

June 30, 2020

Dear Member,

You are cordially invited to attend the 20<sup>th</sup> Annual General Meeting of the Shareholders of Tejas Networks Limited to be held on Tuesday, July 28, 2020 at 4.00 P.M (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting is enclosed herewith.

Yours sincerely

Sd/-  
Balakrishnan V  
Chairman

Enclosures:

1. Notice of the 20<sup>th</sup> Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

*Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number:  
+91 80 4179 4600 / +91 80 4179 4700*

# NOTICE

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**NOTICE** is hereby given that the 20<sup>th</sup> Annual General Meeting (“AGM”) of the Shareholders of Tejas Networks Limited (the “Company”) will be held on Tuesday, July 28, 2020 at 4.00 P.M (IST) through VC/OAVM to transact the following business:

## ORDINARY BUSINESS

### 1. Adoption of Financial Statements

To receive, consider and adopt

The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.

### 2. Re-appointment of Dr. Gururaj Deshpande (DIN: 01979383) as a Director liable to retire by rotation

To re-appoint Dr. Gururaj Deshpande, who retires by rotation and being eligible, offers himself for re-appointment and to pass with or without modification(s) the following resolution as an Ordinary resolution:

**“RESOLVED THAT** Dr. Gururaj Deshpande (DIN: 01979383) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the consent of the Shareholders of the Company is accorded to the Board of Directors of the Company 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.”

Date: April 21, 2020

Registered Office:

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

Konnapana Agrahara Village, Begur Hobli,

Bengaluru-560100.

Email: [corporate@tejasnetworks.com](mailto:corporate@tejasnetworks.com)

## SPECIAL BUSINESS

### 3. Continuation of directorship of Amb. Leela K Ponappa (DIN: 07433990) as Independent Director in terms of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded to Amb. Leela K Ponappa (DIN: 07433990) for continuation of her holding of the office of Independent Director under the current tenure of the appointment which ends on February 15, 2023 notwithstanding that she will attain the age of 75 years on June 26, 2021.”

**“RESOLVED FURTHER THAT** the consent of the Shareholders of the Company is accorded to the Board of Directors of the Company 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.”

By Order of the Board

Sd/-

N R Ravikrishnan

General Counsel,

Chief Compliance Officer and Company Secretary

ACS Membership No: 7875

## Notes:

1. Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item 2 and 3 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.
3. The Register of Shareholders and Share Transfer Books of the Company will remain closed from July 22, 2020 to July 28, 2020 (both days inclusive).
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.tejasnetworks.com/disclosures.php>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Link Intime India Private Limited, in case the shares are held in physical form.
6. To support the 'Green Initiative', Shareholders who have not registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
7. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone number, mobile number, permanent account number (PAN), mandates, nominations, power of attorney, bank details to their DPs in case the shares are held by them in electronic form and to RTA in case shares are held in physical form.
8. Shareholders holding shares in physical form are requested to consider converting their holdings into dematerialized form to eliminate all risks associated with the physical shares and for ease of portfolio management. Shareholders can contact the Company or RTA for assistance in this regard.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [evoting@tejasnetworks.com](mailto:evoting@tejasnetworks.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Shareholders after making requisite changes.
11. In case of joint holders attending the AGM, the Shareholders whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote.
12. Attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and as specified in the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 08, 2019.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. July 28, 2020. Members seeking to inspect such documents can send an email to [agm@tejasnetworks.com](mailto:agm@tejasnetworks.com).
14. SEBI has mandated the submission of PAN by every participant in securities market. Shareholders holding shares in electronic form are therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the RTA of the Company.
15. Members seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business /operations of the Company, are requested to write to the Company mentioning

their name, DP ID and Client ID number /folio number and mobile number. The same should reach on or before July 24, 2020 at [agm@tejasnetworks.com](mailto:agm@tejasnetworks.com) and responses to such queries will be appropriately addressed by the Chairman of the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a shareholder or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select in the interest of the other shareholders, meaningful questions. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [https://www.tejasnetworks.com/shareholders\\_agm.php](https://www.tejasnetworks.com/shareholders_agm.php) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Brief profile and other required information about the Director proposed to be re-appointed and continuation of directorship as required under Regulation 36(3) of the SEBI Listing Regulations is attached to this Notice.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting has been attached to the Notice of the AGM.
20. The remote voting through electronic means will commence on July 23, 2020 at 9.00 am (IST) and will end on July 27, 2020 at 5.00 pm (IST). The Shareholders 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 Shareholder 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.
21. During the period when the facility for remote e-voting is provided, the Shareholders of the Company holding the shares either in physical or in dematerialized form as on the relevant date (i.e) July 21, 2020 may opt to vote via remote electronic voting process.
22. The Board of Directors has appointed C. Dwarakanath, Company Secretary in Practice (FCS- 7723 and CP No: 4847) failing which Ananta Deshpande, Company Secretary in Practice (ACS - 24319 and CP No.20322) as a Scrutinizers to scrutinize the voting through remote e-voting and voting process at AGM in a fair and transparent manner.
23. 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. The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company ([www.tejasnetworks.com](http://www.tejasnetworks.com)) and on Service Provider's website NSDL (<https://www.evoting.nsdl.com>) 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.
24. Details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries / grievances relating to voting by electronic means, the Shareholders / beneficial owners or in case any person, acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date July 21, 2020 may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
25. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

## Instructions for participation through Video-conferencing

In accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars, the Company is convening the 20<sup>th</sup> AGM of the Members of the Company through VC / OAVM to transact the business as set forth in the Notice of the AGM.

The procedure and the manner for accessing the video-conferencing are as follows:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM through VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing live webcast of proceedings of AGM from 4.00 p.m. (IST) onwards on July 28, 2020. Members can view the proceeding of AGM by logging to the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) using their remote e-voting credentials, where the EVEN of Company will be displayed.
4. Members are encouraged to join the Meeting through laptops for better experience. Further Members will be required to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from their mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio or video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to attend the AGM without any interruption.
5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [agm@tejasnetworks.com](mailto:agm@tejasnetworks.com) to reach on or before July 24, 2020. Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/camera same along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.
7. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) 022-24994360 or Pallavi Mhatre, Manager - NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 022 - 24994545 or Sarita Mote, Assistant Manager - NSDL at [saritaM@nsdl.co.in](mailto:saritaM@nsdl.co.in) 022 - 24994890.

## 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 Shareholders to cast their votes electronically on all resolutions set forth in the Notice convening the 20<sup>th</sup> AGM to be held on Tuesday, July 28, 2020 at 4:00 P.M (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility.

**Step 1:** Log on to NSDL's e-voting system at <https://www.evoting.nsdl.com>

**Step 2:** Cast your vote electronically on NSDL's e-voting system.

4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	User ID
a) For members who hold shares in demat accounts with NSDL.	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in physical form.	EVEN, followed by Folio Number registered with the Company. For example, if your EVEN is 101456, and Folio Number is 001***, then your User ID is 101456001***.

5. Your password details are given below :

- If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and change your password, as prompted by the system.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

### Step 1

How to Log-in to NSDL e-Voting website

- Visit the e-Voting website of NSDL by opening your web browser and typing the following URL: <https://www.evoting.nsdl.com> either on a desktop computer/ laptop or your smartphone.
- Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'Shareholders'.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and proceed to Step 2, i.e., cast your vote electronically.

- If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password :
  - Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address.
- After entering your password, agree to the terms and conditions by checking the box.
- Next, click on the 'Login' button.
- After you click on the 'Login' button, the homepage of e-voting will open.



## Step 2

How to cast your vote electronically on the NSDL e-voting system?

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the Company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

### General guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [evoting@tejasnetworks.com](mailto:evoting@tejasnetworks.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended that you do not to share your password with any other person and take utmost care

to keep your password confidential. Log in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or the 'Physical User Reset Password?' Option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com), to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), or call on the toll-free no.: 1800-222-990, or contact Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
4. The e-voting period commences on July 23, 2020 (9:00 a.m. IST) and ends on July 27, 2020 (5:00 p.m. IST). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. July 21,2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. July 21,2020, may obtain his login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. July 21,2020.

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

1. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
2. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.

## Explanatory statement

As required under section 102(1) of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Items No. 2 and 3 of the accompanying Notice:

Item No. 2 – Re-appointment of Dr. Gururaj Deshpande (DIN: 01979383) as a Director liable to retire by rotation.

*This explanatory statement is provided though not mandated under Section 102 of the Companies Act, 2013.*

Based on the terms of appointment, Executive Directors and Non-Executive and Non-Independent Directors are subject to retirement by rotation. Dr. Gururaj Deshpande (DIN: 01979383) being the longest serving member on the Board retires by rotation and being eligible seeks re-appointment. To the extent Dr. Gururaj Deshpande is required to retire by rotation, he would need to be re-appointed as a Non-executive and Non-Independent Director.

Dr. Gururaj Deshpande obtained Bachelor's degree in technology from the Indian Institute of Technology, Madras. He also obtained Masters in the Engineering from the University of New Brunswick and a doctor of philosophy degree from the Queen's University. He is a co-founder of Deshpande Foundation and President and Chairman, Sparta Group LLC.

The details including qualifications, no. of. shares held in the Company and other directorships etc. of Dr. Gururaj Deshpande has been given in the annexure to this Notice.

The Board feels that the presence of Dr. Gururaj Deshpande on the Board is desirable and would be beneficial to the Company and hence recommends the Resolution No. 2 of this Notice for approval of the Shareholders.

Except Dr. Gururaj Deshpande and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is in any way, concerned or interested in the Resolution set out at Item No. 2 of this Notice.

Item No. 3 - Continuation of directorship of Amb. Leela K Ponappa (DIN: 07433990) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Amb. Leela K Ponappa (DIN: 07433990) an Independent Director was re-appointed on February 16, 2018 in terms of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. At the time of the appointment her age was 72 years. SEBI has amended the LODR, Regulations, 2015 vide circular dated May 09, 2018 which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the Shareholders by way of a Special Resolution. Though Amb. Lela K Ponappa can hold office under the erstwhile resolution, she will attain the age of 75 years during the term of her current appointment. She will attain the age of 75 years as on June 26, 2021. Hence this Special Resolution is placed before the Shareholders for adoption.

Amb. Leela K Ponappa has obtained her Bachelor of Arts degree and Master of Arts degree from the University of Madras. She has been an officer of the Indian Foreign Service for several years. She has served as the ambassador of India to Thailand and Netherlands. She has also held the post of Deputy National Security Adviser and Secretary, National Security Council and Additional Secretary in the Ministry of External Affairs. She was also appointed as a permanent representative to the Organization for the Prohibition of Chemical Weapons. She is also only the Independent Women Director on the Board. The details including qualifications, no. of. shares held in the company and other directorships etc. of Amb. Leela K Ponappa has been given in the annexure to this Notice.

The Board feels that the presence of Amb. Leela K Ponappa on the Board is desirable and would be beneficial to the Company and hence recommends the Resolution No. 3 of this Notice for approval of the Shareholders.

Except Amb. Leela K Ponappa and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is in any way, concerned or interested in the Resolution set out at Item No. 3 of this Notice.

Date: April 21, 2020  
Registered Office:  
J P Software Park, Plot No 25, Sy. No 13, 14,17,18  
Konnapanan Agrahara Village, Begur Hobli,  
Bengaluru-560100.  
Email: [corporate@tejasnetworks.com](mailto:corporate@tejasnetworks.com)

By Order of the Board  
Sd/-  
N R Ravikrishnan  
General Counsel,  
Chief Compliance Officer and Company Secretary  
ACS Membership No: 7875



## Details of the Director seeking appointment/ re-appointment/continuation of office at the Annual General Meeting

Particulars	Dr. Gururaj Deshpande	Amb. Leela K Ponappa
Director Identification Number (DIN)	01979383	07433990
Date of Birth	November 30, 1950	June 26, 1946
Nationality	Indian	Indian
Date of appointment on the Board (Original)	April 24, 2000	February 16, 2016
Shares held as on March 31, 2020	Nil	Nil
Qualifications	<ul style="list-style-type: none"> <li>B. Tech from the Indian Institute of Technology, Madras,</li> <li>Masters in the Engineering from the University of New Brunswick and a doctor of philosophy degree from the Queen's University</li> </ul>	Master of Arts degree from the University of Madras
Expertise/ Experience	Wide experience in Technology and Management	Wide experience in Finance and Management
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Relationship between directors/ Key Management Personnel and their relatives	Not related to any directors/ Key Management Personnel and their relatives	

For other details such a number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors please refer corporate governance report which is a part of this Annual Report.