Investment Banking

October 1, 2021

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Re: Letter of offer ("Letter of Offer" or "LoF") to the Eligible Shareholders of Tejas Networks Limited with respect to the open offer ("Offer" / "Open Offer") for acquisition of up to 4,02,55,631 fully paid-up equity shares of face value of INR 10 (Indian Rupees ten only) each representing 26% of the Expanded Voting Share Capital from the Eligible Shareholders of the Target Company by Panatone Finvest Limited ("Acquirer 1") and Akashastha Technologies Private Limited ("Acquirer 2") (collectively referred to as "Acquirers"), along with Tata Sons Private Limited in its capacity as the person acting in concert with Acquirers

Dear Sirs,

Please find enclosed the LoF dated October 1, 2021 for the captioned Open Offer.

All capitalized terms used but not defined here shall have the meanings ascribed to the same in the LoF.

Kindly take the above information on your records, and confirm receipt of the same.

Yours sincerely,

For **Kotak Mahindra Capital Company Limited**

akjoshi

Amit Joshi

Encl.: As above

Kotak Mahindra Capital Company Limited
CIN 67120MH1995PLC134050
Registered Office:
27BKC
C – 27, "G" Block
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051, India

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F +91 22 67132445
www.investmentbank.kotak.com

LETTER OF OFFER

"THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION"

The Letter of Offer (*as defined below*) will be sent to you as an Eligible Shareholder (*as defined below*) of Tejas Networks Limited ("**Target Company**"). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Offer/ Registrar to the Offer (*as defined below*). In case you have recently sold your Equity Shares (*as defined below*) in the Target Company, please hand over the Letter of Offer and the accompanying Form of Acceptance (*as defined below*) and transfer deed to the member of stock exchange through whom the said sale was effected.

PANATONE FINVEST LIMITED ("Acquirer 1")

Registered Office: Bombay House, 24 Homi Mody Street, Mumbai 400001; Tel: +91 22 6665 7136

and

AKASHASTHA TECHNOLOGIES PRIVATE LIMITED ("Acquirer 2")

Registered Office: Army & Navy Building, 148, M G Road, opposite Kala Ghoda, Fort, Mumbai 400001; Tel: +91 22 6665 7344

along with

TATA SONS PRIVATE LIMITED ("PAC")

Registered Office: Bombay House, 24 Homi Mody Street, Mumbai 400001; Tel: +91 22 6665 8282

MAKE A CASH OFFER TO ACQUIRE UP TO 4,02,55,631 FULLY PAID UP EQUITY SHARES HAVING FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26% (TWENTY SIX PERCENT) OF THE EXPANDED VOTING SHARE CAPITAL (AS DEFINED BELOW) OF THE TARGET COMPANY, AT A PRICE OF INR 258.00 (INDIAN RUPEES TWO HUNDRED AND FIFTY EIGHT ONLY) PER EQUITY SHARE, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS"), FROM THE ELIGIBLE SHAREHOLDERS OF

TEJAS NETWORKS LIMITED

A public limited company incorporated under the Companies Act, 1956

Registered Office: J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18 Konnapana Agrahara Village, Begur, Hobli, Bangalore, Karnataka 560100;

Corporate Identity Number (CIN): L72900KA2000PLC026980; Tel: +91 80 4179 4600/ 700/ 800; Website: www.tejasnetworks.com

1. This Open Offer (*as defined below*) is being made by Acquirer 1 and Acquirer 2 (collectively, "**Acquirers**"), along with the PAC, pursuant to and in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations and other applicable regulations of the SEBI (SAST) Regulations.
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of SEBI (SAST) Regulations.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. The Acquirers and the PAC shall complete all procedures relating to this Open Offer within 10 (ten) Working Days (*as defined below*) from the date of closure of the Tendering Period (*as defined below*), including payment of consideration to those Eligible Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
5. As on the date of this letter of offer ("**Letter of Offer**" or "**LOF**"), to the best of the knowledge of the Acquirers and the PAC, there are no statutory or other approval(s) required to acquire the Equity Shares that are validly tendered pursuant to this Offer and/or to complete the Underlying Transaction (*as defined below*), save and except as set out in paragraph 7.4 (*Statutory and other Approvals*) of this LOF. However, if any statutory or other approval(s) becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s) being obtained. Where the statutory approvals extend to some but not all Eligible Shareholders, the Acquirers will have the option to make payment to such Eligible Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
6. In case of delay in receipt of any statutory or other approval(s) which may be required by the Acquirers and the PAC, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that such delay in receipt of the requisite statutory or other approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirers and/or the PAC to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirers and/or the PAC to the Eligible Shareholders whose Offer Shares have been accepted in the Offer, at such rate as may be prescribed by SEBI from time to time, in accordance with Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of wilful default by the Acquirers and/ or the PAC in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the escrow account shall become liable to forfeiture.
7. An upward revision to the Offer Price or to the Offer Size (*as defined below*), if any, on account of competing offers or otherwise, may be undertaken by the Acquirers and the PAC at any time prior to the commencement of 1 (one) Working Day before the commencement of the Tendering Period of this Offer, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations. Further, where the Acquirers and/or the PAC have acquired any Equity Shares during the Offer Period at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid for such acquisition in accordance with Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers and the PAC shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period, and until the expiry of the Tendering Period. In the event of such revision, the Acquirers and the PAC shall: (a) make corresponding increases to the Cash Escrow Amount and / or Bank Guarantee (*as defined below*); (b) make a public announcement in the same newspapers in which the DPS (as defined below) has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges (*as defined below*), and the Target Company at its registered office, of such revision.
8. The Acquirers may withdraw the Open Offer in accordance with the condition specified in paragraph 7.4.5 of this LOF. In the event of a withdrawal of the Offer, the Acquirers and the PAC (through the Manager to the Offer) shall, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal, in the same newspapers in which the DPS has been published, stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, and such announcement will also be sent to SEBI, the Stock Exchanges and the Target Company at its registered office.
9. Eligible Shareholders classified as OCBs (*as defined below*), if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI (*as defined below*) under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer and submit such approvals, along with the Form of Acceptance and other documents required to accept this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.
10. **There is no competing offer as on the date of this Letter of Offer.**
11. Copies of the Public Announcement ("**PA**"), the Detailed Public Statement ("**DPS**") and the DLOF are available and this LOF (including Form of Acceptance (*as defined below*)) are expected to be available on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

All future correspondence should be addressed to the Manager to the Offer/ Registrar to the Offer at the addresses mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Kotak Mahindra Capital Company Limited 27 BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 **Tel**: + 91 22 4336 0128; **Fax**: +91 22 6713 2447 **E-mail**: tejasnetworks.openoffer@kotak.com **Contact Person**: Mr. Ganesh Rane **Website**: www.investmentbank.kotak.com **SEBI Registration Number**: INM000008704 **Validity Period**: Permanent Registration **CIN:** U67120MH1995PLC134050	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083 **Tel**: +91 22 4918 6200; **Fax**: +91 22 4918 6195 **Email**: tejasnetworks.offer@linkintime.co.in **Contact Person**: Mr. Sumeet Deshpande **Website**: www.linkintime.co.in **SEBI Registration No.**: INR000004058 **Validity Period**: Permanent Registration **CIN:** U67190MH1999PTC118368

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Schedule of activities disclosed in the DLOF		Revised schedule of activities	
		Date	Day	Date	Day
1.	Date of the PA	July 29, 2021	Thursday	July 29, 2021	Thursday
2.	Date of publication of the DPS	August 05, 2021	Thursday	August 05, 2021	Thursday
3.	Date of filing of the DLOF with SEBI	August 12, 2021	Thursday	August 12, 2021	Thursday
4.	Last date for public announcement for competing offer(s)(1)	August 30, 2021	Monday	August 30, 2021	Monday
5.	Last date for receipt of SEBI observations on the DLOF (in the event SEBI has not sought clarifications or additional information from the Manager)	September 06, 2021	Monday	September 29, 2021(2)	Wednesday
6.	Identified Date(3)	September 08, 2021	Wednesday	September 27, 2021	Monday
7.	Last date by which the LOF is to be dispatched to the Eligible Shareholders whose name appears on the register of members on the Identified Date	September 16, 2021	Thursday	October 6, 2021	Wednesday
8.	Last date for upward revision of the Offer Price and/ or Offer Size	September 21, 2021	Tuesday	October 7, 2021	Thursday
9.	Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Eligible Shareholders for this Open Offer	September 21, 2021	Tuesday	October 7, 2021	Thursday
10.	Date of publication of Offer opening public announcement in the newspapers in which the DPS has been published	September 22, 2021	Wednesday	October 8, 2021	Friday
11.	Date of commencement of the tendering period ("**Offer Opening Date**")	September 23, 2021	Thursday	October 11, 2021	Monday
12.	Date of closure of the tendering period ("**Offer Closing Date**")	October 06, 2021	Wednesday	October 26, 2021	Tuesday
13.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Eligible Shareholders	October 22, 2021	Friday	November 11, 2021	Thursday
14.	Last date for publication of post-Offer public announcement in the newspapers in which the DPS has been published	October 29, 2021	Friday	November 18, 2021	Thursday

Notes:

(1) *There is no competing offer as on the date of this LOF.*

(2) *Actual date of receipt of SEBI's final observations on the DLOF.*

(3) *The Identified Date is only for the purpose of determining the Eligible Shareholders as on such date to whom the LOF will be sent. It is clarified that all holders (registered or unregistered) of Equity Shares (except those who are excluded from the ambit of Eligible Shareholders) are eligible to participate in the Open Offer at any time during the Tendering Period.*

RISK FACTORS RELATING TO THE UNDERLYING TRANSACTION, THE PROPOSED OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRERS AND THE PAC

For capitalized terms used herein, please refer to the section on Definitions set out below.

A. Relating to the Underlying Transaction

a. As set out in paragraph 3.2.7 of this LOF, Acquirer 1 has completed the acquisition of 11,97,667 Sale Shares on July 30, 2021 and the allotment of Subscription Securities to Acquirer 1 by the Target Company was completed on September 8, 2021. The obligation of Acquirer 1 to acquire the 1,02,333 residual Sale Shares is conditional upon fulfilment of the conditions set out in the SPA (unless waived by Acquirer 1), as set out in paragraph 3.1.8(i) of this LOF, and is subject to completion risks as would be applicable to similar transactions.

B. Relating to the Offer

a. This Offer is an offer to acquire only up to 4,02,55,631 Equity Shares representing 26% (twenty six percent) of the Expanded Voting Share Capital of the Target Company. In the event that the number of Equity Shares validly tendered by the Eligible Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept the Equity Shares validly tendered by the Eligible Shareholders on a proportionate basis in consultation with the Manager. Accordingly, there is no assurance that all the Equity Shares tendered by the Eligible Shareholders in the Open Offer will be accepted. The unaccepted Equity Shares will be returned to the Eligible Shareholders in accordance with the schedule of activities for the Open Offer.

b. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, the Acquirers and the PAC shall have the right to withdraw the Open Offer in the event that any of statutory or other approvals specified in paragraph 7.4 of this LOF or those which become applicable prior to completion of the Open Offer are finally refused.

c. If, (a) there is delay in receipt of any applicable Statutory Approvals; (b) there is any litigation leading to a stay on the Open Offer; or (c) SEBI instructs the Acquirers to suspend the Open Offer, then the Open Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Eligible Shareholders whose Equity Shares have been accepted in this Open Offer as well as return of the Equity Shares not accepted by the Acquirers may be delayed. In case of delay, due to non-receipt of statutory approval(s) in accordance with Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not on account of any wilful default or negligence on the part of the Acquirers, grant extension for the purpose of completion of this Open Offer subject to the Acquirers agreeing to pay interest to the Eligible Shareholders, as may be specified by SEBI. Where the required statutory approvals apply to some but not all of the Eligible Shareholders, the Acquirers will have the option to make payment to such Eligible Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.

d. Equity Shares once tendered in the Open Offer cannot be withdrawn by the Eligible Shareholders, even in the event of a delay in the acceptance of Equity Shares under the Open Offer and / or the payment of consideration. The tendered Equity Shares and documents will be held in trust for the benefit of the Eligible Shareholders, who have tendered Equity Shares in the Open Offer, by the Clearing Corporation / Registrar to the Offer until such time the process of acceptance of tenders of Equity Shares under the Open Offer and the payment of consideration is completed. Once tendered, the Eligible Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company that may adversely impact the Eligible Shareholders who have tendered their Equity Shares in this Open Offer. The Eligible Shareholders will be solely responsible for their decisions regarding participation in this Open Offer.

e. All Eligible Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares. Eligible Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the

Open Offer pursuant to receipt of approval from the RBI under FEMA and the rules and regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.

f. The LOF, together with the DPS and the PA in connection with the Offer has been prepared for the purposes of compliance with the applicable laws and regulations of India, including the SEBI Act and the SEBI (SAST) Regulations, and has not been filed, registered or approved in any jurisdiction outside India. Recipients of this LOF who are resident in jurisdictions outside India should inform themselves of and comply with any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction where the same would be contrary to the applicable laws or regulations or would subject the Acquirers, the PAC or the Manager to the Offer to any new or additional registration requirements.

g. No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The LOF shall be sent to all Eligible Shareholders whose names appear on the register of members of the Target Company, at their stated address, as of the Identified Date, subject to Regulation 18(2) of the SEBI (SAST) Regulations, provided that where local laws or regulations of any jurisdiction outside India may expose the Acquirers, the PAC, the Manager to the Offer or the Target Company to material risk of civil, regulatory or criminal liabilities in the event the LOF in its final form were to be sent without material amendments or modifications into such jurisdiction, and the Eligible Shareholders resident in such jurisdiction hold Equity Shares entitling them to less than 5% (five percent) of the voting rights of the Target Company, the Acquirers / PAC may refrain from sending the LOF into such jurisdiction: provided further that, subject to applicable law, every person holding Equity Shares, regardless of whether he, she or it held Equity Shares on the Identified Date or has not received the LOF, shall be entitled to tender such Equity Shares in acceptance of the Offer.

h. Eligible Shareholders are advised to consult their respective stockbroker, legal, financial, investment or other advisors and consultants of their choosing, if any, for assessing further risks with respect to their participation in this Open Offer, and related transfer of Equity Shares of the Target Company to the Acquirers or the PAC. The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of any other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers, the PAC and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in the LOF.

i. The Acquirers, the PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, DPS, DLOF, LOF or in the advertisements or any corrigenda or any materials issued by or at the instance of the Acquirers, the PAC or the Manager to the Offer in relation to the Open Offer. Notwithstanding the above, the Acquirers, the PAC and the Manager to the Offer do not accept responsibility for the statements made and information with respect to the Target Company (which has been compiled from information published or publicly available sources or provided by the Target Company) and the Sellers (which has been sourced from the Sellers), as set out in the PA, DPS, DLOF, LOF, or in the advertisements or any corrigenda or any materials issued by or at the instance of the Acquirers, the PAC or the Manager to the Offer. Anyone placing reliance on any other sources of information (not released by the Acquirers or the PAC) would be doing so at his / her / its own risk.

C. Relating to the Acquirers and the PAC

a. The Acquirers, the PAC and Manager to the Offer make no assurance with respect to the continuation of the past trends in the financial performance or the future performance of the Target Company and disclaim any responsibility with respect to any decision by any of the Eligible Shareholders on whether or not to participate in the Open Offer.

b. The Acquirers, the PAC and Manager to the Offer make no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.

c. The Acquirers, the PAC and Manager to the Offer do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or upon the completion of this Open Offer and expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Open Offer. It is understood that the Eligible Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

d. Pursuant to completion of this Open Offer, if the shareholding of the public shareholders in the Target

Company falls below the minimum public shareholding requirement as per Rule 19A of the SCRR read with the Listing Regulations, the Acquirers and the PAC will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time, and in a manner acceptable to the Acquirers and the PAC.

e. None of the Acquirers, the PAC or the Manager will be responsible in any manner for any loss of Offer acceptance documents during transit.

The risk factors set forth above are not intended to cover a complete analysis of all risks as perceived in relation to the Open Offer or in association with the Acquirers and the PAC but are only indicative in nature. The risk factors set forth above pertain to the Open Offer and do not pertain to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by Eligible Shareholders in the Offer. Eligible Shareholders of the Target Company are advised to consult their stockbroker, tax advisors or investment consultant, for further risks with respect to their participation in the Open Offer.

DISCLAIMER FOR U.S. PERSONS

This LOF does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America if such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions.

DISCLAIMER FOR PERSONS IN OTHER FOREIGN COUNTRIES

This LOF does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions.

CURRENCY OF PRESENTATION

In this LOF, all references to “Indian Rupees” or “INR” are references to the Indian Rupee(s).

In this LOF, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

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FORM OF ACCEPTANCE AND SHARE TRANSFER FORM

1. DEFINITIONS

Acquirer 1	Panatone Finvest Limited
Acquirer 2	Akashastha Technologies Private Limited
Acquirers	Acquirer 1 and Acquirer 2, collectively
AOP	Association of persons
Bank Guarantee	Unconditional, irrevocable, and on demand bank guarantee dated July 31, 2021 from Kotak Mahindra Bank Limited for an amount of INR 1,79,00,00,000 (Indian Rupees one hundred and seventy nine crore only), furnished by Acquirer 1 in favour of the Manager
Board	Board of directors of the Target Company
BOI	Body of individuals
BSE	BSE Limited
Buying Broker	Kotak Securities Limited
Cash Escrow Amount	A cash deposit of INR 10,39,00,000 (Indian Rupees ten crore thirty nine lakh only) in the Open Offer Escrow Account made by Acquirer 1
CDSL	Central Depository Services (India) Limited
CKYC	Central know your client
CIN	Company Identification Number
Clearing Corporation	Indian Clearing Corporation Limited and/or the National Securities Clearing Corporation
Depositories	CDSL and NSDL
Designated Stock Exchange	BSE Limited
DIN	Director Identification Number
DLOF/ Draft Letter of Offer	The Draft Letter of Offer dated August 12, 2021 filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations
DP	Depository participant
DPS/ Detailed Public Statement	Detailed public statement in connection with the Open Offer, published on behalf of the Acquirers and the PAC on August 05, 2021 in the newspapers mentioned in paragraph 3.2.2 of this LOF
DTAA	Double Taxation Avoidance Agreement
Eligible Shareholders	All the shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding (i) the Acquirers and the PAC; and (ii) parties to the underlying SPA including persons deemed to be acting in concert with the Acquirers and/or the PAC and such parties to the SPA.
EPS	Earnings per share
Equity Share Capital	The total paid-up equity share capital of the Target Company as on the date of the PA, i.e. 9,37,07,522 Equity Shares
Equity Share(s)	Fully paid up equity shares of the Target Company of face value of INR 10/- (Indian Rupees ten only) each
Escrow Agent	Kotak Mahindra Bank Limited
Escrow Agreement	Escrow Agreement executed by and between Acquirer 1, the Manager and the Escrow Agent
ESOPs	Employee stock options
Expanded Voting Share Capital	The total voting equity share capital of the Target Company after taking into account all potential increases in the voting equity share capital expected as of the 10th (tenth) Working Day from the closure of the Tendering Period for the Offer. This includes (i) 1,93,79,845 Subscription Shares allotted by the Target Company to Acquirer 1 by way of the Preferential Issue; (ii) 3,68,21,706 Series A Warrants, allotted by the Target Company to Acquirer 1 by way of the Preferential Issue, each carrying a right to subscribe to 1 (one) Equity Share which may be exercised in one or more tranches during the period commencing from the date of allotment until the expiry of 11 (eleven) months from the date of allotment; and (iii) 40,86,890 employee stock options and restricted stock units already vested or which shall vest on or prior to December 31, 2021.

FATCA	Foreign Account Tax Compliance Act
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time
FII/FPI	Foreign Institutional Investor or Foreign Portfolio Investor as defined under FEMA
Form of Acceptance	Form of Acceptance-cum-Acknowledgement
GAAR	General Anti Avoidance Rules
HUF	Hindu undivided family
Identified Date	The date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Eligible Shareholders to whom the LOF shall be sent, i.e. September 27, 2021
Income Tax Act	Income Tax Act, 1961 and subsequent amendment thereto
Indian Rupees or INR	Indian Rupees
IPV	In person verification
KRA	KYC registration agency
KYC	Know your client
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto
LOF/ Letter of Offer	This Letter of offer dated October 01, 2021 duly incorporating SEBI's comments on the DLOF, and including the Form of Acceptance, which shall be dispatched to the Eligible Shareholders
LTCG	Long Term Capital Gains
Manager/ Manger to the Offer	Kotak Mahindra Capital Company Limited
Maximum Consideration/ Maximum Open Offer Consideration	The total funding requirement for this Offer (assuming full acceptance), i.e. INR 10,38,59,52,798 (Indian Rupees one thousand thirty eight crore fifty nine lakh fifty two thousand seven hundred and ninety eight only)
N.A.	Not applicable
NOC	No Objection Certificate
NRI	Non-resident Indian as defined under FEMA
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB(s)	Overseas Corporate Bodies
Offer/ Open Offer	Open Offer for acquisition of up to 4,02,55,631 Equity Shares representing 26% of the Expanded Voting Share Capital of the Target Company at the Offer Price, payable in cash
Offer Closing Date	Expected date of closure of the Tendering Period, i.e. October 26, 2021
Open Offer Escrow Account	Escrow account named "Panatone Finvest Limited – Escrow Account" opened with the Escrow Agent in terms of the Escrow Agreement
Offer Opening Date	Expected date of commencement of the Tendering Period, i.e. October 11, 2021
Offer Period	Period as defined in the SEBI (SAST) Regulations
Offer Price	INR 258/- (Indian Rupees two hundred and fifty eight only) per Equity Share, payable in cash
Offer Shares	Up to 4,02,55,631 (four crore two lakh fifty five thousand six hundred and thirty one only) Equity Shares
Offer Size	Up to 4,02,55,631 (four crore two lakh fifty five thousand six hundred and thirty one only) Equity Shares representing 26% of the Expanded Voting Share Capital of the Target Company
OSV	Original seen and verified
PA/ Public Announcement	Public announcement dated July 29, 2021 issued by the Manager on behalf of the Acquirers and the PAC, in connection with the Offer
PAC	Tata Sons Private Limited
Preferential Issue	Proposed issuance and allotment of Subscription Securities to Acquirer 1 by the

	Target Company, by way of a preferential issue on a private placement basis
Registrar to the Offer	Link Intime India Private Limited
RBI	Reserve Bank of India
Sale Shares	13,00,000 (thirteen lakh) Equity Shares which Acquirer 1 has agreed to acquire under the SPA from the Sellers at a price not exceeding INR 258.00 (Indian Rupees two hundred and fifty eight only).
SCRR	Securities Contracts (Regulation) Rules, 1957 and subsequent amendments thereto
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
Sellers	Sanjay Nayak, Kumar N. Sivarajan, Arnob Roy, H Venkatesh Gadiyar, collectively
Series A Warrants	3,68,21,706 warrants issued to Acquirer 1 by the Target Company as part of the Preferential Issue, each having a right to subscribe to 1 (one) Equity Share at an exercise price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share, which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until the expiry of 11 (eleven) months from the date of allotment of the warrants
Series B Warrants	1,55,03,876 warrants issued to Acquirer 1 by the Target Company as part of the Preferential Issue, each having a right to subscribe to 1 (one) Equity Share at an exercise price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share, which may be exercised in one or more tranches during the period commencing from the expiry of 12 (twelve) months from the date of allotment of the warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants
SPA	Share purchase agreements executed by Acquirer 1 with each of the Sellers on July 29, 2021
SSA	Share subscription agreement executed by and between Acquirer 1 and the Target Company on July 29, 2021
STCG	Short Term Capital Gains
Stock Exchanges	Stock exchanges where the Equity Shares of the Target Company are listed, i.e., BSE and NSE
STT	Securities Transaction Tax
Subscription Securities	Subscription Shares, Series A Warrants and Series B Warrants, collectively
Subscription Shares	1,93,79,845 Equity Shares issued to Acquirer 1 by the Target Company as part of the Preferential Issue at a price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share
Target Company	Tejas Networks Limited
Tendering Period	Period commencing on October 11, 2021 and closing on October 26, 2021, both days inclusive
TRC	Tax Residence Certificate
TRS	Transaction Registration Slip
Underlying Transaction	The Preferential Issue and the acquisition of Sale Shares in terms of the SPA, collectively
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations, in Mumbai

Note: *All capitalized terms used in this LOF and not specifically defined herein shall have the meaning ascribed to them in the SEBI (SAST) Regulations.*

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE ELIGIBLE SHAREHOLDERS OF TEJAS NETWORKS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS AND THE PAC OR THE TARGET COMPANY WHOSE EQUITY SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRERS AND THE PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS AND THE PAC DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER - KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 12, 2021 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS AND THE PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OPEN OFFER."

General Disclaimer

This LOF together with the PA dated July 29, 2021, the DPS that was published on August 05, 2021, and the DLOF dated August 12, 2021, in connection with the Offer, has been prepared for the purposes of compliance with applicable laws and regulations of the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Neither the delivery of this LOF, under any circumstances, creates any implication that there has been no change in the affairs of the Target Company and the Acquirers and the PAC, since the date hereof or that the information contained herein is correct as at any time subsequent to this date, nor is it to be implied that the Acquirers/ the PAC or any persons deemed to act in concert with them are under any obligations to update the information contained herein at any time after this date.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The LOF shall be sent to all Eligible Shareholders whose names appear in the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the LOF by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this LOF under any local securities laws), shall not be treated by such Eligible Shareholder as an offer being made to them, and shall be construed by them as being sent for information purposes only. Accordingly, no such Eligible Shareholder may tender his, her or its Equity Shares in this Offer in such jurisdiction.

Persons in possession of the PA, the DPS, this LOF, and/or any other advertisement/ publication made or delivered in connection with the Offer are required to inform themselves of any relevant restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she, or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1. The Open Offer is a mandatory offer being made to the Eligible Shareholders of the Target Company under Regulation 3(1) and 4 and other applicable regulations of the SEBI (SAST) Regulations.

3.1.2. The Board of the Target Company passed a resolution on July 29, 2021, authorizing the issuance and allotment of the following securities of the Target Company to Acquirer 1, by way of a preferential issue on a private placement basis, in the following manner (**"Preferential Issue"**):

(i) 1,93,79,845 Equity Shares at a price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share ("**Subscription Shares**");

(ii) 3,68,21,706 warrants, each carrying a right to subscribe to 1 (one) Equity Share at an exercise price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share, which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until the expiry of 11 (eleven) months from the date of allotment of the warrants ("**Series A Warrants**"); and

(iii) 1,55,03,876 warrants, each carrying a right to subscribe to 1 (one) Equity Share at an exercise price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share, which may be exercised in one or more tranches during the period commencing from the expiry of 12 (twelve) months from the date of allotment of the warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants ("**Series B Warrants**").

3.1.3. The terms and conditions of the Preferential Issue and other rights to be granted to Acquirer 1 are set out in the share subscription agreement executed by and between Acquirer 1 and the Target Company on July 29, 2021 ("**SSA**"). The Preferential Issue was subject to approval of the shareholders of the Target Company and the Stock Exchanges. Please refer to paragraph 3.2.7(iv) of the LOF for details regarding the completion of the Preferential Issue. The Subscription Shares, Series A Warrants and the Series B Warrants are hereinafter collectively referred to as the "**Subscription Securities**".

3.1.4. Acquirer 1 proposes to:

(a) exercise the Series A Warrants not later than 26 (twenty six) weeks from the expiry of the Offer Period; and

(b) exercise the Series B Warrants during the exercise period mentioned in paragraph 3.1.2(iii) of this LOF and in compliance with the requirements under the SEBI (SAST) Regulations, as may be applicable at the time of such exercise.

3.1.5. Further, Acquirer 1 has entered into share purchase agreements with each of the Sellers on July 29, 2021 (collectively, "**SPA**"), pursuant to which Acquirer 1 has agreed to acquire an aggregate of up to 13,00,000 Equity Shares from the Sellers ("**Sale Shares**"), at a price not exceeding Rs 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share, subject to the satisfaction of certain conditions precedent as specified in the SPA. The details of the Sale Shares being sold under the SPA are set out below:

Seller	Number of Sale Shares(1)	Percentage of Equity Share Capital(2)
Sanjay Nayak	Up to 4,00,000	Up to 0.4%
Kumar N. Sivarajan	Up to 4,00,000	Up to 0.4%
Arnob Roy	Up to 4,00,000	Up to 0.4%
H Venkatesh Gadiyar	Up to 1,00,000	Up to 0.1%
Total	**Up to 13,00,000**	**Up to 1.4%**

Notes:

(1) Please refer to paragraph 3.2.7(i) of the LOF for details regarding acquisition of Sale Shares by Acquirer 1.

(2) Calculated as a percentage of the Equity Share Capital, i.e. the total equity share capital of the Target Company outstanding as on the date of the PA.

The Preferential Issue and the acquisition of Sale Shares in terms of the SPA are collectively referred to as the "**Underlying Transaction**".

3.1.6. As a consequence of the substantial acquisition of shares, voting rights and control over the Target Company by the Acquirers and the PAC, this Open Offer is a mandatory offer being made by them in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations. Further, the Acquirers and the PAC shall become the promoters/ members of the promoter group of the Target Company, in accordance with the provisions of the Listing Regulations. The Offer Price will be payable in cash by the Acquirers, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

3.1.7. The following are the key terms of the SSA:

(i) The obligations of Acquirer 1 to subscribe to the Subscription Securities and pay consideration for the same to the Target Company were conditional upon fulfilment by the Target Company of the conditions set out in the SSA, to the satisfaction of Acquirer 1 (unless waived by Acquirer 1), which included *inter alia* the following conditions:

a. obtaining approval of the shareholders of the Target Company, by way of a special resolution, for the Preferential Issue;

b. receipt of the in-principle approval of the Stock Exchanges for the issue and allotment of the Subscription Securities;

c. no injunction, restraining order or other order or any other legal or regulatory restraint or prohibition having been issued or made by any court of competent jurisdiction, or any legal proceedings commenced or threatened by any governmental authority which (1) prevents the consummation of the transactions contemplated in the SSA or the Transaction Documents (*as defined in the SSA*); or (2) adversely affects in any respect Acquirer 1's right to exercise full rights of ownership of the Subscription Shares, or Acquirer 1's rights under the SSA;

d. there being no legal proceedings commenced or threatened in writing by a governmental authority seeking to (1) prohibit the consummation of the transactions contemplated in the SSA; (2) limit the exercise by Acquirer 1 of any rights pertaining to the ownership of the Subscription Securities; or (3) impose adverse conditions upon the ownership or operations of the Target Company;

e. no Material Adverse Effect (*as defined in the SSA*) having occurred;

f. the Company Warranties (*as defined in the SSA*) being true, accurate and complete and not misleading at all times up to and on the Completion Date (*as defined in the SSA*); and

g. the Target Company not having breached any undertaking, covenant or obligation under the SSA or any Transaction Document (*as defined in the SSA*) and having performed and complied with all of their respective agreements, undertakings, covenants, obligations and conditions under each such document that are required to be performed or complied with by the Target Company on or before Completion (*as defined in the SSA*).

(ii) Until the Completion Date/ Control Date (*as defined in the SSA*), the Target Company is subject to customary standstill covenants as set out in the SSA.

(iii) The consideration paid by Acquirer 1 to the Target Company for the Subscription Securities shall be held by the Target Company in a separate account and shall be utilized after Completion and after filing of the return of allotment.

(iv) On the Control Date (*as defined in the SSA*), the Target Company shall hold a meeting of the Board *inter alia* to approve the following (in a form and substance acceptable to Acquirer 1): (a) re-constitution of the Board of the Target Company, (b) adoption of restated articles of association of the Target Company, subject to the approval of the shareholders of the Target Company; and (c) adoption of the Tata group's code of conduct.

(v) So long as Acquirer 1 and/ or its affiliates are classified as the promoter/ promoter group of the Target Company, Acquirer 1 shall control the composition of the Board of the Target Company and be entitled to nominate its directors (except the independent directors, who shall be appointed in accordance with the provisions of applicable law). The Board shall appoint one of Acquirer 1's nominee directors as the chairman of the Target Company, upon notice from Acquirer 1.

(vi) Subject to applicable law, the Target Company shall co-operate with, and undertake best efforts as required by, Acquirer 1 and/or its affiliates to enter into brand license agreements to enable the Target Company to use the trade name of Acquirer 1 and/or its affiliates and change the name of the Target Company, at any time on or after the Control Date (*as defined in the SSA*).

(vii) The SSA may be terminated by Acquirer 1 on occurrence of certain events which *inter alia* include:

a. if any conditions specified in the SSA, including those specified in paragraph 3.1.7(i) above, have not been fulfilled (or waived by Acquirer 1 in writing);

b. Completion (*as defined in the SSA*) has not occurred on or before the Long Stop Date (*as defined in the SSA*); and

c. if a Material Adverse Effect (*as defined in the SSA*) has occurred.

(viii) As set out in paragraph 3.2.7(iv) of this LOF, the allotment of the Subscription Securities to Acquirer 1 was completed within the timelines prescribed in Regulation 170 of the SEBI (ICDR) Regulations, i.e. on September 8, 2021.

3.1.8. The following are the key terms under the SPAs:

(i) The obligations of Acquirer 1 to purchase the Sale Shares is subject to the fulfilment of the following conditions (unless waived by Acquirer 1):

a. the Warranties (*as defined in the SPA*) being true, correct and not misleading from the date of execution of the SPA until the Closing Date (*as defined in the SPA*);

b. no Material Adverse Effect (*as defined in the SPA*) having occurred;

c. the Sellers not having breached any undertaking, covenant or obligation under the SPA and having performed and complied with all of its respective agreements, undertakings, covenants, obligations and conditions required to be performed or complied with by the Sellers on or before Completion (*as defined in the SPA*).

(ii) The SPA may be terminated at any time pursuant to the mutual consent of the respective Sellers and Acquirer 1 in writing.

(iii) As set out in paragraph 3.2.7(i) of this LOF, Acquirer 1 has completed the acquisition of 11,97,667 Sale Shares on July 30, 2021.

3.1.9. As on the date of this LOF, the Acquirers and the PAC have not been prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act. Further, as on the date of this LOF, there are no directions subsisting or proceedings pending against the Acquirers or the PAC under SEBI Act and the regulations made thereunder.

3.1.10. As on the date of this LOF, there are no directors appointed by the Acquirers and/or the PAC on the Board of the Target Company. On and from the Control Date (*as defined in the SSA*) and so long as Acquirer 1 and/ or its affiliates are classified as the promoter/ promoter group of the Target Company, Acquirer 1 shall control the composition of the Board of the Target Company and be entitled to nominate its directors (except the independent directors, who shall be appointed in accordance with the provisions of applicable law). The board of directors shall appoint one of Acquirer 1's nominee directors as the chairman of the Target Company, upon notice from Acquirer 1. As on the date of this LOF, no determination has been made as to any changes to the constitution of the Board.

3.1.11. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of independent directors, to provide its written reasoned recommendation on the Open Offer, to the Eligible Shareholders of the Target Company and such recommendation shall be published at least 2 (two) Working Days before the commencement of the Tendering Period, in the same newspapers where the DPS was published.

3.1.12. Pursuant to completion of this Open Offer, if the shareholding of the public shareholders in the Target Company falls below the minimum public shareholding requirement as per Rule 19A of the SCRR read with the Listing Regulations, the Acquirers and the PAC will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time, and in a manner acceptable to the Acquirers and the PAC.

3.2. **Details of the proposed Offer**

3.2.1. The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulation 15(1) of the SEBI (SAST) Regulations, was filed with the Stock Exchanges and SEBI on July 29, 2021 and a copy thereof was also sent to the Target Company at its registered office on July 29, 2021. The PA is available on the website of SEBI at www.sebi.gov.in.

3.2.2. In accordance with Regulation 14(3) of SEBI (SAST) Regulations, the DPS was published in the following newspapers on August 05, 2021:

Newspapers	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Vishwavani	Kannada	Bangalore edition
Navshakti	Marathi	Mumbai edition

The DPS was also submitted to SEBI and the Stock Exchanges and sent to the Target Company on August 05, 2021. The DPS is also available on the website of SEBI at www.sebi.gov.in.

3.2.3. This Open Offer is being made by the Acquirers and the PAC to all the Eligible Shareholders of the Target Company to acquire up to 4,02,55,631 Equity Shares ("**Offer Shares**"), constituting 26% (twenty six percent) of the Expanded Voting Share Capital ("**Offer Size**"), at a price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Offer Share ("**Offer Price**"), which has been calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, aggregating to a total consideration of INR 10,38,59,52,798 (Indian Rupees one thousand thirty eight crore fifty nine lakh fifty two thousand seven hundred and ninety eight only) ("**Maximum Open Offer Consideration**"), subject to the terms and conditions mentioned herein.

3.2.4. The Offer Price is the price arrived at in accordance with Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, i.e. INR 258.00 (Indian Rupees two hundred and fifty eight only). The Offer Price will be payable in cash by the Acquirers, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

3.2.5. As on the date of this LOF, there are no: (a) partly paid-up Equity Shares; and/or (b) outstanding convertible securities which are convertible into Equity Shares (such as depository receipts, fully convertible debentures or warrants), issued by the Target Company (other than Series A Warrants, Series B Warrants and outstanding employee stock options and restricted stock units). There is no differential pricing for this Offer.

3.2.6. This Open Offer is not a competing offer and there is no competing offer as on the date of this LOF in terms of Regulation 20 of the SEBI (SAST) Regulations. This Offer is not conditional upon any minimum level of acceptance from the Eligible Shareholders of the Target Company in terms of Regulation 19(1) of the SEBI (SAST) Regulations.

3.2.7. Subsequent to the PA, Acquirer 1 has undertaken the following acquisitions of Equity Shares through the stock exchange settlement process, in accordance with Regulation 22(2A) of the SEBI (SAST) Regulations:

(i) On July 30, 2021, pursuant to the SPA, Acquirer 1 acquired an aggregate of 11,97,667 Sale Shares at a maximum price of INR 257.95 per Sale Share through a stock exchange settlement process by way of block deals on BSE. A disclosure regarding this acquisition has been made by Acquirer 1 on July 31, 2021, in terms of Regulation 18(6) of the SEBI (SAST) Regulations.

(ii) On July 30, 2021, Acquirer 1 acquired 1,45,00,000 Equity Shares through a stock exchange settlement process by way of block deals on BSE at a price of INR 258.00 per Equity Share. A disclosure regarding this acquisition has been made by Acquirer 1 on July 31, 2021, in terms of Regulation 18(6) of the SEBI (SAST) Regulations.

(iii) On August 02, 2021, Acquirer 1 acquired 75,00,000 Equity Shares through a stock exchange settlement process by way of block deals on NSE at a price of INR 258.00 per Equity Share. A disclosure regarding this acquisition has been made by Acquirer 1 on August 02, 2021, in terms of Regulation 18(6) of the SEBI (SAST) Regulations.

(iv) On September 8, 2021, the Target Company has allotted the Subscription Securities, i.e. 1,93,79,845 Subscription Shares, 3,68,21,706 Series A Warrants and 1,55,03,876 Series B Warrants, to Acquirer 1, in accordance with the SSA and the articles of association of the Target Company, and pursuant to receipt of shareholders' approval on August 25, 2021.

Since the Sale Shares/ Equity Shares/ Subscription Shares have been acquired during the Offer Period, they have been placed in a share escrow account opened with Kotak Mahindra Bank Limited, in terms of Regulation 22(2A) of the SEBI (SAST) Regulations. Such Sale Shares/ Equity Shares/ Subscription Shares shall be released to Acquirer 1's demat account and Acquirer 1 can exercise voting rights on such Sale Shares/ Equity Shares/ Subscription Shares upon the earlier of: (i) expiry of 21 (twenty one)

Working Days from the date of the DPS, provided the Maximum Open Offer Consideration has been deposited in cash in the Open Offer Escrow Account; or (ii) expiry of the Offer Period of the Open Offer, as determined in accordance with the SEBI (SAST) Regulations.

3.2.8. The Manager does not hold any Equity Shares in the Target Company as on the date of this LOF. The Manager shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period.

3.3. **Object of the acquisition/Offer**

3.3.1. The prime objective of the Acquirers and the PAC for undertaking the Underlying Transaction and the Open Offer is to have substantial holding of Equity Shares and voting rights, accompanied by acquisition of control of the Target Company. Further, the Acquirers and the PAC see a very large opportunity in the telecom sector both in India and international markets. They plan to work with the experienced team of the Target Company to benefit from the growth opportunity from new cycle of investment in new evolving telecom technologies and fiber-based broadband rollouts.

3.3.2. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, subsequent to the completion of the Offer, the Acquirers and the PAC reserve the right to streamline/restructure the operations, assets, liabilities and/or businesses of the Target Company and/ or its subsidiaries through arrangement/ reconstruction, restructuring, merger, demerger and/or sale of assets or business or undertakings, at a later date. The Acquirers and/or PAC may also consider disposal of or otherwise encumbering any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalising the assets, investments or liabilities of the Target Company and/or its subsidiaries whether within or outside the ordinary course of business, to improve operational efficiencies and for other commercial reasons. The board of directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company and/or its subsidiaries and in accordance with and as permitted by applicable law.

4. BACKGROUND OF THE ACQUIRERS AND THE PAC

4.1. Panatone Finvest Limited ("Acquirer 1")

4.1.1. Acquirer 1 is a public company limited by shares. It was incorporated on March 30, 1992 under the provisions of the Companies Act, 1956 (CIN: U67120MH1992PLC066160). Acquirer 1 was incorporated under the name "Stormy Investments & Finance Private Limited" on March 30, 1992 under the Companies Act, 1956, which was subsequently changed to "Panatone Finvest Limited" on July 24, 1998.

4.1.2. The registered office of Acquirer 1 is situated at Bombay House, 24 Homi Mody Street, Mumbai 400001.

4.1.3. Acquirer 1 is a systemically important non-deposit taking core investment company ("**CIC-ND-SI**") registered with the Reserve Bank of India ("**RBI**").

4.1.4. The issued and paid up share capital of Acquirer 1 is INR 32,91,46,65,860 comprising of 3,29,14,66,586 equity shares of INR 10 each. Acquirer 1 is part of the Tata group and is a subsidiary of the PAC. The following are the details of the shareholders of Acquirer 1:

Shareholder	Number of equity shares of INR 10 per share	% of total issued shares
Tata Sons Private Limited (PAC)(1)	3,29,13,76,586	100.0%
Tata Steel Limited	45,000	0.0%
Tata Industries Limited(2)	45,000	0.0%
Total	**3,29,14,66,586**	**100.0%**

Notes:
(1) Includes 20 shares held by the PAC jointly with other individuals.
(2) Includes 20 shares held by Tata Industries Limited jointly with other individuals.

4.1.5. The equity shares of Acquirer 1 are not listed on any stock exchange in India or abroad. Commercial papers issued by Acquirer 1 are listed on NSE.

4.1.6. Save and except for Acquirer 2 and the PAC, no other person is acting in concert with Acquirer 1 for the purposes of this Open Offer. While persons may be deemed to be acting in concert with Acquirer 1 in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("**Deemed PACs**"), such Deemed PACs are not acting in concert with Acquirer 1 for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

4.1.7. As on the date of this LOF, Acquirer 1 has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act as amended or under any other regulations made under the SEBI Act. Further, as on the date of this LOF, there are no directions subsisting or proceedings pending against Acquirer 1 under SEBI Act and the regulations made thereunder.

4.1.8. Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of Acquirer 1, as on the date of this LOF, are as follows:

Name	Qualifications & Experience	Date of Appointment/ Reappointment
Ms. Sandhya Kudtarkar Designation: Independent Woman Director DIN: 00021947	**Qualifications**: Commerce graduate, Chartered Accountant and Company Secretary. **Experience**: Ms Sandhya Kudtarkar served as Company Secretary of Tata Steel Limited till October 2001. She then moved to the Tata group legal department and retired from Tata Services Limited as Senior Vice President – Legal Services in April 2018. Currently, she serves as director on board of various Tata group companies including Tata International Limited and Tata Realty and Infrastructure Limited.	Date of appointment: March 31, 2015 Date of reappointment: March 31, 2017
Mr. Kersi Bhagat Designation: Director DIN: 00033802	**Qualifications**: Chartered Accountant and Company Secretary. **Experience**: Mr. Kersi Bhagat is the Legal Head and Company Secretary of Tata Digital Limited and also serves as director on board of other Tata group companies.	Date of appointment: September 11, 2009
Mr. Eruch N Kapadia Designation: Director DIN: 02230412	**Qualifications**: B Com., ACA, Grad.C.W.A. **Experience**: Mr. Eruch Kapadia has over 28 years of experience in the areas of finance and treasury operations. He has worked with large companies like Tata Chemicals Limited. Currently he is the Chief Financial Officer of the PAC and serves as director on the board of other Tata group companies.	Date of appointment: September 11, 2009
Mr. Zubin Mistry Designation: Independent Director DIN: 03507716	**Qualifications**: B Com., ACA and Master's degree in Financial Management. **Experience**: Mr. Zubin Mistry is presently Vice President, finance of Tata Services Limited. He is the Vice-Chairman of the Tata Employees Co-Operative Credit Society Limited. He also serves as director on boards of other Tata group companies.	Date of appointment: March 31, 2015 Date of reappointment: March 31, 2017

4.1.9. As on the date of this LOF, Acquirer 1, its directors, and its key employees do not hold any ownership/ interest/ relationship/ Equity Shares/ voting rights in the Target Company, except: (i) as stated in paragraphs 3.2.7 and 5.3 of this LOF; and (ii) for the Underlying Transaction, as detailed in paragraph 3.1 of this LOF. As on the date of this LOF, there are no directors representing Acquirer 1 on the Board of the Target Company.

4.1.10. Neither Acquirer 1 nor any of its directors or key managerial personnel have been categorized or declared: (i) a 'wilful defaulter' by any bank or financial institution or consortium thereof, in accordance

with the guidelines on wilful defaulters issued by the RBI; or (ii) a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

4.1.11. Key financial information of Acquirer 1 based on its audited financial statements as on and for the financial years ended March 31, 2019, March 31, 2020 and March 31, 2021, is as set out below:

In INR crore, except per share data

Profit & Loss Statement	**As at and for the financial year ended March 31, 2019**	**As at and for the financial year ended March 31, 2020**	**As at and for the financial year ended March 31, 2021**
	(Audited) (Standalone)	**(Audited) (Standalone)**	**(Audited) (Standalone)**
Income from operations	42.7	77.7	51.5
Other Income	0.0	0.0	-
Total Income	42.7	77.7	51.5
Total Expenditure (Excluding Depreciation & Amortization, Interest and Tax)	(2.8)	(0.3)	(1.0)
Profit Before Depreciation & Amortization, Interest and Tax	39.9	77.4	50.5
Depreciation and Amortization	-	-	-
Interest	(0.0)	-	(11.7)
Profit Before Tax	39.8	77.4	38.8
Provision for Tax	-	-	(10.0)
Profit After Tax	39.8	77.4	28.8

In INR crore, except per share data

Balance Sheet Statement	**As at and for the financial year ended March 31, 2019**	**As at and for the financial year ended March 31, 2020**	**As at and for the financial year ended March 31, 2021**
	(Audited) (Standalone)	**(Audited) (Standalone)**	**(Audited) (Standalone)**
Sources of funds			
Paid up share capital	3,291.5	3,291.5	3,291.5
Reserves and Surplus (Excluding Revaluation Reserves)	(913.6)	(836.2)	(807.4)
Net worth	**2,377.9**	**2,455.3**	**2,484.1**
Financial liabilities	2,020.7	1,538.0	3,813.0
Non-financial liabilities	0.0	0.5	1.4
Total	**4,398.5**	**3,993.8**	**6,298.6**
Uses of funds			
Net fixed assets	-	-	-
Investments	2,712.0	2,523.1	5,957.5
Other financial assets (1)	1,686.3	1,469.9	340.3
Other non-financial assets	0.2	0.7	0.7
Total	**4,398.5**	**3,993.8**	**6,298.6**

In INR crore, except per share data

Other Financial Data	**As at and for the financial year ended March 31, 2019**	**As at and for the financial year ended March 31, 2020**	**As at and for the financial year ended March 31, 2021**
	(Audited) (Standalone)	**(Audited) (Standalone)**	**(Audited) (Standalone)**
Basic/ Diluted Earnings Per Share	0.15	0.24	0.09
Dividends (%)	-	-	-
Return on net worth (2)	1.9%	3.2%	1.2%
Book value per share (3)	7.22	7.46	7.55

Notes:

(1) Total financial assets less investments.
(2) Return on net worth for any year is calculated as profit after tax for the year / average of closing net worth for the year and the prior year.
(3) Book value per share is calculated as closing net worth / no. of equity shares at the end of the year.

(Source: The financial information set forth above has been extracted from Acquirer 1's audited financial statements as on and for the financial years ended March 31, 2019, March 31, 2020 and March 31, 2021 audited by the statutory auditors of Acquirer 1)

4.1.12. As on date of this LOF, Acquirer 1 does not have any major contingent liabilities.

4.2. **Akashastha Technologies Private Limited ("Acquirer 2")**

4.2.1. Acquirer 2 is a private company limited by shares. It was incorporated on June 02, 2021 under the provisions of the Companies Act, 2013 (CIN: U32109MH2021PTC361499). There has been no change in the name of Acquirer 2 since its incorporation.

4.2.2. The registered office of Acquirer 2 is situated at Army & Navy Building, 148, M G Road, opposite Kala Ghoda, Fort, Mumbai 400001.

4.2.3. Acquirer 2 is a recently incorporated entity with an object to carry on *inter alia* the business of manufacturing and sale of equipment and services for telecommunication, networking, broadcasting, radio, transmission, electronics, computer, medical, mobile, entertainment equipment and other related business activities.

4.2.4. The issued and paid up share capital of Acquirer 2 is INR 11,00,000 comprising of 1,10,000 equity shares of INR 10 each. Acquirer 2 is part of the Tata group and is a wholly owned subsidiary of Acquirer 1.

4.2.5. The equity shares of Acquirer 2 are not listed on any stock exchange in India or abroad.

4.2.6. Save and except for Acquirer 1 and the PAC, no other person is acting in concert with Acquirer 2 for the purposes of this Open Offer. While persons may qualify as Deemed PACs, such Deemed PACs are not acting in concert with Acquirer 2 for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

4.2.7. As on the date of this LOF, Acquirer 2 has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act as amended or under any other regulations made under the SEBI Act. Further, as on the date of this LOF, there are no directions subsisting or proceedings pending against Acquirer 2 under SEBI Act and the regulations made thereunder.

4.2.8. Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of Acquirer 2, as on the date of this LOF, are as follows:

Name	Qualifications & Experience	Date of Appointment
Mr. Kersi Bhagat Designation: Director DIN: 00033802	Please refer to paragraph 4.1.8 of this LOF.	Jun 02, 2021
Mr. Eruch N Kapadia Designation: Director DIN: 02230412	Please refer to paragraph 4.1.8 of this LOF.	Jun 02, 2021
Mr. Zubin Mistry Designation: Director DIN: 03507716	Please refer to paragraph 4.1.8 of this LOF.	Jun 02, 2021

4.2.9. As on the date of this LOF, Acquirer 2, its directors, and its key employees do not hold any ownership/ interest/ relationship/ Equity Shares/ voting rights in the Target Company, except: (i) as stated in paragraphs 3.2.7 and 5.3 of this LOF; and (ii) for the Underlying Transaction, as detailed in paragraph 3.1 of this LOF. As on the date of this LOF, there are no directors representing Acquirer 2 on the Board of the Target Company.

4.2.10. Neither Acquirer 2 nor any of its directors or key managerial personnel have been categorized or declared: (i) a 'wilful defaulter' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; or (ii) a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

4.2.11. As Acquirer 2 has been incorporated on June 02, 2021, audited financial statements and financial statements for the interim period have not been prepared for Acquirer 2 as on the date of this LOF.

4.2.12. As on date of this LOF, Acquirer 2 does not have any major contingent liabilities.

4.3. **Tata Sons Private Limited ("PAC")**

4.3.1. The PAC is a private company limited by shares. It was incorporated on November 08, 1917 under the provisions of the Companies Act, 1913 (CIN: U99999MH1917PTC000478). The PAC was incorporated as a private limited company on November 08, 1917. It became a deemed public company on May 01, 1975 by operation of Law. The Registrar of Companies, Mumbai, issued a revised Certificate of Incorporation in the name of "Tata Sons Private Limited" with effect from August 06, 2018.

4.3.2. The registered office of the PAC is situated at Bombay House, 24 Homi Mody Street, Mumbai 400001.

4.3.3. The PAC is a CIC-ND-SI registered with RBI and owns the TATA brand and TATA trademarks. It is the principal investment holding company of the entities belonging to the Tata group. The group has presence in multiple businesses ranging from information technology services, steel, automotive, power, consumer products, retail, aviation, infrastructure & real estate, defence, hospitality, telecom, media, financial services, digital etc.

4.3.4. PAC holds 99.997% of the equity share capital of Acquirer 1 and Acquirer 1 holds 100% of the equity share capital of Acquirer 2.

4.3.5. The issued and paid up ordinary share capital of the PAC is INR 40,41,46,000 comprising of 4,04,146 ordinary shares of INR 1,000 each. In addition, the PAC has issued 27,06,800 Cumulative Redeemable Preference Shares of INR 1,000 each. The PAC is part of the Tata group. The following are the details of the key shareholders of the PAC:

Shareholder	Number of ordinary shares of INR 1,000 per share	% of total issued ordinary shares
Sir Dorabji Tata Trust	1,13,067	27.98%
Sir Ratan Tata Trust	95,211	23.56%
Other Public Charitable Trust	58,005	14.35%
Other Shareholders	1,37,863	34.11%
Total	**4,04,146**	**100.00%**

4.3.6. The shares of the PAC are not listed on any stock exchange in India or abroad.

4.3.7. As on the date of this LOF, the PAC has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act as amended or under any other regulations made under the SEBI Act. Further, as on the date of this LOF, there are no directions subsisting or proceedings pending against the PAC under SEBI Act and the regulations made thereunder.

4.3.8. Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of the PAC, as on the date of this LOF, are as follows:

Name	Qualifications & Experience	Date of Appointment/ Reappointment
Mr. N Chandrasekaran	**Qualifications**: Bachelor's degree in Applied Science	Appointed as a Director w.e.f.

Name	Qualifications & Experience	Date of Appointment/ Reappointment
Designation: Executive Chairman DIN: 00121863	Master's degree in Computer Application **Experience**: Mr. N. Chandrasekaran joined the board of directors of Tata Sons Private Limited in October 2016 and was appointed as its chairman in January 2017. He also chairs the boards of several Tata group operating companies, including Tata Steel, Tata Motors, Tata Power, and Tata Consultancy Services (TCS) – of which he was Chief Executive from 2009-17. He served as a director on the Central Board of Reserve Bank of India, from 2016 till 2020 and has been re-nominated for a further period of two years.	October 25, 2016 Appointed as an Executive Chairman w.e.f. February 21, 2017
Mr. Venu Srinivasan Designation: Non-Executive Director DIN: 00051523	**Qualifications**: B.E., College of Engineering, Chennai Master's degree in Management, Purdue University, USA **Experience**: Mr. Venu Srinivasan is the Chairman and Managing Director of Sundaram-Clayton Limited and TVS Motor Company Limited. He also oversees Srinivasan Services Trust (SST), which works in 5000 villages in India towards self-development for village communities covering education, healthcare, infrastructure, economic development, environment and community development. He was conferred upon the "Padma Shri" award in 2010 and "Padma Bhushan" award in January 2020.	August 25, 2016
Mr. Ajay Piramal Designation: Independent Director DIN: 00028116	**Qualifications**: BSc (Hons), Bombay University Master's degree in Management studies, Jamnalal Bajaj Institute of Management Studies Advanced Management Programme, Harvard Business School Conferred with Honorary Doctorate in Philosophy (D. Phil) by the Amity University, India **Experience**: Mr. Ajay Piramal is the chairman of the Piramal group, which hosts businesses in healthcare, financial services, real estate, information services, glass packaging, etc with global footprints in around 30 countries. He also holds key positions on the boards of several companies. He also serves on the Harvard Business School's Board of Dean's Advisors.	Date of appointment: August 25, 2016 Date of reappointment: August 25, 2019
Mr. Harish Manwani Designation: Independent Director DIN: 00045160	**Qualifications**: B.Sc. (Hons), Masters Management Studies Advanced Management Programme, Harvard Business School **Experience**: Mr. Harish Manwani is the former chief operating officer for Unilever and the non-executive chairman of Hindustan Unilever Limited. Through his career, he held several senior management positions in Unilever which included heading businesses in North America, Latin America, Asia and Africa. Prior to his retirement, he was the chief operating officer with worldwide responsibility for all of Unilever's operating companies. He is also the Senior Operating Partner at The Blackstone Group Inc. Mr. Manwani also serves on the board of directors of Qualcomm Incorporated,	Date of appointment: May 18, 2018 Date of reappointment: May 18, 2021

Name	Qualifications & Experience	Date of Appointment/ Reappointment
	Gilead Sciences, Inc., Whirlpool Corporation, EDBI Pte Ltd and is the chairman of the executive board of the Indian School of Business.	
Dr. Ralf Speth Designation: Non-Executive Director DIN: 03318908	**Qualifications**: Engineering from Rosenheim University, Germany Doctorate of Engineering in Mechanical Engineering, Warwick University **Experience**: Dr. Ralf Speth joined the board of Tata Sons Private Limited in October 2016. He started his professional career at BMW, where he stayed for 20 years before joining Ford Motor Company's Premier Automotive Group (PAG) and later Linde Group, the international gases, materials handling and engineering company. He was also Chief Executive Officer of Jaguar Land Rover and a member of the Tata Motors Limited board of directors for a decade.	October 25, 2016
Mr. Bhaskar Bhat Designation: Non-Executive Director DIN: 00148778	**Qualifications**: B. Tech, IIT Madras PGDBM, IIM Ahmedabad **Experience**: Mr. Bhaskar Bhat joined the Tata group in 1983 and served as Managing Director of Titan Company for over 17 years. Under his leadership, Titan had grown to become one of the largest watch manufacturer in India and globally. He is on the governing council of TA Pai Management Institute, Manipal and the SDM Institute of Management and Development, Mysore. He also serves on the board of several Tata group companies.	November 16, 2017
Mr. Saurabh Agrawal Designation: Executive Director DIN: 02144558	**Qualifications**: B.Tech PGDBM, IIM Calcutta **Experience**: Mr. Saurabh Agrawal is the group Chief Financial Officer of Tata Sons Private Limited. He joined Tata Sons Private Limited in June 2017 from the Aditya Birla group, where he was the head of strategy. In a career spanning over two decades, he has been the head of investment banking in India for Bank of America Merrill Lynch and also head of corporate finance business in India and South Asia for Standard Chartered Bank.	November 16, 2017

4.3.9. As on the date of this LOF, the PAC, its directors, and its key employees do not hold any ownership/ interest/ relationship/ Equity Shares/ voting rights in the Target Company, except: (i) as stated in paragraphs 3.2.7 and 5.3 of this LOF; and (ii) for the Underlying Transaction, as detailed in paragraph 3.1 of this LOF. As on the date of this LOF, there are no directors representing the PAC on the Board of the Target Company.

4.3.10. Neither the PAC nor any of its directors or key managerial personnel have been categorized or declared: (i) a 'wilful defaulter' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; or (ii) a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

4.3.11. Key financial information of the PAC based on its audited consolidated financial statements as on and for the financial years ended March 31, 2019, March 31, 2020 and March 31, 2021, is as below:

In INR crore, except per share data

Profit & Loss Statement	As at and for the financial year ended March 31, 2019	As at and for the financial year ended March 31, 2020	As at and for the financial year ended March 31, 2021
	(Audited) (Consolidated)	(Audited) (Consolidated)	(Audited) (Consolidated)
Income from operations	2,17,313.4	2,30,166.6	2,37,570.7
Other Income	6,677.4	6,469.8	6,142.1
Total Income	2,23,990.8	2,36,636.3	2,43,712.7
Total Expenditure (Excluding Depreciation & Amortization, Interest and Tax)	(1,69,350.5)	(1,82,743.7)	(1,79,634.9)
Profit Before Depreciation & Amortization, Interest, Exceptional items and Tax	54,640.2	53,892.6	64,077.8
Depreciation and Amortization	(5,676.6)	(9,275.8)	(10,493.6)
Interest	(11,892.5)	(12,938.6)	(12,995.8)
Profit before Exceptional items and Tax	37,071.2	31,678.2	40,588.4
Exceptional items	6,096.5	(9,574.2)	(5,021.8)
Profit Before Tax	43,167.6	22,103.9	35,566.6
Share of net (Losses) / Profits of joint ventures / associates	(4,534.5)	(332.2)	(1,651.7)
Provision for Tax	(10,169.7)	(10,855.3)	(14,517.8)
Profit After Tax	28,463.5	10,916.4	19,397.1
Non-controlling interests	(8,106.3)	(4,039.4)	(6,712.5)
Profit / (Loss) attributable to owners of parent	20,357.2	6,877.0	12,684.6

In INR crore, except per share data

Balance Sheet Statement	As at and for the financial year ended March 31, 2019	As at and for the financial year ended March 31, 2020	As at and for the financial year ended March 31, 2021
	(Audited) (Consolidated)	(Audited) (Consolidated)	(Audited) (Consolidated)
Sources of funds			
Paid up share capital	40.2	40.2	40.2
Reserves and Surplus (Excluding Revaluation Reserves)	1,32,843.3	1,36,681.5	1,35,291.6
Non-controlling interests	23,834.0	18,838.3	31,656.2
Revaluation reserves	53.5	53.3	55.1
Net worth	1,56,771.0	1,55,613.4	1,67,043.0
Financial liabilities	1,76,110.0	2,18,986.6	2,33,926.1
Non-financial liabilities	42,089.4	36,613.1	39,929.1
Liabilities and disposal group classified as held for sale	7,137.1	28.6	4.5
Total	**3,82,107.5**	**4,11,241.6**	**4,40,902.7**
Uses of funds			
Net fixed assets (1)	38,970.8	62,851.7	67,617.4
Investments (2)	1,29,210.8	1,37,185.1	1,53,206.9
Other financial assets (3)	1,52,326.5	1,57,725.9	1,56,780.8
Other non-financial assets (4)	50,866.2	50,963.4	62,936.6
Assets and disposal group classified as held for sale	10,733.1	2,515.5	361.0
Total	**3,82,107.5**	**4,11,241.6**	**4,40,902.7**

In INR crore, except per share data

Other Financial Data	As at and for the financial year ended March 31,	As at and for the financial year ended March 31,	As at and for the financial year ended March 31,

	2019	2020	2021
	(Audited) (Consolidated)	(Audited) (Consolidated)	(Audited) (Consolidated)
Basic/ Diluted Earnings Per Share	5,05,420	1,66,683	3,10,872
Dividends (%) (5)	800%	1000%	1000%
Return on net worth (6)	19.2%	7.0%	12.0%
Book value per share (7)	38,96,451	38,67,679	41,51,757

(1) Net fixed assets include property, plant and equipment, right-of-use assets, capital work in progress, intangible assets under development and other intangible assets.
(2) Investments include non-financial Investments accounted using equity method, Investment property, Investment property under construction and financial investments.
(3) Total financial assets less financial Investments.
(4) Total non-financial assets less net fixed assets, Investments accounted using equity method, Investment property, and Investment property under construction.
(5) Dividend as a percentage of face value for respective financial years.
(6) Return on net worth for any year is calculated as Profit after tax for the year (before adjustments for non-controlling interest) / average of closing net worth for the year and the prior year.
(7) Book value per share is calculated as closing net worth / No. of ordinary shares. as reduced by the shares held by subsidiary companies at the end of the year.

(Source: The financial information set forth above has been extracted from the PAC's audited financial statements as on and for the financial years ended March 31, 2019, March 31, 2020 and March 31, 2021 audited by the statutory auditors of the PAC)

4.3.12. Details of contingent liabilities and commitments of the PAC are as under:

In INR crore

	As at and for the financial year ended March 31, 2019	As at and for the financial year ended March 31, 2020	As at and for the financial year ended March 31, 2021
	(Audited) (Consolidated)	(Audited) (Consolidated)	(Audited) (Consolidated)
(i) Contingent liabilities			
Guarantees	818.4	908.9	522.1
Claims not acknowledged as debt	18,999.6	16,591.7	16,636.7
Income Tax matters decided in the PAC's and subsidiary companies favour by appellate authorities, where the Department is in further appeal	607.3	108.7	162.6
Other contingent liabilities	474.9	634.6	667.2
(ii) Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	12,403.7	11,607.2	11,047.0
Uncalled liability on shares and other investments partly paid	1,761.4	4,359.2	0.2
Commitments in respect of investments	498.7	238.9	265.7
Other commitments	9,974.5	10,528.1	9,430.6

(Source: The contingent liabilities and commitments set forth above has been extracted from the PAC's audited financial statements as on and for the financial years ended March 31, 2019, March 31, 2020 and March 31, 2021 audited by the statutory auditors of the PAC)

5. BACKGROUND OF THE TARGET COMPANY

5.1. The Target Company is a public limited company incorporated under the provisions of the Companies Act, 1956 on April 24, 2000. Target Company was incorporated under the name "Tejas Networks India Private Limited" on April 24, 2000, which was subsequently changed to "Tejas Networks India Limited"

on October 23, 2002. The name of the Target Company was further changed to "Tejas Networks Limited" on March 18, 2008.

5.2. The registered office of the Target Company is situated at J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18 Konnapana Agrahara Village, Begur, Hobli, Bangalore, Karnataka 560100. The CIN of the Target Company is L72900KA2000PLC026980.

5.3. The Target Company designs, develops and manufactures high performance carrier-class equipment required for building telecommunication networks and an extensive portfolio of optical and data networking products, which are sold to telecommunications service providers, internet service providers, utility companies, defence and government entities, including to certain Tata group companies (other than the Acquirers and the PAC). Further, the Target Company avails support services for its business from several entities, including a Tata group company (not being the Acquirers or the PAC).

5.4. As on the date of this LOF, the equity share capital of the Target Company is as follows:

Particulars	Number of Equity Shares	% of equity share capital
Fully paid up Equity Shares as on the LOF date	11,39,20,752	100.0%
Partly paid up Equity Shares as on the LOF date(1)	Nil	Nil
Equity Share Capital	**11,39,20,752**	**100.0%**

Note: (1) 3,27,27,930 partly paid equity shares issued by the Target Company to the Tejas Employees Welfare Trust (TEWT) on July 11, 2010, were forfeited on July 25, 2016.
Source: Target Company

5.5. The Expanded Voting Share Capital of the Target Company is as follows:

Particulars	Issued and paid up Equity Shares(1)	% of Expanded Voting Share Capital(1)
Fully paid up Equity Shares as on the date of the LOF	11,39,20,752	73.6%
Partly paid up Equity Shares/ outstanding convertible securities (such as depository receipts, fully convertible debentures or warrants) as on the date of the LOF (2)	Nil	Nil
Employee stock options and restricted stock units already vested or which are expected to vest on or prior to December 31, 2021(3)	40,86,890	2.6%
Equity Shares to be allotted on conversion of Series A Warrants	3,68,21,706	23.8%
Expanded Voting Share Capital (Total)	**15,48,29,348**	**100.0%**

Notes:
(1) Assuming Acquirer 1 exercises all of the Series A Warrants.
(2) 3,27,27,930 partly paid equity shares issued by the Target Company to the Tejas Employees Welfare Trust (TEWT) on July 11, 2010, were forfeited on July 25, 2016.
(3) Net of 8,33,385 employee stock options and restricted stock units exercised post the date of the DLOF.

5.6. As on the date of the LOF, there are no: (a) partly paid-up Equity Shares; and/or (b) outstanding convertible securities which are convertible into Equity Shares (such as depository receipts, fully convertible debentures or warrants), issued by the Target Company, other than the 3,68,21,706 Series A Warrants, the 1,55,03,876 Series B Warrants and the outstanding employee stock options and restricted stock units as mentioned above.

5.7. The Equity Shares of the Target Company are listed on BSE (Scrip code: 540595) and NSE (Symbol: TEJASNET). The ISIN of the Equity Shares of the Target Company is INE010J01012. The entire issued, subscribed and paid up share capital of the Target Company is listed on the Stock Exchanges, except for 8,33,385 Equity Shares allotted on September 24, 2021 by the Target Company pursuant to exercise of employee stock options and restricted stock units which are awaiting final listing approval from the Stock Exchanges. The Equity Shares of the Target Company have not been delisted from any stock exchange in India.

5.8. The Equity Shares of the Target Company are frequently traded on both BSE and NSE within the meaning of the explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations. The closing market price of the Equity Shares of the Target Company as on the date of the PA (i.e. July 29, 2021), the date preceding the date of the PA and the date after the PA, is set out below:

Stock Exchange	Closing price on July 28, 2021	Closing price on July 29, 2021	Closing price on July 30, 2021
NSE	INR 232.75	INR 244.35	INR 256.55
BSE	INR 234.30	INR 246.00	INR 258.30

5.9. There have been no mergers/ demergers/ spin-offs involving the Target Company during the last 3 (three) years.

5.10. Names, DIN, designation and date of appointment of the directors on the board of directors of the Target Company, are as follows:

Name	Director Identification Number (DIN)	Date of Appointment	Designation
Mr. Balakrishnan V	02825465	November 09, 2009	Non-Executive Chairman, Independent Director
Mr. Sanjay Nayak	01049871	May 06, 2000	Managing Director & CEO
Mr. Arnob Roy	03176672	March 25, 2019	Executive Director & COO
Amb. Leela K Ponappa	07433990	February 16, 2016	Non-Executive Independent Director
Mr. Chandrashekhar Bhaskar Bhave	00059856	March 25, 2019	Non-Executive Independent Director
Dr. Gururaj Deshpande	01979383	April 24, 2000	Non-Executive Director

5.11. As on the date of this LOF, there are no directors representing the Acquirers and/or the PAC and none of the directors of the Acquirers or the PAC have been appointed as directors on the Board of the Target Company.

5.12. As on the date of this LOF, the Target Company has not been categorized or declared: (i) a 'wilful defaulter' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; or (ii) a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018). The Target Company is a professionally managed company and does not have an identifiable promoter. Further, as on the date of this LOF, there are no directions subsisting or proceedings pending against the Target Company under SEBI Act and the regulations made thereunder.

5.13. The Target Company's key financial information based on its audited consolidated financial statements as on and for the financial years ended March 31, 2019, March 31, 2020 and March 31, 2021 is as below:

In INR crore, except per share data

Profit & Loss Statement	As at and for the financial year ended March 31, 2019	As at and for the financial year ended March 31, 2020	As at and for the financial year ended March 31, 2021
	(Audited) (Consolidated)	(Audited) (Consolidated)	(Audited) (Consolidated)
Income from operations	900.3	390.5	526.6
Other Income	36.7	33.7	24.9
Total Income	937.0	424.2	551.5
Total Expenditure (Excluding Depreciation & Amortization, Interest and Tax)	(704.1)	(408.1)	(473.1)
Profit Before Depreciation & Amortization, Interest and Tax	232.9	16.1	78.3

Depreciation and Amortization	(65.9)	(77.0)	(52.1)
Impairment of non-current assets	-	(69.9)	-
Interest	(17.0)	(7.7)	(3.7)
Profit Before Tax	150.0	(138.6)	22.5
Provision for Tax	(2.8)	(98.6)	15.0
Profit After Tax	147.2	(237.1)	37.5

In INR crore, except per share data

Balance Sheet Statement	**As at and for the financial year ended March 31, 2019**	**As at and for the financial year ended March 31, 2020**	**As at and for the financial year ended March 31, 2021**
	(Audited) (Consolidated)	**(Audited) (Consolidated)**	**(Audited) (Consolidated)**
Sources of funds			
Paid up share capital	95.0	95.5	96.5
Reserves and Surplus (Excluding Revaluation Reserves)	1,225.3	985.5	1,037.7
Net worth	**1,320.2**	**1,080.9**	**1,134.2**
Non-current liabilities	1.8	22.5	17.8
Current liabilities	263.3	137.7	159.9
Total	**1,585.3**	**1,241.2**	**1,311.9**
Uses of funds			
Net fixed assets (1)	140.5	105.6	135.5
Investments	86.6	51.0	37.4
Other Non-Current Assets (2)	222.4	183.5	206.2
Other current assets (3)	1,135.9	901.1	932.8
Total	**1,585.3**	**1,241.2**	**1,311.9**

In INR crore, except per share data

Other Financial Data	**As at and for the financial year ended March 31, 2019**	**As at and for the financial year ended March 31, 2020**	**As at and for the financial year ended March 31, 2021**
	(Audited) (Consolidated)	**(Audited) (Consolidated)**	**(Audited) (Consolidated)**
Basic Earnings Per Share	16.13	(25.76)	4.05
Diluted Earnings Per Share	15.39	(25.76)	3.99
Dividends (%) (4)	10.0%	-	-
Return on net worth (5)	11.9%	(19.8%)	3.4%
Book value per share (6)	143.94	117.23	121.64

Notes:

(1) Net fixed assets include property, plant and equipment, right-of-use assets, intangible assets and intangible assets under development.

(2) Total non-current assets less net fixed assets.

(3) Total current assets less investments.

(4) Dividend as a percentage of face value for the respective financial years.

(5) Return on net worth for any year is calculated as Profit after tax for the year / average of closing net worth for the year and the prior year.

(6) Book value per share is calculated as closing net worth / No. of equity shares at the end of the year.

(Source: The financial information set forth above has been extracted from the Target Company's audited financial statements as on and for the financial years ended March 31, 2019, March 31, 2020 and March 31, 2021 audited by the statutory auditors of the Target Company)

5.14. The pre and post Offer shareholding pattern of the Target Company as on September 24, 2021, assuming full acceptance, is as provided below:

Shareholders' category		Shareholding and voting rights prior to the agreement/ acquisition and offer[1]		Shares/ voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulation		Shares/ voting rights to be acquired in the open offer (assuming full acceptance)		Shares/ voting rights after the acquisition and offer	
		(A)		(B)		(C)		(A)+(B)+(C) = (D)	
		No. of Equity Shares	%[2]	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]
1	**Promoters/ Promoter group**								
A	Parties to the agreement, if any	-	-	-	-	-	-	-	-
B	Promoters other than (A) above	-	-	-	-	-	-	-	-
	Total 1 (A+B)	-	-	-	-	-	-	-	-
2	**Acquirers and PAC**								
A	Acquirer 1	4,25,77,512 [4]	36.1[4]	3,69,24,039 [5]	23.8[5]	4,02,55,631[6]	26.0[6]	11,97,57,182[7][8]	77.3[7][8]
B	Acquirer 2	-	-	-	-				
C	PAC	-	-	-	-	-	-	-	-
	Total 2 (A+B+C)	**4,25,77,512 [4]**	**36.1[4]**	**3,69,24,039 [5]**	**23.8[5]**	**4,02,55,631**	**26.0**	**11,97,57,182[7][8]**	**77.3[7][8]**
3	**Parties to agreement (other than 1 or 2)**	**46,97,862**	**4.0**	**(1,02,333)[5]**	**(0.1)[5]**	**-**	**-**	**45,95,529**	**3.0**
4	**Public (other than under 1, 2 and 3)**								
A	MFs / FPIs / Banks / AIFs	2,35,81,025	20.0	-	-	(4,02,55,631)	(26.0)	3,04,76,637	19.7
B	Others	4,30,64,353	36.5	-	-				
C	Employee stock options/ restricted stock units considered for determining Expanded Voting Share Capital (net of employee stock options/ restricted stock units exercised post the date of the DLOF)	40,86,890	3.5	-	-				
	Total 4 (A+B+C)	**7,07,32,268**	**59.9**	**-**	**-**	**(4,02,55,631)**	**(26.0)**	**3,04,76,637**	**19.7**
	Grand Total (1+2+3+4)	**11,80,07,642**	**100.0**	**3,68,21,706**	**23.8**	**-**	**-**	**15,48,29,348**	**100.0**

Notes:

(1) Based on shareholding as of September 24, 2021. Prior to the PA, the Acquirers and the PAC held nil shares in the Target Company.

(2) Calculated as a percentage of the total issued and paid up equity share capital of the Target Company as on date of this LOF, i.e. 11,39,20,752 Equity Shares, along with 40,86,890 employee stock options/ restricted stock units considered for determining the Expanded Voting Share Capital.

(3) Calculated as a percentage of the Expanded Voting Share Capital.

(4) Aggregate of Equity Shares acquired by Acquirer 1 through the stock exchange settlement process and Subscription Shares allotted to Acquirer 1 through the Preferential Issue, as mentioned in paragraph 3.2.7 of this LOF.

(5) Aggregate of: (a) 3,68,21,706 Equity Shares to be issued by the Target Company to Acquirer 1 on exercise of 3,68,21,706 Series A Warrants (assuming Acquirer 1 exercises all of the Series A Warrants), and (b) 1,02,333 residual Sale Shares proposed to be acquired under the SPA (assuming Acquirer 1 acquires all Sale Shares).

(6) The number of Equity Shares to be acquired by each of the Acquirers under the Open Offer will be decided by the Acquirers basis the response received from the Eligible Shareholders under the Open Offer.

(7) Aggregate of: (a) 1,93,79,845 Subscription Shares issued by the Target Company to Acquirer 1 through the Preferential Issue, (b) 3,68,21,706 Equity Shares to be issued by the Target Company to Acquirer 1 on exercise of 3,68,21,706 Series A Warrants (assuming Acquirer 1 exercises all of the Series A Warrants), (c) 13,00,000 Sale Shares acquired / proposed to be acquired under the SPA (assuming Acquirer 1 acquires all Sale Shares), (d) 2,20,00,000 Equity Shares acquired by Acquirer 1 through the stock exchange settlement process, as mentioned in paragraphs 3.2.7(ii) and 3.2.7(iii) of this LOF, and (e) 4,02,55,631 Offer Shares to be acquired by the Acquirers pursuant to the Open Offer (assuming full acceptance).

(8) In addition to above, if and when Acquirer 1 exercises the Series B Warrants (assuming Acquirer 1 exercises all of the Series B Warrants), Acquirer 1 would be allotted 1,55,03,876 Equity Shares representing 9.1% of the voting share capital of the Target Company (assuming the voting share capital is the aggregate of the Expanded Voting Share Capital and the Equity Shares allotted pursuant to the exercise of the Series B Warrants).

The number of shareholders in the "public category" as on September 24, 2021 is 81,686. This includes Acquirer 1 and the Sellers. Further pursuant to the Underlying Transaction, the Acquirers and the PAC shall become the promoters/ members of the promoter group of the Target Company, in accordance with the provisions of the Listing Regulations.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. The Equity Shares of the Target Company are listed on BSE (Scrip code: 540595) and NSE (Symbol: TEJASNET). The ISIN of the Equity Shares of the Target Company is INE010J01012.

6.1.2. The trading turnover in the Equity Shares, based on the trading volumes on the Stock Exchanges during the twelve calendar months prior to the calendar month of the PA, i.e. from July 1, 2020 to June 30, 2021 ("**Relevant Period**"), is as given below:

Stock exchange	Total traded volumes during the Relevant Period ("A")	Weighted average number of Equity Shares during the Relevant Period ("B")	Trading turnover % (A/B)
BSE	2,49,94,685	9,28,24,480	26.9%
NSE	14,63,59,668	9,28,24,480	157.7%

(Source: www.bseindia.com and www.nseindia.com)

6.1.3. Based on the above, the Equity Shares are frequently traded on both BSE and NSE in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

6.1.4. The Offer Price of INR 258.00 (Indian Rupees two hundred and fifty eight only) per Equity Share has been determined in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

Sr. No.	Details	Price
(a)	The highest negotiated price per Equity Share of the Target Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer i.e. the price per Equity Share under the SSA and SPA	INR 258.00
(b)	The volume-weighted average price paid or payable per Equity Share for acquisitions, whether by the Acquirers or the PAC, during the fifty-two weeks immediately preceding the date of the PA	Not Applicable
(c)	The highest price paid or payable per Equity Share for any acquisition, whether by the Acquirers or the PAC, during the twenty-six weeks immediately preceding the date of the PA	Not Applicable
(d)	The volume-weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the Equity Shares of the Target Company is recorded during such period and such shares being frequently traded	INR 186.79
(e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable
(f)	The per Equity Share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not Applicable (1)

Note: (1) Not applicable since the acquisition is not an indirect acquisition.
Source: Certificate issued by S.V. Shah & Associates, Chartered Accountants (FRN: 139517W) dated July 29, 2021.

6.1.5. In view of the parameters considered and presented in the table in paragraph 6.1.4 above, the minimum offer price per Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers (a) to (f) above i.e. INR 258.00 per Equity Share and the same has been certified by S.V. Shah & Associates, Chartered Accountants (FRN: 139517W). Accordingly, the Offer Price is justified in terms of the SEBI (SAST) Regulations.

6.1.6. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split etc. where the record date for effecting such corporate actions falls between the date of this LOF up to 3 (three) Working Days prior to the commencement of the Tendering Period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.

6.1.7. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may be undertaken by the Acquirers and the PAC at any time prior to the commencement of 1 (one) Working Day before the commencement of the Tendering Period of this Offer, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. Further, in the event of any acquisition of the Equity Shares by the Acquirers and/or the PAC, during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price per Equity Share, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition, in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers and/or the PAC shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer.

6.1.8. As on the date of this LOF, there is no revision in the Offer Price or Offer Size. In the event of a revision in the Offer Price or Offer Size, the Acquirers and the PAC shall: (a) make corresponding increases to the Cash Escrow Amount and / or Bank Guarantee; (b) make a public announcement in the same newspapers in which the DPS has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office of such revision.

6.1.9. If the Acquirers and/or the PAC acquire Equity Shares of the Target Company during the period of 26 (twenty six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers and the PAC shall pay the difference between the highest acquisition price and the Offer Price, to all the Eligible Shareholders whose shares have been accepted in the Offer, within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of shares of the Target Company in any form.

6.2. **Financial Arrangements**

6.2.1. The Maximum Open Offer Consideration, i.e. the total funding requirement for the acquisition of 4,02,55,631 Equity Shares at the Offer Price of INR 258.00 (Indian Rupees two hundred and fifty eight only) is INR 10,38,59,52,798 (Indian Rupees one thousand thirty eight crore fifty nine lakh fifty two thousand seven hundred and ninety eight only).

6.2.2. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers and the Manager have entered into an escrow agreement with Kotak Mahindra Bank Limited (acting through its branch office at Mittal Court, Nariman Point, Mumbai, India, the "**Escrow Agent**") ("**Escrow Agreement**"), and the Acquirers have created an escrow account named "Panatone Finvest Limited – Escrow Account" ("**Open Offer Escrow Account**") with the Escrow Agent.

6.2.3. By way of security for performance by the Acquirers of their obligations under the SEBI (SAST) Regulations, Acquirer 1 has furnished an unconditional, irrevocable, and on demand bank guarantee dated July 31, 2021 from Kotak Mahindra Bank Limited (**"Bank Guarantee"**), for an amount of INR 1,79,00,00,000 (Indian Rupees one hundred and seventy nine crore only), in favour of the Manager. The bank issuing the Bank Guarantee is neither an associate company nor a group company of the Acquirers, the PAC or the Target Company. The Bank Guarantee is valid up to April 29, 2022 and Acquirer 1 has undertaken to extend the validity of the Bank Guarantee or make other arrangements for such period as may be required, in accordance with the SEBI (SAST) Regulations. The Manager has been duly authorised to realize the value of the Bank Guarantee in terms of the SEBI (SAST) Regulations. Further, in accordance with Regulation 17(4) of the SEBI (SAST) Regulations, Acquirer 1 has made a cash

deposit of a sum of INR 10,39,00,000 (Indian Rupees ten crore thirty nine lakh only) in the Open Offer Escrow Account ("**Cash Escrow Amount**"). This cash deposit is in excess of 1% of the Maximum Consideration in accordance with the SEBI (SAST) Regulations. The Acquirers have solely authorized the Manager to realize the monies / investments lying to the credit of the Open Offer Escrow Account as per the provisions of the SEBI (SAST) Regulations.

6.2.4. The Acquirers and the PAC have earmarked investments in government securities (**"Liquid Investments"**) of INR 891.7 crore, exclusively for the firm financing arrangements under Regulation 25(1) of the SEBI (SAST) Regulations for the purpose of meeting the Acquirers' and the PAC's obligation with respect to the Open Offer. The Acquirers and the PAC have made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, and the Acquirers are able to implement this Offer.

6.2.5. S.V. Shah & Associates, Chartered Accountants (FRN: 139517W) has vide its certificate dated July 29, 2021, certified that the Acquirers and the PAC has adequate and firm financial resources through verifiable means to fulfill their obligations under this Offer.

6.2.6. Based on the above, the Manager is satisfied that firm arrangements have been put in place by the Acquirers and the PAC to fulfill their obligations in relation to this Open Offer through verifiable means in accordance with the SEBI (SAST) Regulations.

6.2.7. In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the Cash Escrow Amount and/or Bank Guarantee as mentioned above shall be made by the Acquirers and/or the PAC, in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. Operational Terms and Conditions

7.1.1. In terms of the schedule of activities, the Tendering Period for the Offer shall commence on Monday, October 11, 2021 and close on Tuesday, October 26, 2021.

7.1.2. The acceptance of this Open Offer is entirely at the discretion of the Eligible Shareholders of the Target Company. The Eligible Shareholders may tender their Equity Shares, in dematerialized form or physical form, in the Offer at any time during the Tendering Period. Subject to the receipt of the statutory or other approvals as specified in paragraph 7.4 of this LOF, the Acquirers have up to 10 (ten) Working Days from the Offer Closing Date to pay the consideration to the Eligible Shareholders whose Equity Shares are accepted in the Open Offer.

7.1.3. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (one) only. Eligible Shareholders can participate in the Offer by offering their shareholding in whole or in part.

7.1.4. The Eligible Shareholders who tender their Equity Shares in this Open Offer shall ensure that they have good and valid title on the Offer Shares. The Equity Shares tendered under this Offer shall be fully paid up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends and rights to participate in, bonus and rights issues, if any, declared hereafter, and the tendering Eligible Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.

7.1.5. The acceptance must be unconditional**,** absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete applications, including non-submission of necessary enclosures, if any, are liable to be rejected without assigning any reason whatsoever. Further, in case the documents/ forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.

7.1.6. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Eligible Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period or thereafter.

7.1.7. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

7.1.8. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers in consultation with the Manager to the Offer. All the Equity Shares validly tendered under this Offer will be acquired by the Acquirers in accordance with the terms and conditions set forth in the LOF, to the extent of the Offer Size. If the number of Equity Shares validly tendered by the Eligible Shareholders under this Offer is more than the Offer Size, then the Offer Shares validly tendered by the Eligible Shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Offer.

7.1.9. Copies of PA, DPS and the DLOF are available and the LOF (including Form of Acceptance) are expected to be available on the website of SEBI at www.sebi.gov.in.

7.1.10. The Identified Date for this Offer as per the schedule of activities is Monday, September 27, 2021.

7.1.11. The LOF shall be sent (through e-mail or physical mode) to all Eligible Shareholders whose names appear in the register of members of the Target Company on the Identified Date. Accidental omission to dispatch the LOF to any Eligible Shareholder to whom this Offer has been made or non-receipt of the LOF by any such Eligible Shareholder shall not invalidate this Offer in manner whatsoever. In case of non-receipt of the LOF, Eligible Shareholders, including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the LOF and the Form of Acceptance from the website of the Registrar to the Offer (www.linkintime.co.in), the Stock Exchanges (www.bseindia.com; www.nseindia.com) or the Manager (www.investmentbank.kotak.com).

7.1.12. The instructions, authorizations and provisions contained in the Form of Acceptance constitute an integral part of the terms of the Open Offer. The Eligible Shareholders can write to the Registrar to the Offer / Manager to the Offer requesting for the Letter of Offer along with the Form of Acceptance and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the date of the Closure of the Tendering Period. Alternatively, the Letter of Offer along with the Form of Acceptance will also be available at SEBI's website, www.sebi.gov.in, and the Eligible Shareholders can also apply by downloading such forms from the website.

7.1.13. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Eligible Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders are passed regarding the free transferability of such Equity Shares tendered under the Open Offer prior to the date of closure of the Tendering Period.

7.1.14. None of the Acquirers, the PAC, the Manager or the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Offer acceptance forms, copies of delivery instruction slips, etc.), and Eligible Shareholders are advised to adequately safeguard their interest in this regard.

7.1.15. The Acquirers and the PAC reserve the right to revise the Offer Price and/or the Offer Size at any time prior to the commencement of 1 (one) Working Day before the commencement of the Tendering Period, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of a revision in the Offer Price or Offer Size, the Acquirers and the PAC shall: (a) make corresponding increases to the Cash Escrow Amount and / or Bank Guarantee; (b) make a public announcement in the same newspapers in which the DPS has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office of such revision.

7.2. **Locked-in Equity Shares**

Locked-in Equity Shares, if any, may be tendered in the Open Offer and transferred to the Acquirers subject to the continuation of the residual lock-in period in the hands of the Acquirers, as may be permitted under applicable law. The Manager shall ensure that there shall be no discrimination in the acceptance of locked-in and non locked-in Equity Shares.

7.3. **Eligibility for accepting the Offer**

7.3.1. All Eligible Shareholders, registered or unregistered, who hold Equity Shares at any time before the Offer Closing Date are eligible to tender such Equity Shares in this Open Offer (subject to the approvals that they may need to obtain as stated in paragraph 7.4 of this LOF).

7.3.2. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e. the date falling on the 10th (tenth) Working Day prior to

the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the LOF, may also participate in this Open Offer. No indemnity shall be required from unregistered shareholders.

7.4. **Statutory and other Approvals**

7.4.1. As on the date of the LOF, to the best of the knowledge of the Acquirers and the PAC, there are no statutory approvals required to acquire the Offer Shares that are validly tendered pursuant to this Offer and/or to complete the Underlying Transaction. However, if any statutory or other approval(s) becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s) being obtained and the Acquirers and the PAC shall make necessary applications for such approvals.

7.4.2. All Eligible Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares. Eligible Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under FEMA and the rules and regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.

7.4.3. Where any statutory or other approval(s) extends to some but not all of the Eligible Shareholders, the Acquirers shall have the option to make payment to such Eligible Shareholders in respect of whom no statutory or other approval(s) are required in order to complete this Open Offer.

7.4.4. In case of delay in receipt of any statutory or other approval(s) which may be required by the Acquirers and the PAC, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that such delay in receipt of the requisite statutory or other approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirers and/or the PAC to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirers and/or the PAC to the Eligible Shareholders whose Offer Shares have been accepted in the Offer, at such rate as may be prescribed by SEBI from time to time, in accordance with Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations.

7.4.5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, the Acquirers and the PAC shall have the right to withdraw the Open Offer in the event that any of statutory or other approvals specified in this paragraph 7.4 of this LOF or those which become applicable prior to completion of the Open Offer are finally refused. In the event of such a withdrawal of the Open Offer, the Acquirers and the PAC (through the Manager) shall, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

7.4.6. Subject to the receipt of the statutory and other approvals, if any, the Acquirers shall complete payment of consideration within 10 (ten) Working Days from the Offer Closing Date to those Eligible Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirers.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

8.1. All Eligible Shareholders, registered or unregistered, holding Equity Shares in dematerialized form or physical form, are eligible to participate in this Offer at any time from Offer Opening Date to Offer Closing Date.

8.2. The BSE shall be the designated stock exchange for the purpose of tendering shares in the Offer ("**Designated Stock Exchange**").

8.3. **Procedure for acceptance and settlement of the Offer**

8.3.1. The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("**Acquisition Window"**) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.

8.3.2. The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Open Offer shall be available on the Stock Exchanges in the form of a separate Acquisition Window.

8.3.3. The Acquirers have appointed Kotak Securities Limited (**"Buying Broker"**) as their broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Kotak Securities Limited
27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051
Contact Person: Sanjeev Sharma
Tel: 1800 209 9191
Email: service.securities@kotak.com;
Website: www.kotaksecurities.com
SEBI Registration No:
NSE Capital Market: INB230808130;
BSE Equity: INB010808153
CIN: U99999MH1994PLC134051

8.3.4. Eligible Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stock brokers ("**Selling Brokers**") within the normal trading hours of the secondary market, during the Tendering Period. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares though the Acquisition Window.

8.3.5. The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the Offer Opening Date.

8.3.6. Eligible Shareholders can tender their shares only through a broker with whom the Eligible Shareholder is registered as client (KYC Compliant). In the event the Selling Broker(s) are not registered with BSE / NSE or if the Eligible Shareholder does not have any stock broker then that Eligible Shareholder can approach any stock broker registered with BSE/ NSE and can make a bid by using quick unique client code ("**UCC**") facility through such BSE / NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. The Eligible Shareholder approaching BSE / NSE registered stock broker (with whom he does not have an account) may have to submit following details:

(i) In case of Eligible Shareholder being an individual

a. If Eligible Shareholder is registered with KYC Registration Agency (**"KRA"**): Forms required:

- Central Know Your Client ("**CKYC**") form including Foreign Account Tax Compliance Act ("**FATCA**"), In Person Verification ("**IPV**"), Original Seen and Verified ("**OSV**") if applicable
- Know Your Client ("**KYC**") form Documents required (all documents self-attested):
  - Bank details (cancelled cheque)
- Demat details (Demat Master/Latest Demat statement)

b. Forms required if Eligible Shareholder is not registered with KRA:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form Documents required (all documents self-attested):
  - PAN card copy
  - Address Proof
  - Bank Details (cancelled cheque).
- Demat Details (Demat master/Latest Demat Statement)

It may be noted that other than submission of above forms and documents, in person verification may be required.

(ii) In case of Eligible Shareholder being an Hindu Undivided Family (**"HUF"**)

a. Forms required if Eligible Shareholder is registered with KRA:

- CKYC form of karta including FATCA, IPV, OSV, if applicable
- KYC form documents required (all documents self-attested):
  - Bank details (cancelled cheque)
- Demat details (Demat Master/Latest Demat statement)

b. Forms required if Eligible Shareholder is not registered with KRA:

- CKYC form of KARTA including FATCA, IPV, OSV if applicable
- KRA form
- Know Your Client (KYC) form Documents required (all documents self-attested):
  - PAN card copy of HUF & karta
  - Address proof of HUF & karta
  - HUF declaration
  - Bank details (cancelled cheque)
- Demat details (Demat master/Latest Demat statement

It may be noted that other than submission of above forms and documents, in person verification may be required.

(iii) In case of Eligible Shareholder being other than Individual and HUF:

a. Forms required if Eligible Shareholder is KRA registered:

- Know Your Client (KYC) form Documents required (all documents certified true copy)
  - Bank details (cancelled cheque)
- Demat details (Demat master/Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 (two) years financial statements.

b. Forms required if Eligible Shareholder is not KRA registered:

- KRA form
- KYC form Documents required (all documents certified true copy):
  - PAN card copy of company/firm/trust
  - Address proof of company/firm/trust
  - Bank details (cancelled cheque)
- Demat details (Demat Master/Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of directors/authorised signatories/partners/trustees
- PAN card copies & address proof of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 (two) years financial statements
- MOA/Partnership deed/trust deed

8.3.7. It may be noted that, other than submission of above forms and documents, in person verification may be required. It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

8.3.8. The details of confirmed bids shall be displayed on the websites of the Stock Exchanges (www.bseindia.com, www.nseindia.com) at specific intervals during the Tendering Period.

8.3.9. Modification/cancellation of bids will not be allowed during the Tendering Period. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.

8.4. **Procedure for tendering Equity Shares held in Dematerialised Form**

8.4.1. Eligible Shareholders who are holding Equity Shares in dematerialized form and who desire to tender their Equity Shares in dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer. Eligible Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.

8.4.2. The Selling Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay-in mechanism as prescribed by Stock Exchanges or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.

8.4.3. The Eligible Shareholders shall earmark / provide such early pay-in of the dematerialized Equity Shares to be tendered in the Offer (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular which will be issued by the Stock Exchange/ Clearing Corporation before the opening of the Offer, before any orders/bids are placed on their behalf by their respective Selling Brokers.

8.4.4. Upon placing the bid, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Eligible Shareholder. TRS will contain details of order/bid submitted like bid identification number, depository participant identification, client identification number, number of Equity Shares tendered, etc.

8.4.5. On receipt of TRS from the respective Selling Broker, the Eligible Shareholder has successfully placed the bid in the Open Offer. Modification/cancellation of orders will not be allowed during the tendering period of the Offer.

8.4.6. For custodian participant, orders for Equity Shares in dematerialized form early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than the time provided by Stock Exchanges on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

8.4.7. The duly filled in Delivery Instruction Slips ("**DIS**") specifying the appropriate market type in relation to the Open Offer, and execution date along with all other details should be submitted by the Eligible Shareholders to their respective depositary participant/ Selling Broker so as to ensure that the Equity Shares are tendered in the Offer.

8.4.8. For resident Eligible Shareholders holding Equity Shares in dematerialized form, submission of Form of Acceptance and TRS is not mandatory, but are advised to retain the acknowledged copies of the DIS and TRS with them until the expiry of the Offer Period. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Equity Shares bid shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in dematerialized form.

8.4.9. **The Eligible Shareholders holding shares in dematerialised form are not required to fill any Form of Acceptance-cum-Acknowledgement, unless required by their respective Selling Broker.**

8.4.10. All non-resident Eligible Shareholders (i.e. Eligible Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Eligible Shareholders holding Equity Shares in dematerialised form, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the LOF. The envelope should be super scribed as "Tejas Networks Limited Open Offer". The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

8.5. **Procedure for tendering the Equity Shares held in physical form**

As per the provisions of Regulation 40(1) of the Listing Regulations and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number

SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, the procedure for tendering to be followed by the Eligible Shareholders holding Equity Shares in the physical form is as detailed below:

8.5.1. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/ joint Eligible Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.

8.5.2. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.

8.5.3. Based on these documents, the Selling Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the bidding system of the Stock Exchanges to the Eligible Shareholder. The TRS will contain the details of the order submitted like folio number, share certificate number, distinctive number of Equity Shares tendered etc.

8.5.4. The Selling Broker/ Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post / speed post or courier or hand delivery to the Registrar to the Offer i.e. Link Intime India Private Limited (at the following address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083) so that the same reaches the Registrar to the Offer on or before the date of closure of the Tendering Period, i.e. by October 26, 2021 (by 5.00 p.m. (IST)). The envelope should be super scribed as "Tejas Networks Limited Open Offer". 1 (one) copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Selling Broker / Eligible Shareholder.

8.5.5. The Eligible Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares in physical form shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'.

8.5.6. All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance and Form SH-4 does not match as per the specimen signature recorded with Target Company / registrar of the Target Company.

8.5.7. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of having the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before the Offer Closing Date.

The Eligible Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance-cum-Acknowledgement. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance-cum-Acknowledgement.

8.6. **Procedure for tendering the shares in case of non-receipt of LOF:**

8.6.1. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the LOF, may also participate in this Offer.

8.6.2. An Eligible Shareholder may participate in the Open Offer by approaching their broker / Selling Broker and tender the Equity Shares in the Open Offer as per the procedure mentioned in the LOF and the Form of Acceptance.

8.6.3. The LOF along with the Form of Acceptance will be sent (through electronic mode or physical mode) to all the Eligible Shareholders of the Target Company as on the Identified Date. An Eligible Shareholder receiving the LOF along with the Form of Acceptance through electronic mode will be entitled to be furnished with a physical copy of the said documents upon receipt of requisition, if any, by e-mail at tejasnetworks.offer@linkintime.co.in or by a letter addressed to the Registrar to the Offer. In case of non-receipt of the LOF, such Eligible Shareholders of the Target Company may (i) download the same from the SEBI website (www.sebi.gov.in) and can apply by using the same; or (ii) obtain a physical copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, you can download the soft copy from the registrar's website (www.linkintime.co.in).

8.6.4. Alternatively, in case of non-receipt of the LOF, Eligible Shareholders holding the Equity Shares may participate in the Open Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares being tendered and other relevant documents as mentioned in the LOF. Such Eligible Shareholders have to ensure that their order is entered in the electronic platform to be made available by the Stock Exchanges before the closure of the Open Offer.

8.7. **Acceptance of Shares**

8.7.1. Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

8.7.2. In the event that the number of Equity Shares validly tendered by the Eligible Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Eligible Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner.

8.7.3. In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirers will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

8.8. **Settlement Process**

8.8.1. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Stock Exchanges to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.

8.8.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

8.8.3. The Eligible Shareholders holding shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes, keep their depository participant account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated acceptance.

8.8.4. For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Eligible Shareholders bank account linked to the demat account. If the relevant Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected

by RBI/ relevant bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.

8.8.5. In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.

8.8.6. The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non –acceptance of the shares under the Offer.

8.8.7. Excess Equity Shares in dematerialized form or unaccepted Equity Shares in dematerialized form, if any, tendered by the Eligible Shareholders would be released to them by the Clearing Corporation.

8.8.8. The direct credit of Equity Shares shall be given to the demat account of the Acquirers as indicated by the Buying Broker.

8.8.9. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of the Acquirers.

8.8.10. In case of partial or non-acceptance of orders, the balance Equity Shares in dematerialized form shall be returned directly to the demat accounts of the Eligible Shareholders by the Clearing Corporation. However, in the event of any rejection of transfer to the demat account of the Eligible Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Eligible Shareholders. Any Equity Shares that are: (i) subject matter of litigation; or (ii) held in abeyance or prohibited/ restricted from being transferred pursuant to any pending court cases / attachment orders / restriction from other statutory authorities; are liable to be rejected unless directions/ orders of an appropriate court/ tribunal/ statutory authority permitting the transfer of such Equity Shares are received together with the Equity Shares tendered under the Open Offer.

8.8.11. Buying Broker would also issue a contract note to the Acquirers for the Equity Shares accepted under the Open Offer.

8.8.12. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number to the Acquirers and/or the PAC. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

8.8.13. Eligible Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Open Offer (secondary market transaction). The Open Offer consideration received by the Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirers and the Manager accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

8.9. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the Eligible Shareholders who have accepted the Open Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulations 18 (11) and 18(11A) of the SEBI (SAST) Regulations, 2011.

9. NOTE ON TAXATION

THE SUMMARY OF THE INCOME-TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE ACT, 2021) AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY

CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS AND JUDICIAL PRONOUNCEMENTS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRERS AND THE PAC DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY INCOME-TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE IN INDIA SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

9.1. **General:**

9.1.1. The basis of charge of Indian Income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act, 1961 (the "**IT Act**").

9.1.2. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e. income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

9.1.3. Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.

9.1.4. Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ("**DTAA**") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instrument (MLI) as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of General Anti-Avoidance Rule ("**GAAR**") and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.

9.1.5. The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

9.1.6. The shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.

9.1.7. The summary of income-tax implications on tendering of listed equity shares on the Recognised Stock Exchange in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

9.1.8. In addition to income tax, as the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to Securities Transaction Tax ("**STT**"). STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.

9.2. **Classification of Shareholders:**

Shareholders can be classified under the following categories:

9.2.1. Resident Shareholders being:
- (i) Individuals, Hindu Undivided Family ("**HUF**"), Association of Persons ("**AOP**") and Body of Individuals ("**BOI**")
- (ii) Others

9.2.2. Non-Resident Shareholders being:
- (i) Non-Resident Indians ("**NRIs**")
- (ii) Foreign Institutional Investors ("**FIIs**") / Foreign Portfolio Investors ("**FPIs**")
- (iii) Others:
  - a) Company
  - b) Other than company

9.3. **Classification of Income:**

9.3.1. Shares can be classified under the following two categories:
- (i) Shares held as investment (Income from transfer of such shares taxable under the head "Capital Gains")
- (ii) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head "Profits and Gains from Business or Profession")

9.3.2. As per the current provisions of the IT Act, unless specifically exempted, gains arising from the transfer of shares may be treated either as "Capital Gains" or as "Business Income" for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Shareholders should also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

9.4. **Shares held as investment:**

9.4.1. As per the provisions of the IT Act, where the shares are held as investments (i.e. capital asset), income arising from the transfer of such shares is taxable under the head "Capital Gains". Further, Section 2(14) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains. Capital gains in the hands of shareholders would be computed as per provisions of section 48 of the IT Act and the rate of income-tax would depend on the period of holding.

9.4.2. <u>Period of holding:</u> Depending on the period for which the shares are held, the gains would be taxable as "short-term capital gain/STCG" or "long-term capital gain/LTCG":
- (i) In respect of equity shares held for a period less than or equal to 12 months prior to the date of transfer, the same should be treated as a "short-term capital asset", and accordingly the gains arising therefrom should be taxable as "short term capital gains" ("**STCG**").
- (ii) Similarly, where equity shares are held for a period more than 12 months prior to the date of transfer, the same should be treated as a "long-term capital asset", and accordingly the gains arising therefrom should be taxable as "long-term capital gains" ("**LTCG**").

9.5. **Tendering of Shares in Offer through a Recognized Stock Exchange in India:**

Where a transaction for transfer of such equity shares (i.e. acceptance under the Open offer) is transacted through a Recognized Stock Exchange and is chargeable to STT, then the taxability will be as under (for all categories of shareholders):

9.5.1. As per the current provisions of the IT Act, under Section 112A of the IT Act, LTCG arising from transfer of equity shares exceeding one lakh rupees will be taxed at a rate of 10 percent provided the same has been subjected to STT, upon acquisition and sale. If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by CBDT vide Notification No. 60/2018 dated October 1, 2018 in order to get benefit of taxation at 10% under Section 112A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the Income Tax Act.

9.5.2. LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per section 55 of IT Act. For computing capital gains under the grandfathering regime, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

9.5.3. Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

9.5.4. Where provisions of section 112A of the IT Act are not applicable (for example where STT was not paid at the time of acquisition of the equity shares):

(i) LTCG will be chargeable to tax at rate of up to 20% (plus applicable surcharge and cess) in the case of a non-resident shareholder or 10% (plus applicable surcharge and cess) without indexation as per the proviso to Section 112 of the IT Act. (other than a FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act).

(ii) In the case of FIIs, under Section 115AD(1)(iii) of the IT Act, income by way of LTCG arising from transfer of shares will be chargeable to tax at the rate of 10% (plus applicable surcharge and cess). Provided that in case of income arising from the transfer of a LTCA referred to in Section 112A, income-tax at the rate of 10% (plus applicable surcharge and cess) will be calculated on such income exceeding Rs. 1 lakh. Such capital gains would be computed without giving effect to the first and second proviso to Section 48. In other words, adjustment in respect of foreign exchange fluctuation and benefit of indexation would not be allowed while computing the capital gains.

(iii) For a NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be taxable at 10% (plus applicable surcharge and cess) under Section 115E of the IT Act.

(iv) For a resident shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and cess) without indexation as per the proviso to Section 112 of the IT Act.

9.5.5. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG taxable under section 112A and section 112 of the IT Act.

9.5.6. Long term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.

9.5.7. As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax @ 15% under section 111A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the Income Tax Act.

9.5.8. In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the income-tax on such STCG taxable under section 111A of the IT Act.

9.5.9. Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 15%,

9.5.10. As per Section 70 of the IT Act, short term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.

9.5.11. Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions as prescribed under the relevant DTAA read with MLI as may be in effect, and non-applicability of GAAR and providing and maintaining necessary information and documents as prescribed under the IT Act.

9.5.12. The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

9.5.13. As per the current provisions of the IT Act, in addition to the above STCG and LTCG tax, surcharge and health and education cess are leviable.

9.5.14. **Investment Funds**

Under Section 10(23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head "Profits and gains of business or profession" would be exempt from income-tax on fulfillment of certain conditions specified therein. For this purpose, an "Investment Fund" means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

9.5.15. **Mutual Funds**

Under Section 10(23D) of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorised by the Reserve Bank of India and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

9.6. **Shares held as stock-in trade:**

9.6.1. If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession".

9.6.2. Resident Shareholders:

Profits of:

(i) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
(ii) Domestic companies having turnover or gross receipts not exceeding Rs. 400 crore in the relevant financial year as prescribed will be taxable @ 25%.
(iii) Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at 22%.
(iv) For persons other than stated above, profits will be taxable @ 30%.

No benefit of indexation by virtue of period of holding will be available in any case.

9.6.3. Non Resident Shareholders:

Non-resident shareholders can avail beneficial provisions of the applicable DTAA, read with the MLI, entered into between India and the respective country of which the said shareholder is tax resident, subject to satisfying relevant conditions (including non-applicability of GAAR) and providing and maintaining necessary information and documents as prescribed under the IT Act.

9.6.4. Where DTAA provisions are not applicable:

(i) For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates.
(ii) For foreign companies, profits would be taxed in India @ 40%.
(iii) For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

No benefit of indexation by virtue of period of holding will be available in any case.

As per the current provisions of the IT Act, in addition to the above, surcharge and health and education cess are leviable for resident and non-resident shareholders.

9.6.5. Other Matters:

Further, the provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India under Sections 90 / 90A of the IT Act and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analyzed depending on the facts of each case.

9.7. **Tax Deduction at Source:**

9.7.1. Resident Shareholders:

In absence of any specific provision under the IT Act, the Acquirers and the PAC are not required to deduct tax on the consideration payable to the shareholders pursuant to Tendering of the listed equity shares under the Offer on recognized stock exchange in India.

9.7.2. Non-Resident Shareholders:

(i) In Case of FIIs:

Section 196D of the IT Act provides for specific exemption (subject to the conditions stated in the specified section read with the relevant rules) from withholding tax in case of capital gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs.

(ii) In Case of non-resident tax payer (other than FIIs):

a) Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA and MLI, if applicable. In doing this, the Acquirers and the PAC will be guided by generally followed practices and make use of data available in its records except in cases where the non-resident shareholders provide a specific mandate in this regard.

b) However, the Acquirers and the PAC will not be able to deduct income-tax at source on the consideration payable to such non-resident shareholders as there is no ability for the Acquirers and the PAC to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirers and the PAC to the non-resident shareholders.

c) Since the tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is primarily on the nonresident shareholder given that practically it is very difficult to withhold taxes. The Acquirers and the PAC believe that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the non-resident shareholders, custodians and authorized dealers. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India in consultation with their custodians, authorized dealers and/or tax advisors, as appropriate.

d) In the event the Acquirers or the PAC are held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirers and the PAC are entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirers and PAC, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.8. **Remittance/Payment of Interest:**

9.8.1. In case of interest, if any, paid by the Acquirers or the PAC to resident and non-resident shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirers and PAC depending on the settlement mechanism for such interest payments. In the event, the Acquirers or the PAC decide to withhold tax, the same shall be basis the documents submitted along with the form of acceptance or such additional documents as may be called for by the Acquirers and PAC. It is recommended that the shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income). In the event the Acquirers or the PAC are held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirers and PAC should be indemnified.

9.8.2. The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The shareholders also undertake to provide the Acquirers and PAC, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.9. **Rate of Surcharge and Cess:**

9.9.1. As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

9.9.2. Surcharge:

(i) In case of domestic companies:

A) Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and @ 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.

B) In case of domestic companies which are liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable.

(ii) In case of companies other than domestic companies:

A) Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore.

B) Surcharge @ 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.

(iii) In case of individuals, HUF, AOP, BOI:

A) Surcharge at the rate of 10% is leviable where the total income exceeds Rs. 50 lakh but does not exceed Rs. 1 crore.

B) Surcharge at the rate of 15% is leviable where the total income exceeds Rs. 1 crore but does not exceed Rs. 2 crore.

C) Surcharge at the rate of 25% is leviable where the total income exceeds Rs. 2 crore but does not exceed Rs. 5 crore.

D) Surcharge at the rate of 37% is leviable where the total income exceeds Rs. 5 crore.

E) However, for the purpose of income chargeable under section 111A, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.

(iv) In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.

9.9.3. Cess: Cess Health and Education Cess @ 4% is currently leviable in all cases.

THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.

10. DOCUMENTS FOR INSPECTION

The following material documents will be available for inspection by the Eligible Shareholders of the Target Company at the office of the Manager to the Offer – Kotak Mahindra Capital Company Limited at 27 BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 on any Working Day between 10.30 am to 3.00 pm during the Tendering Period:

10.1. Copies of the Articles and Memorandum of Association and certificate of incorporation of the Acquirers and the PAC;

10.2. Copies of the SSA and the SPA;

10.3. Copies of the audited standalone financial statements of Acquirer 1 as of and for the financial years ended March 31, 2019, March 31, 2020, and March 31, 2021;

10.4. Copies of the audited consolidated financial statements of the PAC as of and for the financial years ended March 31, 2019, March 31, 2020, and March 31, 2021;

10.5. Copies of the annual reports of the Target Company for the financial years ended March 31, 2019, March 31, 2020, and March 31, 2021;

10.6. Copy of the certificate dated July 29, 2021, issued by S.V. Shah & Associates, Chartered Accountants (FRN: 139517W), certifying the adequacy of financial resources of the Acquirers and the PAC to fulfill their obligations under this Offer;

10.7. Copy of the certificate dated July 29, 2021, issued by S.V. Shah & Associates, Chartered Accountants (FRN: 139517W), certifying the computation of the Offer Price;

10.8. Copy of the Escrow Agreement entered into between the Acquirers, the Escrow Agent and the Manager to the Offer;

10.9. Copy of the letter received from the Escrow Agent, confirming receipt of the requisite escrow amount in the Escrow Account on July 31, 2021;

10.10. Copy of the Bank Guarantee from Kotak Mahindra Bank Limited;

10.11. Copy of PA dated July 29, 2021, the DPS published in the newspapers on August 05, 2021 and the offer opening public announcement;

10.12. Copy of the recommendation published by the committee of independent directors of the Target Company in relation to the Offer; and

10.13. Copy of SEBI Observation letter no. SEBI/HO/CFD/DCR-III/OW/26396/1, dated September 29, 2021, in regard to the DLOF.

11. DECLARATION BY THE ACQUIRERS AND THE PAC

11.1. The Acquirers, the PAC and their directors, in their capacity as directors, accept responsibility for the information contained in the PA, the DPS, DLOF and this LOF (other than as specified in paragraph 11.3 below) and also for the obligations of the Acquirers and the PAC laid down in the SEBI (SAST) Regulations in respect of this Offer.

11.2. The Acquirers and the PAC shall be jointly and severally responsible for ensuring compliance with the provisions of the SEBI (SAST) Regulations and for their obligations as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereto.

11.3. The information pertaining to the Target Company contained in the PA, the DPS, the DLOF, this LOF or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or publicly available sources or provided by the Target Company. The information pertaining to the Sellers contained in the PA, the DPS, the DLOF, this LOF or any other advertisement/publications made in connection with the Open Offer has been obtained from the Sellers. The Acquirers and the PAC do not accept any responsibility with respect to any information provided in the PA, the DPS, the DLOF or this LOF pertaining to the Target Company or the Sellers.

For and on behalf of Acquirer 1	For and on behalf of Acquirer 2	For and on behalf of the PAC
Panatone Finvest Limited	**Akashastha Technologies Private Limited**	**Tata Sons Private Limited**
Sd/- Name: Eruch N Kapadia Authorized Signatory Place: Mumbai	**Sd/-** Name: Zubin Mistry Authorized Signatory Place: Mumbai	**Sd/-** Name: Suprakash Mukhopadhyay Authorized Signatory Place: Mumbai

Date: October 01, 2021

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

TEJAS NETWORKS LIMITED

(Eligible Shareholders holding shares in dematerialised form are not required to fill the Form of Acceptance, unless required by their respective Selling Broker. Eligible Shareholders holding shares in physical form (resident and non-resident) are required to send this Form of Acceptance along with the enclosures to the Registrar to the Offer, at its registered office address provided in the Letter of Offer. Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)

TENDERING PERIOD FOR THIS OPEN OFFER

OFFER OPENS ON	**Monday, October 11, 2021**
OFFER CLOSES ON	**Tuesday, October 26, 2021**

To,
The Acquirers and the PAC
Unit:- Tejas Networks Limited – Open Offer
C/o Link Intime India Private Limited
C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083
Tel No.+ 91-22-4918 6200; Fax No.+91 22 4918 6195

Dear Sir,

Sub: Cash Offer for acquisition of up to 4,02,55,631 fully paid-up equity shares of face value of INR 10 (Indian Rupees ten only) each ("Equity Share") representing 26% (twenty six percent) of the Expanded Voting Share Capital of the Tejas Networks Limited ("Target Company"), at a price of INR 258.00 (Indian Rupees two hundred and fifty eight Only) per equity share, in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations"), from the Eligible Shareholders of the Target Company, by Panatone Finvest Limited ("Acquirer 1") and Akashastha Technologies Private Limited ("Acquirer 2") (collectively, "Acquirers"), along with Tata Sons Private Limited ("PAC"), in its capacity as the person acting in concert with the Acquirers.

I / We refer to the Letter of Offer dated October 01, 2021 for acquiring the Equity Shares held by me / us in the Target Company. I/We acknowledge and confirm that all the particulars/ statements given herein are true and correct.

Details of Eligible Shareholder:

Name (in BLOCK LETTERS)	**Holder**	**Name of the shareholder(s)**	**Permanent Account Number (PAN)**
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s) / demat account)	Sole / First		
	Second		
	Third		
Contact number(s) of the first holder	**Tel No. (With STD Code):** **Fax No. (with STD Code):**		**Mobile No.:**
Full address of the first holder (with pin code)			
Email address of first holder			
Date and place of incorporation (if applicable)			

FOR EQUITY SHARES HELD IN PHYSICAL FORM:
I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

☐ Resident

☐ Non-Resident

I / We, holding Equity Shares in physical form, accept this Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below along with enclosures as mentioned herein:

Sr. No.	**Regd. Folio Number**	**Share Certificate Number**	**Distinctive Numbers**		**No. of Equity Shares**
			From	**To**	
1					
2					
3					

(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)	TOTAL	

Enclosures (whichever is applicable)

- ☐ Duly attested power of attorney, if any person apart from the Eligible Shareholder, has signed the Form of Acceptance-cum- Acknowledgement or Equity Share transfer deed(s)
- ☐ Original Equity Share certificate(s)
- ☐ Valid Equity Share transfer deed(s)
- ☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
- ☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
- ☐ Self-attested copy of PAN card of all the transferor(s)
- ☐ Other relevant documents (please specify)

I / We, the undersigned, have read the Public Announcement, the Detailed Public Statement and this Letter of Offer and understood its contents, terms and conditions, and unconditionally accept it.

FOR ALL ELIGIBLE SHAREHOLDERS

I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares in this Offer and that I/we am/are legally entitled to tender the Equity Shares in this Offer.

I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I / We confirm that the sale and transfer of the Equity shares held by me/us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I/we are a party to. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the Equity Shares comprised in this application are owned by me / us. If any claim is made by any third party in respect of the said Equity Shares, I / we will hold the Acquirers and the PAC harmless and indemnified against any loss they or either of them may suffer in the event these Equity Shares are acquired by the Acquirers.

I / We agree that the Acquirers and the PAC will pay the consideration as per secondary market mechanism only after verification of the documents and signatures, as applicable submitted along with this Form of Acceptance. I / We undertake to return to the Acquirers and the PAC any Open Offer consideration that may be wrongfully received by me / us.

I / We confirm that I / We are not persons acting in concert or persons deemed to be acting in concert with the Acquirers or the PAC.

I / We give my/our consent to the Acquirers and the PAC to file any statutory documents on my/our behalf in relation to accepting the Equity Shares in this Offer. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirers or the PAC to effectuate this Offer in accordance with the SEBI (SAST) Regulations.

I / We are / am not debarred from dealing in Equity Shares.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961 including but not limited to section 281 of the Income Tax Act, 1961.

I / We note and understand that the Equity Shares will be held by the Clearing Corporation in trust for me / us till the date the Acquirers and the PAC make payment of consideration as mentioned in the Letter of Offer and other documents are dispatched to the Eligible Shareholders, as the case may be.

I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us , or as a result of income tax (including any consequent interest and penalty) on the capital gains arising from tendering of the Equity Shares, I / we will indemnify the Acquirers and the PAC for such income tax demand (including interest, penalty, etc.) and provide the Acquirers and the PAC with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We note and understand that the Equity Shares would be kept in the pool account of my / our Selling Broker and the lien will be marked by Clearing Corporation until the settlement date whereby the Acquirers and the PAC make payment of purchase consideration as mentioned in the Letter of Offer.

I / We authorise the Acquirers and the PAC to accept the Equity Shares so offered or such lesser number of Equity Shares which the Acquirers and the PAC may decide to accept in consultation with the Managers to the Offer and the Registrar to the Offer and in terms of the Letter of Offer. I / we further authorize the Acquirers and the PAC to return to me / us, Equity Shares in respect of which this Offer is not found valid / not accepted without specifying the reasons thereof.

FOR NRIs/ OCBs/ FIIs AND SUB-ACCOUNTS/ OTHER NON-RESIDENT SHAREHOLDERS

I/We confirm that my/our residential status is (☐ whichever is applicable):

☐ **Individual**	☐ **Foreign Company**	☐ **FII/FPI – Corporate**	☐ **FII/FPI - Others**	☐ **FVCI**
☐ **Foreign Trust**	☐ **Private Equity Fund**	☐ **Pension/ Provident Fund**	☐ **Sovereign Wealth Fund**	☐ **Partnership/ Proprietorship firm**
☐ **Financial Institution**	☐ **NRIs/PIOs – repatriable**	☐ **NRIs/PIOs - non-repatriable**	☐ **OCB**	☐ **QFI**
☐ **Others – please specify:**				

I/We confirm that my/our investment status is (and ☐ whichever is applicable):

☐ FDI Route

☐ PIS Route

☐ Any other – please specify _____

I/We confirm that Equity Shares tendered by me/us are held on (☐ whichever is applicable):

☐ Repatriable basis

☐ Non-repatriable basis

I/We confirm that (☐ whichever is applicable):

☐ No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Open Offer and the Equity Shares are held under general permission of the RBI

☐ Copies of all approvals required by me for holding Equity Shares that have been tendered in this Open Offer are enclosed herewith

☐ Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We confirm that (☐ whichever is applicable):

☐ No RBI, FIPB or other regulatory approval is required by me for tendering the Equity Shares in this Open Offer

☐ Copies of all approvals required by me for tendering Equity Shares in this Open Offer are enclosed herewith

☐ There are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act including but not limited to section 281 of the Income Tax Act

☐ In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, error, negligence or omission of information provided / to be provided by me / us, I / we will indemnify the Acquirers and / or the PAC for such income tax demand (including interest, penalty, cost of litigation etc.) and provide the Acquirers and / or the PAC with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority

In case of interest payments, if any, by the Acquirers and the PAC for delay in payment of Open Offer consideration or a part thereof, the Acquirers and the PAC will deduct taxes at source at the applicable rates as per the Income Tax Act. For details please refer to instruction no. 11 given overleaf.

Yours faithfully,

Signed and Delivered:	Full Name	PAN	Signature
First / Sole Holder			

Signed and Delivered:	Full Name	PAN	Signature
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place: _____
Date: _____

----------Tear Here----------

Acknowledgement Receipt – Tejas Networks Limited – Open Offer

Received from Mr./Ms./M/s.
_____

Form of Acceptance-cum-Acknowledgement for Tejas Networks Limited – Open Offer as per details below:

Copy of delivery instruction to depository participant of Client ID for _____ Equity Shares

Date of Receipt:

Stamp of collection centre:

Signature of Official

INSTRUCTIONS

Capitalized terms used and not defined in these instructions will have the same meaning as provided in the Letter of Offer dated October 01, 2021.

1. **PLEASE NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT OR ANY OTHER DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRERS, THE PAC, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.**
2. The Form of Acceptance-cum-Acknowledgement should be legible and should be filled-up in English only.
3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
4. **AS PER THE PROVISIONS OF REGULATION 40(1) OF THE LISTING REGULATIONS AND SEBI'S PRESS RELEASE DATED DECEMBER 3, 2018, BEARING REFERENCE NO. PR 49/2018, REQUESTS FOR TRANSFER OF SECURITIES SHALL NOT BE PROCESSED UNLESS THE SECURITIES ARE HELD IN DEMATERIALISED FORM WITH A DEPOSITORY WITH EFFECT FROM APRIL 1, 2019. HOWEVER, IN ACCORDANCE WITH THE CIRCULAR ISSUED BY SEBI BEARING REFERENCE NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/144 DATED JULY 31, 2020, SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM ARE ALLOWED TO TENDER SHARES IN AN OPEN OFFER. SUCH TENDERING SHALL BE AS PER THE PROVISIONS OF THE SEBI (SAST) REGULATIONS.**
5. The Eligible Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:
   a) Original share certificate(s)
   b) Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
   c) Self-attested copy of the Eligible Shareholder's PAN Card (in case of joint holders, the PAN card copy of all transferors)

d) This Form - for Eligible Shareholders holding Equity Shares in physical form, duly completed and signed in accordance with the instructions contained herein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;

e) A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.

f) Any other relevant document including (but not limited to) such as power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notorised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable.

Eligible Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted.

6. In case of unregistered owners of Equity Shares in physical form, the Eligible Shareholder should provide an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Eligible Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details. **PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**

7. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.

8. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgement with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer deed(s).

9. The Eligible Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar to the Offer: i.e. Link Intime India Private Limited on or before the date of closure of the Tendering Period, at the following address: C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India.

10. The Selling Broker should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the exchange bidding system. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc.

11. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Offer.

12. In case of Equity Shares held in joint names, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.

13. If the Offer Shares tendered are rejected for any reason, the Offer Shares will be returned to the sole/first named Eligible Shareholder(s) along with all the documents received at the time of submission.

14. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer in Paragraph 8 (Procedure for Acceptance and Settlement of the Offer).

15. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched/sent through electronic mail to all the Eligible Shareholders as on the Identified Date, who have registered their email ids with the Depositories and through speed post / registered post to shareholders who do not have registered email id and/or the Target Company. In case of non-receipt of the Letter of Offer, the Eligible Shareholders of the Target Company may download the same from the respective websites of SEBI (www.sebi.gov.in), the Registrar to the Offer (www.linkintime.co.in), the Manager to the Offer (www.investmentbank.kotak.com) and BSE (www.bseindia.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares.

16. All the Eligible Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.

17. All documents/remittances sent by or to Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

18. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the exchange bidding system.

19. In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.

20. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 8 (*Procedure for Acceptance and Settlement*).

21. The Tender Form and TRS is not required to be submitted to the Acquirers, the PAC, the Manager to the Offer or the Registrar to the Offer. Shareholders holding Equity Shares in dematerialised form are not required to fill the Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Form of Acceptance-cum-Acknowledgment.

22. If non-resident Eligible Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Eligible Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirers and/or the PAC to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirers and the PAC reserve the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of RBI, the non-resident Eligible Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.

23. Interest payment, if any: In case of interest payments by the Acquirers and the PAC for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers and the PAC depending on the settlement mechanism for such interest payments.

24. Eligible Shareholders who wish to tender their Equity Shares must submit the following documents to the Registrar to the Offer.

    For resident Eligible Shareholders:

    ☐ Self-attested copy of PAN card

    ☐ Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of consideration (certificate for deduction of tax at lower rate)

    ☐ Self-declaration in Form 15G/Form 15H (in duplicate), if applicable

    ☐ For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

    ☐ Self-attested declaration in respect of residential status and tax status of Eligible Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify);

    For non-resident Eligible Shareholders:

    ☐ Self-attested copy of PAN card

    ☐ Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirers and the PAC before remitting the amount of interest

    ☐ Tax Residency Certificate and Form 10F and other information or documents as may be required to claim relief under the provisions of applicable double taxation avoidance agreement

    ☐ Self-attested declaration that it does not have a Permanent Establishment in India either under the IT Act or applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the Income Tax Act) of which the Eligible Shareholder claims to be a tax resident

    ☐ Self-attested declaration in respect of residential status and tax status of Eligible Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)

    ☐ Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Eligible Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction.

In an event of non-submission of NOC or certificate for deduction of tax at nil/lower rate, tax will be deducted up to the maximum marginal rate as may be applicable to the relevant category, to which the Eligible Shareholder belongs, by the Acquirers and the PAC.

FOR DETAILED PROCEDURE IN RESPECT OF TENDERING OFFER SHARES IN THIS OPEN OFFER, PLEASE REFER TO THE LETTER OF OFFER.

All future correspondence, if any, should be addressed to the respective Selling Broker, or to the Registrar to the Offer at the following address:

LINK Intime

Link Intime India Private Limited
Unit: Tejas Networks Limited – Open Offer
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, India
Contact person: Mr. Sumeet Deshpande
Tel: +91 22 4918 6200, Fax: +91 22 4918 6195
Email: tejasnetworks.offer@linkintime.co.in

Form No. SH-4 - Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution:_____/_____/ _____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	L	7	2	9	0	0	K	A	2	0	0	0	P	L	C	0	2	6	9	8	0

Name of the company (in full): **TEJAS NETWORKS LIMITED**

Name of the Stock Exchange where the company is listed, (if any): BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of **security** (4)
Equity Shares	INR 10/-	INR 10/-	INR 10/-

No. of Securities being Transferred		Consideration received (₹)	
In figures	In words	In words	In figures

Distinctive Number	**From**			
	To			

Corresponding Certificate Nos.			

Transferor's Particulars

Registered Folio Number: _____

Name(s) in full PAN No. Signature(s)

1._____ _____ _____

2._____ _____ _____

3._____ _____ _____

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

Pincode: _____

Transferee's Particulars		
Name in full (1)	Father's/ Mother's / Spouse's Name (2)	Address (3)
[●]	N.A.	[●]
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		1. _____ 2. _____ 3. _____

Folio No. of Transferee	**Specimen Signature of Transferee(s)**
_____ _____	1. _____ 2. _____ 3. _____

Value of Stamp affixed: `_____

Enclosures: **Stamps**

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify,_____

For Office Use Only

Checked by_____

Signature Tallied by_____

Entered in the Register of Transfer on_____

_____ vide Transfer no_____

Approval Date _____

Power of attorney / Probate / Death certificate / Letter of Administration

Registered on_____at

No _____

On the reverse page of the certificate

Name of Transferor	Name of Transferee	No. of Shares	Date of Transfer
_____	_____	_____	_____

Signature of authorised signatory