

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: TEJASNET

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

July 26, 2018

Dear Sir / Madam,

Re: 18th Annual General Meeting – Voting Results

In continuation to our letter dated June 29, 2018, we hereby inform you that the 18th Annual General Meeting of the Company was held on July 24, 2018. In this regard, please find enclosed the following:

- 1) The Chairman's speech as read out during the Annual General Meeting as Annexure – I.
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as Annexure – II.
- 3) Report of the Scrutinizer dated July 25, 2018, pursuant to Section 108 of the Companies Act, 2013 as Annexure – III.

This is for your information and records. Please acknowledge.

Yours sincerely

For TEJAS NETWORKS LIMITED

A handwritten signature in blue ink, appearing to be "NR" followed by a horizontal line.

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

Encl: as above

Chairman's AGM Speech



Good afternoon Shareholders,

My name is V. Balakrishnan and I am the Chairman of the Tejas Board of Directors. I am happy to welcome you all to the 18th Annual General Meeting of your company. On behalf of the Board of Directors of Tejas, I thank you all for joining us today at this event.

FY 2017-18 was a milestone year for your company, during which we successfully completed the Initial Public Offering (IPO) of ₹ 777 crores. Post IPO, backed with a strong balance sheet, we have built a strong business and technology foundation and roadmap for your company and are investing to deliver sustainable growth in revenues and profitability. We are now stepping into an era wherein Tejas foresees tremendous growth opportunities especially with the advent of new technologies such as 5G and increased data consumption around the world.

Your company has successfully grown from a startup to a listed company- one of the very few to do so in deep-technology product space in India. It has shown that it is possible to design and manufacture world-class, cutting-edge technology products from India, and compete against large global players. I am proud to inform you that as

per global market research firm Ovum, last year your company had #1 market share in the optical aggregation segment in India, which is a great achievement, in the world's most competitive telecom market.

The current trend of increased data consumption will continue for many years, with higher proliferation of smartphones, home broadband, enterprise data services, cloud-based applications, 5G and IOT. In addition to private telecom service providers, even government entities around the world have realized the importance of providing broadband connectivity to all their citizens so that they can benefit from the advantages of a digital economy. The increased data consumption is the fundamental long-term growth driver for our business, since your company offers state-of-the-art optical and data networking products which are used for building high-capacity networks to cater to the ever-increasing demand for bandwidth.

In the last 15 years, telecom services have grown significantly in India based on voice usage. Data consumption and growth has just started and presents a great opportunity in front of us. India is expected to be world's fastest growing optical networking market, since there is a lot of pent-up demand for optical networking equipment, due to low fiberization of cell towers and low broadband penetration. Telecom operators in India continue to expand their optical infrastructure to cater to rising data usage and traffic explosion in their networks. All major operators in India are customers of Tejas and use Tejas products in their networks. The Indian Government is making significant investments in its flagship Bharatnet project, connecting over 250,000 gram panchayats, which forms the backbone of Digital India for the rural population. The continued focus on Design-led manufacturing and Make-in-India by Indian Government and policies such as "Preferential Market Access" (PMA) present a great opportunity for Tejas, since they are targeted towards encouraging indigenous technology and use of domestically manufactured products, like those offered by your company.

Internationally, we have identified other emerging markets with India-like telecom needs and your company's success in India is expected to be a highly-valued reference in countries in South-east Asia and Africa. Also, many customers in USA are going through their optical network transformation, to migrate from legacy voice networks to data networks for which your company's products are very suitable. Together, India, South-East Asia, Africa and the Americas present very significant business opportunities and your company plans to expand and diversify its customer base and build a strong foundation for future growth.

We have a world-class R&D team which focuses on innovation and IPR creation and we continue to invest aggressively in R&D to sustain our technological advantages. Tejas products are built using unique software-defined hardware™ architecture based on programmable silicon chips. This allows Tejas to gain time-to-market advantage, keep its product costs competitive and provide very flexible and future-proof products to our customers that enable them to build next-generation networks in a pay-as-you-grow manner. India, as a country has world-class software talent and the global trend in the telecom industry, of software becoming the key differentiator in new products, works in your company's favor.

The competitive landscape in telecom equipment industry is also favorable to us, since many global telecom equipment companies are facing financial pressures due to their high operating cost structure and are unable to deliver healthy financials. On the other hand, your company's strategy of leveraging low-cost, India-based operating model for creating world-class products is viable and will be sustainable in the long-run.

By using innovation in technology and a unique business model, Tejas has created a great foundation for profitable growth in the future. I believe that all the elements for success of your company are coming together and a strong platform has been created for profitable growth over the coming years.

In closing, on behalf of the Board of Directors, I would like to express my deep gratitude to our customers, employees, shareholders, suppliers, bankers and Governments in several countries and states all of whom are critical to our success. I thank them for their support throughout the year. We are excited about the growth prospects of Tejas and are impressed by the willingness of the organization to embrace the changes required to achieve sustained success over the coming years.

I now invite Sanjay Nayak, the CEO and MD of your Company, to address the meeting.

Name of the Company	Tejas Networks Limited
Date of the 18th AGM	July 24, 2018
Total number of shareholders on record date	23,932
No of shareholders present either in person or proxy	
Promoter and Promoter Group:	0
Public:	171
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	0
Public:	0

Resolution Required : Ordinary	<p>1 - To consider, receive and adopt</p> <p>a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31,2018 together with the Reports of the Board of Directors and Auditors thereon: and</p> <p>b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon</p>
---------------------------------------	---

Whether promoter/ promoter group are interested in the agenda/resolution?	NO
--	----

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against	No. of votes
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled	Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	25486527	18957709	74.3833	18957709	0	100.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		18957709	74.3833	18957709	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	65540989	81883	0.1249	81863	20	99.9756	0.0244	0
	Tab		22681326	34.6063	22681326	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22763209	34.7312	22763189	20	99.9999	0.0001	0
Total		91027516	41720918	45.8333	41720898	20	100.0000	0.0000	0

Name of the Company	Tejas Networks Limited
Date of the 18th AGM	July 24, 2018
Total number of shareholders on record date	23,932
No of shareholders present either in person or proxy	
Promoter and Promoter Group:	0
Public:	171
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	0
Public:	0

Resolution No		2							
Resolution Required : Ordinary		2 - To appoint Dr. Gururaj Deshpande (DIN: 01979383), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	25486527	19165409	75.1982	11944683	7220726	62.3242	37.6758	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19165409	75.1982	11944683	7220726	62.3242	37.6758	0
Public Non Institutions	E-Voting	65540989	81783	0.1248	81153	630	99.2297	0.7703	0
	Tab		22681326	34.6063	22681326	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22763109	34.7311	22762479	630	99.9972	0.0028	0
Total		91027516	41928518	46.0614	34707162	7221356	82.7770	17.2230	0

Name of the Company	Tejas Networks Limited
Date of the 18th AGM	July 24, 2018
Total number of shareholders on record date	23,932
No of shareholders present either in person or proxy	
Promoter and Promoter Group:	0
Public:	171
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	0
Public:	0

Resolution Required : Ordinary		3 - To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes	No. of votes
			polled	on outstanding shares	Votes - in favour	Votes -Against	favour on votes polled	against on votes polled	Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	25486527	19650409	77.1012	19650409	0	100.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19650409	77.1012	19650409	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	65540989	81773	0.1248	81320	453	99.4460	0.5540	0
	Tab		22681326	34.6063	22681326	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22763099	34.7311	22762646	453	99.9980	0.0020	0
Total		91027516	42413508	46.5942	42413055	453	99.9989	0.0011	0

Name of the Company	Tejas Networks Limited
Date of the 18th AGM	July 24, 2018
Total number of shareholders on record date	23,932
No of shareholders present either in person or proxy	
Promoter and Promoter Group:	0
Public:	171
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	0
Public:	0

Resolution Required : Ordinary		4 - To appoint Mr. Chetan Gupta (DIN: 07704601) as Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	25486527	19165409	75.1982	17933604	1231805	93.5728	6.4272	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19165409	75.1982	17933604	1231805	93.5728	6.4272	0
Public Non Institutions	E-Voting	65540989	81583	0.1245	81388	195	99.7610	0.2390	0
	Tab		22681326	34.6063	22681326	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22762909	34.7308	22762714	195	99.9991	0.0009	0
Total		91027516	41928318	46.0611	40696318	1232000	97.0617	2.9383	0

Name of the Company	Tejas Networks Limited
Date of the 18th AGM	July 24, 2018
Total number of shareholders on record date	23,932
No of shareholders present either in person or proxy	
Promoter and Promoter Group:	0
Public:	171
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	0
Public:	0

Resolution Required : Special		5 - To re-appoint Amb. Leela K Ponappa (DIN: 07433990), as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes	No. of votes
			polled	on outstanding shares	Votes – in favour	Votes –Against	favour on votes polled	against on votes polled	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	25486527	19165409	75.1982	18959771	205638	98.9270	1.0730	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19165409	75.1982	18959771	205638	98.9270	1.0730	0
Public Non Institutions	E-Voting	65540989	81783	0.1248	81343	440	99.4620	0.5380	0
	Tab		22681326	34.6063	22681326	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22763109	34.7311	22762669	440	99.9981	0.0019	0
Total		91027516	41928518	46.0614	41722440	206078	99.5085	0.4915	0

Name of the Company	Tejas Networks Limited
Date of the 18th AGM	July 24, 2018
Total number of shareholders on record date	23,932
No of shareholders present either in person or proxy	
Promoter and Promoter Group:	0
Public:	171
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	0
Public:	0

Resolution Required : Ordinary		6 - To appoint the Branch Auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	25486527	19650409	77.1012	19650409	0	100.0000	0.0000	0
	Tab		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19650409	77.1012	19650409	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	65540989	81853	0.1249	81368	485	99.4075	0.5925	0
	Tab		22681326	34.6063	22681326	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22763179	34.7312	22762694	485	99.9979	0.0021	0
Total		91027516	42413588	46.5942	42413103	485	99.9989	0.0011	0



FORM NO. MGT-13
Report of Scrutinizer

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

To,

The Chairman of the 18th Annual General Meeting of the equity shareholders of **Tejas Networks Limited** (the "Company") held on Tuesday, July 24, 2018 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka.

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, appointed as Scrutinizer for the purpose of scrutinizing the votes cast through electronically at the venue on the below mentioned resolutions, at the 18th Annual General Meeting of the equity shareholders of Tejas Networks Limited, held on Tuesday, July 24, 2018 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka, submit my report as under:

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



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

To receive, consider and adopt:

- a. The audited standalone financial statements of the Company for the year ended 31st March 2018 together with the reports of the Board of Directors and Auditors thereon; and
- b. The audited consolidated financial statements of the Company for the year ended 31st March 2018 together with the reports of the Board of Directors and Auditors thereon.

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
128	2,26,81,326	100

(ii) Voted "*against*" the resolution

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

(iii) *Invalid Votes*

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



Resolution No. 2 - To appoint Dr. Gururaj Deshpande (DIN: 01979383), who retires by rotation and being eligible, offers himself for re-appointment -Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
128	2,26,81,326	100

(ii) Voted "*against*" the resolution

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

(iii) *Invalid Votes*

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



Resolution No. 3 - To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration -Ordinary Resolution

(i) Voting "*in Favour*" of the resolution



Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
128	2,26,81,326	100

(ii) Voted "*against*" the resolution

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

(iii) *Invalid Votes*

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

Resolution No.4 – To appoint of Mr. Chetan Gupta (DIN: 07704601) as a Director of the Company - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
128	2,26,81,326	100

(ii) Voted "*against*" the resolution

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

(iii) Invalid Votes

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



Resolution No.5 - To re-appoint of Amb. Leela K Ponappa (DIN: 07433990), as an Independent Director of the Company - Special Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
128	2,26,81,326	100

(ii) Voted "*against*" the resolution

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

(iii) Invalid Votes

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




Resolution No.6 – To appoint of Branch Auditors - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
128	2,26,81,326	100

(ii) Voted "*against*" the resolution

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

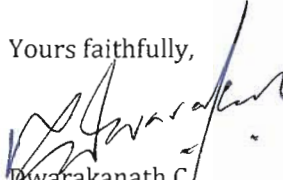
(iii) Invalid Votes

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

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

Thanking You,

Yours faithfully,


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



Place: Bengaluru
Date: 25th July 2018



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

To,

The Chairman of the 18th Annual General Meeting of the Equity Shareholders of **Tejas Networks Limited** (the "**Company**") held on Tuesday, July 24, 2018 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka.

Dear Sir,

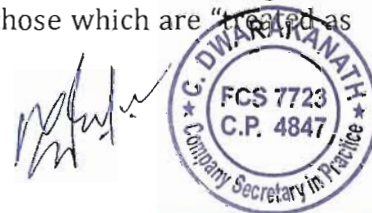
I, Dwarakanath C, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of **Tejas Networks Limited** (the "**Company**") for the purpose of scrutinizing the votes cast through remote e-voting conducted pursuant to Section 108 and 109 of the Companies Act, 2013 (the "**Act**") and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the votes cast through electronic voting at the venue in respect of the resolutions proposed at the 18th Annual General Meeting of the equity shareholders the Company held on Tuesday, July 24, 2018 at 3.00 P.M. (IST) at the Registered Office of the Company at J P Software Park, Plot No 25, Sy. No 13, 14, 17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru-560100, Karnataka (the "**AGM**").

The notice dated 24th April 2018 along with the statement setting out the material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM.

The shareholders of the Company holding shares as on the relevant date i.e.17th July 2018 were entitled to vote on the resolutions as contained in the notice of the AGM.

The Company has engaged the services of the National Securities Depository Limited (the "**NSDL**") for providing the e-voting facility. The voting period for remote e-voting commenced on Thursday, July 19, 2018 at 9.00 A.M. IST and ended on Monday, July 23, 2018 at 5.00 P.M IST.

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



invalid", based on the report generated from the e-voting system provided by the NSDL and the scrutiny of the electronic votes cast at the AGM.

After counting the votes cast electronically at the venue of the AGM, the votes cast through remote e-voting facility was duly unblocked on 24th July 2018 at 5:30 p.m in the presence of two witnesses, viz., Mr.Sudarshan Jain, currently residing at #3, Anjanaya temple street, Yedyur, Jayanagar 6th Block, Bengaluru-560082 and Ms.Kajal Bhawsinka, Mahaveer Riviera A-602, 24th Main, J.P Nagar 7th Phase Bengaluru 560078, who are not in employment of the Company.

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

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



The image shows a handwritten signature in blue ink to the left of a circular purple stamp. The stamp contains the text: "C. DWARAKANATH" at the top, "FCS 7723" and "C.P. 4847" in the center, and "Company Secretary in Practice" around the bottom edge.

REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

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

To receive, consider and adopt:

- a. The audited standalone financial statements of the Company for the year ended 31st March 2018 together with the reports of the Board of Directors and Auditors thereon; and
- b. The audited consolidated financial statements of the Company for the year ended 31st March 2018 together with the reports of the Board of Directors and Auditors thereon.

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	140	1,90,39,572	45.64
e-Voting at the meeting	128	2,26,81,326	54.36
Total	268	4,17,20,898	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	2	20	00
e-Voting at the meeting	0	0	00
Total	2	20	00

(iii) *Invalid Votes*

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

Resolution No. 2 - To appoint Dr. Gururaj Deshpande (DIN: 01979383), who retires by rotation and being eligible, offers himself for re-appointment -Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	105	1,20,25,836	28.68
e-Voting at the meeting	128	2,26,81,326	54.10
Total	233	3,47,07,162	82.78

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	35	72,21,356	17.72
e-Voting at the meeting	0	0	0.00
Total	35	72,21,356	17.72

(iii) *Invalid Votes*

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



Resolution No. 3 - To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) as the Statutory Auditors and to fix their remuneration -Ordinary Resolution

(i) Voting "*in Favour*" of the resolution



	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	130	1,97,31,729	46.52
e-Voting at the meeting	128	2,26,81,326	53.48
Total	258	4,24,13,055	100.00

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	13	453	0.00
e-Voting at the meeting	0	00	0.00
Total	13	453	0.00

(iii) *Invalid Votes*

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

Resolution No.4 – To appoint of Mr. Chetan Gupta (DIN: 07704601) as a Director of the Company - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

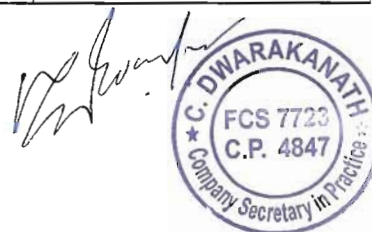
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	126	1,80,14,992	42.97
e-Voting at the meeting	128	2,26,81,326	54.10
Total	254	4,06,96,318	97.06

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	12	12,32,000	2.94
e-Voting at the meeting	0	0	0.00
Total	12	12,32,000	2.94

(iii) Invalid Votes

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



Resolution No.5 – To re-appoint of Amb. Leela K Ponappa (DIN: 07433990), as an Independent Director of the Company – Special Resolution

(i) Voting "*in Favour*" of the resolution

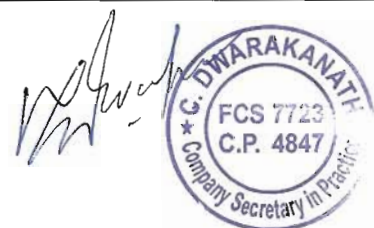
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	130	1,90,41,114	45.41
e-Voting at the meeting	128	2,26,81,326	54.10
Total	258	4,17,22,440	99.51

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	10	206078	0.49
e-Voting at the meeting	0	0	0.00
Total	10	206078	0.49

(iii) Invalid Votes

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



Resolution No.6 – To appoint of Branch Auditors - Ordinary Resolution

(i) Voting "*in Favour*" of the resolution

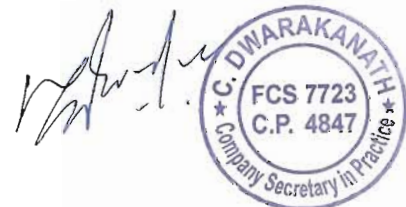
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	138	19731777	46.52
e-Voting at the meeting	128	22681326	53.48
Total	266	42413103	100.00

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	7	485	0.00
e-Voting at the meeting	0	0	0.00
Total	7	485	0.00

(iii) Invalid Votes

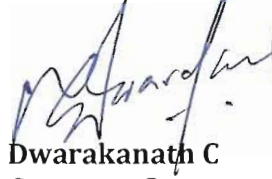
	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
Total	00	00



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

Thanking you.

Yours faithfully,



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

Date: 25th July 2018

Witness:

Sudarshan Jain
SUDARSHAN JAIN
#3, Anjanaya temple street
Yediyur, Jayanagar 6th
Block, Bengaluru-560082

.....
Sudarshan Jain

Kajal Bhawsinka
KAJAL BHAWSINKA
MAHAVEER RINIERA A-602, 24TH MAIN
J.P NAGAR 1TH PHASH BENGALURU -
560078.

.....
Kajal Bhawsinka

Company Secretary
Date: 25th July 2018