Auditor's Report on Consolidated Annual Results of Tanla Solutions Limited Pursuant to the Clause 41 of the Listing Agreement

To
The Board of Directors of Tanla Solutions Limited,

We have audited the Consolidated annual results of Tanla Solutions Limited ('the Company) for the year ended 31st March, 2015 attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the listing agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have not been audited by us. The consolidated annual financial results have been prepared from consolidated financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance in accordance with the Accounting Standards, issued by The Institute of Chartered Accountants of the India and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financials statements of subsidiaries whose financial statements reflect total assets of Rs.543,50,00,389/- as at 31st march, 2015 and total revenues of Rs.92,56,48,986/- for financial year ended on that date. The financial statements have been audited by the other auditors, whose reports have been furnished to us and our opinion, insofar as it relates to the amounts included in respect of the subsidiary and associate, is based solely on the report of the other auditors.

Ramasamy Koteswara Rao & Co., FRN No: 010396S, Chartered Accountants

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In our opinion and to the best of our information and according to the explanation given to us these consolidated financial results:

(i) Include financials results of

a. Subsidiary Companies
   i. Mufithumb Corporation Private Limited (India, Wholly-Owned Subsidiary)
   ii. Tanla Mobile Asia Pacific Pte Limited (Singapore, Wholly-Owned Subsidiary)
   iii. Tanla Solutions (UK) Limited (UK, Wholly-Owned Subsidiary)

b. Step Down Subsidiaries
   i. Tanla Mobile Middle East FZ LLC (UAE, Wholly-Owned Subsidiary of Tanla Mobile Asia Pacific Pte Limited)
   ii. Tanla Mobile Ireland Private Limited (Ireland, Wholly-Owned Subsidiary Tanla Mobile Asia Pacific Pte Limited)
   iii. Tanla Mobile Finland OY (Finland, Wholly-Owned Subsidiary of Tanla Mobile Middle East FZ LLC)
   iv. Tanla OY (Finland, Wholly-Owned Subsidiary of Tanla Mobile Finland OY)

c. Associate Enterprise
   i. TZ Mobile Private Limited (India, 50% Share in the equity)

(ii) Have been presented in accordance with the requirements of the clause 41 of the listing agreement in this regard; and

(iii) Give a true and fair view of the consolidated net profit and other financial information for the annual results for the period from 1st April, 2014 to 31st March, 2015

Further, we also report that we have, on the basis of the books of accounts, other records and information and explanations given to us by the management, also verified the consolidated number of shares as well as percentage of shareholdings in respect of aggregate amount of consolidated public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For Ramasamy Koteswara Rao & Co.,
Chartered Accountants
Firm Regn.No:010396S

Ramasamy Koteswara Rao & Co. FRN No: 010396S Chartered Accountants

C V.Koteswara Rao
Partner
M.No.028353

Place: Hyderabad
Date: May 27, 2015