

Kritika Sharma
Company Secretary

Hyderabad, 19th December, 2015

To
The Director
TANLA SOLUTIONS LIMITED
Tanla Technology Centre, Hitech City Road,
Madhapur, Hyderabad
Telangana

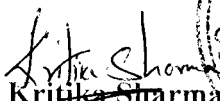
Sir,

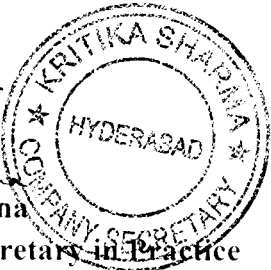
Sub: Submission of Scrutinizer's Report with regard to the resolutions passed by the Company through Postal Ballot and Remote E-Voting pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 ('the Act') read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014

With reference to the captioned subject, please find enclosed the postal ballot results along with Postal Ballot Register, Postal Ballot Forms. Envelopes containing Postal Ballot Forms received on or before the closing of workings hours on December 18, 2015. (cut-off date for receiving the duly completed Postal Ballot Forms).

Kindly acknowledge a copy towards the receipt of the above.

Thanking You.


Kritika Sharma
Company Secretary in Practice
Membership No.: 39335
Certificate of Practice No.: 14671



Kritika Sharma
Company Secretary

SCRUTINIZER'S REPORT

To
The Director
TANLA SOLUTIONS LIMITED
Tanla Technology Centre, Hitech City Road,
Madhapur, Hyderabad
Telangana

Dear Sir(s),

The Board of Directors of your Company at its meeting held on November, 18th, 2015 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process including voting by electronic means.

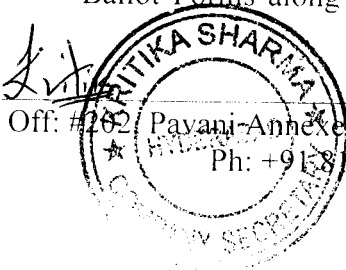
The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of:

- (a) The Companies Act, 2013 and the Rules made thereunder; and
- (b) The Listing Agreement(s) with the Stock Exchange, relating to Postal Ballot voting including voting by electronic means.

My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes casted by the members for the resolution contained in the Notice dated November, 18th, 2015, based on the reports generated from the e-voting system provided by Karvy Computer Share Private Limited, the authorized agency engaged by the Company to provide Remote e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. closing of workings hours on December 18th, 2015.

I submit my report as under:

- i. The Company has completed on November, 18th, 2015 the dispatch of all Postal Ballot Forms along with postage prepaid envelopes, including voting by electronic

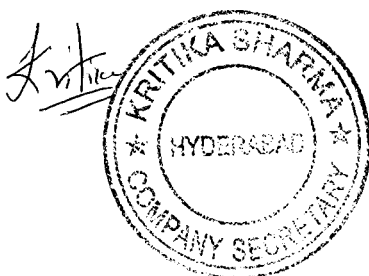


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means (e-voting), to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on 13th November, 2015.

- ii. After the time fixed for closing of the Remote e-voting on December, 18th, 2015, a final electronic report of the Remote e-voting was generated by me by accessing the data available to me from the website <https://evoting.karvy.com/> of Karvy Computer Share Private Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
- iii. All physical postal ballots received till the time fixed for closing of the Postal Ballot on December 18th, 2015 were diligently scrutinized and reconciled with the records maintained by the Company through Karvy computer Share Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
- iv. Particulars of all the Postal Ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- v. The Postal Ballot forms were kept under safe custody in a separate ballot box before commencing the scrutiny of such postal ballot forms.
- vi. The Ballot box was opened on December 18th, 2015 after closing of working hours. in my presence.
- vii. All Postal Ballot forms received up to the closing of working hours on December, 18th, 2015 the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- viii. No envelopes containing postal ballot forms were received after the closing of working hours on December, 18th, 2015.
- ix. No envelopes containing postal ballot forms were returned undelivered.
- x. I did not find any defaced or mutilated ballot paper.

A summary of the postal ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated November 18th, 2015 through Postal Ballot is enclosed as Annexure-I to this report.

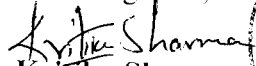


I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Director authorized by the Board to supervise the Postal Ballot process.

After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the Remote e-Voting results, I report that the Special Resolutions as contained in the said Notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

You may accordingly declare the result of the voting of Postal Ballot

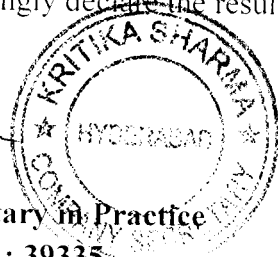
Thanking You,


Kritika Sharma

Company Secretary in Practice

Membership No.: 39335

Certificate of Practice No.: 14671



Encl. Annexure-I

Annexure of the Scrutinizer's Report

Summary of Postal Ballot and E-Voting

Resolution	Mode	Ballots Received	Total Votes Received	Favor			Against			Invalid	
				Ballots	Votes	% of favour valid votes of Total valid votes received	Ballots	Votes	% of against valid votes to Total valid votes Received	Ballots	Votes
To consider and approve Preferential issue of Share warrants	E-Voting	54	1,00,58,042	50	1,00,41,126	99.83	4	16,916	0.17	0	0
	Physical Ballot	4	2,37,31,500	4	2,37,31,500	100	0	0	0	0	0
	Total	58	3,37,89,542	54	33772626	99.95	4	16,916	0.05	0	0


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