

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72900KA2000PLC026980

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCT1670M

(ii) (a) Name of the company

TEJAS NETWORKS LIMITED

(b) Registered office address

J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapa
na Agrahara Village, Begur Hobli NA
Bangalore
Karnataka
560100

(c) *e-mail ID of the company

CO*****KS.COM

(d) *Telephone number with STD code

08*****00

(e) Website

www.tejasnetworks.com

(iii) Date of Incorporation

24/04/2000

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

28/06/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C9	Computer, electronic, Communication and scientific measuring & control equipment	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tejas Communication Pte Ltd.		Subsidiary	100
2	Tejas Communications (Nigeria)		Subsidiary	100

3	Saankhya Labs Private Limited	U72200KA2006PTC041339	Subsidiary	64.4
4	Saankhya Inc		Subsidiary	64.4
5	Saankhya Strategic Electronics	U72900KA2020PTC136822	Subsidiary	64.4
6	Panatone Finvest Limited	U67120MH1992PLC066160	Holding	55.6

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	260,000,000	203,435,990	170,708,060	170,708,060
Total amount of equity shares (in Rupees)	2,600,000,000	2,034,359,900	1,707,080,600	1,707,080,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	260,000,000	203,435,990	170,708,060	170,708,060
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,600,000,000	2,034,359,900	1,707,080,600	1,707,080,600

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	217,139	168,153,714	168370853	1,683,708,5	1,683,708,	
Increase during the year	0	2,337,207	2337207	23,372,070	23,372,070	80,880,730
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	2,337,207	2337207	23,372,070	23,372,070	80,880,730
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	217,139	170,490,921	170708060	1,707,080,6	1,707,080,	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE010J01012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

23,704,638,807

(ii) Net worth of the Company

32,023,097,199

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	94,905,686	55.6	0	
10.	Others	0	0	0	
	Total	94,905,686	55.6	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	30,753,469	18.02	0	
	(ii) Non-resident Indian (NRI)	1,569,428	0.92	0	
	(iii) Foreign national (other than NRI)	21,620	0.01	0	
2.	Government				
	(i) Central Government	2,954	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,368	0	0	
4.	Banks	101	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	19,353,353	11.34	0	
7.	Mutual funds	7,283,821	4.27	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,196,028	4.22	0	
10.	Others Alternate Investment Fund:	9,620,232	5.64	0	
	Total	75,802,374	44.42	0	0

Total number of shareholders (other than promoters)

172,997

**Total number of shareholders (Promoters+Public/
Other than promoters)**

172,998

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	145,871	172,997
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	3	0.43	0
(i) Non-Independent	2	0	2	0	0.43	0
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	2	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	2	0	1	0	0
Total	2	6	2	4	0.43	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GANAPATHY SUBRAM	07006215	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMAMURTHI BHASKAR	01914155	Director	0	
PRATHIVADIBHAYAN	01915274	Director	0	
ARNOB ROY	03176672	Whole-time director	740,512	
ANAND S ATHREYA	10118880	Managing Director	0	
ALICE GEEVARGHES	07394437	Director	0	
RANGACHARI RAVIKRISHNAN	AAIPR6210P	Company Secretary	30,461	
SUMIT DHINGRA	AHPPD7438K	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ANAND S ATHREYA	10118880	Managing Director	21/04/2023	Appointment
SANJAY NAYAK	01049871	Managing Director	21/06/2023	Retirement
CHANDRASHEKHA	00059856	Director	25/03/2024	Retirement
AMUR SWAMINATHAN	08616830	Nominee director	20/03/2024	Resignation
VENKATESH GADINENI	AASPG1210C	CFO	30/11/2023	Resignation
SUMIT DHINGRA	AHPPD7438K	CFO	01/12/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	20/06/2023	143,924	80	59.09
Court Held Meeting - Equity	09/02/2024	174,182	38	56.12
Court Held Meeting - Unsec	09/02/2024	438	61	38.05

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/04/2023	9	9	100
2	21/07/2023	8	8	100
3	20/10/2023	8	8	100
4	19/01/2024	8	8	100
5	21/02/2024	8	6	75
6	19/03/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/04/2023	3	3	100
2	Audit Committee	21/07/2023	3	3	100
3	Audit Committee	20/10/2023	5	5	100
4	Audit Committee	19/01/2024	5	5	100
5	Nomination and Remuneration	21/04/2023	3	3	100
6	Nomination and Remuneration	21/07/2023	3	3	100
7	Nomination and Remuneration	20/10/2023	3	3	100
8	Nomination and Remuneration	19/01/2024	3	3	100
9	Nomination and Remuneration	21/02/2024	3	2	66.67
10	Risk Management	21/07/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/06/2024
								(Y/N/NA)
1	GANAPATHY	6	6	100	3	3	100	Yes
2	RAMAMURTH	6	6	100	20	20	100	Yes
3	PRATHIVADIE	6	6	100	19	19	100	Yes
4	ARNOB ROY	6	5	83.33	8	8	100	Yes
5	ANAND S ATH	6	6	100	0	0	0	Yes
6	ALICE GEEVA	6	6	100	17	17	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANAND S ATHREY	Managing Direct	33,294,966	0	0	55,060	33,350,026
2	ARNOB ROY	Whole-time Dire	25,465,415	0	741,214,432	367,732	767,047,579
	Total		58,760,381	0	741,214,432	422,792	800,397,605

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUMIT DHINGRA	Chief Financial C	4,738,695	0	0	0	4,738,695
2	N R RAVIKRISHNA	Chief Financial C	7,787,118	0	2,686,424	0	10,473,542
	Total		12,525,813	0	2,686,424	0	15,212,237

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Chandrashekar Bha	Independent Dir	0	3,804,348	0	600,000	4,404,348
2	PRATHIVADIBHAY	Independent Dir	0	4,565,217	0	700,000	5,265,217

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	RAMAMURTHI BH	Independent Dir	0	3,804,348	0	700,000	4,504,348
4	GANAPATHY SUBR	Nominee Directo	0	0	0	120,000	120,000
5	AMUR SWAMINATI	Nominee Directo	0	0	0	120,000	120,000
6	Alice G Vaidyan	Independent Dir	0	2,717,391	0	700,000	3,417,391
	Total		0	14,891,304	0	2,940,000	17,831,304

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

4847

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
 ANAND
 SUBRAMANIA
 MATHREYA
ANAND SUBRAMANIAM MATHREYA
 Date: 2024.08.12 13:21:48 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
 RANGACHARI
 RAVIKRISHNA
 N
RANGACHARI RAVIKRISHNAN
 Date: 2024.08.12 13:42:33 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8-Tejas-Signed-23-24.pdf FII.pdf Committee Meetings Continued.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company