

TEJAS NETWORKS LIMITED

Corporate Identity Number (CIN): U72900KA2000PLC026980
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AMENDED AND RESTATED CODE OF CONDUCT AND ETHICS

(Approved by the Board of Directors on October 26, 2016, and amended on August 26, 2017)

1. PREAMBLE

- 1.1 The Board of Directors of Tejas Networks Limited (the “**Company**”), in pursuance to the requirements of 17(5)(a) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR**”) and the provisions of the Companies Act, 2013, lays down this code of conduct (the “**Code**”) for the Directors (*as defined hereinafter*), Senior Management Personnel (*as defined hereinafter*) and other Employees (*as defined hereinafter*) of the Company.
- 1.2 This Code shall provide, *inter alia*, a guide for professional conduct for all the Directors and Employees. All the Directors and Employees are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.
- 1.3 All the Directors and Employees must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders/stakeholders. The Code also envisages that the Board of Directors and the Employees should act within the framework of and in compliance with the applicable laws.
- 1.4 The Company Secretary has been appointed as Compliance Officer of the Company for the purpose of monitoring and co-coordinating implementation of this Code.
- 1.5 This Code shall come into effect from August 26, 2017 and shall supersede the provisions of the earlier code of conduct for the Directors and Employees.

2. DEFINITIONS:

- 2.1 In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

“**Board/Board of Directors**” shall mean the collective body of the Directors of the Company.

“**Compliance Officer**” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

“**Employees**” means Senior Management Personnel, officers and employees of the Company and its subsidiaries, in full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment.

“**Immediate Relative**” shall mean a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person.

“Independent Director” shall mean an Independent Director as defined in Section 2(47) and Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the LODR.

“Senior Management Personnel” shall mean officers/personnel of the Company who are members of its core management team excluding the Board, and shall comprise all members of management one level below the Board, including all functional heads.

2.2 Words and expressions used and not defined in this Code, and all capitalized terms used herein without definition, but have been defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3. APPLICABILITY

3.1 The Code shall be applicable to the following persons:

- a. All Employees;
- b. All whole-time Directors including the chairperson and Managing Director of the Company; and
- c. All non whole-time Directors including Independent Directors, unless specifically exempted from provisions of this Code.

3.2 In case of any doubt about this code of conduct, the Directors and Employees are expected to seek specific clarification/approval from the Compliance Officer of the Company.

4. HONESTY AND INTEGRITY

All the Directors and Employees shall:

4.1 Conduct their activities, on behalf of the Company and on their personal behalf, with the highest standards of honesty, personal and professional integrity, ethical and legal conduct, fairness and in conformity with the accepted professional standards of conduct including the ethical handling of actual or apparent conflicts of interests between personal and professional relationships. An honest conduct is considered as such when a conduct is free from fraud or deception.

4.2 Act in good faith, responsibly, with due care, competence and shall exercise their duties with due and reasonable care, skill and diligence, without allowing their independent judgment to be subordinated.

4.3 Not achieve or attempt to achieve any undue gain or advantage either to themselves or to their Immediate Relatives, partners, or associates.

4.4 Ensure confidentiality of information they receive whilst being in office of Director or in employment of the Company, and not make improper use of information or take improper advantage of their position in the Company.

4.5 Act in the best interests of the Company in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary obligations.

4.6 Treat their colleagues and other associates of the Company with dignity and shall not harass any of them in any manner.

5. CONFLICT OF INTEREST

5.1 A conflict of interest occurs when the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

5.2 The Directors and the Employees shall not:

- a) not hold any positions/jobs or engage in any business, relationship or activity, which is in conflict of interest of the Company or appears to be in conflict with the interest of the Company;

- b) take any decision on a subject matter in which a conflict of interest arises or which, in their opinion, is likely to arise;
- c) invest in a customer, supplier, developer or competitors of the Company and should refrain from investment that compromise their responsibility towards the Company, by themselves or through any of their Immediate Relative/s;
- d) work for or receive payments for services from any competitor, customer, distributor or supplier of the Company without approval of the Board and any outside activity of the Director or Employees must be strictly separated from the Company's employment and should not harm their job performance at the Company;
- e) conduct Company business with an Immediate Relative, or with a business in which an Immediate Relative is associated in any significant role. If such a related party transaction is unavoidable, the Director or Employee shall take necessary steps to obtain waiver of compliance with this Code and comply with the Company's policy for related party transactions;
- f) use the assets of the Company for any purpose other than legitimate business purposes or for personal purposes; or
- g) accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity.

5.3 The Directors and Employees shall make disclosures to the Compliance Officer relating to all material financial and commercial transactions, if any, where they or any of their Immediate Relatives have personal interest that may have a potential conflict with the interest of the Company.

6. CODE FOR INDEPENDENT DIRECTORS

In addition to the compliance with this Code, the Independent Directors of the Company shall abide by the provisions of Schedule IV of the Companies Act, 2013, as amended from time to time.

7. OTHER COMPLIANCES

- 7.1 The Directors and Employees are requested to comply, both in letter and in spirit, with all applicable laws, rules and regulations. If compliance with the Code should ever conflict with applicable law, the Directors and Employees must comply with the law. In order to address any known conflicts with law, the Company may adopt local sub-policies to the Code in order to provide for compliance with applicable laws.
- 7.2 The Directors and Employees shall also comply with the internal policies and procedures of the Company to the extent applicable to them.
- 7.3 Violations of laws, regulations, rules and orders may subject the Directors and Employees to individual criminal or civil liability, in addition to discipline by the Company, including termination. Such individual violations may also subject the Company to civil or criminal liability or the loss of business or reputation. The members of the core management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors and other Statutory Auditors as required by all applicable laws, rules and regulations.
- 7.4 The Directors and Employees shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently.

8. CONFIDENTIALITY OF INFORMATION

- 8.1 To further the Company's business, from time to time, confidential information may be disclosed to potential business partners based on context and appropriateness. Any information concerning the Company's business, its customers, suppliers etc. to which the Directors and/or the Employees have access or which is in their possession, must be considered confidential and held in confidence.
- 8.2 The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications. The Directors and Employees shall provide only public information to the analyst/research person/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously

made public at the earliest. The Directors and Employees shall comply with the Company's policy on fair disclosure, as amended from time to time.

- 8.3 The Directors and Employees must maintain the confidentiality of information relating to the affairs of the Company and no Director or Employee shall provide any information either formally or informally, to any third party, including the press or any other media, unless specifically authorized to disclose such information.
- 8.4 Notwithstanding anything contained above, the Directors and Employees shall in consultation/under intimation to the public spokesperson of the Company, may disclose such information which is:
- a. part of the public domain at the time of disclosure; or
 - b. authorised or required to be disclosed pursuant to a decision of the Board or any of its sub-committees, in compliance with the Company's code for fair disclosure, as amended from time to time; or
 - c. required to be disclosed in accordance with applicable laws, rules, regulations, guidelines, or directions from the authority concerned.

9. GIFTS & DONATIONS

- 9.1 The Company recognizes that the receipt and giving of gifts of nominal value is part of normal social exchange in our society and such exchange is neither irregular nor is it unusual. The giving of business gifts is a customary way to strengthen business relationships and, with appropriate restrictions, is a lawful business practice.
- 9.2 No Director or Employee shall receive/offer, directly or indirectly, any gifts, donations, remuneration hospitality, illegal payments and comparable benefits which are intended to obtain business favours/uncompetitive preferential treatment or in return for any business favours/uncompetitive preferential treatment or decisions. Bribery is illegal and this policy does not allow for corrupt practices in any form, including bribery.
- 9.3 The Directors and Employee may give and receive appropriate, lawful business gifts in connection with the Company's commercial customers and other parties, provided that all such gifts are nominal in value and not given or received with the intent or prospect of influencing the recipient's business decision-making.
- 9.4 Guidelines for giving/offering gifts: The Directors and Employee under this policy can give/offer business gifts, which include business entertainment, business courtesies, as well as providing modest hospitality in connection with business activities, provided they meet the following criteria:
- a) They are consistent with customary business practices;
 - b) They are not in contravention of applicable law;
 - c) The value of the gifts at Company's expenses is within the prescribed limits and must have been approved as per the following guidelines:
 - A. Director level: Upto Rs.5,000/-
 - B. Vice-president Level or above: Upto Rs.10,000/-
 - C. Chief Financial Officer: Upto Rs.20,000/-
 - D. Chief Executive Officer / Managing Director: Upto Rs.30,000/-
 - d) Guidelines for receiving Gifts: The Company, regardless of the circumstances, does not permit the soliciting of gifts. This Policy defines the circumstances under which unsolicited gifts can be accepted and retained. The circumstances under which gifts might be received fall into various categories as mentioned herein below:
 - i. Gifts received on festive/celebratory occasions or on the occasion of promotion, transfer or cessation of employment;
 - ii. Gifts received on occasions of wedding of self or children;
 - iii. Gifts/gift cheques received in recognition of a professional contribution made by the recipient, such as for making a presentation, conducting a training programme/workshop for a professional or academic body etc. In the cases where the Company has borne expenses (such as travel or lodging) related to the event and such

expenses are reimbursed by the organizers, all such reimbursements will be surrendered immediately to the Company.

- iv. No gifts should be accepted from any person or party who is in default with the Company in any manner. By way of illustration, parties in default shall be, parties from whom monies are overdue; or parties with whom the Company is engaged in litigation; and parties against whom disciplinary action has been taken.

9.5 In case of any doubt, it is recommended that the Director/Employee should seek clarifications from the Compliance Officer to make sure that the provisions of the above clause are not contravened.

10. PROTECTION OF ASSETS

10.1 Directors and Employees must protect the Company's Assets and care should be taken to ensure that assets are efficiently used and are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. Company equipment and assets are to be used for Company business purposes only.

10.2 The Directors and the Employees shall not exploit, for their own personal gains, any opportunities discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to and approved by the Board of Directors.

10.3 Persons who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action, including termination of employment at the Company's sole discretion.

10.4 Any suspected incident of fraud or theft should be reported for investigation immediately to the Legal Department of the Company.

11. SUBMISSION OF CERTIFICATES & DOCUMENTS

11.1 The certificates and documents, which are required to be submitted by the Company to the Customers or vendors or banks or financial institutions or government agencies or public authorities or quasi judicial authorities or non-government organizations etc., shall be only the certified true copies (but not the original) of the relevant certificates and documents. The certified true copies of such certificates or documents shall be obtained from the central depository of documents, being maintained at the corporate office of the Company and shall duly be certified by the designated authorized signatory of the Company. The designated authorized signatories of the Company shall generally be:

- Managing Director or Chief Executive Officer of the Company; or
- Chief Financial Officer of the Company; or
- Company Secretary / Compliance Officer; or
- Head – Legal; or
- Any other officer as may be specifically authorized by the Managing Director or Chief Executive Officer of the Company

11.2 The list of designated authorized signatories of the Company, as above, may be amended from time to time by the Board.

12. VIOLATION OF THE CODE

12.1 The Director and the Employees shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of this Code, as amended from time to time, and report the same to the Compliance Officer, in accordance with the Company's whistleblower policy.

12.2 The Director and the Employees must cooperate in any internal or external investigations of possible violations.

12.3 Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

12.4 The Company will take appropriate action against any Director or Employee, whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

13. Insider Trading

The Directors and Employees of the Company shall comply with the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the code of conduct for insider trading as adopted by the Company, in dealing with the securities of the Company, as amended from time to time.

14. Company Funds

Every Director and Employee is personally responsible for all Company funds over which he or she exercises control. Company's funds must be used only for Company's business purposes, and not for any personal purpose.

15. Periodic Review

15.1 The Directors and Employees shall acknowledge and affirm ongoing compliance of this Code within 30 days of close of every financial year or upon revision of this Code, in the format prescribed in **Annexure A** of this Code. New Directors/Employees will sign a declaration at the time when their Directorship/Employment begins.

15.2 A declaration signed by the CEO of the Company stating that the Directors and Senior Management Personnel have affirmed compliance with this Code should be disclosed in the annual report of the Company, as required under the LODR.

12. Alignment on Political Matters

The Directors and the Employees shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. They shall not support, directly or indirectly, any specific political party or candidate for political office, without appropriate approvals. The Company shall not offer or give any Company's funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign if it is violating any law.

13. Waiver & Amendments of the Code

13.1 If an Employee believes that a waiver of the policy is necessary or appropriate, including, but not limited to any potential or actual conflict of interest, a request for a waiver and the reasons for the request must be submitted to the Compliance Officer. Any waiver of the Policy for Directors may be made only by the Board of Directors.

13.2 The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code may be periodically reviewed and is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

ANNEXURE A
FORMAT FOR DECLARATION OF COMPLIANCE WITH THE CODE

Date: _____

To,
The Board of Directors,
J P Software Park, Plot No 25, Sy. No 13, 14, 17 & 18
Konnapana Agrahara Village, Begur Hobli, Bangalore – 560100

Dear Sirs,

Sub: Confirmation of compliance with the Code of Conduct for the Directors and Employees.

I, [Name of Employee], [Designation] of Tejas Networks Limited, do hereby confirm that I have read and understood the Code, and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding financial year [mention previous year] and / or I affirm that I will comply with the requirements of this Code during the current financial year [mention current year].

Signature: _____