

AGM Notice



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting (“AGM”) of **Tejas Networks Limited** (the “Company”) will be held on **Friday, June 26, 2026 at 10.30 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

3. Appointment of Arnob Roy (DIN: 03176672) as a Director of the Company, liable to retire by rotation

To appoint a Director in place of Arnob Roy (DIN: 03176672), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

SPECIAL BUSINESS

4. Appointment of Srikumar Vijayasekharan (DIN: 07810464), as a Director and as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT Srikumar Vijayasekharan (DIN: 07810464), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from April 15, 2026, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 45 of the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) as amended from time to time, the appointment of Srikumar Vijayasekharan (DIN: 07810464), who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment, as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from April 15, 2026 up to April 14, 2031, be and is hereby approved.”

5. Appointment of Arnob Roy (DIN: 03176672), as the Managing Director & Chief Executive Officer

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’), (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Arnob Roy (DIN: 03176672), as the Managing Director & Chief Executive Officer (‘MD & CEO’) of the Company for the period from April 15, 2026 to August 3, 2028, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including the remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors (which includes a duly constituted Committee of the Board) to alter, vary, and / or modify the terms and conditions of the said appointment including the remuneration as it may deem fit and in such manner as may be agreed to between the Board of Directors and Arnob Roy.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. To approve material Related Party Transactions with Tata Consultancy Services Limited (TCS)

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and applicable provisions of the Companies Act, 2013, read with relevant Rules framed thereunder and such other applicable provisions of law, if any, and any amendments, modifications or re-enactments thereof (hereinafter called as “Applicable Laws”) and the Company’s Policy on dealing with Related Party Transactions, as may be applicable from time to time, as well as subject to such approval(s), consent(s) and / or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by

the Board from time to time, to exercise its powers conferred by this resolution) for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement herein, with Tata Consultancy Services Limited (Related Party), for an aggregate value not exceeding ₹4,800 Crore, on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between the Related Party and the Company, provided that the said Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of the Company / any other person(s) so authorized by it and to sign and execute all such documents, deeds and writings, including filing the said documents, etc., and to do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby confirmed, approved, and ratified in all respects."

7. To approve the material Related Party Transactions with Tata Semiconductor Assembly and Test Private Limited (TSAT)

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and applicable provisions of the Companies Act, 2013, read with relevant Rules framed thereunder and such other applicable provisions of law, if any, and any amendments, modifications or re-enactments thereof (hereinafter called as "Applicable Laws") and the Company's Policy on dealing with Related Party Transactions, as may be applicable from time to time, as well as subject to such approval(s), consent(s) and / or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time, to exercise its powers conferred by this resolution) for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken

together or series of transactions or otherwise) as detailed in the Explanatory Statement herein, with Tata Semiconductor Assembly and Test Private Limited (Related Party), for an aggregate value not exceeding ₹ 460 Crore, on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between the Related Party and the Company, provided that the said Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of the Company / any other person(s) so authorized by it and to sign and execute all such documents, deeds and writings, including filing the said documents, etc., and to do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby confirmed, approved, and ratified in all respects."

8. Ratification of Remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2,00,000/- (Rupees Two Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. GNV & Associates, Cost Accountants (Firm Registration Number - 000150), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is accorded to the Board of Directors of the Company to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors / Executives of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby confirmed, approved, and ratified in all respects."

By Order of the Board

Sd/-

Anantha Murthy N

Company Secretary & Compliance Officer

Membership No: A-17134

**April 15, 2026
Bengaluru**

Explanatory Statement Under Section 102 of the Companies Act, 2013

As required under Section 102(1) of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 8 of the accompanying Notice:

Item No. 4 - Appointment of Srikumar Vijayasekharan (DIN: 07810464), as a Director, and as an Independent Director

The Board of Directors of the Company ("the Board") at their Meeting held on April 15, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has appointed Srikumar Vijayasekharan as an Additional Director (Non-executive, Independent) and also as an Independent Director of the Company for a term of (5) five consecutive years, effective from April 15, 2026 up to April 14, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members of the Company.

The Board and the NRC has considered the professional background, diverse skills, experience and the expertise which Srikumar Vijayasekharan carries with him, before appointing him as an Additional Director (Non-executive, Independent) and also as an Independent Director of the Company, for a term of 5 years.

The profile and specific areas of expertise of Srikumar Vijayasekharan and other relevant information as required under the Listing Regulations read with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

The Company has received declaration from Srikumar Vijayasekharan, stating that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. He has confirmed that pursuant to BSE and NSE Circular dated June 20, 2018, he is not debarred from holding the office of a Director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company. The Company has also received a declaration from Srikumar Vijayasekharan that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Srikumar Vijayasekharan is a person of integrity, possesses the relevant expertise / experience, and fulfils the criteria of independent as envisaged in the Act and the Listing Regulations and is independent of the Management.

In terms of Section 160(1) of the Act, the Company has received a Notice in writing from a Member, proposing his candidature for the office of Director.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director is subject to the approval of the Members by way of a Special Resolution.

The Board considers that, given Srikumar Vijayasekharan's professional background, experience and the expertise which he carries with him, his appointment as an Independent Director is in the interest of the Company and would be beneficial to the Company, and it is desirable to appoint him as an Independent Director of the Company for a term of 5 years. Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice, for approval by the Members.

The copy of draft letter of appointment setting out the terms and conditions of his appointment as an Independent Director is available electronically for inspection by the Members.

Except for Srikumar Vijayasekharan and / or his relatives, no other Director or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5 - Appointment of Arnob Roy (DIN: 03176672), as Managing Director & Chief Executive Officer

The Members of the Company vide Special Resolution passed via Postal Ballot on March 24, 2024, had approved the appointment of Arnob Roy as the Executive Director & Chief Operating Officer ("ED & COO") of the Company, liable to retire by rotation, for a period of 5 years i.e., from March 25, 2024 to March 24, 2029 or the date of superannuation as per Superannuation Policy applicable for the Directors of the Company, whichever is earlier, including payment of remuneration to him.

The Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee ("NRC") and considering the background, experience and contribution made by Arnob Roy to the Company over the years, has approved the appointment of Arnob Roy (DIN: 03176672), who was serving as the Executive Director & Chief Operating Officer of the Company, as the Managing Director & Chief Executive Officer (MD & CEO) as well as Key Managerial Personnel (KMP) of the Company, liable to retire by rotation, for the period from April 15, 2026 to August 3, 2028, subject to the approval of the Shareholders, upon the terms and conditions as set out in this Explanatory Statement, annexed to the Notice. While approving the said appointment, the Board of Directors also considered the role played by Arnob Roy in driving the business operations / performance of the Company during the challenging times, his commitment towards advancement of the Company's interest and fostering a culture of leadership.

The Board is of the view that Arnob Roy's skills, background, experience and expertise will be of immense benefit and it is in the interest of the Company to appoint Arnob Roy as the MD & CEO of the Company. The Board is of the view that the appointment of Arnob Roy as the MD & CEO, will greatly benefit the operations of the Company and the remuneration payable to him is commensurate with his qualifications and experience and accordingly the Board recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice, for approval by the Members.

The Company has received from Arnob Roy, all relevant declarations including consent to act as Managing Director & CEO and also as a KMP of the Company and a declaration / form to the effect that he is not disqualified under the provisions of Section 164 of the Companies Act, 2013 ('the Act') to act / continue as a Director of the Company, and a declaration pursuant to BSE and NSE Circular dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India (SEBI) or any other such authority.

The profile and specific areas of expertise of Arnob Roy and other relevant information as required under the Listing Regulations read with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

Key terms and conditions of the appointment and remuneration payable to Arnob Roy, MD & CEO, are as follows:

1. Term of appointment

April 15, 2026 to August 3, 2028.

2. Nature of Duties

The MD & CEO shall devote his whole time and attention to the business of the Company and shall carry out such duties as may be entrusted to him by the Board, from time to time. However, all the powers granted to the Managing Director shall be subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associate companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associate companies and / or subsidiaries or any other executive body or any committee of such a company. The day-to-day management of the Company shall vest with the Managing Director, subject to the supervision and control of the Board.

The MD & CEO shall undertake to employ the best of his skills & ability and to make his utmost endeavors to promote the interests & welfare of the Company, and conform to and comply with the policies & regulations of the Company and all such orders / directions as may be given to him from time to time, by the Board.

The MD & CEO shall undertake his duties from such location as may be directed by the Board.

3. Remuneration

The MD & CEO, subject to him performing his duties and conforming to the terms and conditions of his appointment as may be required, be entitled to the following remuneration: Total remuneration of ₹ 3.46 crore per annum, consisting of the following:

a. Fixed Salary: Annual fixed salary of ₹1.85 Crore (comprising of basic pay, house rent allowance, special allowance, company's contribution to the provident fund and gratuity fund) to be paid periodically in accordance with the Company's normal payroll practices and subject to applicable taxes.

b. Variable Pay: Target Variable Pay of ₹ 1.61 Crore, on achievement of annual targets set by the Board or by the Committee, subject to applicable taxes. The actual Variable Pay to be paid may be higher or lower than the Target Variable Pay, as may be recommended / decided by the Nomination and Remuneration Committee / Board.

In addition, MD & CEO shall be eligible for the following:

c. Performance-based Stock Compensation: Stock Compensation by way of grant of Restricted Stock Units (RSU) or such other stock-based schemes approved from time to time, wherein the number of RSU to be granted and the terms thereof, shall be as approved from time to time, by the Nomination and Remuneration Committee / Board, as the case may be.

d. Employee Benefits: During the term of the employment, Mr. Arnob Roy shall be entitled to participate in the employee benefit plans / schemes of the Company as approved, from time to time.

e. Expenses: The Company will reimburse him for or pay for, actual and reasonable travel, entertainment, driver, security, or other expenses incurred by him pursuant to or in connection with the performance of his duties.

f. Annual Increment: The Annual Increment shall be determined by the Board or the Committee at its sole discretion, taking into account factors such as the Company's prior year's financial performance, Arnob Roy's performance, independent industry compensation benchmarks and potential future contribution.

The overall remuneration payable to MD & CEO, every year, by way of fixed salary, variable pay, performance-based incentives (including stock-based compensation of all types) and employee benefits etc., as mentioned herein above, shall be subject to limits specified under Section 198 of the Act, read with Schedule V thereto.

4. Minimum Remuneration

a. Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company will pay to MD & CEO remuneration by way of Salary, Benefits, Perquisites and Allowances as stated above and as specified in the agreement to be executed between the Company and the MD & CEO ('the Agreement'), subject to such limits and terms & conditions as envisaged under Schedule V to the Act.

b. The vesting and other terms of each grant shall be subject to the Company RSU Plan and any agreements evidencing the award under the Company RSU Plan and as determined by the Board or its Committee, from time to time.

c. The performance based Restricted Stock Units shall be subject to the achievements / milestones as determined by the Board or Nomination and Remuneration Committee, from time to time.

5. Term and Termination

Subject to as hereinafter provided, the terms and conditions of the appointment of MD & CEO shall remain in force for the period from April 15, 2026 to August 3, 2028,

a. Termination:

- **Without cause:** The employment may be terminated by either party by giving to the other Party, six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of [Basic Salary, Benefits, Perquisites, Allowances and any pro-rated Variable Pay (paid at the discretion of the Board)], in lieu of such notice.
- **With cause:** No amount would be payable (where the payment would be zero)

b. The employment of MD & CEO may be terminated by the Company without notice or payment in lieu of notice:

- if MD & CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which the MD & CEO is required by the terms of employment to render services; or
- in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the MD & CEO of any of the stipulations contained in the terms of employment; or
- in the event the Board expresses its loss of confidence in MD & CEO.

c. Termination due to physical / mental incapacity

- in the event MD & CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

d. Upon the termination by whatever means of his employment:

- MD & CEO shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167 (1)(h) of the Act unless the Board of Directors of the Company decide otherwise, and shall resign as trustee of any trusts connected with the Company.
- MD & CEO shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associate companies.
- If and when the Agreement expires or is terminated for any reason whatsoever, Arnob Roy will cease to be MD & CEO and also cease to be a Director of the Company. If at any time, the MD & CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the MD & CEO and the employment shall forthwith terminate. If at any time, the MD & CEO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director, and MD & CEO of the Company.

The other principal terms and conditions of the appointment of Arnob Roy as MD & CEO, inter alia, are as under:

- MD & CEO shall adhere to the Tejas Code of Conduct in spirit and in letter, no conflict of interest with the Company, protection and usage of intellectual property, maintenance of confidentiality and all Personal Policies.
- MD & CEO covenants with the Company that during the continuance of his employment with the Company, he will not accept any other directorships / advisory roles in any company or body corporate without the prior written consent of the Board. The MD & CEO has confirmed that he does not hold any other advisory, non-executive roles at present.
- MD & CEO covenants with the Company that he will not for a period of one year immediately following the termination of his employment, without the prior written consent of the Board endeavor or entice away from the Company any of his direct or two level below reportees, who has at any time during the one-year period immediately preceding such termination been employed or engaged by the Company or any subsidiaries or associate companies.
- The terms and conditions of the appointment of the MD & CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD & CEO.

- MD & CEO covenants with the Company that he will not, during the continuance of his employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee of any person, firm or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company or its holding company or its subsidiaries or associate companies. The application of this clause needs to be read in conjunction with the relevant clauses in the Tejas Code of Conduct.

Other matters:

- The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors.
- The terms and conditions of Arnob Roy's appointment as MD & CEO shall be open for inspection by the Members during the normal business hours on any working day (except Saturday & Sunday) till June 20, 2026. Any person who wishes to inspect may write to the Company Secretary at corporate@tejasnetworks.com.

Disclosure of Interest

Except for Arnob Roy and / or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Additional Information

The following additional information as required under Schedule V to the Companies Act, 2013 is given below:

(I) General Information**(i) Nature of Industry**

The Company is a global broadband, optical and wireless networking product company, with a focus on technology, innovation and Research and Development. The Company caters to multiple customer segments and have an extensive portfolio of leading-edge telecom products for building end-to-end telecom networks based on the latest technologies and global standards with IPR ownership. With a focus on deep technology and Research and Development, the Company has a rich portfolio of patents and has shipped more than 1 Million systems across the globe.

(ii) Date or expected date of commencement of commercial production:

Not Applicable. The Company was incorporated and commenced its business on April 24, 2000 at Bengaluru. The Corporate Identity Number (CIN) of the Company is L72900KA2000PLC026980.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

(iv) Financial performance based on Standalone Audited Accounts for the years ended

in ₹ crore

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Gross Turnover & Other Income	1,134.24	8,961.16	2,538.32
Net Profit / (Loss) after Tax as per Statement of Profit & Loss	(916.43)	450.66	85.43
Computation of Net Profit / (Loss) in accordance with Section 198 of the Companies Act, 2013	(1,302.20)	751.34	129.42
Net Worth	2,693.23	3,572.79	3,049.52

(v) Foreign investments or collaborators, if any:

Not applicable

(II) Information about the appointee**(i) Background details:**

Please refer profile section as stated above

(ii) Past remuneration during the financial year ended March 31, 2026:

Particulars	Amount (₹)
Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	₹ 2.73 Cr.
Allowances and perquisites	₹ 2.45 Cr.
Contribution to Retiral Funds	₹ 0.08 Cr.
Total	₹ 5.26 Cr.
Restricted Stock Units granted during the year	39,000
Stock Options exercised during the year	Nil
Restricted Stock Units exercised during the year	45,093

Notes:

- Salary includes fixed pay and performance linked variable pay of FY 2025, but paid in FY 2026.
- In view of inadequate profits as computed in accordance with Section 198 of the Act, Arnob Roy has been paid remuneration in accordance with Part II of Section II of Schedule V of the Act for the year ended March 31, 2026.
- The value of perquisites includes the perquisite value of RSUs exercised during the period, which was granted during earlier years, determined in accordance with the provisions of the Income Tax Act, 1961. Accordingly, the value of stock options / RSUs granted during the period is not included.
- The retirement benefit includes provident fund and gratuity.
- No loan is granted to Arnob Roy.

(iii) Recognition or Awards

None.

(iv) Job Profile and his suitability

Please refer profile section as stated above

(v) Remuneration proposed:

Please refer Terms and conditions of the appointment as stated above

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Taking into consideration the size of the Company, the profile of Arnob Roy, MD & CEO, the responsibilities undertaken by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Arnob Roy does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

(III) Other information**(i) Reasons of loss or inadequate profits:**

The Company has reported loss during the financial year ended March 31, 2026. Some of the key opportunities which the Company was expecting during the year ended March 31, 2026, got delayed. However, as a technology Company, the Company continued to invest in development of new technology and upgrading the existing products to address the future opportunities in the market, driven by huge demand for data and network expansion, through adoption and rapid proliferation of Artificial Intelligence and technology such as 5G advanced and 6G.

(ii) Steps taken or proposed to be taken for improvement:

The Company expects to increase the business volume over the years aligned with the business strategy adopted by the Company. Also, the new customer deals are expected to have positive impact on overall margins.

(iii) Expected increase in productivity and profits in measurable terms:

Based on the business foreseen by the Company coupled with various initiatives undertaken by the Company to improve the productivity and performance, the Company expects to have increased volumes along with the large scale economies, which is expected to increase the profits in absolute terms.

Item No. 6 - To approve material Related Party Transactions with Tata Consultancy Services Limited (TCS)

Pursuant to Regulation 23 of the Listing Regulations, as amended, prior approval of the Members of the Company is required by way of an Ordinary Resolution for transactions with a Related Party during a financial year exceeding 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ₹ 20,000 crore).

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee has granted approval for entering into RPTs with TCS during FY 2026-27 up to the aggregate values as set out in the Resolution at Item No. 6 of the accompanying Notice. The Audit Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

The Members approval sought for the Material Related Party Transactions with TCS as set out at Item No. 6 shall be valid up to the date of next AGM to be held in the year 2027.

The proposed RPTs are necessary, normal and incidental to the business and also play a significant role in the Company's business operations and be considered as enabling resolution to achieve business objectives. These proposed RPTs are not prejudicial to the interest of the Public Shareholders.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such Related Party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the resolution set out at Item No. 6 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 6 pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, are as follows:

Basic details of the Related Party

Sl. No.	Particulars of the information	Information provided by the Management
1	Name of the Related Party	Tata Consultancy Services Limited (TCS)
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	IT services, consulting, and business solutions, acting as a transformation partner for corporations

Relationship and ownership of the Related Party

Sl. No.	Particulars of the information	Information provided by the Management
1	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the Related Party – including nature of its concern (financial or otherwise)	Subsidiary of Ultimate Holding Company
2	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the Related Party.	Nil
3	Where the Related Party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4	Shareholding of the Related Party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil

Details of previous transactions with the Related Party

Sl. No.	Particulars of the information	Information provided by the Management																		
1	Total amount of all the transactions undertaken by the Company with the Related Party during the last financial year.	<table border="1"> <thead> <tr> <th colspan="3">FY 2025 - 26</th> </tr> <tr> <th>Sl. No.</th> <th>Nature of Transactions</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods & Services</td> <td>28.29</td> </tr> <tr> <td>2</td> <td>Purchase of software</td> <td>0.98</td> </tr> <tr> <td>3</td> <td>Subscriptions</td> <td>12.80</td> </tr> <tr> <td>4</td> <td>Business promotion</td> <td>0.45</td> </tr> </tbody> </table>	FY 2025 - 26			Sl. No.	Nature of Transactions	Amount (In ₹ Crore)	1	Sale of Goods & Services	28.29	2	Purchase of software	0.98	3	Subscriptions	12.80	4	Business promotion	0.45
FY 2025 - 26																				
Sl. No.	Nature of Transactions	Amount (In ₹ Crore)																		
1	Sale of Goods & Services	28.29																		
2	Purchase of software	0.98																		
3	Subscriptions	12.80																		
4	Business promotion	0.45																		
2	Total amount of all the transactions undertaken by the Company with the Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable																		
3	Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No																		

Amount of the proposed transaction(s)

Sl. No.	Particulars of the information	Information provided by the Management															
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	FY 2026-27															
		<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of Transactions</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods & Services</td> <td>4,750</td> </tr> <tr> <td>2</td> <td>Purchase of software</td> <td>25</td> </tr> <tr> <td>3</td> <td>Subscriptions</td> <td>20</td> </tr> <tr> <td>4</td> <td>Business promotion</td> <td>5</td> </tr> </tbody> </table>	Sl. No.	Nature of Transactions	Amount (In ₹ Crore)	1	Sale of Goods & Services	4,750	2	Purchase of software	25	3	Subscriptions	20	4	Business promotion	5
		Sl. No.	Nature of Transactions	Amount (In ₹ Crore)													
		1	Sale of Goods & Services	4,750													
		2	Purchase of software	25													
3	Subscriptions	20															
4	Business promotion	5															
2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?	Yes															
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	435%															
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable															
5	Value of the proposed transactions as a percentage of the Related Party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of Related Party) for the immediately preceding financial year, if available.	1.80%															
6	Financial performance of the Related Party for the immediately preceding financial year	FY 2025-26															
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,20,938</td> </tr> <tr> <td>Profit / (Loss) after Tax</td> <td>49,096</td> </tr> <tr> <td>Net Worth</td> <td>84,676</td> </tr> </tbody> </table>	Particulars	Amount (In ₹ Crore)	Turnover	2,20,938	Profit / (Loss) after Tax	49,096	Net Worth	84,676							
		Particulars	Amount (In ₹ Crore)														
		Turnover	2,20,938														
Profit / (Loss) after Tax	49,096																
Net Worth	84,676																

Basic details of the proposed transaction

Sl. No.	Particulars of the information	Information provided by the Management										
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	FY 2026-27										
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>Revenue - Sale of goods & Services</td> <td>4,750</td> </tr> <tr> <td>Purchase of software</td> <td>25</td> </tr> <tr> <td>Subscriptions</td> <td>20</td> </tr> <tr> <td>Business promotion</td> <td>5</td> </tr> </tbody> </table>	Particulars	Amount (In ₹ Crore)	Revenue - Sale of goods & Services	4,750	Purchase of software	25	Subscriptions	20	Business promotion	5
		Particulars	Amount (In ₹ Crore)									
		Revenue - Sale of goods & Services	4,750									
		Purchase of software	25									
Subscriptions	20											
Business promotion	5											
2	Details of each type of the proposed transaction	<ol style="list-style-type: none"> 1. Procurement of IT / ITE Services including IT, Infrastructure etc. 2. Analytics, Cyber Security, and such related areas 3. Supply of hardware and software 4. Reimbursement of expenses 5. Procurement of goods, products, services etc. 6. Assignment of the technology or license or IP 										
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months										



4	Whether omnibus approval is being sought?	Yes										
5	Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	<p>FY 2026-27</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>Revenue - Sale of goods & Services</td> <td>4,750</td> </tr> <tr> <td>Purchase of software</td> <td>25</td> </tr> <tr> <td>Subscriptions</td> <td>20</td> </tr> <tr> <td>Business promotion</td> <td>5</td> </tr> </tbody> </table>	Particulars	Amount (In ₹ Crore)	Revenue - Sale of goods & Services	4,750	Purchase of software	25	Subscriptions	20	Business promotion	5
Particulars	Amount (In ₹ Crore)											
Revenue - Sale of goods & Services	4,750											
Purchase of software	25											
Subscriptions	20											
Business promotion	5											
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Both TCS and the Company are jointly working on certain large multi-year contracts and other areas of collaboration. TCS has domain expertise and competencies for such projects. This would further establish Tata Group's commitment to attain Aatmanirbhar Bharat.										
7	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Nil										
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None. The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length basis. The pricing for such transactions is supported by transfer pricing analysis including considering market price for comparable transactions with unrelated parties where available or on cost plus appropriate mark-up, having regard to transfer pricing and other regulatory guidelines. The reimbursements / recoveries are basis actual cost incurred.										
9	Other information relevant for decision making.	Approval is for commitments during FY 26-27										

PART B

Specific disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sl. No.	Particulars of the information	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	For Customer Contracts, the Company does bidding along with partners to the bids and selection of the partners happen on the basis of business requirements
2	Basis of determination of price.	Cost + Margins and competitive
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	As per Industry (General) pricing terms



Other Information

Sl. No.	Particulars	Details
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Both TCS and the Company are jointly working on certain large multi-year contracts and other areas of collaboration. TCS has domain expertise and competencies for such projects. This would further establish Tata Group's commitment to attain Aatmanirbhar Bharat.
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the Certificate issued by the Executive Director & Chief Operating Officer and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for the material RPT has been approved by the Audit Committee and recommended by the Board of Directors for Members' approval.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Notice.
6	Any other information that may be relevant	Not Applicable

Item No. 7 - To approve the material Related Party Transactions with Tata Semiconductor Assembly and Test Private Limited (TSAT)

Pursuant to Regulation 23 of the Listing Regulations, as amended, prior approval of the Members of the Company is required by way of an Ordinary Resolution for transactions with a Related Party during a financial year exceeding 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ₹ 20,000 crore).

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee has granted approval for entering into RPTs with TSAT during FY 2026-27 up to the aggregate values as set out in the Resolution at Item No. 7 of the accompanying Notice. The Audit Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

The Members approval sought for the Material Related Party Transactions with TSAT as set out at Item No. 7 shall be valid up to the date of next AGM to be held in the year 2027.

The proposed RPTs are necessary, normal and incidental to the business and also play a significant role in the Company's business operations and be considered as enabling resolution to achieve business objectives. These proposed RPTs are not prejudicial to the interest of the Public Shareholders.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such Related Party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No. 7 of this Notice for approval by the Members.

Except for Dr. Randhir Thakur and / or his relatives, no other Director or Key Managerial Personnel of the Company and their respective relatives, is concerned or interested in the resolution set out at Item No. 7 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 7 pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, are as follows:

Basic details of the Related Party

Sl. No.	Particulars of the information	Information provided by the Management
1	Name of the Related Party	Tata Semiconductor Assembly and Test Private Limited
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	Electronic Manufacturing Service Provider

Relationship and ownership of the Related Party

Sl. No.	Particulars of the information	Information provided by the Management
1	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the Related Party – including nature of its concern (financial or otherwise)	Subsidiary of Ultimate Holding Company
2	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the Related Party.	Nil
3	Where the Related Party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4	Shareholding of the Related Party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil

Details of previous transactions with the Related Party

Sl. No.	Particulars of the information	Information provided by the Management
1	Total amount of all the transactions undertaken by the Company with the Related Party during the last financial year.	Nil
2	Total amount of all the transactions undertaken by the Company with the Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable
3	Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

Amount of the proposed transaction(s)

Sl. No.	Particulars of the information	Information provided by the Management		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	FY 2026-27		
		Sl. No.	Nature of Transactions	Amount (In ₹ Crore)
		1	Purchase of Goods & Services	440
		2	Product Development	10
		3	Sales of goods and services	10



2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?	Yes										
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	42%										
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable										
5	Value of the proposed transactions as a percentage of the Related Party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of Related Party) for the immediately preceding financial year, if available.	1253.06%										
6	Financial performance of the Related Party for the immediately preceding financial year	<table border="1"> <thead> <tr> <th colspan="2">FY 2024-25</th> </tr> <tr> <th>Particulars</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>36.71</td> </tr> <tr> <td>Profit / (Loss) after Tax</td> <td>(153.68)</td> </tr> <tr> <td>Net Worth</td> <td>(118.13)</td> </tr> </tbody> </table>	FY 2024-25		Particulars	Amount (In ₹ Crore)	Turnover	36.71	Profit / (Loss) after Tax	(153.68)	Net Worth	(118.13)
FY 2024-25												
Particulars	Amount (In ₹ Crore)											
Turnover	36.71											
Profit / (Loss) after Tax	(153.68)											
Net Worth	(118.13)											

Basic details of the proposed transaction

Sl. No.	Particulars of the information	Information provided by the Management										
1	Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th colspan="2">FY 2026-27</th> </tr> <tr> <th>Particulars</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>Purchase of Goods & Services</td> <td>440</td> </tr> <tr> <td>Product Development</td> <td>10</td> </tr> <tr> <td>Sales of goods and services</td> <td>10</td> </tr> </tbody> </table>	FY 2026-27		Particulars	Amount (In ₹ Crore)	Purchase of Goods & Services	440	Product Development	10	Sales of goods and services	10
FY 2026-27												
Particulars	Amount (In ₹ Crore)											
Purchase of Goods & Services	440											
Product Development	10											
Sales of goods and services	10											
2	Details of each type of the proposed transaction	<ol style="list-style-type: none"> PCB related Assembly, Testing, Packing & Other related activities New Product Development 										
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months										
4	Whether omnibus approval is being sought?	Yes										
5	Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	<table border="1"> <thead> <tr> <th colspan="2">FY 2026-27</th> </tr> <tr> <th>Particulars</th> <th>Amount (In ₹ Crore)</th> </tr> </thead> <tbody> <tr> <td>Purchase of Goods & Services</td> <td>440</td> </tr> <tr> <td>Product Development</td> <td>10</td> </tr> <tr> <td>Sales of goods and services</td> <td>10</td> </tr> </tbody> </table>	FY 2026-27		Particulars	Amount (In ₹ Crore)	Purchase of Goods & Services	440	Product Development	10	Sales of goods and services	10
FY 2026-27												
Particulars	Amount (In ₹ Crore)											
Purchase of Goods & Services	440											
Product Development	10											
Sales of goods and services	10											
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<ol style="list-style-type: none"> The domain expertise and competencies available with the Related Party Proximity of the location which facilitates easy and effective monitoring Long Term player in the field with significant financial strength 										

7	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	<ul style="list-style-type: none"> Name of the Director - Dr. Randhir Thakur Non-Executive and Non-Independent Director Shareholding of the Director in the Related Party - Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None. Internal Assessments using the Comparable Uncontrolled Price method (CUP) Method for Costs were carried out
9	Other information relevant for decision making.	Not Applicable

PART B

Specific Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sl. No.	Particulars of the information	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<ol style="list-style-type: none"> RFP for Products & Services floated to 4 - 5 vendors. Based on technical and financial qualifications of the vendors, the share of business will be finalized. For NPI, it would be initiated once TSAT is finalized for development and thereafter for mass production.
2	Basis of determination of price.	Make v/s Buy or Vendor Quote comparison with reference to a target price.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	As per Industry (General) pricing terms

Other Information

Sl. No.	Particulars	Details
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	<ol style="list-style-type: none"> The domain expertise and competencies available with the Related Party Proximity of the location which facilitates easy and effective monitoring Long Term player in the field with significant financial strength
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the Certificate issued by the Executive Director & Chief Operating Officer and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for material RPTs has been approved by the Audit Committee, and the Board of Directors recommend the proposed transactions to the Members, for approval.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Notice.
6	Any other information that may be relevant	Not Applicable

Item No. 8 - Ratification of the remuneration of Cost Auditor:

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records in relation to Company's products viz., telecom networking equipment parts, and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 15, 2026, has appointed M/s. GNV & Associates, Cost & Management Accountants, Bangalore (Firm Registration Number 000150), as Cost Auditors of the Company for conducting the Cost Audit for the financial year ending March 31, 2027, on a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only), plus applicable taxes thereon, apart from reimbursement of travel and out-of-pocket expenses incurred in connection with the cost audit. Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No. 8 of the Notice is placed before the Members for their approval.

Confirmation and Disclosures:

M/s. GNV & Associates ('the firm'), has confirmed and disclosed;

- that the number of audits for all partners put together shall be within the limits as stated in the Act, 2013.

April 15, 2026
Bengaluru

- The firm is duly constituted in accordance with Regulation 113 of the Cost Accountants Act, with the Registration Number as 000150.
- The Partners of the firm hold valid Certificate of Practice.
- The Partners of the firm meet the criteria of independence, they are eligible for re-appointment as Cost Auditor, they are not disqualified for appointment and maintain arm's length relationship with the Company.
- There are no orders or proceedings against the Firm or its Partners relating to professional misconduct.

Recommendation for the resolution

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No.8 of the accompanying Notice be ratified by the Members.

Disclosure of Interest

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice.

By Order of the Board

Sd/-
Anantha Murthy N
Company Secretary & Compliance Officer
Membership No: A-17134

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being No. 03/2025 dated September 22, 2025 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. Further, the relevant details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM is also annexed. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those Shareholders whose e-mail addresses are registered with the Company / National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories". Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company / Registrar & Transfer Agent / Depository Participants, providing the weblink of Company's website from where the Annual Report for FY 2025-26 can be accessed. The Company will arrange to send physical copy of Annual Report for FY 2025 - 26 to those Members who have made a request for the same, either to the Registrar & Transfer Agent (RTA) or to the Company.
3. If your e-mail address is not registered with the Company / Depositories, you may register the same by completing the process for registration of e-mail address as detailed hereunder:
 - a) Click on the URL: https://iiplweb.linkintime.co.in/EmailReg/Email_Register.html.
 - b) Select the Name of the Company from dropdown: Tejas Networks Limited.
 - c) Enter DP and Client ID (if shares held in electronic form) / Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Shareholder to enter one of the Share Certificate numbers.
 - d) Enter Mobile number and e-mail ID.
 - e) System generated One Time Password ("OTP") will be sent on mobile number and e-mail ID.
 - f) Enter OTP received on mobile number and e-mail ID.
 - g) Click on Submit button.
 - h) On completing the above process, your request will be accepted and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.

Shareholders may note that the Notice of AGM and the Annual Report 2025-26 will also be available on the Company's website at www.tejasnetworks.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting.
5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.tejasnetworks.com/mandatory-documents-for-demat/>. Members are requested to submit the said details to their Depository Participant (DP) in case the shares are held by them in dematerialized form and to the Registrar and Transfer Agent (RTA) in case the shares are held in physical form.
6. The Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ("DPs")
 - b. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Shareholders may also refer to Frequently Asked Questions ("FAQs")

on Company's website <https://www.tejasnetworks.com/mandatory-documents-for-demat/>

7. The Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, the Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.tejasnetworks.com/mandatory-documents-for-demat/> and on the website of the Company's RTA at <https://in.mpms.mufg.com> It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. In terms of Regulation 40(1) of the Listing Regulations, as amended from time to time, transfer of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, the Members are advised to dematerialize the shares currently held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
9. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
12. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.tejasnetworks.com.
13. The Members attending the AGM through VC / OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. June 26, 2026. Members seeking to inspect such documents can send an email to agm@tejasnetworks.com.
15. The Members seeking any information with regard to any items listed in the AGM Notice including the Annual Accounts and any queries relating to the business / operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number / folio number and mobile number. The same should reach the Company on or before June 20, 2026 at agm@tejasnetworks.com and responses to such queries will be appropriately addressed by the Chairman at the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a Shareholder or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select in the interest of the other Members, meaningful questions. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest, post the conclusion of the AGM.
16. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting are attached to the Notice of the AGM.
17. The remote e-voting period commences on June 22, 2026 at 9.00 am (IST) and ends on June 25, 2026 at 5.00 pm (IST). During this period, Members holding shares either in physical or dematerialized form as on the Cut-Off Date i.e., Friday, June 19, 2026, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
18. The details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries / grievances relating to voting by electronic means, the Shareholders / Beneficial owners or in case any person, acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the notice and holding shares as of the Cut-off Date i.e., June 19, 2026 may obtain the login ID and password by sending a request to evoting@nsdl.com.

Instructions for e-voting and joining the AGM are as follows:

In accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars, the Company is convening the 26th AGM of the Members through VC / OAVM to transact the business as set forth in the Notice of the AGM.

(A) Voting Through Electronic Means

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

2. The remote e-voting period commences on June 22, 2026 (9:00 a.m. IST) and ends on June 25, 2026 (5:00 p.m. IST). During this period, the Shareholders holding shares either in physical form or in dematerialized form, as on June 19, 2026, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Shareholders have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from June 22, 2026 and ending on June 25, 2026, or e-voting during the AGM. Shareholders who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

3. The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

4. The Board of Directors has appointed Mr. V Sreedharan (FCS No. 2347; CP No. 833) or in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) of M/s. V. Sreedharan & Associates, Practicing Company Secretaries, Bengaluru, as a Scrutinizers to scrutinize the voting through remote

e-voting and voting process at AGM in a fair and transparent manner.

5. The voting rights of Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.

6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Shareholder of the Company after sending of the Notice and holding shares as of the Cut-off Date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Shareholder of the Company after sending of the Notice and holding shares as of the Cut-off date, may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.”

7. The details of the process and manner for remote e-voting are explained herein below: The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system Step 2: Cast your vote electronically on NSDL e-voting system.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system




(A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	3. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="579 600 959 808" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my Easi username & password. After successful login of the Easi / Easiest, user will be able to see the e-Voting option for eligible company where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Shareholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - (d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.**How to cast your vote electronically and join Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries related to e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section www.evoting.nsdl.com or call on +91 22 48867000 or send the request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com
3. Shareholders may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
4. The instructions for members for e-voting on the day of the AGM are mentioned above.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance@sreedharancs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

Instructions for Shareholders for attending the AGM through VC / OAVM are as under:

1. Shareholders will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/ OAVM link placed under Join meeting menu against company name. You are requested to click on VC / OAVM link placed under "Join Meeting" menu.
2. Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
4. Shareholders who need assistance before or during the meeting, can contact NSDL at +91 22 48867000 or contact Mr. Amit Vishal, Deputy Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager-NSDL or Falguni Chakraborty, Deputy Manager at evoting@nsdl.com.
5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio number, PAN, mobile number at agm@tejasnetworks.com between Monday, June 8, 2026 (9.00 a.m. IST) and Friday, June 19, 2026 (5.00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Board. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tejasnetworks.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board

Sd/-

Anantha Murthy N

Company Secretary & Compliance Officer

Membership No: A-17134

April 15, 2026
Bengaluru

Details of Director seeking appointment / re-appointment at the 26th Annual General Meeting
[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]



Arnob Roy

Managing Director & Chief Executive Officer

Director Identification Number (DIN)	03176672		
Designation	Managing Director & Chief Executive Officer		
Date of Birth & Age	August 4, 1963, 62 Years		
Date of appointment on the Board	March 25, 2019		
Shares held as on March 31, 2026	3,40,991		
Qualifications	M.Sc. (Computer Science) - University of Nebraska, Lincoln, USA B.Tech (Honors) (Degree in Electronics and Electrical Communication Engineering) - Indian Institute of Technology, Kharagpur		
Expertise in specific functional areas	Arnob Roy is the Co-founder of Tejas Networks and has over 30 years of high-technology industry experience in Research & Development, Operations and Sales. Prior to joining our Company, he worked as the Senior Manager, Research and Development in Synopsys (India) Private Limited.		
Terms and Conditions of appointment	Proposed to be re-appointed as Director and appointed as the Managing Director & Chief Executive Officer, liable to retire by rotation.		
Details of Remuneration sought to be paid	Arnob Roy will not be entitled to sitting fees and commission but shall be entitled to remuneration as approved by the Shareholders for serving the Company in the capacity of Managing Director & Chief Executive Officer as referred to at Item No. 5 of the accompanying Notice, read with Explanatory Statement thereto.		
Remuneration last drawn	Please refer to Corporate Governance Report on section dealing with 'Remuneration to Executive Directors'		
Number of Meetings of the Board attended	Year	No. of meetings held	No. of meetings attended
	2025-26	7	7
Name of listed entities from which the person has resigned in the past three years	Nil		
Directorships (except of Foreign Companies to be mentioned)	Nil		
Membership / Chairmanship of all Committees of other Boards	Nil		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Arnob Roy is not related to any Directors, Manager and other Key Managerial Personnel of the Company		

Details of Director seeking appointment at the 26th Annual General Meeting

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]



Srikumar Vijayasekharan

Non-executive Independent Director

Director Identification Number (DIN)	07810464
Designation	Independent Director
Date of Birth & Age	January 10, 1961, 65 Years
Date of appointment on the Board	April 15, 2026
Shares held as on March 31, 2026	Nil
Qualifications	Fellow Chartered Accountant from ICAI, New Delhi B. Com from Loyola College, Madras University
Expertise in specific functional areas	<p>Srikumar Vijayasekharan, has over 40 years of experience covering audit and assurance services, operations, governance and strategy, including 8 years as the Chief Operating Officer of Deloitte South Asia. As the Chief Operating Officer, he was part of the core leadership of Deloitte South Asia from 2015 till completion of term in 2023. He was responsible for all operations of the firm including Finance, IT, Infrastructure and Facilities, Business Plans, Strategy Implementation, Succession Planning, etc. Also had oversight of the business and operations of other South Asia country practices. During this period the firm grew over four times.</p> <p>As an Audit & Assurance partner, he has served clients in the Manufacturing, Financial Services, Healthcare, Life Sciences, Technology, Media, Telecommunications, and Consumer Business sectors.</p> <p>He was a Director on the Board of Deloitte Foundation. Prior to being appointed as COO, he was a member of the South Asia Board of Deloitte. From 2023 to 2025, he was Advisor to the South Asia CEO.</p>
Terms and Conditions of appointment	Proposed to be appointed as a Director (Non-executive, Independent) and also as an Independent Director of the Company, for a term of 5 consecutive years from April 15, 2026, not liable to retire by rotation.
Details of Remuneration sought to be paid	The remuneration proposed to be paid to an Independent Director, shall comprise of Sitting Fees for attending the Board / Committee meetings and profit-related commission based on the limits as envisaged under the Companies Act, 2013.
Remuneration last drawn	Not Applicable
Number of Meetings of the Board attended	Not Applicable
Name of listed entities from which the person has resigned in the past three years	Nil



Directorships (except of Foreign Companies to be mentioned)	<ul style="list-style-type: none"> • Kirloskar Oil Engines Limited • Arka Fincap Limited • Arka Financial Holdings Private Limited
Membership / Chairmanship of all Committees of other Boards (excluding foreign companies)	<p>Kirloskar Oil Engines Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member <p>Arka Fincap Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee – Chairperson • Risk Management Committee - Member • Review Committee - Member • Stakeholders Relationship Committee and Customer Service / Consumer Protection Committee - Member
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Srikumar Vijayasekharan is not related to any Director, Manager and other Key Managerial Personnel of the Company