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March 29, 2023

The Secretary

National Stock Exchange of India Ltd
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)

Mumbai – 400 051

**NSE Symbol: TEJASNET** 

Dear Sir/Madam,

The Secretary **BSE Limited**P J Towers, Dalal Street, Fort,
Mumbai – 400 001 **BSE Scrip Code: 540595** 

# Re: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Change in Management

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of Tejas Networks Limited ('the Company') at their meeting held on Wednesday, March 29, 2023 at the registered office of the Company has *inter alia* considered and approved the following:

The meeting started at 5.00 P.M.(IST) and concluded at 6.30 P.M.(IST)

## 1. Appointment of Mrs. Alice G Vaidyan (DIN: 07394437) as Non-Executive, Independent (Additional) Director on the Board of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved, subject to the approval of the Shareholders, the appointment of Mrs. Alice G Vaidyan (DIN: 07394437), as Non-executive, Independent (Additional) Director of the Company, not liable to retire by rotation for a period of 5 years with effect from March 29, 2023 till March 28, 2028.

In this connection, please find enclosed the following:

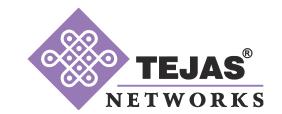
- Disclosure as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 regarding the appointment Mrs. Alice G Vaidyan as Non-executive, Independent (Additional) Director, not liable to retire by rotation - Annexure A
- The brief profile of Mrs. Alice G Vaidyan Annexure B
- The letter of affirmation on the appointment of Mrs. Alice G Vaidyan as Non-executive, Independent (Additional) Director, not liable to retire by rotation - Annexure C

#### 2. Voluntary retirement of Mr. Sanjay Nayak (DIN: 01049871)

Mr. Sanjay Nayak (DIN: 01049871), Chief Executive Officer (CEO) and Managing Director (MD) has expressed his desire to seek voluntary retirement from the services of the Company to pursue other personal interest. Mr. Nayak would step down from his role as CEO and MD by the next Annual General Meeting of the company. The Board of Directors has considered his request and accepted the same. The Board placed on record their appreciation for the contribution made by Mr. Sanjay Nayak, during his tenure as CEO and MD of the Company.

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In this connection, please find enclosed the following:

- The disclosure Circular No. CIR/CFD/CMD/4/2015 as required under SEBI dated September 09. 2015 regarding the voluntary retirement Mr. Sanjay Nayak - Annexure D
- The copy of the Press release issued on the voluntary retirement of Mr. Sanjay Nayak **Annexure E**

### 3. Appointment of Mr. Anand Athreya as the CEO and MD designate

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved the appointment of Mr. Anand Athreya as the CEO and MD designate of the Company and he will join the Company effective April 3, 2023. Mr. Atherya would be appointed as CEO and MD post all regulatory and shareholders approvals.

In this connection, please find enclosed the following:

- The brief profile of Mr. Anand Athreya as the CEO and MD designate of the Company - Annexure F
- Copy of the Press release issued on the appointment of Mr. Anand Athreya as the CEO and MD designate of the Company - Annexure E

#### 4. Reconstitution of Committees of the Board

Consequent to the appointment of Alice G Vaidyan (DIN: 07394437) as Non-Executive, Independent Director on the Board of the Company, the Board Committees are reconstituted with effect from March 29, 2023 as under:

#### a) Nomination and Remuneration Committee

S.No	Composition	Designation in the Committee
1	Mr. P R Ramesh	Chairperson
2	Mr. Chandrashekhar Bhaskar Bhave	Member
3	Mr. N. Ganapathy Subramaniam	Member

#### b) Stakeholders Relationship Committee

S.No	Composition	Designation in the Committee
1	Prof. Bhaskar Ramamurthi	Chairperson
2	Mrs. Alice G Vaidyan	Member
3	Mr. Arnob Roy	Member

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## c) Corporate Social Responsibility Committee

S.No	Composition	Designation in the Committee
1	Prof. Bhaskar Ramamurthi	Chairperson
2	Mrs. Alice G Vaidyan	Member
3	Mr. Arnob Roy	Member

### d) Share Allotment Committee

S.No	Composition	Designation in the Committee
1	Prof. Bhaskar Ramamurthi	Chairperson
2	Mrs. Alice G Vaidyan	Member
3	Mr. Arnob Roy	Member

The above information is also available on the website of the Company at www.tejasnetworks.com.

Kindly take the above information on record.

Thanking you,

Yours sincerely

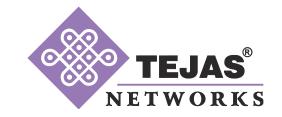
For Tejas Networks Limited

N R Ravikrishnan General Counsel, Chief Compliance Officer & Company Secretary

Encl: as above

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Annexure – A

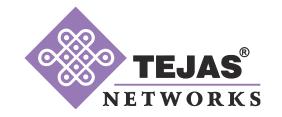
Disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 and other disclosures

S.No	Details of the events	Information on the events
1	The reason for change viz. appointment, resignation, removal, death or otherwise	The Board, subject to the approval of the Shareholders, approved the appointment of Mrs. Alice G Vaidyan (DIN: 07394437) as a Non-executive, Independent (Additional) Director of the Company, not liable to retire by rotation.
2	Date of appointment	March 29, 2023 for a period of 5 years till March 28, 2028
3	Brief Profile	Refer Annexure - B
4	The disclosure of relationships between directors (in case of appointment of a director)	Mrs. Alice G Vaidyan (DIN: 07394437) is not related to any of the Director or any Key Managerial Personnel of the Company.  Except for Mrs. Alice G Vaidyan and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said appointments.

For Tejas Networks Limited

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Annexure - B

## Brief Profile of Mrs. Alice G Vaidyan

Mrs. Alice G Vaidyan, former Chairman and Managing Director of General Insurance Corporation of India and the First Lady CMD in the Indian Insurance industry has over 40 years of experience, and is considered among the foremost experts in the insurance and reinsurance industry, in India and across the globe. During her tenure at the helm of GIC Re, the company became the 10th largest reinsurer globally and was recognised by Forbes as among the 250 best regarded global companies, growth champions and best employers. She also led the largest IPO in the financial sector in India during the successful listing of GIC Re in 2017.

She has won several national and international awards. She was the only Indian in Fortune's Global list (2018) of 50 Most Powerful Women in Business. In April 2019, Mrs. Vaidyan was honored with the Freedom of City of London in recognition of her work to promote insurance ties between India and London. She won the ET Prime Woman CEO of The Year award in 2019. Business Today recognized her as one of the 30 most powerful women in Indian business successively in 2016, 2017 and 2018. FORTUNE India announced her as the 4th most powerful woman in Business in 2018 and in 2019. ASSOCHAM honored her with the Leadership Excellence Award in February 2019.

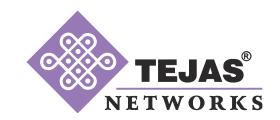
During her Chairmanship of GIC, Mrs. Vaidyan has served on the Boards of several Indian and global organisations such as Life Insurance Corporation of India, ECGC Limited, Kenindia Assurance Co. Ltd., Indian Register of Shipping, GIC Housing Finance Ltd., GIC Re South Africa, GIC Re Lloyds Syndicate 1947, Asian Reinsurance Corporation, Bangkok, International Insurance Society, New York and National Insurance Academy.

Mrs. Vaidyan holds a post graduate degree in English Literature and has received leadership training at Harvard Business School. She is a fellow of the Insurance Institute of India. She is an avid reader and plays the piano in her spare time.

Director Identification Number (DIN)	07394437
Date of Birth	July 22, 1959
Nationality	Indian
Date of appointment on the Board	March 29, 2023
Shares held	Nil
Qualifications	Post graduate degree in English Literature and leadership training at Harvard Business School. She is a fellow of the Insurance Institute of India.
Expertise in specific functional areas	Over 40 years of experience in the insurance and reinsurance industry, in India and across the globe.

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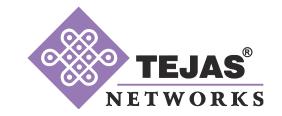


Directorships held in other companies (excluding foreign companies)	<ul> <li>Geojit Financial Services Limited</li> <li>Air India Express Limited</li> <li>Air India Limited</li> <li>Air Connect Private Limited</li> <li>Union Asset Management Company Private Limited</li> <li>Tata AIG Life Insurance Company Limited</li> <li>Tata AIG General Insurance Company Limited</li> </ul>
Chairmanship/Memberships of other Public Companies.	<ul> <li>Air India Limited</li> <li>Nomination and Remuneration Committee – Chairperson</li> <li>Audit and Corporate Social Responsibility Committee - Member</li> </ul>
	<ul> <li>Tata AIG Life Insurance Company Limited</li> <li>Audit and Risk Committee - Chairperson</li> <li>Nomination and Remuneration Committee - Member</li> </ul>
	<ul> <li>Tata AIG General Insurance Company Limited</li> <li>Nomination and Remuneration Committee and Policy Holders Protection Committee - Chairperson</li> <li>Audit and Investment Committee - Member</li> </ul>
	Union Asset Management Company Private Limited  Audit Committee - Member
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives

For Tejas Networks Limited

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Annexure - C

Letter of affirmation on the appointment of Mrs. Alice G Vaidyan (DIN: 07394437), as Non-executive, Independent (Additional) Director, not liable to retire by rotation:

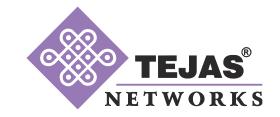
We affirm that Mrs. Alice G Vaidyan (DIN: 07394437):

- is not debarred from holding the office of the Director in the Company by virtue of any SEBI order or any such other authority.
- is not convicted of any offence in connection with the promotion, formation or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or any breach of duty to any Company under this Act or any previous Companies Act in the last five years.
- has not incurred disqualification under Section 164 (2) of the Companies Act, 2013 in the
  previous financial year and she stands free from any disqualification from being appointed as
  a Director and fulfils the conditions specified in Companies Act, 2013, Rules made
  thereunder and Listing Regulations, for being appointed as a Non-executive, Independent
  Director of the Company, not liable to retire by rotation.
- is not related to any Member of the Board, its Key Management Personnel and their relatives.
- is not required to obtain security clearance from the Ministry of Home Affairs, Government of India, before being appointed as a Director.

For Tejas Networks Limited

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Annexure - D

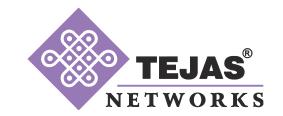
Disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 and other disclosures

S.No	Details of the events	Information on the events
1	The reason for change viz. appointment, resignation, removal, death or otherwise;	Mr. Sanjay Nayak, (DIN: 01049871) has voluntarily retired from the services of the Company to pursue other interests.
2	Date of change	Mr. Sanjay Nayak will step down from his role as CEO and MD by the next Annual General Meeting of the company
3	Brief Profile	Not applicable
4	The disclosure of relationships between directors (in case of appointment of a director)	Not applicable

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Annexure - E

# Tejas Networks announces leadership change Appoints Anand Athreya to succeed Sanjay Nayak, as CEO & MD Designate

**Bengaluru, March 29, 2023:** Tejas Networks [BSE: 540595, NSE: TEJASNET] today announced that Mr. Sanjay Nayak, Co-founder, Chief Executive Officer (CEO) and Managing Director (MD) has expressed his desire to take retirement and pursue other personal interests. The Board of Directors has considered his request and accepted the same.

The Board has also approved the appointment of Mr. Anand Athreya as the CEO & MD designate of Tejas Networks and he will join the Company effective 3rd April 2023. He would be appointed as MD post all regulatory and shareholder approvals. Post handing over the baton to Mr. Athreya, Mr. Nayak would step down from his role as CEO and MD by the next Annual General Meeting of the company.

Mr. Athreya has more than 25 years of highly technical and managerial experience in telecom equipment, networking, and software industries. He was the Executive Vice President & Chief Development Officer of Juniper Networks since 2017 and he served as Senior Vice-President of the Routing Business Unit for 3 years prior to his current role. Mr. Athreya was with Juniper Networks since 2004 until November 2022.

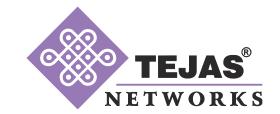
Mr. N Ganapathy Subramaniam, Chairman, Tejas Networks said, "Sanjay has been successfully leading the Company since its inception and has helped build a pioneering technology company from India. On behalf of Board of Directors and employees of the Company, I would like to thank Sanjay for his significant contributions in building Tejas Networks as a leading telecom products company. We wish Sanjay all the very best for the future".

He further added, "I am delighted to welcome Anand to Tejas Networks. He is an industry veteran, having been a leader in world-class global Silicon, Systems & Software Engineering, and global innovation led R&D and product development for the networking world. He has led the delivery of several industry leading and award-winning products for the telecommunication industry. I am sure Tejas Networks would benefit from his leadership and rich experience. Sanjay and Anand will be working towards a smooth transition over the coming months."

Mr. Sanjay Nayak the current CEO & MD said "As a co-founder, I had the privilege of leading the company from a startup to India's first publicly-listed deep-technology telecom products company. I am proud of what we have built as a company- having a rich portfolio of world-class products for the telecom industry and a solid launchpad for future growth. The association with the Tata Group has only accelerated this journey and I am confident that Tejas is well poised to tap the global market opportunities and become a leading telecom OEM. Having worked with tremendous passion and intensity for the last 23 years, and now with the backing of the Tata

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Group, I feel this is the right time for me to transition and pursue my other interests. Anand brings in strong domain knowledge and rich global experience. I look forward to working with him and in transitioning my responsibilities over the coming months. I wish him well, as he steers the next phase of growth for the company."

Mr. Athreya earned his B.E. in Electrical Engineering from Bangalore University, India, and M.Tech in Computer Science and Engineering from Osmania University, India. He later moved to USA and obtained Master's in Business Administration (Hons.) from National University, CA. He also attended the Advanced Management Program at Harvard Business School.

Speaking on the occasion, Mr. Anand Athreya said, "I am both honoured and humbled to lead Tejas and help transform the telecommunication industry. I am eagerly looking forward to working with Tejas' leadership team and the Tata group. Tejas is in a unique position to build industry leading telecom and networking solutions right out of India, for India and the rest of the world."

#### **About Tejas Networks Limited**

Tejas Networks Ltd. designs and manufactures high-performance wireline and wireless networking products for telecommunications service providers, internet service providers, utilities, and government entities in over 75 countries. Tejas Networks Ltd. is a part of the Tata Group, with Panatone Finvest Ltd. (a subsidiary of Tata Sons Pvt. Ltd.) being the majority shareholder.

For more information, visit Tejas Networks Ltd. at http://www.tejasnetworks.com or contact

Investor Relations: <u>ir@india.tejasnetworks.com</u>

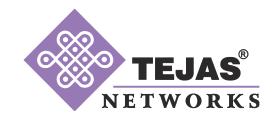
Attn: Mr. Santosh Kesavan: <a href="mailto:skeshavan@india.tejasnetworks.com">skeshavan@india.tejasnetworks.com</a> Phone: +91 80 41794600

#### SAFE HARBOUR

Certain statements in this release concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, our ability to successfully implement our strategy and our growth and expansion plans, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments, changes in the laws and regulations that apply to the industry in which the Company operates. The Company does not undertake to update any forward-looking statements that may be made from time to time by or on behalf of the Company.

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Annexure - F

#### Brief profile of Mr. Anand Athreya

Mr. Athreya has more than 25 years of highly technical and managerial experience in telecom equipment, networking, and software industries. He was the Executive Vice President & Chief Development Officer of Juniper Networks since 2017 and he served as Senior Vice-President of the Routing Business Unit for 3 years prior to his current role. Mr. Athreya was with Juniper Networks since 2004 until November 2022.

Mr. Athreya earned his B.E. in Electrical Engineering from Bangalore University, India, and M.Tech in Computer Science and Engineering from Osmania University, India. He later moved to USA and obtained Master's in Business Administration (Hons.) from National University, CA. He also attended the Advanced Management Program at Harvard Business School.

For Tejas Networks Limited