



To,

The Members,

Tejas Networks Limited

(CIN L72900KA2000PLC026980)

J P Software Park, Plot No 25,

Sy. No 13,14,17,18, Konnapana Agrahara Village

Begur Hobli, Bengaluru – 560100

Sub: Secretarial auditor's certificate under regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SEBI Regulations"), certifying that the Employee Stock Options Schemes in operation during the year ended 31 March 2025, have been implemented in accordance with the SEBI Regulations as amended from time to time and in accordance with the relevant Resolutions passed by the Company.

I, C. Dwarakanath, Company Secretary in Practice have been appointed as the Secretarial Auditor of **Tejas Networks Limited** ("the Company"),(CIN:L72900KA2000PLC026980) and having its registered office at J P Software Park, Plot No 25, Sy. No 13,14,17,18, Konnapana Agrahara Village, Begur Hobli, Bengaluru – 560100, vide a resolution passed at its meeting of the Board of Directors of the Company held on April 22, 2024 for the financial year 2024-25. This certificate is issued under Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (herein referred as "**SEBI Regulations**") for the year ended 31st March 2025.

Management's Responsibility:

1. The Company's management is responsible for compliance of conditions for implementation of Employee Stock Option (ESOP)/ Restricted Stock Units (RSU) schemes in accordance with the SEBI Regulations and the resolutions passed by the members of the Company. This responsibility includes the design, implementation, and maintenance of ESOP Schemes relevant to the compliance of the conditions. The Management's responsibility includes collecting, collating and validating data and designing, implementing and monitoring of the process suitable for ensuring compliance of the ESOP / RSU Schemes with the above-mentioned SEBI Regulations.
2. Management is also responsible for maintaining the information and documents, which are required to be kept and maintained under the relevant laws and regulations and for providing all relevant information to the SEBI.

Secretarial Auditor's responsibility:

3. Pursuant to the SEBI Regulations, it is my responsibility to provide reasonable assurance that the ESOP / RSU Schemes have been implemented in accordance with these SEBI Regulations and in accordance with the resolutions passed by the shareholders of the Company in the general meeting.
4. I have not performed an audit, the objective of which is the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.
5. I have, for the purpose of issuing this certificate, examined:
 - a) Employee Stock Option Plan 2014 and the certified copy of the resolution passed by the shareholders of the Company at the Annual General Meeting held on 24th September 2014.
 - b) Employee Stock Option Plan 2014-A and the certified copy of the resolution passed by the shareholders of the Company at the Annual General Meeting held on 25th July 2016.
 - c) Employee Stock Option Plan 2016 and the certified copy of the resolution passed by the shareholders of the Company at the Extra-Ordinary General Meeting held on 29th August 2016.
 - d) Tejas Restricted Stock Unit Plan – 2017 and the certified copy of the resolution passed by the shareholders of the Company in the Annual General Meeting held on 27th September 2017.
 - e) Tejas Restricted Stock Unit Plan – 2022 and the certified copy of the resolution passed by the shareholders of the Company in the Annual General Meeting held on 26th July 2022.
 - f) Tejas Networks Limited ESOP Plan – 2024, the scheme of amalgamation between the Company and Saankhya Labs Private Limited and the certified copy of the Order of the NCLT, Bangalore dated August 20, 2024.

Opinion:

6. Based on the examination carried out by me and the information and explanations provided to me, I certify, to the best of my knowledge and belief, that the following Scheme(s) have been implemented, from the date of approval before the shareholders, in accordance with the requirements of the SEBI Regulations and terms of the resolutions passed in the Company's general meeting and that the issue is being made in strict compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
 - a) Employee Stock Option Plan 2014, which was approved in the Annual General Meeting held on 24th September 2014.
 - b) Employee Stock Option Plan 2014-A, which was approved in the Annual General Meeting held on 25th July 2016.

- c) Employee Stock Option Plan 2016, which was approved in the Extra-Ordinary General Meeting held on 29th August 2016.
- d) Tejas Restricted Stock Unit Plan – 2017, which was approved in the Annual General Meeting held on 27th September 2017.
- e) Tejas Restricted Stock Unit Plan – 2022, which was approved in the Annual General Meeting held on 26th July 2022.
- f) Tejas Networks Limited ESOP Plan – 2024, pursuant to the scheme of amalgamation, discontinuing the existing Saankhya ESOP Plan which was approved by NCLT, Bangalore vide Order dated August 20, 2024.

I confirm that the information in this certificate is true and fair / correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Place: Bengaluru
Date: May 20, 2025

C. Dwarakanath
Company Secretary in Practice
FCS No: 7723; CP No: 4847
UDIN No.: 007723G000205954
Peer Review Certificate No.: 6436/2025