Tejas Networks Ltd.

Regd. Office: Plot No. 25, 5th Floor J.P. Software Park, Electronic City Phase 1 Hosur Road, Bengaluru 560 100, India Tel: +91-80-4179 4600/700/800

Fax: +91- 80- 2852 0201



July 26, 2019

The Secretary

National Stock Exchange of India Ltd

Exchange Plaza, C/1, Block G,

Bandra Kurla Complex, Bandra (East)

Mumbai – 400 051

NSE Symbol: TEJASNET

Dear Sir/Madam,

The Secretary **BSE Limited**P J Towers, Dalal Street,
Fort, Mumbai – 400 001 **BSE Scrip Code: 540595**

Re: 19th Annual General Meeting - Voting Results

In continuation to our letter dated June 28, 2019, we hereby inform you that the 19th Annual General Meeting of the Company was held on July 25, 2019. In this regard, please find enclosed the following:

- 1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as Annexure I.
- 2. Report of the Scrutinizer dated July 26, 2019, pursuant to Section 108 of the Companies Act, 2013 as Annexure II.

This is for your information and records. Please acknowledge.

Yours sincerely

For Tejas Networks Limited

N R Ravikrishnan

General Counsel, Chief Compliance Officer

& Company Secretary

Name of the Company			Tejas Networ	ks Limited				
Date of the 19th AGM			25-Jul-19					
Total number of shareho	lders on recor	rd date	24,860					
No of shareholders prese	ent either in pe	erson or proxy						
Promoter and Promoter Group:			0					
Public:			191					
No of shareholders atter	No of shareholders attended the meeting through Video							
Promoter and Pro	moter Group:		0					
Public:			0					
Resolution Required : (Ordinary)			-	consider and adopt T			•	
			•	f the Company for the	•	ended March	31,2019 together wit	h the Reports of the
What are a second of the secon			Board of Direc	tors and Auditors the	ereon.			
Whether promoter/ promoter group are interested in the agenda/resolution?						NO		
Category	Mode of				I			
	Voting			% of Votes Polled			% of Votes in	
			No. of votes		No. of Votes	No. of Votes	favour on votes	% of Votes against
		No. of shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		0				0.0000	
Duamenton and Duamenton	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		0	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot							
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		30892181	86.2807	30892181	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		35804285	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot							
	Total		30892181	86.2807	30892181	0	100.0000	0.0000
	E-Voting		10560694	18.8142	10560639	55	99.9995	0.0005
	Poll		33103467	58.9748	33103467	0	100.0000	0.0000
Public Non Institutions		56131571	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot							
	Total	91935856	43664161	77.7890	43664106 74556287	55 55	99.9999	0.0001

Name of the Company			Tejas Netwo	rks Limited					
Date of the 19th AGM			25-Jul-19						
Total number of shareho	olders on reco	ord date	24,860						
No of shareholders pres									
Promoter and Pro	moter Group	:	0						
Public:			191						
No of shareholders atter									
Promoter and Pro	moter Group	<u>:</u>	0						
Public:			0						
Resolution Required : (Ordinary)			2 - Declaratio	n of Final Dividend					
	3,								
Whether promoter/ promoter group are interested in the						NO			
agenda/resolution?	•								
Category	Mode of	No. of shares held	No. of votes		No. of	No. of	% of Votes in	% of Votes	
	Voting		polled	on outstanding	Votes – in	Votes	favour on votes	against on votes	
				shares	favour	-Against	polled	polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting	0			0	0		0.0000	
Group	Poll		0		0	0			
	Postal		0	0.0000	0	0	0.0000	0.0000	
	Ballot			0.000					
D 1 11 11 11 11	Total	05004005	0	0.0000	0	0	0.000	0.0000	
Public Institutions	E-Voting	35804285		86.3224	28964860	1942241	93.7159	6.2841	
	Poll		0	0.0000	0	0		0.0000	
	Postal		0	0.0000	0	0	0.0000	0.0000	
	Ballot		00007404	0/ 0004	000/40/0	4040044	00.7450	/ 00 //	
Dudella Nana la attanti ana	Total	F/404F74	30907101	86.3224	28964860	1942241	93.7159	6.2841	
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10560694	0		0.0000	
	Poll		33103467	58.9748	33103467	0		0.0000	
	Postal		0	0.0000	0	0	0.0000	0.0000	
	Ballot		12//11/1	77 7000	42//41/4		100 0000	0.000	
Total	Total	04005057	43664161	77.7890	43664161	1042241	100.0000	0.0000	
Total		91935856	74571262	81.1123	72629021	1942241	97.3955	2.6045	

Name of the Company			Tejas Netwo	rks Limited				
Date of the 19th AGM			25-Jul-19					
Total number of shareho	olders on reco	ord date	24,860					
No of shareholders pres	ent either in p	person or proxy						
Promoter and Pro	moter Group	:	0					
Public:			191					
No of shareholders atter	nded the mee	ting through Video						
Promoter and Pro	Promoter and Promoter Group:							
Public:			0					
Resolution Required : (Ord	Resolution Required : (Ordinary)			tment of Sanjay Naya	ak (DIN: 01049	871), as a Dire	ector liable to retire b	oy rotation
	•				•	•		•
18/1 11						NO.		
Whether promoter/ promoter group are interested in the agenda/resolution?						NO		
Category	Mode of	No. of shares held	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes
Category	Voting	INO. OF SHALES HEID	polled	on outstanding	Votes – in	Votes	favour on votes	against on votes
	Voting		polied	shares	favour		polled	polled
				Silaies	lavoui	-Against	polied	polied
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter	E-Voting	0		0.0000	0	0	0.0000	0.0000
Group	Poll		0	0.0000	0	0	0.0000	0.0000
·	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total		30907101	86.3224	30907101	0	100.0000	0.0000
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10540275	20419	99.8067	0.1933
	Poll		33103467	58.9748	33023844	79623	99.7595	0.2405
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total		43664161	77.7890	43564119	100042	99.7709	0.2291
Total		91935856	74571262	81.1123	74471220	100042	99.8658	0.1342

Name of the Company			Tejas Netwo	rks Limited						
Date of the 19th AGM			25-Jul-19							
Total number of shareho	olders on reco	ord date	24,860							
No of shareholders prese	ent either in p	person or proxy								
Promoter and Promoter Group:			0							
Public:			191							
No of shareholders attended the meeting through Video										
Promoter and Promoter Group:			0	0						
Public:			0							
Description Description of Constitution					1 (DIN 04040)	274) 01: 65				
Resolution Required : (Special)			of the Compa	tment of Sanjay Naya ny	ak (DIN: 01049)	8/1) as Chief E	xecutive Officer and	Managing Director		
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
Category	Mode of	No. of shares held	No of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes		
dategory	Voting	No. of Shares field	polled	on outstanding	Votes – in	Votes	favour on votes	against on votes		
	Voting		policu	shares	favour	-Against	polled	polled		
				Silaics	lavoui	-Against	polica	policu		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
Promoter and Promoter	E-Voting	0			0	0	0.0000			
Group	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal		0	0.0000	0	0	0.0000	0.0000		
	Ballot									
	Total		0	0.0000	0	0	0.0000	0.0000		
Public Institutions	E-Voting	35804285	29789634	83.2013	29789634	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal		0	0.0000	0	0	0.0000	0.0000		
	Ballot									
	Total		29789634	83.2013	29789634	0	100.0000	0.0000		
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10540275	20419	99.8067	0.1933		
	Poll		33044726	58.8701	32778978	265748	99.1958	0.8042		
	Postal		0	0.0000	0	0	0.0000	0.0000		
	Ballot									
	Total		43605420	77.6843	43319253	286167	99.3437	0.6563		
Total		91935856	73395054	79.8329	73108887	286167	99.6101	0.3899		

Name of the Company			Tejas Netwo	rks Limited					
Date of the 19th AGM			25-Jul-19						
Total number of shareho	lders on reco	ord date	24,860						
No of shareholders prese	ent either in p	erson or proxy							
Promoter and Pro	moter Group:	:	0						
Public:			191						
No of shareholders attended the meeting through Video									
Promoter and Promoter Group:			0						
Public:			0						
Resolution Required : (Special)				ent of Arnob Roy (DII ficer and Whole-time	•		ole to retire by rotati	on and as Chief	
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
Category	Mode of Voting		No. of votes	% of Votes Polled on outstanding	No. of Votes – in	No. of Votes	% of Votes in favour on votes	% of Votes against on votes	
		No. of shares held	polled	shares	favour	-Against	polled	polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting	F.1	0		0	0			
	Poll		0		0	0		0.0000	
Promoter and Promoter	Postal	0			-				
Group	Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	E-Voting		29789634	83.2013	29789634	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions	Postal	35804285							
	Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		29789634	83.2013	29789634	0	100.000	0.0000	
	E-Voting		10560639		10539980	20659		0.1956	
	Poll		33044726	58.8701	32808601	236125	99.2854	0.7146	
	Postal	56131571							
	Ballot		0	0.000		0	0.0000		
	Total		43605365		43348581	256784	99.4111	0.5889	
Total		91935856	73394999	79.8328	73138215	256784	99.6501	0.3499	

Name of the Company			Tejas Netwo	rks Limited					
Date of the 19th AGM			25-Jul-19						
Total number of shareho	olders on reco	ord date	24,860						
No of shareholders pres	ent either in p	person or proxy							
Promoter and Pro	moter Group	:	0						
Public:			191						
No of shareholders atter	No of shareholders attended the meeting through Video								
Promoter and Promoter Group:			0						
Public:			0						
Resolution Required : (Special)			6 - Appointme	ent of Chandrashekh	ar Bhaskar Bha	ave, (DIN: 000	59856), as an		
	•			ndependent Director, not liable to retire by rotation					
Whather promoter/ promoter group are interested in the									
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
Category	Mode of	No. of shares held	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes	
Category		INO. OF Shares held			Votes – in	Votes			
	Voting		polled	on outstanding			favour on votes	against on votes	
				shares	favour	-Against	polled	polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter	E-Voting	0		0.0000	0	0	0.0000	0.0000	
Group	Poll		0	0.0000	0	0	0.0000	0.0000	
'	Postal		0	0.0000	0	0	0.0000	0.0000	
	Ballot								
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal		0	0.0000	0	0	0.0000	0.0000	
	Ballot								
	Total		30907101	86.3224	30907101	0	100.0000	0.0000	
Public Non Institutions	E-Voting	56131571	10560694	18.8142	10560549	145	99.9986	0.0014	
	Poll		33103467	58.9748	33103467	0	100.0000	0.0000	
	Postal		0	0.0000	0	0	0.0000	0.0000	
	Ballot								
	Total		43664161	77.7890	43664016	145	99.9997	0.0003	
Total		91935856	74571262	81.1123	74571117	145	99.9998	0.0002	

Name of the Company			Tejas Netwo	rks Limited						
Date of the 19th AGM			25-Jul-19							
Total number of shareho	olders on reco	ord date	24,860							
No of shareholders pres	ent either in p	person or proxy								
Promoter and Pro	moter Group	:	0							
Public:			191							
No of shareholders attended the meeting through Video										
Promoter and Promoter Group:			0	0						
Public:			0							
			•							
Resolution Required : (Spe	vial)		7 - Borrowing	s in excess of paid-up	canital and fi	an reserves				
Resolution Required . (Spe	Cialy		Dorrowing	s in cacess of paid-up	capital alla li	CC 1C3CI VC3				
Whether promoter/ promoter group are interested in the						NO				
agenda/resolution?										
Category	Mode of	No. of shares held	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes		
	Voting		polled	on outstanding	Votes – in	Votes	favour on votes	against on votes		
				shares	favour	-Against	polled	polled		
						•	-	-		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
Promoter and Promoter	E-Voting	0	0		0	0	0.0000	0.0000		
Group	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal		0	0.0000	0	0	0.0000	0.0000		
	Ballot									
	Total	1	0	0.0000	0	0	0.0000	0.0000		
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal		0	0.0000	0	0	0.0000	0.0000		
	Ballot									
	Total		30907101	86.3224	30907101	0	100.0000	0.0000		
Public Non Institutions	E-Voting	56131571	10560638	18.8141	10559893	745	99.9929	0.0071		
	Poll		33103467	58.9748	33103467	0	100.0000	0.0000		
	Postal		0	0.0000	0	0	0.0000	0.0000		
	Ballot									
	Total		43664105	77.7889	43663360	745		0.0017		
Total	_	91935856	74571206	81.1122	74570461	745	99.9990	0.0010		

Name of the Company			Tejas Networ	ks Limited				
Date of the 19th AGM			25-Jul-19					
Total number of shareho	lders on recor	d date	24,860					
No of shareholders prese	ent either in p	erson or proxy						
Promoter and Pro	Promoter and Promoter Group:							
Public:			191					
No of shareholders attended the meeting through Video								
Promoter and Promoter Group:			0					
Public:			0					
Resolution Required : (Spec	cial)		8 - Appointme	nt of Branch Auditors	5			
Whether promoter/ promoter group are interested in the						NO		
agenda/resolution?								
Category	Mode of	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
	Voting		polled	on outstanding	- in favour	-Against	favour on votes	on votes polled
				shares			polled	
		[4]	[0]	[2] ([2]/[4])*400	F41	[5]	[/] ([4]/[2])*100	[7] ([5]/[2])*100
Promoter and Promoter	E-Voting	[1]	[2]	[3]={[2]/[1]}*100 0.0000	[4]	(c)	[6]={[4]/[2]}*100 0.0000	[7]={[5]/[2]}*100 0.0000
Group	Poll	U	0	0.0000		0	0.0000	
Group	Postal Ballot		0	0.0000		0	0.0000	
	r Ostai DailOt		U	0.0000	0	U	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	35804285	30907101	86.3224	30907101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30907101	86.3224		0	100.0000	
Public Non Institutions	E-Voting	56131571	10560694	18.8142		140	99.9987	0.0013
	Poll		33103457	58.9748		0	100.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43664151	77.7890	43664011	140	99.9997	0.0003
	i otai		I CI FUUCF	11.1070	1 1 0 7 0 0 7 0 1 1	140	77.7771	0.0003



FCS 772

FORM NO. MGT-13 Report of Scrutinizer

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of the 19th Annual General Meeting of the equity shareholders of **Tejas Networks Limited** (the "**Company**") held on Thursday, July 25, 2019 at 3.00 p.m. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka.

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, appointed as Scrutinizer for the purpose of scrutinizing the votes cast through electronically at the venue on the below mentioned resolutions, at the 19th Annual General Meeting of the equity shareholders of Tejas Networks Limited, held on Thursday, July 25, 2019 at 3.00 pm (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka, submit my report as under:

- 1. The combined scrutinizer's report on remote e-Voting and electronic voting at the Annual General Meeting is annexed herewith: Annexure A
- 2. The result of the electronic voting at venue of the AGM is as under:

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Resolution No. 1 - Adoption of Financial Statements - Ordinary Resolution

To receive, consider and adopt:

a. The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voting "in Favour" of the resolution

Total Number of members present and exercised their votes (in person or proxy)		% of total number of valid votes cast
126	33103467	100

(ii) Voted "against" the resolution

exerci	Number of ers present and sed their votes rson or proxy)	votes cast by	% of total number of valid
	00	00	00

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
.00	00

Resolution No. 2 - To declare a final dividend on equity shares for the financial year ended March 31, 2019 - Ordinary Resolution

(i) Voting "in Favour" of the resolution

members present and exercised their votes (in person or proxy)		% of total number of valid votes cast
126	33103467	100

(ii) Voted "against" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
00	00	. 00

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



Resolution No. 3 - Re-appointment of Sanjay Nayak (DIN: 01049871), as a Director liable to retire by rotation - Ordinary Resolution

(i) Voting "in Favour" of the resolution

Total Number of members present and exercised their votes (in person or proxy)		% of total number of valid votes cast
126	33023844	99.76

(ii) Voted "against" the resolution

Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid
1	79623	0.24

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	. 00

Resolution No.4 - Re-appointment of Sanjay Nayak (DIN: 01049871) as Chief Executive Officer and Managing Director of the Company - Special Resolution

(i) Voting "in Favour" of the resolution

Total Number of members present and exercised their votes (in person or proxy)		% of total number of valid votes cast
122	32778978	99.20

(ii) Voted "against" the resolution

5	265748	0.80

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00

Resolution No.5 - Appointment of Arnob Roy (DIN: 03176672) as Director liable to retire by rotation and as Chief Operating Officer and Whole-time Director of the Company - Special Resolution

(i) Voting "in Favour" of the resolution

members present and exercised their votes (in person or proxy)		
122	32808601	99.29

(ii) Voted "against" the resolution .

members present and	Total Number of votes cast by them (no. of shares)	
5	236125	0.71

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votos goet by the
00	00

Resolution No.6 - Appointment of Chandrashekhar Bhaskar Bhave, (DIN: 00059856), as an Independent Director, not liable to retire by rotation - Ordinary Resolution

(i) Voting "in Favour" of the resolution

members present and	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
126	33103467	100

(ii) Voted "against" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	. 00

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00

Resolution No.7 – Borrowings in Excess of paid-up capital and free reserves – Special Resolution $\,$

(i) Voting "in Favour" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid
126	33103467	100

(ii) Voted "against" the resolution

Total Number of members present and exercised their votes (in person or proxy)		
00	- 00	. 00

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)	
		¥2
. 00		00



Resolution No.8 - Appointment of Branch Auditors - Ordinary Resolution

(i) Voting "in Favour" of the resolution

Total Number of members present and exercised their votes (in person or proxy)		
126	33103457	100

(ii) Voted "against" the resolution

	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	.00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)	
00	00	

- 3. Soft copy containing a list of equity shareholders who voted electronically "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been email to the Company Secretary of the Company.
- 4. All other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Dwarakanath (Company Secretary in Practice (FCS: 7723 C.P. No: 4847)

Secretary

UDIN No. F007723A000001871

Place: Bengaluru Date: 26th July 2019





COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND ELECTRONIC VOTING AT THE ANNUAL GENERAL MEETING

To,

The Chairman of the 19th Annual General Meeting of the equity shareholders of Tejas Networks Limited (the "Company") held on Thursday, July 25, 2019 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka.

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of Tejas Networks Limited (the "Company") for the purpose of scrutinizing the votes cast through remote e-voting conducted pursuant to Section 108 and 109 of the Companies Act, 2013 (the "Act") and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the votes cast through electronic voting at the venue in respect of the resolutions proposed at the 19th Annual General Meeting of the equity shareholders the Company held on Thursday, July 25, 2019 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560 100, Karnataka (the "AGM").

The notice dated 22nd April 2019 along with the statement setting out the material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM.

The shareholders of the Company holding shares as on the relevant date i.e.18th July 2019 were entitled to vote on the resolutions as contained in the notice of the AGM.

The Company has engaged the services of the National Securities Depository Limited (the "NSDL") for providing the e-voting facility. The voting period for remote e-voting commenced on Saturday, July 20, 2019 at 9.00 A.M. IST and ended on Wednesday, July 24, 2019 at 5.00 P.M. IST.

The management of the Company is responsible to ensure compliance of the provisions of the Act and other applicable laws, relating to the remote e-voting and electronic voting at the AGM. My responsibility as a Scrutinizer is restricted to making a consolidated scrutinizer's report of the votes cast "For"

FCS 7723

#31, Vidya Bhavan, 3rd Floor, Rear Block, Opp. Karanji Rajare Ja Perhale, W.A.T. Street, Basavanagudi, Basavanagud Phone: 080 41203012 | Mobile: +91 94483 62485 | Email: dwarakanath.c@gmail.com, dwarakanath_c@gmail.com,

the resolution as stated in the notice of the AGM or those which are "treated as invalid", based on the report generated from the e-voting system provided by the NSDL and the scrutiny of the electronic votes cast at the AGM.

After counting the votes cast electronically at the venue of the AGM, the votes cast through remote e-voting facility was duly unblocked on 25th July 2019 at 5:30 P.M. in the presence of two witnesses, viz., Mr. Gopi Krishna, currently residing at No. 27, Tanu Mansion, 2nd Main, Venkatapura, HSR layout, Bengaluru - 560 034 and Ms. Kavya Sree, 1st Avenue, Teacher's colony, HSR layout, Sector -5 Bengaluru - 560 034 who are not in employment of the Company.

Thereafter, the details of the votes cast "For" or "Against" and those which were "invalid" were extracted from the e-voting at venue and the list of equity shareholders who voted "For" or "Against" was downloaded from the e-voting website of the NSDL i.e. https://www.evoting.nsdl.com/

I now submit my consolidated report on the remote e-voting and electronic voting at venue as under:

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Resolution No. 1 - Adoption of Financial Statements - Ordinary Resolution

To receive, consider and adopt:

a. The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	number of
Remote e- voting	108	41452820	55.60
e-Voting at the meeting	126	33103467	44.40
Total	234	74556287	100

(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	number of
Remote e- voting	1	55	0.00
e-Voting at the meeting	0	0	0.00
Total	1	55	0.00

Total number of members presen and exercised their votes (in person or proxy) whose votes were declared invalid		lotal number of	
Remote e- voting	00	00	
e-Voting at the meeting	00	00	
Total	00	00	

Resolution No. 2 – To declare a final dividend on equity shares for the financial year ended March 31, 2019 - Ordinary Resolution

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by	% of total number of valid votes cast
Remote e- voting	105	39525554	53.00
e-Voting at the meeting	126	33103467	44.39
Total	231	72629021	97.40

(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	
Remote e- voting	5	1942241	2.60
e-Voting at the meeting	0	0	0.00
Total	5	1942241	2.60

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
Remote e- voting	00	00	
e-Voting at the meeting	00	00	
Total	00	00	



Resolution No. 3 - Re-appointment of Sanjay Nayak (DIN: 01049871), as a Director liable to retire by rotation - Ordinary Resolution

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total
Remote e- voting	107	41447376	55.58
e-Voting at the meeting	126	33023844	44.28
Total	233	74471220	99.87

(ii) Voted "against" the resolution

			% of total number of valid votes cast
Remote e- voting	3	20419	0.03
e-Voting at the meeting	1	79623	0.10
Total	4	100042	0.13

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	votes cast by them	
Remote e- voting	00	00	
e-Voting at the meeting	00	00	
Total	00	00	

Resolution No.4 - Re-appointment of Sanjay Nayak (DIN: 01049871) as Chief Executive Officer and Managing Director of the Company - Special Resolution

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Navasalaass - f	
Remote e- voting	105	40329909	54.95
e-Voting at the meeting	122	32778978	44.66
Total	227	73108887	99.61

(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	3	20419	0.03
e-Voting at the meeting	5	265748	0.36
Total	8	286167	0.39

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)	
Remote e- voting	00	00	
e-Voting at the meeting	00	00	
Total	00	00	



Resolution No.5 – Appointment of Arnob Roy (DIN: 03176672) as Director liable to retire by rotation and as Chief Operating Officer and Whole-time Director of the Company – Special Resolution

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	103	40329614	54.95
e-Voting at the meeting	122	32808601	44.70
Total	225	73138215	99.65

(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	4	20659	0.03
e-Voting at the meeting	5	236125	0.32
Total	9	256784	0.35

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
Remote e- voting	00	00	
e-Voting at the meeting	00	00	
Total	00	00	



Resolution No.6 - Appointment of Chandrashekhar Bhaskar Bhave, (DIN: 00059856), as an Independent Director, not liable to retire by rotation - Ordinary Resolution

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)		% of total number of valid votes cast
Remote e- voting	107	41467650	55.61
e-Voting at the meeting	126	33103467	44.39
Total	233	74571117	100

(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	number of
Remote e- voting	3	145	0.00
e-Voting at the meeting	0	0	0.00
Total	3	145	0.00

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	votes cast by them
Remote e- voting	• 00	00
e-Voting at the meeting	00	00
Total	00	00

Resolution No.7 – Borrowings in Excess of paid-up capital and free reserves – Special Resolution $\,$

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	97 •	41466994	55.61
e-Voting at the meeting	126	33103467	44.39
Total	223	74570461	100

(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	
Remote e- voting	11	745	0.00
e-Voting at the meeting	0	0	0.00
Total .	11'	745	0.00

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	votes cast by them
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



Resolution No.8 - Appointment of Branch Auditors - Ordinary Resolution

(i) Voting "in Favour" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total
Remote e- voting	108	41467655	55.61
e-Voting at the meeting	126	33103457	44.39
Total	234 *	74571112	100

(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	
Remote e- voting	2	140	0.00
e-Voting at the meeting	0	0	0.00
Total	2	140	0.00

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	votes cast by them	
Remote e- voting	00	00	
e-Voting at the meeting	00	00	
Total	00	00	

A separate Report of the Scrutinizer in Form MGT-13, of even date, has been issued for the results of the electronic voting at the venue of the AGM.

Thanking you.

Yours faithfully,

Dwarakanath C

Company Secretary in Practice

(FCS: 7723 C.P. No: 4847)

Date: 26th July 2019

Witness:

Gopi Krishna

Kavya Sree

N R Ravikrishnan General Counsel, Chief Compliance Officer and Company Secretary ACS Membership No: 7875

Date: 26th July 2019