



May 15, 2018

To,

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

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

Dear Sir/Madam,

Ref: Intimation under Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements), we hereby confirm that there has been no deviation in the use of IPO Proceeds from the objects stated in the prospectus dated June 21, 2017.

In this regard, please find attached the Monitoring Agency Report provided by Axis Bank Limited (Monitoring Agent) for the quarter ended on March 31, 2018 for your reference.

We request you to please take the above on record.

Thanking you,

Yours sincerely
For Tejas Networks Limited

A handwritten signature in blue ink, appearing to read "G.V. Krishnakanth", is written over a light pink rectangular background.

G V Krishnakanth
Company Secretary and Compliance Officer

Encl: a/a



AXB/CO/IFB-TS/18-19/ **S4**
May 15th, 2018

Tejas Networks Limited
5th Floor, J P Software Park,
Plot No 25, Sy. No 13, 14, 17, 18,
Konnappa Agradhara Village,
Begur Hobli, Bangalore – 560 100

Dear Sir,

Sub: Tejas Networks Limited (the Company) – Monitoring Agent

We write in our capacity of Monitoring Agent to the Company and refer to our duties cast under Regulation 16(2) of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009.

In terms of above, please find attached the Monitoring Report for the quarter ended on March 31st, 2018, as per Schedule IX of the aforesaid SEBI Regulations.

Request you to kindly take the same on records.

Thanking you,
For **Axis Bank Limited**


Amar Hadye
Assistant Vice President





Report of the Monitoring Agency

Name of the Issuer: **Tejas Networks Limited**

For Quarter ended: **March 2018**

Name of the Monitoring Agency: **Axis Bank Limited**

(a) Deviation from the objects: **No deviation from the objects (relevant comments are specified in the report below)**

(b) Range of Deviation*: **Not applicable (relevant comments are specified in the report below)**

Declaration:

We hereby declare that this report is based on the format as prescribed by SEBI (ICDR) Regulations, 2009, as amended. We further declare that this report provides true and fair view of the utilization of issue proceeds.

We declare that we do not have any direct / indirect interest in or relationship with the issuer/promoters/directors/management and also confirm that we do not perceive any conflict of interest in such relationship / interest while monitoring and reporting the utilization of issue proceeds by the issuer. We also declare that the certificate is provided on the basis of management representation and certification provided by the independent chartered accountant.

Signature:

Name of Signing Authority: **Mr. Amar Hadye**

Designation Signing Authority: **Assistant Vice President**

Date:



1) **Issuer Details:**

Name of the issuer : Tejas Networks Limited
 The name of the promoter of the issuer : Not applicable
 Industry/sector to which it belongs : Manufacturing

2) **Issue Details:**

Issue Date : 22nd June 2017
 Type of issue : Rs 257, including security premium of Rs. 247/- each.
 Type of specified securities : Equity Shares with par value of Rs 10/- each
 Issue size : A. Fresh Issue : Rs. 4,500.00 Million
 B. Offer for Sale : Rs. 3,266.88 Million

3) **Details of the arrangement made to ensure the monitoring of issue proceeds:**

Sr.	Particular	Reply	Comments of Monitoring Agency (also please refer to note 3 & 4 below)
1.	Whether all the utilization is as per disclosure in Offer Document?	Yes	
2.	Whether Shareholder approval is obtained in case of material deviations# from expenditures disclosed in Offer Document?	Not Applicable	There is no material deviation from the expenditure disclosed in the offer document.
3.	Whether means of finance for disclosed objects of the Issue has changed?	No	
4.	Any major deviation observed over the earlier certificate issued?	Not to our knowledge	
5.	All Government/Statutory approvals related to the work carried out have been obtained	Yes	Based on the Company's representation and confirmation letter dated 08.05.2018
6.	All arrangements pertaining to technical assistance/collaboration are in operation	Not Applicable	
7.	There is no significant favorable events occurred leading to improving object(s) viability	Not to our knowledge	
8.	There is no significant unfavorable events occurred affecting object(s) viability	Not to our knowledge	
9.	There are no other relevant information that may materially affect the work carried out or corresponding decision making of stake holders with reference to the projects.	Not to our knowledge	

Where material deviation may be defined to mean:

- a) Deviation in the objects or purposes for which the funds have been raised: **Not applicable**
 b) Deviation in the amount of fund actually utilized by more than 10% of the amount projected in the offer documents.: **Not applicable**



4) **Details of object(s) to be monitored:**

(i) **Objects of the Offer-**

(Rs in million)

Particulars	Proposed utilization	Comments of Monitoring Agency
Capital expenditure towards payment of salaries and wages of our Research and Development team	452.86	
Working capital requirement	3,030.00	
General corporate purposes [Refer Note 2(b)]	762.05	Please refer to note 2 (b) below
General corporate purposes -Additional (Excess of Offer expenses as estimated in the Prospectus over the actuals) [Refer Note 2(b)]	43.81	Please refer to note 2 (b) below
Total	4,288.72	

(ii) **Progress in the objects- during 1st January 2018 to 31st March, 2018**

(Rs. In million)

Particulars	Proposed utilization	Actual Utilisation till December 31,2017	Pending utilization as at December 31, 2017	Actual utilization during January 1, 2018 to March 31, 2018	Pending utilization as at March 31, 2018
(i) Capital expenditure towards payment of salaries and wages of our Research and Development team	452.86	228.37	224.49	128.12	96.37
(ii) Working capital requirement	3,030.00		-	-	-
- Repayment of working capital borrowings		2,702.81			
- Payments to vendors in the normal course of business		327.19			
(iii) General corporate purposes [Refer Note 2(b)]	762.05	762.05	-	-	-
(iv) General corporate purposes Additional [Refer Note 2(b)]	43.81	43.81	-	-	-
TOTAL	4,288.72	4,064.23	224.49	128.12	96.37

(iii) **Particulars of investment of unutilized funds as on 31st March, 2018:**



Rs. in Million

Type of instrument where amount invested	Amount invested*	Maturity date	Earnings (Due on maturity date)	Return on Investment (ROI %)	Market Value as at the end of quarter
Balance in Current Account- Monitoring Account with Axis Bank 917020045416993	0.87	NA	NA	NA	NA
Balance in Current Account- IPO Account with Axis Bank 917020038901457	0.29	NA	NA	NA	NA
Axis Bank FD-918040002989046	15.00	7-Apr-18	0.21	6.0%	NA
Axis Bank FD-918040004449432	40.00	7-May-18	0.73	6.0%	NA
Axis Bank FD-918040004450335	40.00	7-May-18	0.73	6.0%	NA
Axis Bank FD-918040004449092	37.00	7-May-18	0.68	6.0%	NA
Axis Bank FD-918040004448798	15.00	7-Apr-18	0.20	6.0%	NA
Total	148.16		2.55		

* Includes amount utilised towards objects of the offer from other banks (to be squared off through future drawings from IPO designated accounts) and net interest earned on the deposits till March 31, 2018.

(iv) Delay in implementation of the object(s)- Not to our knowledge

NOTES TO THE MONITORING REPORT DATED 14th May, 2018

1. As defined in the Prospectus:
 - (i) 'Fresh Issue' represents the fresh issue of 17,509,727 Equity Shares aggregating to Rs. 4,500 million by the Company .
 - (ii) 'Offer for Sale' represents the offer for sale of 12,711,605 Equity Shares by the Selling Shareholders at the Offer Price aggregating to Rs. 3,266.88 million,
 - (iii) 'Net Proceeds' represent proceeds of the Fresh Issue less the Company's share of the Offer expenses.
2. Offer Expenses
 - a) Offer expenses represent the expenses incurred by the Company supported by invoices or provided based on contracts and recorded in the books of account upto 31st March, 2018. The actual expenses could differ from the provisions made, based on receipts of final invoices for services rendered.



Rs. Million

Particulars	Fresh Issue	Offer for Sale	Total Amount
Offer expenses as estimated in the Prospectus	255.09	183.51	438.60
Less: Offer Expenses	-211.28	-153.22	-364.50
Excess estimated	43.81	30.29	74.10

As mentioned in the Prospectus, all the fees and expenses relating to the Offer other than listing fees (which will be borne by Company) shall be shared between Company and the Selling Shareholders, upon successful completion of the Offer in proportion to the Fresh Issue and Equity Shares sold in the Offer, in accordance with applicable law. The Selling Shareholders shall reimburse Company for all expenses incurred by Company in relation to the Offer for Sale on each of their behalf.

- b) Aforesaid balance excess estimated offer Expenses attributable to Fresh Issue, amounting to Rs. 43.81 Million, is made available for utilisation towards 'General corporate purposes' in addition to the amount mentioned in the Prospectus as identified in D above and shown separately as 'General corporate purposes -Additional' .
3. As on March 31, 2018, the unutilised proceeds of the Fresh Issue and unpaid amount of the proceeds from the Offer for Sale are maintained in fixed deposit accounts and current accounts with banks as follows, pending utilization/ payments
 4. Pursuant to the terms of Objects Clause in the Prospectus, the utilization of the issue proceeds were estimated to be completed during the fiscal 2018. However there as on 31st March, 2018 there is unutilized amount of Rs. 96.37 million.
 5. We understand that, during the quarter ended September 30, 2017, the Income Tax Department initiated proceedings under Section 132 of the Income Tax Act, 1961 and issued restraint order on certain bank accounts and deposits of the Company. The Company and its officials fully co-operated with Income Tax Department. As on date, the restraint order has been withdrawn and there is no demand raised. The Company is of a view that the outcome of the proceedings will not have any material impact on the Company's results.
 6. We understand that, as at quarter ended March 31, 2018, the Company has factored receivables on a non-recourse basis in the normal course of business pertaining to customer with banker under factoring agreement and has derecognized such receivables amounting to Rs 9,962 lakhs in accordance with Ind AS 109 - Financial Instruments.

