

TEJAS NETWORKS LIMITED

CCIN: U72900KA2000PLC026980

Regd. Office: J P Software Park, Plot No 25, Sy. No 13, 14,17,18
Konnappana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India.

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NOTICE

NOTICE is hereby given that the 17th Annual General Meeting ("AGM") of the Members of Tejas Networks Limited will be held on Wednesday, September 27, 2017 at 3:00 P.M. (IST) at the Registered Office of the Company at 6th floor, J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnappana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statements of the Company, and the consolidated financial statements for the year ended March 31, 2017 including reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Sanjay Nayak (DIN: 01049871), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration by passing the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, for the time being in force M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company, subject to ratification of the said appointment at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company ."

SPECIAL BUSINESS:

4. Regularization of Additional Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Shirish Saraf (DIN: 01918219) who was appointed as an Additional Director with effect from August 02, 2016 on the Board of the Company in terms of Section 161 of the Companies Act 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as director of the Company with immediate effect and the period of

his office shall be liable to determination by retirement of directors by rotation."

5. Ratification of Tejas Networks Limited Employee Stock Option plan – 2014.

To consider and, if thought fit, to pass, with or without modification, the following resolutions as an **Ordinary Resolution:-**

RESOLVED THAT in furtherance of the special resolution passed by the shareholders at the Annual general meeting held on September 24, 2014 including subsequent amendments thereon, and pursuant to Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2014 (including any amendments thereon) ("**SEBI SBEB Regulations**"), applicable provisions of the Companies Act, 2013 (including any amendments thereon) ("**Act**"), the Tejas Networks Limited Employee Stock Option Plan 2014 ("ESOP 2014"), which was formulated and approved prior to the initial public offering of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board and/or the Nomination and Remuneration Committee to secure any further consent or approval of the shareholders of the Company.

6. Ratification of Tejas Networks Limited Employee Stock Option plan – 2014- A.

To consider and, if thought fit, to pass, with or without modification, the following resolutions as an **Ordinary Resolution:-**

RESOLVED THAT in furtherance of the special resolution passed by the shareholders at the Annual general meeting held on July 25, 2016 including subsequent amendments thereon, and pursuant to Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2014 (including any amendments thereon) ("**SEBI SBEB Regulations**"), applicable provisions of the Companies Act, 2013 (including any amendments thereon) ("**Act**"), the Tejas Networks Limited Employee Stock Option Plan -2014 - A ("ESOP 2014- A"), which was formulated and approved prior to the initial public offering of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any questions, difficulties

or doubts that may arise in this regard without requiring the Board and/or the Nomination and Remuneration Committee to secure any further consent or approval of the shareholders of the Company.”

7. Ratification of Tejas Networks Limited Employee Stock Option plan – 2016

To consider and, if thought fit, to pass, with or without modification, the following resolutions as an **Ordinary Resolution:-**

RESOLVED THAT in furtherance of the special resolution passed by the shareholders at the Extraordinary general meeting held on August 29, 2016 including subsequent amendments thereon, and pursuant to Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2014 (including any amendments thereon) (“**SEBI SBEB Regulations**”), applicable provisions of the Companies Act, 2013 (including any amendments thereon) (“**Act**”), the Tejas Networks Limited Employee Stock Option Plan -2016 (“ESOP 2016”), which was formulated and approved prior to the initial public offering of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board and/or the Nomination and Remuneration Committee to secure any further consent or approval of the shareholders of the Company.”

8. Approval of Tejas Restricted Stock Unit Plan 2017 (“RSU 2017” or the “Plan”) and grant of Restricted Stock Units under RSU 2017 to eligible employees of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolutions as a **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) and in accordance with the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SEBI SBEB Regulations**”), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and

sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of ‘Tejas Restricted Stock Unit Plan 2017’ (“**RSU 2017” or the “Plan**”), either directly or through a trust to be set up by the Company, authorizing the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 30,00,000 (Thirty Lakhs) restricted stock units (“**RSUs**”) to such person(s) who are in permanent employment of the Company, whether working in India or out of India, and to the directors of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the RSUs under applicable laws and regulations prevailing from time to time, exercisable into not more than 30,00,000 (Thirty Lakhs) equity shares of face value of Rs. 10 /- (Rupees ten only) each fully paid-up (as adjusted for any changes in the capital structure of the Company), at such price or prices and on such terms and conditions as may be fixed or determined by the Board in accordance with the RSU 2017.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of such RSUs from time to time in accordance with the Plan, and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the trust be and is hereby authorized to acquire, hold, transfer and deal in the equity shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary to the implementation of the Plan.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the RSU 2017 subject to the compliance with the applicable laws and regulations without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RSU 2017 and do all other things incidental and ancillary thereof.”



“RESOLVED FURTHER THAT in case of any corporate actions, such as rights issue, bonus issue, merger, sale of division of the Company or other similar events, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the RSU 2017 are passed on the eligible employees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the RSU 2017 on the stock exchanges as per the provisions of the LODR, SEBI SBEB Regulations and other applicable laws and regulations.”

“RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the RSU 2017 and generally for giving effect to these resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.”

9. Approval of grant of Restricted Stock Units under Tejas Restricted Stock Unit Plan 2017 to the eligible employees of subsidiary companies

To consider and, if thought fit, to pass, with or without modification, the following resolutions as **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) and in accordance with the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR”**), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI SBEB Regulations”**), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of ‘Tejas Restricted Stock Unit Plan 2017’ (**“RSU 2017”** or the **“Plan”**), either directly or through a trust to be set up by the Company, authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any

Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 30,00,000 (Thirty Lakhs) restricted stock units (**“RSUs”**) to such person(s) who are in permanent employment, including directors, whether working in India or out of India, of any existing or future subsidiary companies of the Company whether in or outside India, and to such other persons as may from time to time be allowed to be eligible for the benefits of the RSUs under applicable laws and regulations prevailing from time to time, exercisable into not more than 30,00,000 (Thirty Lakhs) equity shares of face value of Rs. 10/- (Rupees ten only) each fully paid-up (as adjusted for any changes in the capital structure of the Company), at such price or prices and on such terms and conditions as may be fixed or determined by the Board in accordance with the RSU 2017.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of such RSUs from time to time in accordance with the Plan, and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the trust be and is hereby authorized to acquire, hold, transfer and deal in the equity shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary to the implementation of the Plan.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the RSU 2017 subject to the compliance with the applicable laws and regulations without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RSU 2017 and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT in case of any corporate actions, such as rights issue, bonus issue, merger, sale of division of the Company or other similar events, the Board be and is hereby authorized to do all such acts, deeds,



matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the RSU 2017 are passed on the eligible employees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the RSU 2017 on the stock exchanges as per the provisions of the LODR, SEBI SBEB Regulations and other applicable laws and regulations.”

“**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the RSU 2017 and generally for giving effect to these resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.”

10. Approval of payment of Commission to Non-Executive Directors/Independent Directors.

To consider and, if thought fit, to pass, with or without modification, the following resolutions as an **Ordinary Resolution**:-

RESOLVED THAT, pursuant to the provisions of Section 149(9), 197, 198 and all other applicable provisions of the Companies Act, 2013 and 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), the Company be and is hereby authorized to pay remuneration, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of commission, 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, to any one or more or all of the existing Non-Executive Directors (including Independent Directors) or Non-Executive Directors (including Independent Directors) to be appointed in future, as the Board of Directors may from time to time, determine, and that such remuneration shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and subject to an individual limit of remuneration for each of the Non-Executive Directors (including Independent Directors).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration

Committee) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to his resolution including payment of such remuneration for any period or period.”

11. Approval for revision in remuneration of Managing Director and Chief Executive officer.

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee (“**Committee**”), approval of the Company be and is hereby accorded for revision in the terms of the remuneration of Mr. Sanjay Nayak (DIN: 01049871), Managing Director and Chief Executive Officer of the Company, on the terms and conditions hereinafter mentioned.”

“**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjay Nayak (DIN: 01049871), Managing Director and Chief Executive Officer of the Company upto Rs. 2 Crore per annum or 5% of the Net Profits, whichever is higher, (where 5% of Net Profits is not less than Rs.2 Crore) in the manner set out below, effective April 1, 2017 till the remaining period of his tenure and sanction the authority to the Board to alter and vary the terms and conditions of the said appointment without increasing the remuneration mentioned herein and in such manner as may be required:

1. Fixed salary: Annual fixed salary of Rs.99.09 Lakhs (comprising primarily of basic pay, house rent allowance, conveyance allowance, medical allowance, leave travel allowance, special allowance, company's contribution to Provident fund, gratuity and others) to be paid periodically in accordance with the Company's normal payroll practices and subject to tax withholding.
2. Variable pay: Base Annual variable compensation of Rs.81.08 lakhs on achievement of annual targets set by the Board or by the Committee less applicable tax withholdings to be paid, and payable at such intervals as may be decided by the Board or the Committee from time to time. The Actual variable compensation paid may be higher or lower than the annual base variable compensation as may be recommended by the Nomination and Remuneration Committee



3. Performance based stock compensation: Stock compensation by way of grant of Restricted Stock Units (RSU). The number of RSU granted and the terms shall be as approved from time to time by the Nomination and Remuneration committee.
4. Employee benefits: During the term of his employment, Mr. Sanjay Nayak will be entitled to participate in the employee benefit plans of the Company as approved from time to time.
5. Expenses: The Company will reimburse Mr. Sanjay Nayak for, or pay for, actual and reasonable travel, entertainment, driver, security, or other expenses incurred by him pursuant to or in connection with the performance of his duties.
6. Annual increments to components of Mr. Sanjay Nayak's compensation will be determined on an annual basis by the Board or the Committee at its sole discretion, taking into account factors such as the Company's prior years' financial performance, independent industry compensation benchmarks and future contribution potential.

“RESOLVED FURTHER THAT the overall remuneration payable every year to the Mr. Sanjay Nayak, Managing Director & Chief Executive Officer by way of fixed salary, variable pay, performance based incentives (including

stock based compensation of all types) and employee benefits etc. (mentioned hereinabove) shall not exceed in aggregate five percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.”

“RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director as salary, perquisites and any other allowances shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 unless approved by the Shareholders in their General Meeting or such other limit as may be prescribed by the Government from time to time as minimum remuneration.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**By Order of the Board
For Tejas Networks Limited
Krishnakanth G.V.**

Company Secretary

Membership Number A17291

Place: Bengaluru

Date: August 26, 2017

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement setting out the material facts in respect of the special business pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto as **Annexure I.**
4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips enclosed herewith along with their copy of the Annual Report to the Meeting.
5. The Register of Directors' and key managerial personnel shareholding will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2017 to September 27, 2017.
7. The details of attendance of each Director with respect to the Board meeting held during the year is set as under;
8. Shareholders desiring any information as regards the financial statements are requested to write to the Company at least 48 hours before the commencement of the meeting so as to enable the Management to keep the information ready.

9. All documents referred to in the notice and the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day up to the date of Annual General Meeting and also at the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
11. We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email account.
- The Notice of the 17th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not register their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
12. Members may also note that the Notice of the 17th AGM and the Annual Report 2017 will be available on the Company's website: www.tejasnetworks.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: corporate@tejasnetworks.com
13. Brief profile and other required information about the Director proposed to be re-appointed, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice as **Annexure II**.
14. The businesses as set out in the Notice will be transacted through remote electronic voting system and the Company will provide a facility for voting by remote electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to offer the facility of Remote e-voting means, to all its Members to enable them to cast their votes electronically. **Please note that the remote voting through electronic means is optional.**
15. The remote voting through electronic means will commence on Friday, September 22, 2017 at 9.00 A.M. and will end on Tuesday, September 26, 2017 at 5.00 P.M. The Members 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 member 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.
16. During the period when the facility for remote e-voting is provided, the Members of the Company holding the shares either in physical or in dematerialized form as on the relevant date ie September 20, 2017 may opt to vote via remote electronic voting process.
17. The Company has engaged the services of NSDL as the agency to provide remote e-voting facility.
18. The Board of Directors has appointed Mr. Dwarakanath C, Practicing company Secretary, as a Scrutinizer to scrutinize the voting through remote e-voting and voting process at AGM in a fair and transparent manner.
19. The results on above resolutions shall be declared not later than 48 hours 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.
20. 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 within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.
21. Details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Members along with this Notice. In case of any queries / grievances relating to voting by electronic means, the Members / beneficial owners or in case any person, acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2017 may obtain the login ID and password by sending a request to evoting@nsdl.co.in

By Order of the Board
For Tejas Networks Limited
Krishnakanth G.V.
 Company Secretary
 Membership Number A17291

Place: Bengaluru
 Date: August 26, 2017



ANNEXURE I TO THE NOTICE

Explanatory statement under section 102(1) of the Companies Act, 2013.

Item No. 4

Mr. Shirish Saraf was appointed as an Additional Director by the Board of Directors with effect from August 02, 2016 in accordance with the provisions of Section 161(1) of the Companies Act, 2013. Mr. Shirish Saraf is Founder and Vice Chairman of Samena Capital, which is the parent entity of Samena Spectrum Co, a shareholder of the Company. Pursuant to the said section the above director holds office up to the date of the ensuing Annual General Meeting.

Mr. Shirish Saraf brings rich and varied experience to the board. The Board feels that the presence of Mr. Shirish Saraf on the Board is desirable and would be beneficial to the company.

Mr. Shirish Saraf attended 2 (two) out of 6 (six) Board meetings held during his tenure.

Brief profile of Mr. Shirish Saraf is given in Annexure II to this Notice.

The Board recommends the resolution set out at Item No. 4 of this Notice to the Members for their consideration and approval by way of Ordinary Resolution

Save and except Mr. Shirish Saraf and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, are in any way, concerned or interested in the resolution set out at Item No 4 of the Notice.

Item No. 5, 6 & 7

Equity based compensation plans are an effective tool to reward the employees of the Company and its subsidiaries for their contribution to the growth of the Company, to create employee ownership in the Company, to attract new talents and to retain key resources and knowledge in the organization. Pursuant to this the Company had established the following ESOP Schemes.

Tejas Networks Limited Employees Stock Option Scheme – 2014 - (“ESOP 2014”)

Pursuant to resolutions passed by the Board and the Shareholders, dated May 29, 2014 and September 24, 2014, respectively, the Company adopted ESOP 2014. ESOP 2014 was subsequently modified pursuant to the Board resolutions dated March 2, 2016 and September 23, 2016 and Shareholders’ resolutions dated March 28, 2016 and November 19, 2016.

Tejas Networks Limited Employees Stock Option Scheme – 2014 A (“ESOP 2014-A”)

Pursuant to resolutions passed by the Board and the Shareholders, dated June 27, 2016 and July 25, 2016, respectively, the Company adopted ESOP 2014A. ESOP 2014A was subsequently modified pursuant to the Board resolution dated September 23, 2016 and Shareholders resolution dated November 19, 2016.

Tejas Networks Limited Employees Stock Option Scheme – 2016 - (“ESOP 2016”)

Pursuant to resolutions passed by the Board and the Shareholders, dated August 2, 2016 and August 29, 2016, respectively, the Company adopted ESOP 2016. ESOP 2016 was subsequently amended pursuant to the Board resolution dated September 23, 2016 and Shareholders resolution dated November 19, 2016.

ESOP 2014, ESOP 2014A and ESOP 2016 are hereinafter collectively referred to as “ESOP Schemes”.

The aggregate number of options which can be granted under each ESOP Scheme are as follows:

SI. No	ESOP Plan	No of Options
1	ESOP 2014	71,01,767
2	ESOP 2014- A	20,00,000
3	ESOP 2016	50,00,000

As on August 26, 2017 , the Company has granted the following number of options under each of the ESOP Schemes.

SI. No	ESOP Plan	No of Options Granted
1	ESOP 2014	69,26,635
2	ESOP 2014- A	19,78,215
3	ESOP 2016	26,26,415

As per Regulation 12 of SEBI SBEB Regulations, no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its initial public offering (“IPO”) and prior to the listing of its equity shares (“pre-IPO scheme”) unless such pre-IPO scheme is in conformity with these regulations and such pre-IPO scheme is ratified by its shareholders subsequent to the IPO.

As on August 26, 2017, options aggregating to 25,70,502 from current ESOP Schemes were not granted to any employee as shown below.

SI. No	ESOP Plan	No of Options (Not Granted)
1	ESOP 2014	1,75,132
2	ESOP 2014- A	21,785
3	ESOP 2016	23,73,585

However, since the Company is proposing to implement a RSU plan, the Company does not plan to grant any new options from the pool available from the current ESOP Schemes.

The ESOP Schemes are in compliance with the SEBI SBEB Regulations, the Act, and is implemented in accordance with guidance note issued by ICAI and the relevant accounting standards.

Accordingly, the Board recommends the resolution set forth in Item no. 5 & 6 and 7, of this Notice to the Members for their consideration and approval by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, are concerned or interested in the resolution stated in Item No. 5 & 6 and 7 of the Notice except to the extent of the Key Managerial Personnel of the Company being eligible, as employees, to participate in the ESOP Schemes.

Item No. 8 and 9

Equity based compensation plans are an effective tool to reward the employees of the Company and its subsidiaries for their contribution to the growth of the Company, to create employee ownership in the Company, to attract new talents and to retain key resources and knowledge in the organization. With this objective in mind, the Company intends to implement 'Tejas Restricted Stock Unit Plan 2017' ("RSU 2017" or "Plan") for the employees including directors of the Company and its subsidiaries.

Pursuant to Regulation 6 of the SEBI SBEB Regulations, the details of the RSU 2017 are set out below:

a) Brief description of the Plan

With a view to reward and retain the best talent and to promote increased participation by the employees in the growth of the Company, the Board has recommended that the Company implements a restricted stock unit plan granting share based benefits to eligible employees of the Company and its subsidiary companies ("**Eligible Employees**").

This Plan provides alternatives to grant stock incentives such as RSUs and subject to applicable laws and conditions for exercise, the Eligible Employees shall be entitled to receive equity shares or equivalent monetary value of such equity shares in lieu of the shares underlying the RSU on exercise of such RSUs. This Plan shall be administered by the Board which includes any committee of the Board, that administers the RSU 2017 either through itself or through a trust constituted for this purpose ("Administrator"). The Administrator's decisions, determinations and interpretations will be final and binding on all Eligible Employees and participants under the Plan. Each RSU shall be evidenced by an agreement that will specify the terms and conditions as the Administrator in its sole discretion will determine.

b) Total number of RSUs to be granted

The total number of RSUs to be granted to the Eligible Employees under RSU 2017 shall not exceed 30,00,000 (Thirty Lakhs). To the extent permitted by applicable laws and the award agreement, the Eligible Employees who have been granted RSUs may be given the vested RSUs through issuance of Shares or paid an equivalent amount. In respect of settlements of vested RSUs for shares, the Company shall issue the underlying quantum of shares corresponding to the number of RSUs exercised in accordance with the award agreement.

Vested RSUs lapsed due to non-exercise and/or unvested RSUs that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Administrator is authorized to re-grant such lapsed / cancelled RSUs as per the provisions of RSU 2017, within overall ceiling. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the RSUs granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB Regulations.

c) Identification of classes of employees entitled to participate in RSU 2017

Employees of the Company and its subsidiary companies, whether working in India or abroad as defined in the Plan and as allowed under the SEBI SBEB Regulations, will be entitled to participate in the Plan, subject to the fulfilment of eligibility criteria as determined by the Administrator from time to time.

d) Requirements of vesting and period of vesting

All the RSUs granted on any date shall vest not earlier than 1 (one) year from the date of grant of RSUs as may be determined by the Administrator. The Administrator will, in its discretion, set the vesting criteria which may be based on the Participant's period of service and/or the attainment of specified performance objectives. The Administrator may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law. The vesting dates in respect of the RSUs granted under the Plan shall be determined by the Administrator and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of RSUs granted to an employee. RSUs shall vest essentially based on continuation of employment as per requirement of SEBI SBEB Regulations. Apart from that the Administrator may prescribe achievement of any performance conditions for vesting.



e) Maximum period within which the RSUs shall be vested

The Administrator will, in its discretion, set the Vesting criteria which may be based on the Participant's period of service and/or the attainment of specified performance objectives. All the RSUs granted on any date shall vest not later than a maximum period of 4 years from the date of grant of RSUs or such other period as decided in the sole discretion of the Board from time to time.

f) Exercise price or pricing formula

Exercise price per restricted stock unit will be equal to the par value of Rs. 10/- each in accordance with the SEBI SBEB Regulations.

g) Exercise period and the process of exercise

The Board shall decide the exercise period and the process of exercise and the same shall be detailed in the agreement with the employees. The RSUs shall be deemed exercised when the Company receives written or electronic notice of the exercise from the persons entitled to exercise the RSUs.

h) Appraisal process for determining the eligibility of employees under the Plan

The appraisal process for determining the eligibility shall be decided from time to time by the Board. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company or its subsidiary company, performance during the previous years, position and responsibilities of the concerned employee, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance and other factors that may be deemed relevant for accomplishing the purpose of the Plan.

i) Maximum number of RSUs to be issued per employee and in aggregate

Unless approved by the Shareholders, the number of RSUs that may be granted to any specific Eligible Employee under the Plan, in any financial year and in aggregate under the RSU 2017 shall not exceed such number of RSUs representing 1 % of the paid-up share capital of the Company.

j) Maximum quantum of benefits to be provided per employee

Unless approved by the Shareholders, the maximum RSU per employee under RSU 2017 shall not exceed such number of RSUs representing 1 % of the paid-up share capital of the Company.

k) Route of Plan implementation

The Plan shall be implemented and administered by the Board either through itself or through a trust or both as it deems fit.

l) Source of acquisition of shares under the Plan

The Plan involves new issue of shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc

Nil.

n) Maximum percentage of secondary acquisition

Not applicable.

o) Accounting and Disclosure Policies

The Company shall follow the relevant Accounting Standard(s) as may be prescribed by Institute of Chartered Accountants of India or any other appropriate authorities from time to time, including the disclosure requirements prescribed therein.

p) Method to value RSUs

The Company shall adopt fair value for the valuation of the RSUs granted as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the Plan is available for inspection at the Company's Registered Office on all working days (excluding Saturday, Sunday and holidays) till the date of the Annual General Meeting.

The Board recommends the resolution set out at Item No. 8 and 9 of this Notice to the Members for their consideration and approval by way of Special Resolution

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in these Special Resolutions only to the extent of any RSUs that may be granted to Directors and Key Managerial Personnel of the Company and the resultant equity shares issued, as applicable.

Item No. 10

In accordance with Sections 197, 198 and 149 and other relevant provisions of the Companies Act, 2013 ("Act"), remuneration by way of commission up to 1% of the net profit of the Company may be paid to the Directors other than the Managing Director subject to the approval of shareholders.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors including the Independent Directors, It is proposed that the Non-Executive

Directors (including Independent Directors) of the Company be paid a commission in addition to sitting fees and reimbursement of expenses for attending the meetings, at an aggregate amount not exceeding 1% per annum of the net profits of the Company as commission calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and the same be paid and distributed amongst the Non-Executive Directors (including Independent Directors) or Non-Executive Directors (including Independent Directors) to be appointed in future in such amounts or proportions and in all respects as may be decided by the Board of Directors Company based on the recommendation of the Nomination and Remuneration Committee, for each financial year commencing from April 1, 2017. Within the overall limit, the commission will be distributed amongst the Non-Executive Directors (including Independent Directors) of the Company in accordance with the decision of the Board of Directors Company based on the recommendation of the Nomination and Remuneration Committee in respect of each financial year.

Approval of the members is sought by way of an Ordinary Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors).

The Board recommends the resolution set out at Item No. 10 of this Notice to the Members for their consideration and approval by way of Ordinary Resolution

The Managing Director or Key Managerial Personnel of the Company or their relatives are not concerned or interested financially or, otherwise, in the resolution set out at item No. 10 of the Notice. Non-Executive Directors (including Independent Directors) or their relatives may be deemed to be concerned or interested in the resolution set out at Item No.10 to the extent of remuneration or fees that may be received by them.

Item No. 11

Mr. Sanjay Nayak, was appointed as the Managing Director & Chief Executive Officer of the Company for a period of 3 years with effect from January 1, 2017 vide special resolution passed by the shareholders at the Annual general meeting held on August 26, 2016.

Brief profile of Mr. Sanjay Nayak is given in Annexure II to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the contribution made by him, it is proposed to revise the remuneration payable to Mr. Sanjay Nayak as set out below.

The terms and conditions and remuneration relating to Mr. Sanjay Nayak's re-appointment as Managing Director & Chief Executive Officer of the Company are as set out in the Employment Agreement, a copy whereof shall be open for

inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days up to the date of the AGM and shall also be placed at the venue of the AGM.

Broad particulars of the terms of re-appointment of and remuneration are as under:

Mr. Sanjay Nayak, shall be paid a total remuneration upto Rs. 2 Crore per annum or 5% of the net profits whichever is higher (where 5% of Net Profits is not less than Rs.2 Crore) (computed as per section 198 of the Act), which will include the following :

1. Fixed salary: Annual fixed salary of Rs.99.09 Lakhs (comprising primarily of basic pay, house rent allowance, conveyance allowance, medical allowance, leave travel allowance, special allowance, company's contribution to Provident fund, gratuity and others) to be paid periodically in accordance with the Company's normal payroll practices and subject to tax withholding.
2. Variable pay: Base Annual variable compensation of Rs.81.08 lakhs on achievement of annual targets set by the Board or by the Committee less applicable tax withholdings to be paid, and payable at such intervals as may be decided by the Board or the Committee from time to time. The Actual compensation paid may be higher or lower than the base annual variable compensation, as may be recommended by the Nomination and Remuneration Committee
3. Performance based stock compensation: Stock compensation by way of grant of Restricted Stock Units (RSU). The number of RSU granted and the terms as approved from time to time.
4. Employee benefits: During the term of his employment, Mr. Sanjay Nayak will be entitled to participate in the employee benefit plans of the Company as approved from time to time.
5. Expenses: The Company will reimburse Mr. Sanjay Nayak for, or pay for, actual and reasonable travel, entertainment, driver, security, or other expenses incurred by him pursuant to or in connection with the performance of his duties.
6. Annual increments to components of Mr. Sanjay Nayak's compensation will be determined on an annual basis by the Board or the Committee at its sole discretion, taking into account factors such as the Company's prior years' financial performance, independent industry compensation benchmarks and potential future contribution.

The overall remuneration payable every year to the Managing Director & Chief Executive Officer by way of fixed salary,



variable pay, performance based incentives (including stock based compensation of all types) and employee benefits etc. (mentioned hereinabove) shall not exceed in aggregate five percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

It is clarified that perquisites arising out of exercise of employees stock options that have been already granted to Mr. Sanjay Nayak, shall not be included as perquisites for the purpose of computation of his total remuneration under section 198 of the Companies Act 2013.

Mr. Sanjay Nayak attended all the Board meetings held during the year.

Members are requested to note that change in terms remuneration payable to him requires the approval of the shareholders of the Company.

The Board recommends the resolution set out at Item No. 11 of this Notice to the Members for their consideration and approval by way of Ordinary Resolution

Save and except Mr. Sanjay Nayak and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the Resolution set out at Item No.11 of the Notice.

**By Order of the Board
For Tejas Networks Limited
Krishnakanth G.V.
Company Secretary
Membership Number A17291**

Place: Bengaluru
Date: August 26, 2017

ANNEXURE II TO THE NOTICE

Brief particulars of the Director being reappointed pursuant to the applicable provisions of Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Brief particulars of Mr. Shirish Saraf.

Name of Director	Shirish Saraf
Age	49 (October 12, 1967)
Date of Appointment	August 2, 2016
Brief resume of the director	He has obtained a Bachelor of Science degree in economics from the London School of Economics and Political Science. He has several years of experience in heading private equity investment groups. He is a director on various companies in different jurisdictions, including RAK Ceramics (PSC), RAK Logistics Holdings Pte Ltd, Dynamatic Technologies Limited and Mahindra Two Wheelers Limited. He is the founder and vice chairman of Samena Capital. He was also the co-founder and managing director of Abraaj Capital.
Expertise in specific Functional areas	Finance and Investment Banking.
Other Directorships held	<p>Indian Companies</p> <ul style="list-style-type: none"> • Dynamatic Technologies Limited • Mahindra Two Wheelers Limited • Pearl Cruises and Tours (Goa) Private Limited • RAK Ceramics India Private Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> • 2S Holdings • RAK Ceramics (PSC) • RAK Logistics Holdings Pte Ltd • Samena Beats Holdings • Samena Capital* • Samena Capital Investments Limited • Samena Capital Investors Co • Samena Capital Japan Co • Samena Capital Limited • Samena Capital Management Co • Samena Capital Mauritius Management • Samena Connect Holding Co • Samena Foundation • Samena General Partner I Limited • Samena General Partner II Limited • Samena General Partner III Limited • Samena Limestone Co

	<ul style="list-style-type: none"> • Samena Limestone Holdings • Samena Phoenix Holdings Co • Samena Poseidon Holding Co • Samena Spark Holdings • Samena Special Situations Mauritius • Samena Special Situations Mauritius III • Samena SPV4
Membership of Committees#	Risk Management Committee – Chairman CSR Committee - Member
No. of shares held in the Company	Nil
Relationship between directors inter-se	Mr. Shirish Saraf is not related to any other Director of the Company.

* The names of listed entities in which he is a director/member of committee is mentioned

*Mr. Shirish Saraf is Founder and Vice Chairman of Samena Capital, which is the parent entity of Samena Spectrum Co, a shareholder of the Company.

By Order of the Board
For Tejas Networks Limited
Krishnakanth G.V.
Company Secretary
Membership Number A17291

Place: Bengaluru
Date: August 26, 2017

Brief particulars of Mr. Sanjay Nayak.

Name of Director	Sanjay Nayak
Age	53 (June 28, 1964)
Date of Appointment	May 06, 2000
Brief resume of the director	He has obtained a Bachelor of Science degree in engineering from the Birla Institute of Technology, where he was awarded the institute gold medal. He obtained a Master of Science degree from the North Carolina State University, where he has been inducted in ECE Hall of Fame. He has been a member of the Confederation of Indian Industry's National Committee on Information Communication Technology and Electronics Manufacturing for the years 2016-2017 and 2017-2018. He is a member of the FICCI Start up Committee. He is the co-chairman of the Telecom Equipment and Services Export Promotion Council. He received the Technovation Sarabhai award from the India Electronics and Semiconductor Association and the Electronics Man of the Year award from ELCINA. He has several years of experience in the field of telecommunication and networking.
Expertise in specific Functional areas	Telecommunications and Networking, General Administration.
Other Directorships held	-vSave Energy Private Limited -Tejas Communication Pte. Ltd, Singapore -Tejas Communications (Nigeria) Ltd, Nigeria
Membership of Committees*	Member in Risk Management Committee, Stakeholders Relationship Committee and IPO Committee in the Company
No. of shares held in the Company	32,61,991
Relationship between directors inter-se	Mr. Sanjay Nayak is not related to any other Director of the Company.

* The names of the listed entities in which he is a director/member of committees is mentioned

By Order of the Board
For Tejas Networks Limited
Krishnakanth G.V.
Company Secretary
Membership Number A17291

Place: Bengaluru
Date: August 26, 2017



TEJAS NETWORKS LIMITED

CCIN: U72900KA2000PLC026980

Regd. Office: J P Software Park, Plot No 25, Sy. No 13, 14,17,18
Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India.

T: + 91 80 4179 4600 F:+91 80 2852 0201

Website: www.tejasnetworks.com email: corporate@tejasnetworks.com

ATTENDANCE SLIP

I hereby record my presence at the 17th Annual General Meeting of the Company held at the registered office of the company situated at J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapana Agrahara Village, Begur Hobli Bengaluru -560100, Karnataka, India on Wednesday, September 27, 2017 at 3:00 p.m IST.

Registered Folio no.	
Client ID no*.	
DP ID no*.	
Name and Address of Shareholders	
Joint shareholder 1	
Joint Shareholder 2	

*applicable for member holding shares in electronic form

.....
Name of the member / proxy

.....
Signature of member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

TEJAS NETWORKS LIMITED

CCIN: U72900KA2000PLC026980

Regd. Office: J P Software Park, Plot No 25, Sy. No 13, 14,17,18

Konnapanana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, India.

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Website: www.tejasnetworks.com email: corporate@tejasnetworks.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):E-mail Id:

Registered address:

Folio No/ Client Id: DP ID:

I/ We being the member(s) of Equity Shares of Tejas Networks Limited, hereby appoint

1. Name: E-mail Id:.....

Address:.....

.....Signature:.....or failing him / her

2. Name:E-mail Id:.....

Address:.....

.....Signature:.....or failing him / her

1. Name:E-mail Id:.....

Address:.....

.....Signature:.....or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of members of the Company, to be held on Wednesday, September 27, 2017 at 3:00 p.m IST at the registered office of the Company at 6th floor, J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapanana Agrahara Village, Begur Hobli, Bengaluru -560100, Karnataka, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional, see Note 2)	
		For	Against
ORDINARY BUSINESS			
1	To receive, consider and adopt the audited standalone and consolidated financial statement for the year ended March 31, 2017 and the reports of the Board of Directors and the Auditors thereon		
2	To appoint a Director in place of Mr. Sanjay Nayak (DIN 01049871), who retires by rotation and, being eligible, offers himself for reappointment.		
3	To appoint M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) Chartered Accountants, as the Statutory Auditors and fix their remuneration.		
SPECIAL BUSINESS			
4	Regularization of Additional Director		
5	Ratification of Tejas Networks Limited Employee Stock Option Plan - 2014		
6	Ratification of Tejas Networks Limited Employee Stock Option Plan – 2014-A		
7	Ratification of Tejas Networks Limited Employee Stock Option Plan – 2016		
8	Approval of Tejas Restricted Stock Unit Plan 2017 (“RSU 2017” or the “Plan”) and grant of Restricted Stock Units under RSU 2017 to eligible employees of the Company.		
9	Approval of grant of RSUs under Tejas Restricted Stock Unit Plan 2017 to the eligible employees of subsidiary companies		
10	Approval of payment of Commission to Non-Executive Directors/Independent Directors.		
11	Approval for revision in remuneration of Managing Director and Chief Executive officer.		

Signed this day of.....2017.

.....
Signature of the member

.....
Signature of Proxy holder(s)

Affix Rs. 1
Revenue
Stamp

Notes:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting(on or before September 25, 2017 at 3:00 p.m IST)
- It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map



TEJAS NETWORKS LIMITED

CIN: U72900KA2000PLC026980

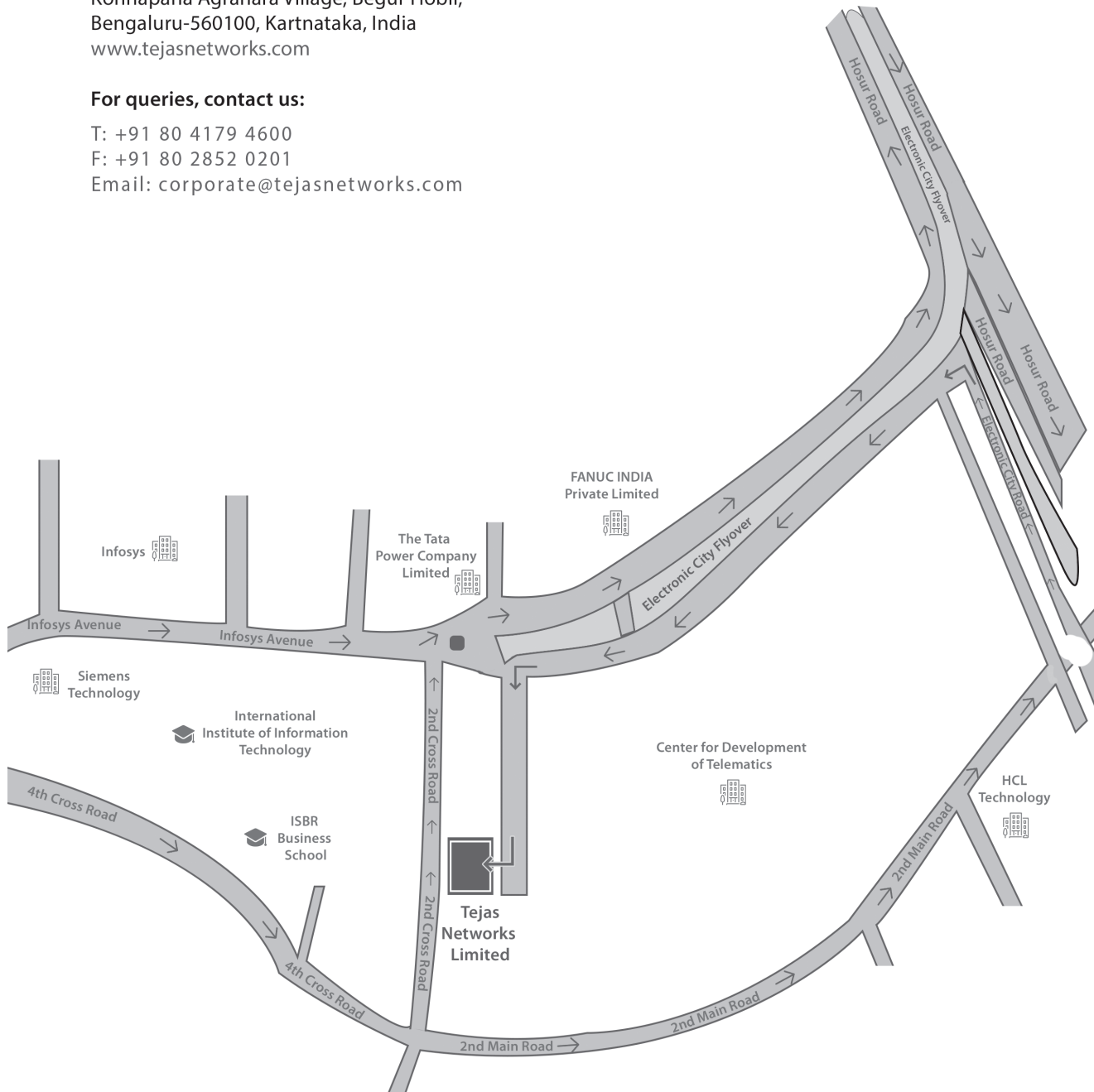
Regd. Office: J P Software Park,
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www.tejasnetworks.com

For queries, contact us:

T: +91 80 4179 4600

F: +91 80 2852 0201

Email: corporate@tejasnetworks.com



SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 17th Annual General Meeting to be held on Wednesday, September 27, 2017 at 3:00 P.M (IST) at the registered office of the Company at 6th Floor, J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapana Agrahara Village, Begur Hobli Bengaluru- 560100, Karnataka. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The notice is displayed on the Company's website at www.tejasnetworks.com and on the website of NSDL at www.nsdl.co.in.

The e-voting facility is available at the link, <https://www.evoting.nsdl.com>

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
September 22, 2017 at 9.00 A.M. (IST)	September 26, 2017 at 5.00 P.M. (IST)

The detailed list of instructions for e-voting is as follows:

1. Members whose email addresses are registered with the depository participants(s) will receive an email informing them of their user ID and password. On receiving the email, members will need to go through the following steps to complete the e-voting process:

- (i) Open email and open PDF file titled "Tejas Networks e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Tejas Networks e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Enter the user ID and password. Click Login.

- (v) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) The home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of (E-Voting Event Number) of Tejas Networks Limited

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting the option of your choice and click on "Submit" and also remember to "Confirm" when prompted.

- (x) On confirmation, the message "Vote cast successfully" will be displayed.

- (xi) After you have voted on the resolution once, you will not be allowed to modify your vote.

- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who is / are authorized to vote, to the Scrutinizer via e-mail to evoting@tejasnetworks.com with a copy marked to evoting@nsdl.co.in.

2. For members whose email IDs are not registered with depository participant(s), the following instructions may be noted:

- a. The initial user ID and password is provided at the bottom of the Attendance slip for the AGM
- b. Please follow the instructions from (ii) to (xii) as mentioned in step 1 to cast your vote

3. For queries, refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available in the 'Downloads' section of www.evoting.nsdl.com. Members can also contact Mr. Rajiv Ranjan, Assistant Manager, NSDL to resolve any grievances with regard to e-voting. Tel: + 91 22 24994738 / 7506682280; mail: RajivR@nsdl.co.in

4. If you have already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- a. In case Shareholders are holding shares in demat mode, USER-ID is the combination of DPID+ClientID.
- b. In case Shareholders are holding shares in physical mode, USER-ID is the combination of EVEN No+Folio No.
5. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2017.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Link Intime India Private Limited (R&T Agent).
8. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
10. Mr. Dwarakanath C, Practicing Company Secretary having membership no. FCS- 7723 and CP No: 4847 has been appointed for as the Scrutinizer for providing facility to the members of the Company to

scrutinize the voting and remote e-voting process in a fair and transparent manner.

11. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.tejasnetworks.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
13. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
14. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
15. The remote e-voting period commences on Friday, September 22, 2017 at 9.00 A.M. and ends on Tuesday, September 26, 2017 at 5.00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

