

Annexure – 3

Form No. MGT-9

Extract of Annual Return as on The Financial Year Ended on March 31, 2018.

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details:

i	CIN	L72900KA2000PLC026980
ii	Registration Date	24 April, 2000
iii	Name of the Company	Tejas Networks Limited
iv	Category / Sub-Category of the Company	Company limited by Shares/Non-government company
v	Address of the Registered office and contact details	J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapana Agrahara Village, Begur Hobli Bengaluru- 560100, Karnataka Tel: 080 41794600 Fax: 080 2852 0201 Email id: corporate@tejasnetworks.com Website: www.tejasnetworks.com
vi	Whether listed company	Yes / No
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, 400083. Tel: +91 22 4918 6200 Fax: +91 22 4918 6195 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. Principal Business Activities of The Company

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Manufacture of Communication equipment	263	100

III. Particulars Of Holding, Subsidiary and Associate Companies

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Name of the parties	Country	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held
Tejas Communication Pte Ltd. ("TCPL")	Singapore	NA	Subsidiary	100%
Tejas Israel Limited ¹	Israel	NA	Subsidiary	100%
vSave Energy Private Limited ²	India	U32201KA2013PTC071695	Subsidiary	100% ³
Tejas Communications (Nigeria) Limited	Nigeria	NA	Subsidiary of TCPL	100% ⁴

Note: All the above parties are as per Section 2(87) of Companies Act, 2013.

¹Tejas Israel Limited has filed necessary application with the respective authorities in Israel for winding up of operations and is awaiting necessary approvals towards the same.

²vSave Energy Private Limited has filed Form No. STK 2 to Registrar of Companies, Bengaluru to remove the name of the company under Section 248 of the Companies Act, 2013 and is awaiting necessary approvals towards the same.

³Mr. Sanjay Nayak holds one equity share aggregating to 0.01% of the issued and paid up share capital of vSave Energy private limited beneficially in favour of Tejas Networks Limited.

⁴Mr. Sanjay Nayak holds one equity share aggregating to 0.01% of the share capital of Tejas Communications (Nigeria) Limited.

IV. Shareholding pattern (Equity share capital breakup as percentage of total equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (Company and Trust)	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	-	-	-	-	-	-	-	-
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total Promoter Shareholding (A)=(A)(1)+ (A) (2)	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	69,58,379	-	69,58,379	7.66	7.66
b) Banks / FI	-	-	-	-	3,30,608	-	3,30,608	0.36	0.36
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign institutional Investors/ Foreign Portfolio Investors	2,09,35,145	2,19,72,999	4,29,08,144	60.66	1,53,58,124	-	1,53,58,124	16.91	(43.75)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	1,27,14,369	29,913	1,27,44,282	18.02	-	-	-	-	(18.02)
i) Others -specify									
• Foreign PE and Trusts	-	8,41,323	8,41,323	1.19	-	-	-	-	(1.19)
• Alternate Investment Fund	-	-	-	-	23,38,579	-	23,38,579	2.57	2.57
Sub-total (B)(1)	3,36,49,514	2,28,44,235	5,64,93,749	79.87	2,49,85,690	-	2,49,85,690	27.51	(52.36)
2. Non Institutions									
a) Bodies Corp.									
• Indian	-	-	-	-	39,74,073	-	39,74,073	4.38	4.38
• Overseas	-	-	-	-	1,39,81,648	-	1,39,81,648	15.40	15.40
b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2,60,246	5,33,260	7,93,506	1.12	34,85,268	3,44,894	38,30,162	4.22	3.10
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,05,09,936	29,36,220	1,34,46,156	19.01	21,53,713	1,38,900	22,92,613	2.52	(16.49)
c) Others(Specify)	-	-	-	-	-	-	-	-	-
• Trust	-	-	-	-	87,606	96,379	1,83,985	0.20	0.20
• HUF	-	-	-	-	1,36,380	-	1,36,380	0.15	0.15
• NRI	-	-	-	-	2,16,462	-	2,16,462	0.24	0.24
• Foreign Companies	-	-	-	-	3,03,24,651	8,01,021	3,11,25,672	34.27	34.27
• Clearing members	-	-	-	-	2,05,507	-	2,05,507	0.23	0.23
• Director or Director's Relatives*	-	-	-	-	25,48,124	-	25,48,124	2.81	2.81
• Employees*	-	-	-	-	71,58,100	1,80,344	73,38,444	8.08	8.08
Sub-total (B)(2)	1,07,70,182	34,69,480	1,42,39,662	20.13	6,42,71,532	15,61,538	6,58,33,070	72.49	52.36
B. Total Public Shareholding (B)=(B)(1)+ (B)(2)	4,44,19,696	2,63,13,715	7,07,33,411	100.00	8,92,57,222	15,61,538	9,08,18,760	100.00	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,44,19,696	2,63,13,715	7,07,33,411	100.00	8,92,57,222	15,61,538	9,08,18,760	100.00	-

*The category Director or Director's Relatives and Employees was merged with the category Individual shareholders holding nominal share capital upto ₹ 1 lakh or in excess of ₹ 1 lakh in the Shares held at the beginning of the year

ii. Shareholding of Promoters / Promoter group: Not Applicable

iii. Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable

iv. Shareholding Pattern of top ten Shareholders as of March 31, 2018
(Other than Directors, Promoters and Holders of GDRs and ADRs)

Name of The Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Cascade Capital Management Mauritius				
At the beginning of the year	2,18,43,184	24.05	-	-
Purchase(s) during the year	-	-	-	-
Sale(s) during the year	(53,30,000)	(5.87)	1,65,13,184	18.18
At the end of the year			1,65,13,184	18.18
Samena Spectrum Co				
At the beginning of the year	1,39,81,648	15.40	-	-
Purchase(s) during the year	-	-	-	-
Sale(s) during the year	-	-	-	-
At the end of the year			1,39,81,648	15.40
Mayfield XII, Mauritius				
At the beginning of the year	71,06,628	7.83	-	-
Purchase(s) during the year	-	-	-	-
Sale(s) during the year	-	-	-	-
At the end of the year			71,06,628	7.83
Reliance Capital Trustee Co. Ltd				
At the beginning of the year	-	-	-	-
Purchase(s) during the year	57,24,756	6.30	57,24,756	6.30
Sale(s) during the year	(7,61,569)	0.84	49,63,187	5.46
At the end of the year			49,63,187	5.46
East Bridge Capital Master Fund Limited				
At the beginning of the year	-	-	-	-
Purchase(s) during the year	35,99,997	3.96	35,99,997	3.96
Sale(s) / Transfer(s) during the year	-	-	-	-
At the end of the year			35,99,997	3.96
Sandstone Private Investments				
At the beginning of the year	44,87,250	4.94	-	-
Purchase(s) during the year	-	-	-	-
Sale(s) during the year	(8,97,450)	0.99	35,89,800	3.95
At the end of the year			35,89,800	3.95

Name of The Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Intel Capital Cayman Corporation				
At the beginning of the year	41,81,400	4.60		
Purchase(s) during the year	-	-	-	-
Sale(s) during the year	(10,66,361)	1.17	31,15,039	3.43
At the end of the year			31,15,039	3.43
Sbi Life Insurance Co. Ltd				
At the beginning of the year	-	-	-	-
Purchase(s) during the year	25,79,642	2.84	25,79,642	2.84
Sale(s) during the year	(26,316)	0.03	25,53,326	2.81
At the end of the year			25,53,326	2.81
Columbia Emerging Markets Fund				
At the beginning of the year	-	-	-	-
Purchase(s) during the year	19,40,376	2.14	19,40,376	2.14
Sale(s) during the year	(36,772)	0.04	19,03,604	2.10
At the end of the year			19,03,604	2.10
Abu Dhabi Investment Authority - Behave				
At the beginning of the year	-	-	-	-
Purchase(s) during the year	18,66,865	2.06	18,66,865	2.06
Sale(s) during the year	-	-	-	-
At the end of the year			18,66,865	2.06

v. Shareholding of Directors and Key Managerial Personnel

Name of the Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Balakrishnan V				
At the beginning of the year	76,133	0.08		
Purchase(s) during the year	-	-	-	-
Sale(s) during the year	-	-	-	-
At the end of the year			76,133	0.08
Sanjay Nayak				
At the beginning of the year	31,70,373	3.49		
Purchase(s) during the year	1,02,618	0.11	32,72,991	3.60
Sale(s) during the year	(8,01,000)	0.88	24,71,991	2.72
At the end of the year			24,71,991	2.72
Venkatesh Gadiyar				
At the beginning of the year	40,000	0.04		
Purchase(s) during the year	4,000	0.004	44,000	0.05
Sale(s) during the year	-	-	-	-
At the end of the year	-	-	44,000	0.05
Krishnakanth G V				
At the beginning of the year	-	-	-	-
Purchase(s) during the year	25,375	0.03	-	-
Sale(s) during the year	(18,393)	0.02	6,982	0.01
At the end of the year	-	-	6,982	0.01

The following Directors did not hold any shares as of March 31, 2018:

Dr. Gururaj Deshpande, Amb. Leela K Ponappa, Mr. Shirish Saraf (vacated his office by operation of law with effect from April 24, 2018), Chetan Gupta (Appointed on April 24, 2018)

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

in ₹ crore

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	277.29	4.00	-	281.29
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.50	0.18	-	0.68
Total (i+ii+iii)	277.79	4.18	-	281.97
Change in Indebtedness during the financial year				
- Addition				
- Reduction	277.79	1.91	-	279.70
Net Change	(277.79)	(1.91)	-	(279.70)
Indebtedness at the end of the financial year				
i) Principal Amount	-	2.00	-	2.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	0.27	-	0.27
Total (i+ii+iii)	-	2.27	-	2.27

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars	Mr. Sanjay Nayak Managing Director and CEO
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,22,84,311
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961*	27,76,086
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2.	Stock Option	Nil
3.	Sweat Equity	
4.	Commission	-
	- as % of profit	-
	- others, specify	-
5.	Others, please specify	-
	Total	1,50,60,397

The above table is based on payouts made during the year

*Remuneration includes only the perquisite value of stock incentives exercised during the period, determined in accordance with the provisions of the Income Tax Act, 1961. Accordingly the value of stock incentives granted during the period is not included.

B. Remuneration to other directors:

Amount in ₹

Particulars of Remuneration	Name of the Directors					Total
	Mr. Balakrishnan V	Amb. Leela K Ponappa	Dr. Gururaj Deshpande	Mr. Shirish Saraf ¹	Mr. Chetan Gupta ²	
Independent Directors						
Fee for attending board / committee meetings	7,00,000	6,00,000	-	-	-	13,00,000
Commission	20,00,000	9,00,000	-	-	-	29,00,000
Others, please specify	-	-	-	-	-	-
Total (1)	27,00,000	15,00,000	-	-	-	42,00,000
Other Non-Executive Directors						
Fee for attending board committee meetings	-	-	-	-	-	-
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total (2)	-	-	-	-	-	-
Total (1+2)	27,00,000	15,00,000	-	-	-	42,00,000

¹Mr. Shirish Saraf vacated his office by the operation of law with effect from April 24, 2018.

²Mr. Chetan Gupta Appointed as director on April 24, 2018.

C. Remuneration to Key Managerial Personnel other than MD /Manager /WTD

Amount in ₹

Sl. No.	Particulars of Remuneration	Mr. Venkatesh Gadiyar Chief Financial Officer	Mr. Krishnakanth G V Company Secretary
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	44,71,272	25,59,299
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961*	1,08,000	25,12,651
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option# (in No's)	15,000	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, please specify	-	-
	Total	45,79,272	50,71,950

The above tables are based on payouts made during the year

*Remuneration includes only the perquisite value of stock incentives exercised during the period, determined in accordance with the provisions of the Income Tax Act, 1961. Accordingly the value of stock incentives granted during the period is not included.

Granted during the year

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment			Nil		
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					