TEJAS NETWORKS LIMITED

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AMENDED AND RESTATED POLICY ON BOARD DIVERSITY ("Policy")

Adopted by the Board of Directors on October 26, 2016 and amended on August 26, 2017

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 referred to as* "**LODR**"), based on the recommendation of the Nomination and Remuneration Committee ("**Committee**"), the Board of Directors of Tejas Networks Limited (the "**Company**"), has framed a policy on Board diversity which sets out a framework to promote diversity on the 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 the appointment to the Board 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.

Accordingly, the Committee shall –

(i) ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member;
(ii) assess the appropriate mix of diversity, skills, expertise and experience required on the Board vis-à-vis the composition of the Board existing from time to time;
(iii) recommend to the Board with respect to appointments while maintaining the appropriate mix of diversity, skills, expertise and experience in accordance with this Policy;
(iv) review and monitor from time to time the implementation of this Policy to ensure its effectiveness and, 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;

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, LODR and the statutory, regulatory obligations of the Company.

POLICY REVIEW

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

EFFECTIVE DATE

This policy shall be effective from August 26, 2017.