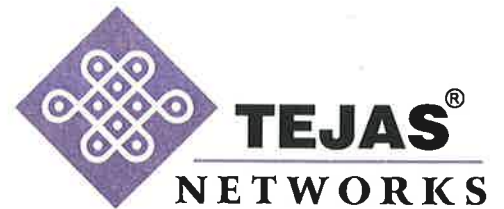


## Tejas Networks Ltd.

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



**Amb. Leela K Ponappa,**  
**No:71, IFS Villas,**  
**P 6 Greater Noida,**  
**Uttar Pradesh – 201310**

June 28, 2021

Dear Madam

### **Re: Modification to the terms of Letter of appointment dated February 16, 2016**

We refer to the letter of appointment dated February 16, 2016 appointing you as an **Independent Director** (the “**Independent Director**”) of the Company with effect from February 16, 2016

We would like to inform you that the shareholders in their 21<sup>st</sup> Annual General Meeting held on June 25, 2021 have passed the following Ordinary Resolution which is re-produced as below:

### **Approval of payment of Remuneration to the Non-Executive and Independent Directors**

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the Shareholders with respect to payment of remuneration to Non-Executive and Independent Directors, consent of the Shareholders of the Company be and is hereby accorded, pursuant to the provisions of Section 149(9), Section 197, Section 198 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), for payment of remuneration to the Non-Executive and Independent Directors(existing or proposed to be appointed in future) in any financial year shall be as under:

#### **1. Where the Company has profits in a financial year**

The remuneration payable either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, (in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof) such sum by way of commission as the Board and/or a Committee thereof may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and computed in the manner provided under Section 198 of the Companies Act, 2013 with effect from financial year ended March 31, 2021.

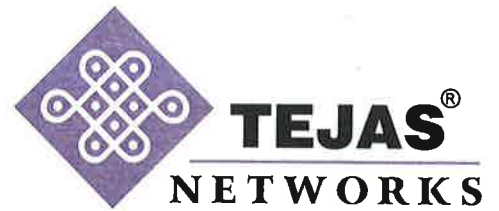
#### **2. Where the Company has no profits or its profits are inadequate in a financial year**

The remuneration, (in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof), shall not exceed the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 with effect from financial year ended March 31, 2021.



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**“RESOLVED FURTHER THAT** the consent of the Shareholders of the Company is accorded to the Board of Directors of the Company including Nomination and Remuneration Committee 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 including payment of such remuneration for any period or period.”

In light of the above, the letter of appointment dated February 16, 2016 stands modified by addition of a new sub-clause to the Clause 5 to the said letter of appointment and numbered as Clause 5. 3 which is as follows:

*In case of the Company has no profits or inadequate profits then the remuneration, (in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof), shall not exceed the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 with effect from financial year ended March 31, 2021.*

All the other terms and conditions as mentioned in the letter of appointment dated February 16, 2016 shall remain the same and are un-altered.

Thanking you,

Yours sincerely  
For Tejas Networks Limited

**N R Ravikrishnan**  
General Counsel and Chief Compliance Officer  
and Company Secretary

