

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (“AGM”) of **Tejas Networks Limited** (the “Company”) will be held on **Friday, June 27, 2025 at 3.00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a Dividend of ₹ 2.50/- per Equity Share of the face value of ₹ 10/- each for the financial year ended March 31, 2025.

4. Appointment of N Ganapathy Subramaniam (DIN:07006215) as a Director (liable to retire by rotation) of the Company

To appoint a Director in place of N Ganapathy Subramaniam (DIN:07006215), who retires by rotation in terms of Section 152(6) of the Companies Act 2013, and being eligible, seeks re-appointment.

SPECIAL BUSINESS

5. Appointment of M/s. V Sreedharan and Associates, Company Secretaries, (Firm Registration No. P1985KR14800) as Secretarial Auditor of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications, amendments or re-enactments thereto), and further read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to date, consent of the Company be and is hereby accorded for the appointment of M/s. V Sreedharan and Associates, Company Secretaries (Firm Registration No. P1985KR14800), as the Secretarial Auditor of the Company from the conclusion of 25th AGM till the conclusion of 30th AGM, to carry out the Secretarial Audit for a period of five consecutive financial years i.e., from FY 2025-26 to FY 2029-30 on such terms of remuneration, including reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors of the Company and the Secretarial Auditor.

“**RESOLVED FURTHER THAT** consent of the Company be and is accorded to the Board of Directors and the Company Secretary to do all such acts, deeds and things and to execute all such documents, instruments and writings, as may be required, to give effect to the aforesaid resolution.”

6. To approve existing as well as new material related party transactions with Tata Consultancy Services Limited

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with **Tata Consultancy Services Limited**, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations during financial year 2025-26, for an aggregate value not exceeding ₹ 5,000 crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Audit Committee of the Board and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this resolution(s).”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby confirmed, approved, and ratified in all respects.”

7. Ratification of Remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended

from time to time, the Company hereby ratifies the remuneration of ₹ 2,00,000/- (Rupees Two Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. GNV & Associates, Cost Accountants (Firm Registration Number - 000150), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026.”

“RESOLVED FURTHER THAT the consent of the Members of the Company be and is accorded to the Board of Directors of the Company to do all such acts, deeds and things and to 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.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby confirmed, approved, and ratified in all respects.”

May 30, 2025
Bengaluru

By Order of the Board

Sd/-
N R Ravikrishnan
Company Secretary
ACS Membership No: 7875

Explanatory Statement Under Section 102 of the Companies Act, 2013

As required under Section 102(1) of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice:

Item No. 5 - Appointment of M/s. V Sreedharan and Associates, Company Secretaries, as Secretarial Auditor of the Company

The Securities and Exchange Board of India ("SEBI") has amended the Listing Regulations with effect from December 12, 2024, by which every Listed Entity and its Material Unlisted Subsidiary incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and their appointment shall be recommended by the Board for approval by the Shareholders. The appointment of an individual as Secretarial Auditor shall not be for more than one term of five consecutive years or a Secretarial Audit Firm as Secretarial Auditor for not more than two terms of five consecutive years each, with the approval of the Shareholders in the Annual General Meeting.

In line with the SEBI notification, the Board, subject to the approval of the Shareholders, proposes to appoint M/s. V Sreedharan & Associates, as Secretarial Auditor of the Company from the conclusion of 25th AGM till the conclusion of 30th AGM, to carry out the Secretarial Audit for a period of five consecutive financial years i.e., from FY 2025-26 to FY 2029-30, as set out at Item No.5 of the accompanying Notice.

Brief Profile:

M/s. V Sreedharan & Associates, Company Secretaries, is registered with the Institute of Company Secretaries of India (ICSI) and the partners of the firm has overall experience of more than 30 years in professional practice and have expertise in handling various matters pertaining to listed / unlisted companies including that of Secretarial Audit.

Confirmation and Disclosures:

M/s. V Sreedharan & Associates, have confirmed and disclosed that:

- they meet the criteria of independence and that they are eligible for appointment as Secretarial Auditor.
- they are not disqualified for appointment as per the Companies Secretaries Act, 1980 and rules & regulations made thereunder and the Auditing Standards issued by ICSI.
- they have further confirmed that the proposed appointment is within the limits laid down by ICSI and that they do not have any conflict of interest in providing the services of Secretarial Audit, to the Company in terms of the ICSI Auditing Standard on Audit Engagement.

The firm is a Peer Reviewed firm bearing Registration Certificate No: 5543/2024 which is valid till March 31, 2029. M/s. V Sreedharan and Associates, have provided their consent and eligibility certificate, to the effect that their appointment as Secretarial Auditor, if made, would be in accordance with the requirements of the Act and the Listing Regulations.

Terms and conditions of the proposed appointment:

M/s. V Sreedharan & Associates, Company Secretaries, will be paid Audit Fee of ₹ 3 Lacs, plus applicable taxes, apart from reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors of the Company and the Secretarial Auditor. Further, the Company may avail such other services from M/s. V Sreedharan & Associates, Company Secretaries, as are permitted under applicable rules/regulations, on such terms & conditions including the fees payable for availing such services, as may be agreed to between the Company and the Secretarial Auditor.

Rationale for the appointment:

The Board has assessed the veracity of the declarations and other certificates furnished by M/s. V Sreedharan & Associates, Company Secretaries and considering their experience, capability, the clientele it serves and its technical expertise, and based on the recommendations of the Audit Committee, has opined that M/s. V Sreedharan & Associates, Company Secretaries, fulfil the conditions / criteria for their appointment as Secretarial Auditor of the Company and accordingly, recommends the said appointment to the Shareholders, for their approval.

Disclosure of Interest

None of the Directors, Key Managerial Personnel, of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

Item No. 6 - To approve existing as well as new material related party transactions with Tata Consultancy Services Limited

Pursuant to the amended Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the threshold limit for determination of Material Related Party Transactions is the lower of ₹ 1,000 crores (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on the current applicable threshold for determining the material related party transactions that require prior approval of the Shareholders and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the Shareholders to approve entering into contracts/ arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/ arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The Shareholders' approval sought for the Material Related Party Transactions as set out at Item No. 6 shall be valid up to the date of next AGM to be held in the year 2026.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the resolution set out at Item No.6 of the accompanying Notice.

The said transaction(s)/ contract(s)/ arrangement(s) have been recommended by the Audit Committee and the Board of Directors of the Company for consideration and approval by the Shareholders.

The Shareholders may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution.

In view of the above, Resolution No. 6 is placed for approval of the Shareholders of the Company.

Information required to be disclosed in the Explanatory Statement for Item No. 6 pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Particulars
1	Name of the related party	Tata Consultancy Services Limited (TCS)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Tata Consultancy Services Limited is a subsidiary of Tata Sons Private Limited. The ultimate holding company of Tejas Networks Limited is Tata Sons Private Limited. Hence, Tata Consultancy Services Limited and Tejas Networks Limited are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Procurement of IT/ITE Services including IT, Infrastructure, Cloud, IoT & Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas • Supply of hardware and software • Reimbursement of expenses • Procurement of goods, products, services etc. • Assignment of the technology or license or intellectual property • Any transfer of resources, services or obligations to meet its objectives/requirements
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in. Both TCS and the Company are jointly working on certain large multi-year contracts and other areas of collaboration. TCS has domain expertise and competencies for such projects. This would further establish Tata Group's commitment to attain Aatmanirbhar Bharat.</p> <p>Monetary value of transactions subject to a maximum of ₹ 5,000 crore through contracts/arrangements/instruments for a duration up to 12 years.</p>
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the proposed transaction	Contractual commitments expected for a tenure of 12 years.
7	Value of the proposed transaction	Not exceeding ₹ 5,000 Crore
8	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Value of the proposed transaction represents 56.03% of the consolidated turnover of the Company for FY 2024-25.
9	Justification of the proposed transaction	Both TCS and the Company are jointly working on certain large multi-year contracts and other areas of collaboration. TCS has domain expertise and competencies for such projects. This would further establish Tata Group's commitment to attain Aatmanirbhar Bharat.
10	Details of the valuation report or external party report (if any) enclosed with the Notice	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length basis. The pricing for such transactions is supported by transfer pricing analysis including considering market price for comparable transactions with unrelated parties where available or on cost plus appropriate mark-up, having regard to transfer pricing and other regulatory guidelines. The reimbursements/recoveries are basis actual cost incurred.

11	Name of the Director or Key Managerial Personnel, who is related	None
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Not Applicable
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Company may obtain unsecured interest-free mobilization advances to facilitate execution of the contract, with adjustment of such advance/s against billing on achievement of milestones.
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

Item No. 7 - Ratification of the remuneration of Cost Auditor:

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records in relation to Company's products viz., telecom networking equipment parts, SDH and others, and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 25, 2025, have appointed M/s. GNV & Associates, Cost & Management Accountants, Bangalore (Firm Registration Number 000150), as Cost Auditors of the Company for conducting the Cost Audit for the financial year ending March 31, 2026, on a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only), plus applicable taxes thereon, apart from reimbursement of travel and out-of-pocket expenses incurred in connection with the cost audit. Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No. 7 of the Notice.

Confirmation and Disclosures:

M/s. GNV & Associates ("the firm"), have confirmed and disclosed;

- that the number of audits for all partners put together shall be within the limits as stated in the Act, 2013.

- The firm is duly constituted in accordance with Regulation 113 of the Cost Accountants Act, with the Registration Number as 000150.
- The Partners of the firm hold valid Certificate of Practice.
- The Partners of the firm meet the criteria of independence, they are eligible for re-appointment as Cost Auditor, they are not disqualified for appointment, and maintain arm's length relationship with the Company.
- There are no orders or proceedings against the Firm or its Partners relating to professional misconduct.

Recommendation for the resolution

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No.7 of the accompanying Notice be ratified by the Members.

Disclosure of Interest

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the accompanying Notice.

By Order of the Board

Sd/-

N R Ravikrishnan

Company Secretary

ACS Membership No: 7875

May 30, 2025
Bengaluru

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. Further, the relevant details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2024 – 25 is being sent by electronic mode to those Shareholders whose e-mail addresses are registered with the Company / National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company / Registrar & Transfer Agent / Depository Participants, providing the weblink of Company’s website from where the Annual Report for FY 2024-25 can be accessed. The Company will arrange to send physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or to the Company.

If your e-mail address is not registered with the Company / Depositories, you may register the same by completing the process for registration of e-mail address as detailed hereunder:
 - a) Click on the URL: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html.
 - b) Select the Name of the Company from dropdown: Tejas Networks Limited.
 - c) Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number (“PAN”). In the event PAN details are not registered for physical folio, Shareholder to enter one of the Share Certificate numbers.
 - d) Enter Mobile number and e-mail ID.
 - e) System generated One Time Password (“OTP”) will be sent on mobile number and e-mail ID.
 - f) Enter OTP received on mobile number and e-mail ID.
 - g) Click on Submit button.
 - h) On completing the above process, your request will be accepted and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.
 Shareholders may note that the Notice of AGM and the Annual Report 2024-25 will also be available on the Company’s website at www.tejasnetworks.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **June 20, 2025 to June 27, 2025 (both days inclusive)**, in connection with the 25th AGM to be held on June 27, 2025.
5. The Company has fixed **Thursday, June 19, 2025, as the Record Date** for the purpose of determining the shareholders entitled to receive the Dividend as recommended by the Board of Directors for the financial year ended March 31, 2025. The dividend, as recommended by the Board of Directors, if approved at this AGM, payment of such dividend will be made as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialised form as per the data to be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) as at the close of business hours on Thursday, June 19, 2025
 - b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, June 19, 2025
6. Members are requested to note that dividends, if not encashed for a period of 7 consecutive years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the Investors Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their unpaid/ unclaimed dividends for FY 2018-19, by approaching the Company or the Registrar & Transfer Agent, at the earliest.
7. 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 and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting.

8. 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.tejasnetworks.com/mandatory-documents-for-demat/>. Members are requested to submit the said details to their Depository Participant (DP) in case the shares are held by them in dematerialized form and to the Registrar and Transfer Agent (RTA) in case the shares are held in physical form.
9. The Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ("DPs")
 - b. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Shareholders may also refer to Frequently Asked Questions ("FAQs") on Company's website <https://www.tejasnetworks.com/mandatory-documents-for-demat/>
10. The Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, the Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.tejasnetworks.com/mandatory-documents-for-demat/> and on the website of the Company's RTA at <https://in.mpms.mufg.com> It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. In terms of Regulation 40(1) of the Listing Regulations, as amended from time to time, transfer of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, the Members are advised to dematerialize the shares currently held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
12. The Members 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 along with the requisite KYC Documents for consolidating their holdings into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
15. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.tejasnetworks.com.
16. The Members attending the AGM through VC/ OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
17. 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. June 27, 2025. Members seeking to inspect such documents can send an email to agm@tejasnetworks.com.
18. The Members seeking any information with regard to any items listed 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 the Company on or before June 20, 2025 at agm@tejasnetworks.com and responses to such queries will be appropriately addressed by the Chairman at 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 Members, 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.

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 Members 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 is attached to the Notice of the AGM.
20. The remote e-voting period commences on **June 23, 2025 at 9.00 am (IST) and ends on June 26, 2025 at 5.00 pm (IST)**. During this period, Members holding shares either in physical or de-materialized form as on the **Cut-Off Date i.e., Friday, June 20, 2025**, may cast

their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

21. The 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 i.e., June 20, 2025 may obtain the login ID and password by sending a request to evoting@nsdl.com.

Instructions for e-voting and joining the AGM are as follows:

In accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars, the Company is convening the 25th AGM of the Members through VC / OAVM to transact the business as set forth in the Notice of the AGM.

(A) Voting Through Electronic Means

- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- The remote e-voting period commences on June 23, 2025 (9:00 a.m. IST) and ends on June 26, 2025 (5:00 p.m. IST). During this period, the Shareholders holding shares either in physical form or in dematerialized form, as on June 20, 2025, i.e. Cut-off /Date, may cast their vote electronically.
The e-voting module shall be disabled by NSDL for voting thereafter. Shareholders have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from **June 23, 2025** and ends on **June 26, 2025**, or e-voting during the AGM. Shareholders who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- 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 (FCS - 11869 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.
- The voting rights of Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off /Date.

- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Shareholder of the Company after sending of the Notice and holding shares as of the Cut-off /Date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/ she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Shareholder of the Company after sending of the Notice and holding shares as of the Cut-off /Date may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.”

- The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system Step 2: Cast your vote electronically on NSDL e-voting system.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="564 674 951 898" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders who hold shares in demat account 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 Shareholders 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 Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using 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 the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) 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 from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - (a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) PhysicalUserResetPassword?(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login 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 "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries related to e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section www.evoting.nsdl.com or call on +91 22 48867000 or send the request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com
3. Shareholders may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
4. The instructions for members for e-voting on the day of the AGM are mentioned above.

Instructions for Shareholders for attending the AGM through VC/Oavm are as under:

1. Shareholders will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.
2. Shareholders 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 Further Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
4. Shareholders who need assistance before or during the meeting, can contact NSDL at +91 22 48867000 or contact Mr. Amit Vishal, Deputy Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager-NSDL at evoting@nsdl.com.
5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at agm@tejasnetworks.com between Monday, June 9, 2025 (9.00 a.m. IST) and Friday, June 20, 2025 (5.00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Board. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tejasnetworks.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board

Sd/-

N R Ravikrishnan
Company Secretary
ACS Membership No: 7875

May 30, 2025
Bengaluru

Details of Director seeking re-appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]



N. Ganapathy Subramaniam

Non-Executive Chairman and Non-Independent Director

N. Ganapathy Subramaniam has been a part of Tata Consultancy Services Limited (TCS) and the Indian IT Industry for over 40 years. He retired from TCS in May 2024 as the Chief Operating Officer & Executive Director. Presently, he is associated with India's indigenous telecom initiative, working closely with Bharat 6G Alliance. Currently, he is the Chairman and Non-Executive Director of the Board at Tata Elxsi Limited, Tejas Networks Limited and Tata Communications Limited. He is also a Director at TCS Foundation and part of the Governance Board/Institute Body at Sree Chitra Tirunal Institute for Medical Sciences and Technology and The Society for the Rehabilitation of Crippled Children, Mumbai.

Mr. Subramaniam has played a strategic role in several landmark initiatives across banking, telecom and public services globally. He has in-depth knowledge on technology, operations, product development, business transformation and change management and has contributed significantly to large-scale technology transformations.

As a thought leader, he participates in global conferences and actively interacts to shape opinion across industry and the government

Director Identification Number (DIN)	07006215		
Designation	Non-Executive Chairman and Non-Independent Director		
Date of Birth	May 20, 1959		
Date of appointment on the Board	January 19, 2022		
Shares held as on March 31, 2025	Nil		
Qualifications	Master's in Mathematics from the University of Madras		
Expertise in specific functional areas	<ul style="list-style-type: none"> IT Industry General Management 		
Terms and Conditions of re-appointment	Proposed to be re-appointed as Non-Executive and Non-Independent Director, liable to retire by rotation.		
Details of Remuneration sought to be paid	N Ganapathy Subramaniam shall be paid sitting fees for attending the Board and Committee meetings.		
Remuneration last drawn	Refer to Section "Remuneration to Independent Directors / Non-Executive and Non-Independent Director" in the Corporate Governance Report		
Number of Meetings of the Board attended	Year	No. of meetings held	No. of meetings attended
	2024-25	6	4
Name of listed entities from which the person has resigned in the past three years	Nil		
Directorships (except of Foreign Companies to be mentioned)	Tata Elxsi Limited Tata Communications Limited TCS Foundation (Section 8 Company)		
Membership / Chairmanship of all Committees of other Boards	Tata Elxsi Limited Executive Committee Nomination and Remuneration Committee Risk Management Committee Stakeholders Relationship Committee Tata Communications Limited Nomination and Remuneration Committee		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N Ganapathy Subramaniam is not related to any Directors, Manager and other Key Managerial Personnel of the Company		