 10th largest reinsurer globally and was recognised by Forbes as among the 250 best regarded global companies, growth champions and best employers. She also led the largest IPO in the financial sector in India during the successful listing of GIC Re in 2017.

Alice G Vaidyan has won several national and international awards. She was the only Indian in Fortune's Global list (2018) of 50 Most Powerful Women in Business. In April 2019, Alice G Vaidyan was honoured with the Freedom of City of London in recognition of her work to promote insurance ties between India and London. Alice G Vaidyan won the ET Prime Woman CEO of The Year award in 2019. Business Today recognized her as one of the 30 most powerful women in Indian business successively in 2016, 2017 and 2018. FORTUNE India announced her as the 4th most powerful woman in Business in 2018 and in 2019. ASSOCHAM honoured her with the Leadership Excellence Award in February 2019.

Alice G Vaidyan has served on the Boards of several Indian and global organisations such as Life Insurance Corporation of India, ECGC Limited, Kenindia Assurance Co. Ltd., Indian Register of Shipping, GIC Housing Finance Ltd., GIC Re South Africa, GIC Re Lloyds Syndicate 1947, Asian Reinsurance Corporation, Bangkok, International Insurance Society, New York and National Insurance Academy.

Alice G Vaidyan holds a post graduate degree in English Literature and has received leadership training at Harvard Business School. She is a fellow of the Insurance Institute of India.

Director Identification Number (DIN)	07394437
Designation	Non-Executive Independent Director
Date of Birth	July 22, 1959
Qualifications	Post graduate degree in English Literature and leadership training at Harvard Business School. She is also a fellow of the Insurance Institute of India
Expertise/Experience	Over 40 years of experience in the insurance and reinsurance industry, in India and across the globe has served on the Boards of several Indian and global organisations such as Life Insurance Corporation of India, ECGC Limited, Kenindia Assurance Co. Ltd., Indian Register of Shipping, GIC Housing Finance Ltd., GIC Re South Africa, GIC Re Lloyds Syndicate 1947, Asian Reinsurance Corporation, Bangkok, International Insurance Society, New York and National Insurance Academy.
Terms and Conditions of appointment/re-appointment	Alice G Vaidyan, will serve as a Non-executive, Independent Director of the Company, not liable to retire by rotation for a period of five years from March 29, 2023 till March 28, 2028. The re-appointment for another term shall be based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and Shareholders of the Company.
Details of Remuneration sought to be paid	Alice G Vaidyan will be entitled to receive the sitting fee/ commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.
Remuneration last drawn	Not applicable
Date of first appointment on the Board	March 29, 2023



Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Alice G Vaidyan is not related to any Directors, Manager and other Key Managerial Personnel of the Company
Number of Meetings of the Board attended during FY 2022-23	Not applicable
Name of listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not applicable
Other Directorships (All Companies except of Foreign Companies to be mentioned)	Geojit Financial Services Limited Air India Express Limited Air India Limited Air Connect Private Limited Union Asset Management Company Private Limited Tata AIA Life Insurance Company Limited Tata AIG General Insurance Company Limited
Membership / Chairmanship of all Committees of other Boards	Air India Chairperson – Nomination and Remuneration Committee Member – Audit and Corporate Social Responsibility Committee Tata AIA Life Insurance Company Limited Chairperson – Audit and Risk Committee Member – Nomination and Remuneration Committee Tata AIG General Insurance Company Limited. Chairperson – Nomination and Remuneration Committee and Policy Holders Committee Member – Audit and Investment Committee Union Asset Management Company Private Limited Member – Audit Committee

For other details such a number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of above director, please refer Corporate Governance Report which is a part of this Annual Report.





Anand S Athreya

Executive Director (*Managing Director and CEO designate*) and Managing Director and CEO

Anand S Athreya has more than 25 years of highly technical and managerial experience in telecom equipment, networking, and software industries. He was the Executive Vice President & Chief Development Officer of Juniper Networks since 2017 and he served as Senior Vice-President of the Routing Business Unit for 3 years prior to his current role. Anand S Athreya was with Juniper Networks since 2004 until November 2022. Anand S Athreya has consistently delivered successful products to market for Juniper customers, including J-Series, Junos Security Software, Branch SRX, MX, PTX, and ACX Systems, and has been instrumental in securing key customer wins around the globe.

Anand S Athreya earned his B.E. in Electrical Engineering from Bangalore University, India, and M. Tech in Computer Science and Engineering from Osmania University, India. He later moved to USA and obtained Master's in Business Administration (Hons.) from National University, CA. He also attended the Advanced Management Program at Harvard Business School.

Anand S Athreya is an industry veteran, having been a leader in world-class global Silicon, Systems & Software Engineering, and global innovation led R&D and product development for the networking world. Anand has led the delivery of several industry leading and award-winning products for the telecommunication industry and the Company would benefit from his leadership and rich experience.

Director Identification Number (DIN)	10118880
Designation	Executive Director (<i>Managing Director and CEO designate</i>) from April 21, 2023 and Managing Director and CEO from June 21, 2023 to April 20, 2028
Date of Birth	August 26, 1963
Qualifications	<ul style="list-style-type: none"> • B.E. in Electrical Engineering from Bangalore University, India, • M. Tech in Computer Science and Engineering from Osmania University, India. • Master's in Business Administration (Hons.) from National University, CA. • Attended the Advanced Management Program at Harvard Business School
Expertise/Experience	Anand S Athreya has more than 25 years of highly technical and managerial experience in telecom equipment, networking, and software industries
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	Not applicable
Date of first appointment on the Board	April 21, 2023
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Anand S Athreya is not related to any Directors, Manager and other Key Managerial Personnel of the Company
Number of Meetings of the Board attended during FY 2022-23	Not applicable
Name of listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable
Other Directorships (All Companies except of Foreign Companies to be mentioned)	Not applicable
Membership / Chairmanship of all Committees of other Boards	Not applicable

For other details such a number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of above director, please refer Corporate Governance Report which is a part of this Annual Report.