



Tanla Platforms Limited

Tanla Technology Centre,
Madhapur, Hyderabad,
Telangana, India - 500081

CIN: L72200TG1995PLC021262



+91-40-40099999



91-40-23122999



info@tanla.com



www.tanla.com

Date: June 16, 2025

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Scrip Code: **532790**

National Stock Exchange of India Ltd.

“Exchange Plaza”

Bandra-Kurla Complex, Bandra (East),

Mumbai - 400 051

Symbol: **TANLA**

Dear Sir / Madam,

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

This is further to our letter dated June 16, 2025, informing the Stock Exchanges about Appointment of Mr. Sunil Ramakant Bhumralkar (DIN: 00177658), as an Additional Director under Non-Executive and Independent Director category on the Board of Directors of the Company and the decision of the Board of Directors of the Company for buyback of up to 20,00,000 fully paid-up Equity Shares of face value of ₹1 each, being up to 1.49% of the total number of Equity Shares in the existing total paid up equity share capital of the Company, at a price of INR 875/- (Indian Rupee Eight Hundred and Seventy Five only) per equity share, payable in cash for an aggregate amount not exceeding INR 175,00,00,000/- (Indian Rupees One Hundred and Seventy Five Crore Only) being 24.81% and 7.78% of the aggregate paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2025, respectively from all the shareholders/ beneficial owners of the equity shares of the Company as on the record date on a proportionate basis, through the “Tender Offer” route using stock exchange mechanism in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

In terms of Regulation 30 of the SEBI Listing Regulations, we hereby enclose a copy of postal ballot notice seeking the approval of members for the said matters by way of special resolution. In compliance with Ministry of Corporate Affairs (“MCA”) *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, June 13, 2025 (“Cut-off date”).

The Company has engaged the services of Kfin Technologies Limited (“KFin”) to provide remote e-voting facility to its members. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, June 17, 2025 and ends at 5.00 p.m. (IST) on Wednesday, July 16, 2025. The e-voting module shall be disabled by Kfin thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system. The results of the postal ballot will be declared on or before July 18, 2025.



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The above information is also available on the website of the Company, i.e., www.tanla.com.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

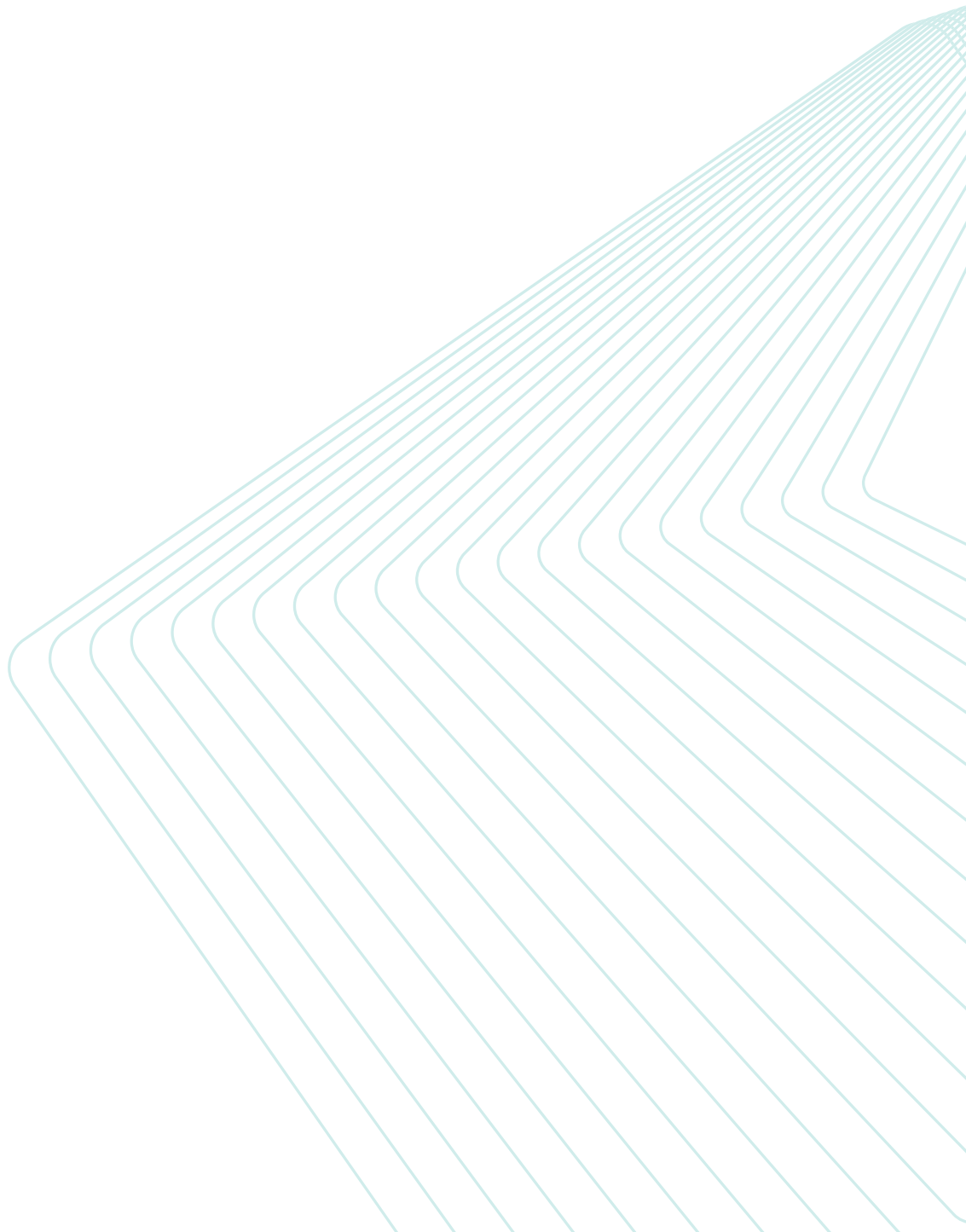
For Tanla Platforms Limited

Seshanuradha Chava

General Counsel and Company Secretary

ACS-15519

**POSTAL BALLOT
NOTICE**



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, Circular No. 9/2023 dated September 25, 2023 and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 (collectively referred to as (**'MCA Circulars'**), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (**'SEBI'**), the Resolutions as set out hereunder is proposed for approval of the Members of Tanla Platforms Limited (**'the Company'**), through postal ballot by way of remote electronic voting (remote e-voting) process only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the Kfin Technologies Limited (**'KFintech'**) for the purpose of providing remote e-voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Notice.

The Board of Directors of the Company has appointed Mr. Mahadev Tirunagari, Company Secretary in Practice (CP No. 7350), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman, or any other person authorised by him. The results of voting conducted through Postal Ballot (remote e-voting process) along with the Scrutinizer's Report, shall be announced by the Chairman or such authorised person within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

The Company is providing facility to exercise votes on the item of business(s) given in the Notice through electronic voting system only, to members holding shares as on June 13, 2025 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFinTech.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Tuesday, June 17, 2025
Conclusion of e-voting period	5.00 p.m. IST on Wednesday, July 16, 2025

The e-voting facility will be disabled by KFinTech immediately after 5.00 p.m. IST on Wednesday, July 16, 2025 and will be disallowed thereafter. The results of the postal ballot will be announced on or before July 18, 2025.

The results along with the Scrutinizer's Report would be intimated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.tanla.com/> and on the website of KFin Technologies Limited at <https://www.kfintech.com>.

The last date of e-voting, i.e., July 16, 2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

SPECIAL BUSINESS:

1. Appointment of Mr. Sunil Ramakant Bhumralkar (DIN: 00177658) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as special resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sunil Ramakant Bhumralkar (DIN: 00177658), who was appointed as an Additional Director in the capacity of an Independent Director on June 16, 2025, meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years from June 16, 2025 to June 15, 2030 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Approval for Buyback of Equity Shares of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as special resolutions:

"RESOLVED THAT pursuant to Article 3 of the Articles of Association of Tanla Platforms Limited (the **"Company"**) and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (**"Companies Act"**) read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"SEBI Listing Regulations"**) (including any statutory modifications or re-enactments of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other circulars, approvals, permissions, consents, sanctions and exemptions of the Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the **"Appropriate Authorities"**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the board of directors of the Company (**"Board"**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements and in accordance with applicable law), the consent of the shareholders of the Company be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- (Indian Rupee One Only) each (**"Equity Shares"**), not exceeding 20,00,000 Equity Shares (representing up to 1.49 % of the total number of Equity Shares in the existing total paid-up equity share capital of the Company) at a price of INR 875 /- (Indian Rupee Eight Hundred Seventy Five Only) per Equity Share (**"Buyback Offer Price"**), which represents premium of 40.53 % and 40.62% over the closing price of the Equity Shares on National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"** and together with NSE, the **"Stock Exchanges"**), respectively on June 11, 2025 being the date when intimation for the Board meeting was sent to NSE and BSE, payable in cash for an aggregate maximum amount of up to INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crore only) (**"Buyback Offer Size"**), which represents 24.81 % and 7.78% of the aggregate of the Company's paid-up capital and free reserves as per the latest available standalone and consolidated audited financials of the Company for the year ended as on March 31, 2025, respectively, on a proportionate basis through the **"tender offer"** route as prescribed under the SEBI Buyback Regulations, to all the shareholders/ beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board (**"Record Date"**) (hereinafter referred to as the **"Buyback"**) and the Buyback Offer Size does not include transaction costs viz brokerage, applicable taxes, securities transaction tax, goods and service tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc (**"Transaction Costs"**).

RESOLVED FURTHER THAT in accordance with the SEBI Buyback Regulations, the Buyback period shall commence from the date of declaration of results of the postal ballot for special resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made.

RESOLVED FURTHER THAT Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.

RESOLVED FURTHER THAT the Board/Buyback committee may, till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Offer Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations

RESOLVED FURTHER THAT all equity shareholders / beneficial owners of the Equity Shares will be eligible to participate in the Buyback who hold Equity Shares as on the Record Date except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities ("**Eligible Shareholders**").

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may Buyback Equity Shares from the Eligible Shareholders as on Record Date, on a proportionate basis under the tender offer, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders and in case Equity Shares tendered are less than the reservation, the same shall be adjusted in the general category, in accordance with the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable, and the Company shall approach BSE and/or the NSE for facilitating the same and subject to decision of the Board/ Buyback committee, one of BSE and NSE shall act as the designated stock exchange.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any director(s)/ officer(s)/ authorised representative(s)/ committee, including the Buyback committee of the Company, in order to give effect to the aforesaid resolutions, including but not limited to :

- (i) finalizing the terms of Buyback, the mechanism for the Buyback, the schedule of activities, the dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback, etc;
- (ii) appointment of designated stock exchange and other intermediaries/ agencies, as may be required, for the implementation of the Buyback and making decisions in connection with

and settlement of the remuneration for such persons/ intermediaries/agencies including by the payment of commission, brokerage, fee, charges etc;

- (iii) opening, operating and closing special trading window account with the designated stock exchange and deciding the authorized signatories for special trading window account;
- (iv) authorising bankers to act upon the instructions of the merchant banker as required under the SEBI Buyback Regulations;
- (v) verifying offer/acceptances received, finalizing basis of acceptance, making payment to the members of the consideration for Equity Shares bought back pursuant to the Buyback;
- (vi) initiating and undertaking all necessary actions for preparing, approving, signing and filing of the public announcement, letter of offer, post-buyback public advertisement and all other documents with respect to the Buyback with the SEBI, BSE, NSE and other Appropriate Authorities and to make all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder;
- (vii) initiating all necessary actions with respect to opening, operating and closure of necessary accounts including escrow account with a bank, issuing bank guarantee, or depositing acceptable securities with appropriate margin with the merchant bankers, entering into agreement(s), releasing public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- (viii) initiating all necessary actions for extinguishment/ destruction of Equity Shares and if applicable, destruction of the share certificates representing the title to the Equity Shares bought back by the Company and 'Certificate of Extinguishment' and particulars thereof required to be filed in connection with the Buyback on behalf of the Board and ensuring all related compliances in accordance with the Companies Act and the SEBI Buyback Regulations;
- (ix) determining, finalising and making payment of taxes in connection with the Buyback; and
- (x) providing, finalising, executing and filing any undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required in connection with the Buyback with SEBI, RBI, BSE, NSE, Registrar of Companies, Depositories and/ or other regulators, Appropriate Authorities or third persons as may be required, desirable or considered expedient for implementation of the Buyback from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback committee to buyback any Equity Shares, or impair any power of the Company or the Board or the Buyback committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, directors of the Company and/or the Buyback committee be and are hereby severally empowered and authorized on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback (including increasing the Buyback Offer Price without any change in the Buyback Offer Size in accordance with the SEBI



Buyback Regulations), in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorized by the Board may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

By order of the Board of Directors of
Tanla Platforms Limited

Sd/-
Seshanuradha Chava
General Counsel and Company Secretary
M. No. A15519





Place: Hyderabad
Date: June 16, 2025

Registered Office:
Tanla Platforms Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

NOTES

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rules 20 and 22 of the Rules as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 and 2 is annexed to the Notice.
- 2) As per the MCA Circulars, physical copies of this Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
- 3) The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on June 13, 2025. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
- 4) Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on June 13, 2025, being the Cut-off Date fixed for the purpose.
- 5) All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. July 16, 2025. Members may send their requests to investorhelp@tanla.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- 6) Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
- 7) Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com.
- 8) **The instructions for E-voting are as under:**
 - i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
	<p>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsd.com. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e., 'Tanla Platforms Limited', or e-voting service provider, i.e., KFin.

	<p>vi. Members will be re-directed to KFin’s website for casting their vote during the e-voting period.</p> <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsd.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsd.com/. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on Company name, i.e., Tanla Platforms Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period. <p>C. NSDL Mobile App</p> <ol style="list-style-type: none"> Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. Click on New System MyEasi. Login to MyEasi option under quick login. Enter the registered user ID and password for accessing Easi / Easiest. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>B. Instructions for users who have not registered for Easi / Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.

	<p>iii. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Tanla Platforms Limited' or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Tanla Platforms Limited or KFin. v. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.
<p>Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

- ii) Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode.

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com/. ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on "LOGIN". iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Tanla Platforms Limited and click on "Submit". vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head. viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x. Members may then cast their vote by selecting an appropriate option and click on "Submit". xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period,

Type of member	Login Method
	<p>members can login any number of times till they have voted on the Resolution.</p> <p>xii. Corporate/ Institutional members (corporate / FIs / FIIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to mahadev.pcs@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p>
<p>Members whose e-mail IDs are not registered with the Company / Depository Participants(s)</p>	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <p>Name KFIN Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx# Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password.

<p>Members who have forgotten the User ID and</p>	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</p>
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password	<p>Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com>.

In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).

KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

By order of the Board of Directors of
Tanla Platforms Limited

Sd/-

Seshanuradha Chava

General Counsel and Company Secretary

M. No. A15519

Place: Hyderabad

Date: June 16, 2025

Registered Office:

Tanla Platforms Limited

Tanla Technology Centre,

Hi-Tech City Road, Madhapur,

Hyderabad - 500 081.

CIN: L72200TG1995PLC021262

www.tanla.com

EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with section 110 of the Companies Act, 2013

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on June 16, 2025, appointed Mr. Sunil Ramakant Bhumralkar (DIN: 00177658) as an Additional Director - Non-Executive Independent Director, not liable to retire by rotation, for a term of five years commencing from June 16, 2025, subject to approval of the Members by Special Resolution.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**), the Company is required to obtain the approval of Members for appointment of a Director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Sunil, a commerce graduate from Pune University and a fellow member of the Institute of Chartered Accountants of India (ICAI), has close to four decades of professional experience. Notably, with S R Batliboi & Associates LLP, a member firm of EY in India. He has demonstrated expertise in auditing and assurance services. Sunil's extensive involvement in audits of large multinational and Indian companies across diverse sectors and his deep knowledge of Indian GAAP/IND AS, corporate governance, internal financial controls and relevant regulatory requirements underscores his versatility and enhances his value as a trusted advisor. Active contributions to professional bodies like the ICAI demonstrate his commitment to professional standards and sharing knowledge. Post-retirement, Sunil has been appointed as an independent director on certain listed and unlisted companies and continues to serve as a mentor and advisor, leveraging his multifaceted background in auditing and advisory services.

Considering Sunil's experience and professional competence, his appointment on the Board is in the overall interest of the Company and adds great value for the Company. Sunil's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Sunil fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

The proposed appointment of Independent Director, in the manner as set out in Item No. 1 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the Listing Regulations. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing Sunil candidature for appointment as an Independent Director. The Company has also received a declaration from Sunil confirming that he fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of Listing Regulations.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided below.

Keeping in view of Sunil's vast experience, knowledge and managerial skills, the Nomination & Remuneration Committee has recommended to the Board his appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Sunil is appointed as an Independent Director of the Company, for a term of five consecutive years from June 16, 2025 to June 15, 2030, not liable to retire by rotation. Accordingly, the

Board recommends the resolution as set out at Item No. 1 of this Notice, for the approval by the shareholders, as a Special Resolution.

Except the proposed appointee, in resolution set out at Item No. 1 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Personnel (KMP) of the Company or any relatives of such Promoters, Directors or KMP, are in any way concerned or interested, financially or otherwise, in the resolution.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of the Director	Sunil Ramakant Bhumralkar
Designation/ Category of Directorship	Non-Executive, Independent Director
Age	66 years
Date of first appointment on the Board	June 16, 2025
Terms and Conditions of appointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto
Qualification, Experience & Expertise	Chartered Accountant. Experience & Expertise: Refer to the Item No. 1 of the explanatory statement.
Directorship in other Companies including group companies	<ol style="list-style-type: none"> 1. Alldigi Tech Limited 2. Digitide Solutions Limited 3. BirlaNu Limited 4. ASA Corporate Catalyst India Private Limited
Committee position held in other companies	<p><u>1) BirlaNu Ltd</u> Chairman of Audit committee Chairman of Risk Management Committee Member of Nomination and Remuneration Committee Member of CSR committee Member of Stakeholders Relationship Committee</p> <p><u>2) Digitide Solutions Ltd</u> Chairman of Audit Committee Chairman of Stakeholders Relationship Committee Member of CSR committee Member of Risk Management Committee</p> <p><u>3) Alldigi Tech Limited</u> Chairman of Audit Committee</p>
Name of listed entities from which the person has resigned in the past three years	Nil
Number of Shares held in the Company including shareholding as a beneficial owner.	Nil
Disclosure of Inter-se relationship between Directors and KMP's.	None

Details of Remuneration sought to be paid and the remuneration last drawn by such person.	Only sitting fee will be paid for attending the Board and Committee Meetings of the Company.
Number of Board meetings attended during the year.	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the Item No. 1 of the explanatory statement.

Item No. 2

The Board of Directors of the Company at its meeting held on June 16, 2025 ("**Board Meeting**") has, subject to the approval of the shareholders of the Company by way of special resolution through postal ballot/e-voting and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback of up to 20,00,000 fully paid-up Equity Shares of face value of ₹ 1/- (Rupee One only) each ("**Equity Shares**"), on a proportionate basis through the tender offer route through the Stock Exchange mechanism in accordance with the applicable provisions of the Companies Act, 2013 (the "**Act**"), the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014 (to the extent applicable), SEBI Listing Regulations, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time, (the "**SEBI Buyback Regulations**"), read with the Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, as amended from time to time ("**SEBI Circulars**"), at a price of INR 875/- (Indian Rupee Eight Hundred and Seventy Five only) per Equity Share ("**Buyback Offer Price**") payable in cash for an aggregate consideration of up to INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crore only) ("**Buyback Offer Size**") excluding transaction costs viz. brokerage, applicable taxes, securities transaction tax, goods and service tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("**SEBI**"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("**Transaction Costs**") (the "**Buyback**").

The Buyback is within 25% (twenty-five percent) of the aggregate of the paid-up capital and free reserves of the Company based on audited standalone or consolidated financial statements of the Company as on March 31, 2025, whichever sets out a lower amount. The Buyback Offer Size constitutes 24.81% and 7.78% of the aggregate of the paid-up Equity Share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, respectively, of the Company as on March 31, 2025, and the Equity Shares proposed to be bought back represent approximately 1.49% of the total number of Equity Shares of the total paid-up Equity Share capital of the Company, as per the latest audited financial statements of the Company as on March 31, 2025.

The Board/Buyback committee may, till 1 (one) working day prior to the Record Date (*as defined below*), increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Offer Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

Since the Buyback constitutes more than 10% (ten percent) of the total paid-up Equity Share capital and free reserves of the Company as per the latest audited standalone financial statements or

consolidated financial statements as on March 31, 2025, whichever is lower, in terms of Section 68(2)(b) of the Act, it is required to obtain the consent of the shareholders of the Company, for the Buyback by way of a special resolution. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Rules, the consent of the shareholders of the Company to the Buyback can be obtained by means of postal ballot. Accordingly, the Company is seeking your consent by means of postal ballot for the aforesaid proposal as contained in the special resolution provided in this Notice.

Certain figures contained in this Notice, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instance, (i) sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not confirm exactly to the total figure given for that column or row.

As per the relevant provisions of the Act and SEBI Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's Equity Shares.

Requisite details relating to the Buyback are given below:

(a) Date of the Board Meeting at which the proposal for Buyback was approved by the Board of Directors of the Company – June 16, 2025

(b) Necessity for the Buyback

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on June 16, 2025 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2025 and also as on the date of the Board Meeting and considering these, the Board decided to allocate up to INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crore only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company as on the Record Date through the Buyback.

Buyback is being undertaken, *inter-alia*, for the following reasons:

- (i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per the entitlement of small shareholders as on the Record Date or 15% (fifteen percent) of the number of Equity Shares to be bought back, whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- (iii) The Buyback would help in improving its earning per share and return on equity, by reduction in the equity base and based on assumption that the Company would earn similar profits as in past, thereby leading to long term increase in shareholders' value; and

- (iv) The Buyback gives the Eligible Shareholders (*as defined below*) an option to either: (A) participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer; or (B) not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

(c) Maximum amount required for Buyback, its percentage of the total paid-up capital and free reserves and source of funds from which Buyback would be financed

- (i) The maximum amount required for Buyback will not exceed INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crore only) excluding the Transaction Costs, being 24.81% and 7.78% of the total paid-up capital and free reserves of the Company based on standalone or consolidated financial statements of the Company respectively as on March 31, 2025, whichever sets out a lower amount which is within the prescribed limit of 25%.
- (ii) The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (including securities premium account) or such other source as may be permitted by the SEBI Buyback Regulations and the Companies Act. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.
- (iii) The Company shall transfer from its free reserves and/ or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statement.

(d) Buyback Offer Price and the basis of arriving at the price of the Buyback

- (i) The Equity Shares of the Company are proposed to be bought back at a price INR 875/- (Indian Rupee Eight Hundred and Seventy Five only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the BSE and NSE where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
- (ii) The Buyback Offer Price represents a:
 - (a) Premium of 67.58% and 66.42% on volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding June 11, 2025, being the date of intimation to NSE and BSE for the Board Meeting to consider the proposal of the Buyback ("**Intimation Date**").
 - (b) Premium of 41.72% and 41.56% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.
 - (c) Premium of 40.53% and 40.62% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date.

In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/ Buyback committee may increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till 1 (One) working day prior to

the Record Date fixed for the purpose of Buyback.

(e) Maximum number of Equity Shares that the Company proposes to Buyback

The Company proposes to Buyback not exceeding to 20,00,000 Equity Shares of the Company, representing 1.49% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company.

(f) Method to be adopted for the Buyback

- (i) The Buyback shall be on a proportionate basis (subject to the reservation for small shareholders in accordance with SEBI Buyback Regulations) through the **"Tender Offer"** route, as prescribed under the SEBI Buyback Regulations, to the extent permissible, and the *"Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer under Takeovers Buy Back and Delisting"* as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act, Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.
- (ii) As required under the SEBI Buyback Regulations, the Company will in the public announcement, fix a record date for the Buyback (the **"Record Date"**) for determining the names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback (**"Eligible Shareholders"**).
- (iii) In due course, each Eligible Shareholder will receive a Letter of Offer along with a tender/offer form indicating the entitlement of the shareholders for participating in the Buyback.
- (iv) The Equity Shares to be bought back as a part of the Buyback is divided in two categories:
 - (a) Reserved category for the small shareholders; and
 - (b) General category for all other shareholders.
- (v) As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakh Only).
- (vi) In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".
- (vii) Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. As the promoters and members of the promoter group of the Company have expressed their intention of not participating in the Buyback, the Equity Shares held by such member of the promoter/ promoter group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of

the SEBI Buyback Regulations.

- (viii) In accordance with the explanation to Regulation 9(ix) of the SEBI Buyback Regulations, to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories.
- (ix) Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- (x) The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by such shareholder as on the Record Date.
- (xi) The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.
- (xii) Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the letter of offer which will be sent in due course to the Eligible Shareholders.

(g) Time limit for completing the Buyback

The Buyback is proposed to be completed within a period of 1 (one) year from the date of passing of special resolution by the shareholders through this Notice, approving the proposed Buyback.

(h) Compliance with Section 68(2)(c) of the Companies Act

- (i) The aggregate paid-up share capital and free reserves (including securities premium) as per the latest available standalone and consolidated audited financial statements of the Company as on March 31, 2025 is INR 70,534.96 lakhs and INR 2,25,016.55 lakhs, respectively. Under the provisions of the Companies Act and the SEBI Buyback Regulations, the funds

deployed for the Buyback should be 25% (twenty-five percent) or less of the aggregate of the paid-up capital and free reserves of the Company as per the latest audited standalone or consolidated financial statements of the Company as on March 31, 2025 (the latest standalone audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback), whichever sets out a lower amount. The maximum amount proposed to be utilized for the Buyback, is not exceeding INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crore only) and is therefore within the above-mentioned limit.

- (ii) Further, under the Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% (twenty-five percent) of the total Equity Shares in the total paid-up equity capital of the Company in that financial year. The number of Equity Shares proposed to be purchased under the Buyback i.e. 20,00,000 Equity Shares, does not exceed 25% (twenty-five percent) of the total number of Equity Shares in the existing total paid-up equity share capital of the Company and the total paid-up equity capital of the Company as of March 31, 2025.

(i) Details of holding and transactions in the Equity Shares of the Company

The aggregate shareholding of the: (i) promoter and promoter group of the Company ("**Promoter and Promoter Group**") and persons in control; and (ii) directors of the Promoter and Promoter Group as on the date of this Notice is as follows:

- (i) Aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of this Notice:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of paid up equity share capital
Promoters and members of the Promoter Group			
1.	Uday Kumar Reddy Dasari*	3,11,01,481	23.10
2.	Tanuja Reddy Dasari**	2,10,88,127	15.67
3.	TNA Corporation LLP	34,79,000	2.58
4.	Mobile Techsol Private Limited	20,85,000	1.55
5.	Anmitha Ventures LLP	10,76,684	0.80
6.	M & M Holdings	7,70,036	0.57
7.	S R Holdings	3,87,500	0.29
8.	Blue Green Technologies Private Limited	3,20,000	0.24
9.	Veda Matha Technologies Pvt Ltd	3,05,000	0.23
10.	Ram Avenues LLP	2,40,710	0.18
11.	M V Corporation	2,20,000	0.16
12.	Msquare Vision Infra	1,59,000	0.12
Total		6,12,32,538	45.49

**Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited; Veda Matha Technologies Private Limited, and Blue Green Technologies Private Limited. Uday Kumar Reddy Dasari is a designated partner of promoter group entity of the Company, namely, TNA Corporation LLP.*

*** Tanuja Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited, Veda Matha Technologies Private Limited Blue Green Technologies Private Limited. Tanuja Reddy Dasari is a designated partner of promoter group entity of the Company, namely, TNA Corporation LLP, Anmitha Ventures LLP; Ram Avenues LLP.*

- (ii) Aggregate shareholding of the directors of companies which are a part of the Promoter and Promoter Group, as on the date of this Notice:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari	Director*	3,11,01,481	23.10
2.	Tanuja Reddy Dasari	Director*	2,10,88,127	15.67

* Uday Kumar Reddy Dasari and Tanuja Reddy Dasari hold directorships in Mobile Techsol Private Limited, Veda Matha Technologies Private Limited and Blue Green Technologies Private Limited.

- (iii) None of the directors of the Company ("**Directors**") or key managerial personnel of the Company ("**KMPs**") hold any Equity Shares in the Company, as on the date of this Notice for Buyback except for the following:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari	Chairman and CEO	3,11,01,481	23.10
2.	Deepak Satyaprakash Goyal	Whole-time Director	26,34,010	1.96
3.	Rahul Khanna	Independent Director	60,000	0.04
4.	Seshanuradha Chava	General Counsel and Company Secretary	1,35,289	0.10

- (iv) Aggregate Employee Stock Options ("**ESOPs**") held by directors and KMPs of the Company as of the the date of this Notice for Buyback:

Sr. No.	Name	Designation	Unvested	Vested but not exercised
1.	Abhishek Kumar Jain	CFO	48,000	-

- (v) Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the Promoter and Promoter Group and persons in control, directors and KMPs of the Company, directors of the Promoter and Promoter Group, where such Promoter or Promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the board meeting till the date of this Notice:

Sr. No.	Name of shareholder	Aggregate number of Equity Shares purchased/sold	Nature of transaction	Minimum Price (INR)	Date of Minimum Price	Maximum Price (INR)	Date of Maximum Price
1	Uday Kumar Reddy Dasari	18,62,256	Purchase	470.15	May 12, 2025	470.15	May 12, 2025

(j) Intention of Promoter and Promoter Group and persons in control of the Company to participate in the Buyback

In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group and persons in control of the Company have expressed their intention of not participating in the Buyback *vide* their letters dated June 12, 2025. Accordingly, the disclosures as required as per paragraphs (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable.

The Buyback will not result in any benefit to the Promoter and Promoter Group, persons in control or any directors or key managerial personnel of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation, if any, in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

(k) Confirmations from Company and Board of Directors as per the provisions of SEBI Buyback Regulations and Companies Act

- (i) all Equity Shares of the Company are fully paid up;
- (ii) the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Act and the SEBI Buyback Regulations, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- (iii) the Company shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new Equity Shares under Section 62(1)(a) of the Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (iv) as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made, except in discharge of subsisting obligations;
- (v) the Company shall not buyback its Equity Shares or other specified securities from any

person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

- (vi) the aggregate amount of the Buyback i.e. INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crore only) does not exceed 25% (twenty-five percent) of the aggregate of the paid-up Equity Share capital and free reserves of the Company based on audited standalone or consolidated financial statements of the Company as on March 31, 2025, whichever sets out a lower amount;
- (vii) the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. 20,00,000 Equity Shares does not exceed 25% (twenty-five percent) of the total number of Equity Shares in the existing total paid up Equity Share capital of the Company as per the latest audited standalone or consolidated financial statements of the Company as on March 31, 2025, whichever sets out a lower amount;
- (viii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) the consideration for the Buyback shall be paid by the Company only in cash;
- (x) the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buyback Regulations;
- (xi) the Company shall not make any further offer of buyback within a period of 1 (one) year reckoned from the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- (xii) the Company shall not withdraw the Buyback offer after the public announcement of the offer for Buyback is made;
- (xiii) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;
- (xiv) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xv) the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;
- (xvi) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
- (xvii) there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xviii) the Company shall not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;

- (xix) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves of the Company based on the standalone or consolidated financial statements of the Company as on March 31, 2025, whichever sets out a lower amount;
- (xx) the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xxi) the Company is not undertaking the Buyback shall not result in delisting of the Equity Shares from the NSE and BSE;
- (xxii) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxiii) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this special resolution approving the Buyback till the closing of the Buyback offer;
- (xxiv) that the Company has not completed a buyback of any of its securities during the period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback;
- (xxv) that covenants in relation to financing arrangements/borrowings with lenders are not being breached pursuant to the Buyback and accordingly prior consent of such lenders in terms of Regulation 5(1)(c) and Schedule 1(xiii) of the SEBI Buyback Regulations is not required;
- (xxvi) the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within the specified timelines; and
- (xxvii) the consideration for the Buyback shall be paid by the Company only in cash.

(l) No default

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

(m) Confirmation from the Board

As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

- (i) immediately following the date of Board Meeting or the date on which the results of shareholders' resolution passed by way of Postal Ballot will be declared ("**Postal Ballot Resolution**") approving the Buyback, there will be no grounds on which the Company can be found unable to pay its debts;
 - (ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback or for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and one year from the date of on which the results of the Postal Ballot Resolution for shareholders approval are declared;
 - (iii) in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.
- (n) Report addressed to the Board by the Company's auditors on the permissible capital payment and the opinion formed by Board regarding insolvency

The text of the Report dated June 16, 2025 of MSKA & Associates Chartered Accountants Firm Registration No: 105047W, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

To,
The Board of Directors
Tanla Platforms Limited (Formerly Tanla Solutions Limited)
Tanla Technology Centre
Hitech City Road, Madhapur Hyderabad, Telangana 500 081

We, M S K A & Associates, Chartered Accountants, the Statutory Auditors of Tanla Platforms Limited (the "Company"), have performed the following procedures agreed with the Company vide mandate letter dated June 16, 2025, in connection with the proposal of the Company to buyback its Equity Shares of face value INR 1/- (Indian Rupees One only) each ("Equity Shares") in accordance with the requirements of the provisions of Sections 68 and 70 of the Companies Act, 2013 (the "Act") read with Rule 17 of Companies (Share Capital and Debentures) Rules 2014 and Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations").

Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information," issued by the Institute of Chartered Accountants of India.

The Board of Directors of the Company have approved a proposal for buy-back of Equity Shares by the Company (subject to the approval of its shareholders) at its meeting held on June 16, 2025 in pursuance of the provisions of Section 68, 69 and 70 of the Act and the Buyback Regulations.

We have been requested by the management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment (including premium) as at March 31, 2025 ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the

management, which we have initialed for the purposes of identification only.

We have been provided with the following documents:

1. Audited standalone and consolidated financial statements for the financial year ended March 31, 2025;
2. Annexure A - Statement of permissible capital payment ("Statement") and the same has been initialed for the identification purpose only;
3. Declaration of Solvency by the Board of Directors of the Company;
4. Resolution passed by the Board of Directors of the Company in the meeting held on June 16, 2025 for approval of proposed buyback;
5. Assessment note and projected cash flow provided to the board for solvency declaration;
6. Articles of association to verify authorization for buyback of Equity Shares.

The procedures summarized below are performed solely to assist the Company in confirming the affairs and prospects of the Company for the proposed buyback of shares:

- a) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the financial year ended March 31, 2025;
- b) Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on June 16, 2025, which is subject to approval of the shareholders of the Company;
- c) Agreed amounts of paid-up equity share capital, securities premium account, general reserve, foreign currency translation reserve and retained earnings as at March 31, 2025 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025;
- d) Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with Section 68(2)(c) of the Act read with the Section 68(2)(b) of the Act, Regulation 4(i) of the Buyback Regulations and the Regulation 5(i)(b) of the Buyback Regulations;
- e) Ensured that the audited standalone and consolidated financial statements on the basis of which calculation with reference to buy back is done are not more than six months old from the date of the offer document;
- f) Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the buyback shall not be more than twice its paid-up capital and free reserves based on audited standalone or consolidated financial statements of the Company as on March 31, 2025, whichever set out a lower amount;
- g) Examined that all the shares for buy-back are fully paid-up;
- h) Inquired if the Board of Directors of the Company, in its meeting held on June 16, 2025, has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on

reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of 1 (one) year from the date of the Board meeting and 1 (one) year from the date on which the results of the postal ballot for shareholders approval are declared;

- i) Examined resolutions passed in the meetings of the Board of Directors i.e., on June 16, 2025;
- j) Examined Director's declarations in respect of the buyback and solvency of the Company; and
- k) Obtained necessary management representations from the Company.

Conclusion

Based on the procedures performed as stated above, and according to the information, explanations provided by the Company, we report that:

- A. We have inquired into the state of affairs of the Company in relation to its latest audited standalone and consolidated financial statements as at and for the financial year ended March 31, 2025;
- B. The amount of permissible capital payment (including premium) towards the Buyback of Equity Shares, as stated in the Statement attached to this Report, is properly determined in accordance with Section 68(2)(c) of the Act read with Section 68(2)(b) of the Act, Regulation 4(i) of the Buyback Regulations and Regulation 5(i)(b) of the Buyback Regulations and are based on the audited standalone and consolidated financial statements for the financial year ended March 31, 2025; and
- C. The Board of Directors at their meeting held on June 16, 2025, have formed their opinion, as per the provisions of clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of 1 (one) year from the date of the Board meeting and 1 (one) year from the date on which the results of the postal ballot for shareholders approval with regards to the proposed buy back are declared.

The above procedures do not constitute either an audit or a review made in accordance with the Generally Accepted Auditing Standards in India.

We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

This Report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this Report, pursuant to the requirements of the Buyback Regulations, the Act and other applicable laws for implementation of the Buyback, including in connection with:

- (i) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company,
- (ii) public announcement to be made to the shareholders of the Company,
- (iii) in the letter of offer to be filed with the Registrar of Companies, Securities and Exchange

Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the Buyback Regulations,

- (iv) the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and
- (v) for providing to the merchant banker to the Buyback.

Accordingly, this Report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. This report can be relied upon by the manager to the Buyback. M S K A & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For M S K A & Associates

Chartered Accountants

Firm Registration No: 105047

Sd/-

Mukesh Kumar Pugalia

Partner

Membership No.: 221387

UDIN: 25221387BMIASG9075

Place: Bengaluru

Date: June 16, 2025

ANNEXURE A

STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares of Tanla Platforms Limited ('the Company') in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and Regulation 5(i)(b) of the Buyback Regulations based on audited standalone and consolidated financial statements for the year ended March 31, 2025:

INR in Lakhs

Particulars ¹		As at March 31, 2025	
		Standalone	Consolidated
A.	Issued subscribed and fully paid-up capital as at March 31, 2025 13,46,17,359 Equity Shares of INR 1/- each fully paid-up)	1,346.17	1,346.17
B.	Free Reserves ² as at March 31, 2025		
	Retained earnings	45,878.24	1,95,067.95
	General Reserve	2,548.17	2,549.92
	Share Premium Account	21,441.83	21,441.83
	Foreign currency translation reserve	(-) 679.45	4,610.68
	Total Free Reserves (B)	69,188.79	2,23,670.38
C.	Total of Paid-up Equity Share Capital and Free Reserves (A+B)	70,534.96	2,25,016.55
D.	Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations [25% of the total paid-up equity capital and free reserves, (lower of standalone and consolidated financial statements)]		17,633.74

Notes:

- The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2025 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

2. Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

For and on behalf of the Board of Directors

For Tanla Platforms Limited

Sd/-

Abhishek Kumar Jain

Chief Financial Officer

Date: June 16, 2025

Place: Hyderabad

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its shareholders holding Equity Shares of the Company. The Directors, therefore, recommend the special resolution as set out at Item No. 2 as set out in the accompanying Notice for approval by the shareholders.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By order of the Board of Directors of
Tanla Platforms Limited**

Sd/-

Seshanuradha Chava

General Counsel and Company Secretary

M. No. A15519

Place: Hyderabad

Date: June 16, 2025

Registered Office:

Tanla Platforms Limited

Tanla Technology Centre,

Hi-Tech City Road, Madhapur,

Hyderabad – 500 081.

CIN: L72200TG1995PLC021262

www.tanla.com