

# TEJAS NETWORKS LIMITED

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Adopted by the Board of Directors on October 26, 2016

## POLICY ON BOARD DIVERSITY

### **PREAMBLE**

In accordance with Part D of Schedule II (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (Hereinafter called as “LODR”), the Nomination and Remuneration Committee (“Committee”) has framed a policy on Board diversity which sets out a framework to promote diversity on Company’s Board of directors (the ‘Board’).

### **POLICY FRAMEWORK**

The Company recognizes the benefits of a Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.

The Company maintains that Board appointment should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board.

The Committee is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The Board of directors of the Company shall have an optimum combination of executive and nonexecutive directors with at least one woman director. When the chairperson of the Board is a non-executive director, at least one-third of the Board shall comprise of independent directors and when the Company does not have a regular non-executive chairperson, or when the regular non-executive chairperson is a promoter or related to any promoter or person occupying management position at the Board level or at one level below the Board, at least half of the

Board shall comprise of independent directors. The composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, LODR and the statutory, regulatory obligations of the Company.

Subject to the provisions of Section 151 of the Companies Act, 2013 the Company may, upon notice of not less than 1,000 shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by the small shareholders.

## **REVIEW AND MONITORING**

The Committee will review and monitor from time to time the implementation of this Policy to ensure its effectiveness and will at an appropriate time set measurable objectives for achieving Board diversity. In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

## **DISCLOSURE OF THE POLICY**

The necessary disclosure about the policy will also be made as per requirements of LODR and Companies Act, 2013.

## **POLICY REVIEW**

This policy shall be subject to review and changes as may be deemed necessary by the Board of Directors and to comply with any regulatory requirements.

## **Effective Date**

This policy shall be effective from the date of listing.