

Price Waterhouse Chartered Accountants LLP

Independent Auditors' Review Report on the Statement of Unaudited Consolidated Financial Results

To

The Board of Directors
Tejas Networks Limited,
5th Floor, J P Software Park,
Plot No. 25, Sy.No.13,14,17 and 18,
Konnapana Agrahara Village,
Begur Hobli, Bengaluru – 560 100

1. We have reviewed the unaudited consolidated financial results of Tejas Networks Limited (the "Parent"), its subsidiaries and stepdown subsidiaries (the parent its subsidiaries and stepdown subsidiaries hereinafter referred to as the "Group"), (refer Note 1 on the Consolidated Statement for the quarter and nine months ended December 31, 2022 which are included in the accompanying 'Statement of Unaudited Consolidated Financial Results for the quarter and nine months ended December 31, 2022') (the "Consolidated Statement"). The Consolidated Statement is being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), which has been initialled by us for identification purposes.
2. This Consolidated Statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Consolidated Statement based on our review.
3. We conducted our review of the Consolidated Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Consolidated Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



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4. The Consolidated Statement includes the results of the following entities:

Subsidiaries

- a) Tejas Communications Pte. Limited, Singapore
- b) Saankhya Labs Private Limited, India

Stepdown Subsidiaries

- a) Tejas Communications (Nigeria) Limited
- b) Saankhya Strategic Electronics Private Limited
- c) Saankhya US Inc, USA

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Consolidated Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The Consolidated Financial Results includes the financial results of 1 subsidiary and 3 step down subsidiaries which have not been reviewed by their auditors and whose financial results reflect total revenue of Rs. 6.53 crores and 8.21 crores , total net profit/ (loss) after tax of Rs. (0.59) crores and Rs. (0.62) crores and total comprehensive income/ (loss) of Rs. (0.90) crores and Rs. (1.58) crores for the quarter and nine months ended December 31, 2022 respectively. According to the information and explanations given to us by the Management, the financial information of the aforesaid subsidiary and step-down subsidiaries are not material to the Group.
7. We draw your attention to Note 4 to the Consolidated Statement which explains the uncertainties and the management's assessment of the financial impact due to supply constraints and other conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon the circumstances as they evolve. Our conclusion is not modified in respect of this matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants



Mohan Danivas S A
Partner

Membership Number: 209136
UDIN: 23209136BGXTVR5569

Place: Bengaluru
Date: February 6, 2023



Tejas Networks Limited

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Statement of Unaudited Consolidated Financial Results for the quarter and nine months ended December 31, 2022

(Rs. in crore except per share data)

Particulars	Quarter ended December 31, 2022	Quarter ended September 30, 2022	Quarter ended December 31, 2021	Nine months ended December 31, 2022	Nine months ended December 31, 2021	Year ended March 31, 2022
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations	274.55	219.94	107.06	620.25	424.09	550.59
II Other Income	21.00	20.05	16.39	59.74	28.94	43.30
III Total income (I + II)	295.55	239.99	123.45	679.99	453.03	593.89
IV EXPENSES						
(a) Cost of materials consumed	160.54	115.39	62.88	343.33	219.88	290.74
(b) Purchases of stock in trade	9.82	7.08	7.14	25.83	18.22	23.69
(c) Changes in inventories of stock in trade	(2.58)	(3.40)	(1.65)	(5.70)	(3.32)	(3.65)
(d) Employee benefit expense	68.66	48.51	31.36	155.13	93.08	134.43
(e) Finance costs	4.74	4.87	0.78	10.55	2.94	3.19
(f) Depreciation and amortization expense	29.35	25.82	20.22	78.54	54.89	76.78
(g) Allowance for expected credit loss	(12.42)	(8.24)	12.97	(25.37)	19.27	87.76
(h) Other expenses	42.52	39.06	22.66	104.80	69.31	98.08
Total Expenses (IV)	300.63	229.09	156.36	687.11	474.27	711.02
V Profit/(Loss) before tax (III - IV)	(5.08)	10.90	(32.91)	(7.12)	(21.24)	(117.13)
VI Income tax expense/(benefit)						
(1) Current tax expense/(benefit)	(0.47)	1.36	(11.21)	-	(9.58)	0.19
(2) Deferred tax expense/(benefit)	6.27	8.47	2.60	9.33	1.43	(54.61)
Total tax expense/(benefit)	5.80	9.83	(8.61)	9.33	(8.15)	(54.42)
VII Profit/(Loss) after tax (V - VI)	(10.88)	1.07	(24.30)	(16.45)	(13.09)	(62.71)
VIII Other comprehensive income/(loss)						
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit obligation	(1.00)	(3.13)	(0.50)	(4.18)	(2.35)	(2.08)
Income tax relating to above	(0.53)	0.56	0.09	0.03	0.41	-
Items that will be reclassified to profit or loss						
Exchange differences on translation of foreign operations	(0.07)	0.13	0.77	0.28	1.23	0.89
IX Total comprehensive income/(loss) for the period (VII + VIII)	(12.48)	(1.37)	(23.94)	(20.32)	(13.80)	(63.90)
X Earnings/(Loss) per equity share						
Equity shares of par value Rs. 10 each						
(1) Basic	(0.71)	0.07	(2.13)	(1.09)	(1.29)	(5.97)
(2) Diluted (Refer Note - 13)	(0.71)	0.07	(2.13)	(1.09)	(1.29)	(5.97)



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Notes

1. The Statement of unaudited consolidated financial results includes the results of Tejas Networks Limited ('the Company' or 'the Holding Company') and the following subsidiaries/ step down subsidiaries (collectively referred as 'the Group' herein under):

Subsidiaries:

- Tejas Communication Pte. Limited, Singapore
- Saankhya Labs Private Limited

Step down Subsidiaries:

- Tejas Communications (Nigeria) Limited, Nigeria
- Saankhya Strategic Electronics Private Limited
- Saankhya Labs Inc, USA

2. This Statement of Unaudited Consolidated Financial Results for the quarter and nine months ended December 31, 2022 has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India, read with the relevant rules issued thereunder and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
3. The Group's operations comprise of only one segment viz. Networking equipment.
4. Impact due to supply constraints and other conditions relating to COVID-19 pandemic:
During the quarter ended December 31, 2022, the Group continued to face delays in executing certain orders-in-hand, due to increased lead-time for sourcing semiconductor components, arising post COVID-19. Based on current assessment, management is of the view that some uncertainty is likely to continue for the next few quarters, till the demand-supply situation in the semiconductor component industry stabilises. Management has taken into account all possible impact of known events arising from COVID-19 pandemic and supply constraints in making this assessment and has concluded that no further adjustments are considered necessary. The above impact assessment is however a continuing process given the uncertainties associated with its nature and duration. The Group will continue to closely monitor any material changes to future economic conditions.
5. Summary of key standalone financial results of the Company is as follows:

Particulars	Quarter ended	Quarter ended	Quarter ended	Nine months ended	Nine months ended	Year ended
	December 31,	September 30,	December 31,	December 31,	December 31,	March 31,
	2022	2022	2021	2022	2021	2022
Revenues from operations	253.29	205.77	107.04	584.69	423.64	549.14
Profit/(Loss) before tax	11.18	19.13	(32.66)	17.35	(21.24)	(118.15)
Profit/(Loss) after tax	5.39	9.26	(24.05)	7.99	(13.09)	(63.73)

Note: The standalone financials results of the Company for the above mentioned periods are available in the investors section in www.tejasnetworks.com and also with the stock exchanges where it is listed. The information above has been extracted from the published standalone financial results.

6. In July 2017, Income Tax Department initiated proceedings under section 132 of the Income Tax Act, 1961 for assessment years 2012-13 to 2018-19. During the year 2019-20, 2020-21 and 2022-23 certain other agencies sent notices as part of their inquiries, which were duly responded / attended by the Company and its officials.

In FY 2019-20, the Income Tax assessments for AY 2012-13 to 2018-19 were carried out and the Company received Income Tax demands for Rs. 25.62 crore (after adjusting carry forward losses of earlier years) and Rs. 0.48 crore for AY 2017-18 and AY 2018-19, respectively. Pursuant to the Company's application for rectification of certain errors in the aforesaid orders, during the quarter ended September 30, 2020, the Company received rectification orders for AY 2012-13 to AY 2018-19 under section 154 of the IT Act. Certain brought forward losses which were not considered in the earlier demand orders were allowed and other computation errors were corrected in the rectification orders resulting in a cumulative net refund position. The Company has also filed appeal against the orders for the aforementioned assessment years disputing certain disallowances. The management is of the view that the outcome of these proceedings/ notices has no material adverse impact on the Group's financial results.



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7. During FY 2018-19 and 2019-20, the Company received demand orders for Rs. 42.92 crore towards additional duty and penalty from the Customs Excise and Service Tax Appellate Tribunal (CESTAT) on the applicability of excise duty on software used in the multiplexer products pertaining to FY 2002-03 to FY 2009-10. Further, an additional penalty on certain officers of the Company amounting to Rs. 0.90 crore was raised. The Company has filed a stay application before the Honourable Supreme Court and has also filed an appeal before CESTAT.

During the previous year the Company received a demand order for Rs. 3.32 crore for FY 2010-11 to FY 2013-14 on similar matters. The Company has filed appeals with the concerned authorities. Based on an assessment, supported by an external legal opinion, Management has concluded that the Company has a strong case to defend its position in the above matters and accordingly, no provision has been made in this regard.

8. a) The Company has, at various grant dates issued Restricted Stock Units (RSUs) to its employees and employees of its subsidiaries at face value of the Company's share, which were approved by the Nomination and Remuneration Committee and the Board of Directors. For the quarter ended December 31, 2022, an amount of Rs. 26.13 crore (December 31, 2021: Rs. 3.50 crore) has been recorded as employee share expenses based on requirements in Ind AS 102, 'Share-based payments'. The RSUs granted and outstanding as at December 31, 2022, aggregates to 38,87,343 (December 31, 2021: 17,76,901).

b) Saankhya Labs Private Limited has, at various grant dates issued stock options under different Employee Stock Option Plans to its employees at different exercise prices. For the quarter ended December 31, 2022, an amount of Rs. 0.38 crore has been recorded as employee share expenses based on requirements in Ind AS 102, 'Share-based payments'. The ESOPs granted and outstanding as at December 31, 2022, aggregates to 10,06,120.

9. The Company has from time to time in the normal course of business entered into factoring agreements on a non-recourse basis with banks/factoring institutions for some of the trade receivables. As at December 31, 2022 the trade receivables do not include receivables amounting to Rs. 10.51 crore (December 31, 2021: 36.93 crore) which have been derecognized in accordance with Ind AS 109, 'Financial Instruments', pursuant to such factoring arrangements entered in the current quarter.

10. Issue of Equity shares and Warrants through Preferential allotment

During the year ended March 31, 2022, the Company made preferential allotment, based on the approval of the Board of Directors, as follows:

- 1,93,79,845 equity shares, having face value of Rs. 10/- each, at a price of Rs. 258 per Equity Share, aggregating to Rs. 500 crore ("Subscription Shares");
- 3,68,21,706 warrants, each carrying a right to subscribe to 1 (one) equity share at an exercise price of Rs. 258 per equity share aggregating to Rs. 950 crore ("Series A Warrant Exercise Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 11 (eleven) months from the date of allotment of the warrants ("Series A Warrants"); and
- 1,55,03,876 warrants, each carrying a right to subscribe to 1 (one) equity share at an exercise price of Rs. 258 per equity share aggregating to Rs. 400 crore ("Series B Warrant Exercise Price"), which may be exercised in one or more tranches during the period commencing after the expiry of 12 (twelve) months from the date of allotment of the warrants until expiry of 18 (eighteen) months from the date of allotment of the warrants ("Series B Warrants");

on terms and conditions as determined by the Board in accordance with the SEBI (ICDR) Regulations and other applicable laws, and as set out in the share subscription agreement executed between the Company and Panatone Finvest Limited (a subsidiary of Tata Sons Private Limited).

The Company on September 7, 2021 received a total amount aggregating to Rs. 837.50 crore, which includes exercise price on subscription shares amounting to Rs. 500 crore and 25% of the Series A Warrants and Series B Warrants amounting to Rs. 237.50 crore and Rs. 100 crore respectively.

In view of substantial acquisition of securities, voting rights and control over the Company, Panatone Finvest Limited along with Akashastha Technologies Private Limited (a subsidiary of Panatone Finvest limited) and Tata Sons Private Limited made an Open Offer to acquire 4,02,55,631 fully paid-up equity shares at Rs. 258/- per equity share. The open offer tendering commenced on October 11, 2021 and ended on October 26, 2021. 2,592 equity shares were acquired through the open offer. Upon completion of the Open Offer, Panatone Finvest Limited is designated as promoter of the Company and Akashastha Technologies Limited and Tata Sons Private Limited as members of the Promoter Group of the Company.



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During the quarter ended June 30, 2022, Panatone Finvest Limited exercised the right attached to the Series A Warrants and subscribed to the equity shares by remitting the balance 75% of the Exercise Price of Series A Warrants amounting to Rs. 712.50 crore. On April 8, 2022, the Company allotted 3,68,21,706 equity shares upon exercise of such warrants.

On February 03, 2023 Panatone Finvest Limited exercised the right attached to the Series B Warrants and subscribed to the equity shares by remitting the balance 75% of the exercise price of Series B Warrants amounting to Rs. 300 crore. On February 06, 2023, the Company allotted 1,55,03,876 equity shares upon exercise of such warrants.

11. Pursuant to a definitive agreement entered into by the Company with Saankhya Labs Private Limited (Saankhya Labs) and its shareholders on March 30, 2022, the Company acquired majority stake in Saankhya Labs Private Limited on July 1, 2022. The Company at various dates acquired 64.40% of equity shares in aggregate through secondary purchase at a price of Rs. 454.19 per equity share amounting to 283.94 crore.

On July 08, 2022, Saankhya Labs has acquired 100% Shareholding in Saankhya Strategic Electronics Private Limited (SSE) which was incorporated with the main objective to develop, maintain and service all types of communication systems, electronic products, semiconductor integrated circuits/ chips, micro controllers, digital signal processors, processing algorithms, embedded software and related hardware and software. Consequent to such acquisition SSE has become a wholly-owned subsidiary of Saankhya Labs and a step-down subsidiary of the Company with effect from July 08, 2022.

As a result of acquisition of controlling interest by the Company in Saankhya and Saankhya Labs in SSE with effect from July 1, 2022 and July 8, 2022 respectively, the consolidated results for the quarter and nine months ended December 31, 2022 includes the contribution from those entities as below:

Particulars	Quarter ended December 31, 2022	Nine months ended December 31, 2022
Revenue from Operations	20.94	34.81
Profit / (Loss) before Tax	(13.46)	(18.77)
Profit / (Loss) after Tax	(13.45)	(18.73)

The fair value of assets and liabilities acquired have been provisionally determined by the Company and accounted for in accordance with IND AS 103 Business Combination.

Results for the quarter and nine months ended December 31, 2022, include the impact of the above transaction and are not comparable with the results for the quarter and nine months ended December 31, 2021.

12. The Board of Directors of the Company, at its meeting held on September 29, 2022, approved the Draft Scheme of Amalgamation of Saankhya Labs and SSE, with the Company and the respective stakeholders (the "Scheme"). The Company has filed the scheme with the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on September 30, 2022. Upon implementation of the scheme, the shareholders holding remaining 35.60% equity shares in Saankhya Labs Private Limited will be issued 112 equity shares of the Company for every 100 equity shares held in Saankhya Labs Private Limited.

The Scheme is subject to receipt of necessary approvals from the National Company Law Tribunal (NCLT), Stock Exchanges, the Securities and Exchange Board of India (SEBI), Shareholders, Creditors and such other persons and authorities, as may be required. Till such approvals are received, Saankhya Labs and SSE will continue to operate as majority-owned subsidiaries of Tejas Networks Limited.



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13. Potentially issuable equity shares, on account of Share Options/RsUs issued to employees and share warrants, that could potentially dilute basic earnings per share, are not included in the calculation of diluted earnings per share if they are anti-dilutive for the period presented.
14. Previous period's figures have been regrouped/reclassified wherever necessary, to confirm with the current period's presentation for the purpose of comparability.
15. The above statement of consolidated financial results was reviewed and recommended by the Audit Committee of the Board and subsequently approved by the Board of Directors at their respective meetings held on February 06, 2023.

For and on behalf of the Board of Directors

Sanjay Nayak

CEO and Managing Director
(DIN: 01049871)



Place: Bengaluru

Date: February 06, 2023



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