



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: July 21, 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: Submission of Public Announcement in relation to the buyback by Tanla Platforms Limited (the “Company”) pursuant to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013 and the rules made thereunder, as amended.

This has reference to our earlier disclosures dated June 16, 2025 and July 17, 2025, informing the stock exchanges that the Board of Directors of the Company (“**Board**”) and shareholders of the Company, respectively, have approved the proposal to buyback up to 20,00,000 (Twenty Lakhs) fully paid-up equity shares of the Company of face value of INR 1/- (Indian Rupee One only) each, at a price of INR 875/- (Indian Rupees 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), on a proportionate basis through the tender offer process (“**Buyback**”).

In terms of Regulation 7 of the SEBI Buyback Regulations, and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”), we wish to inform you that the Company has published a public announcement dated July 18, 2025 for the Buyback (“**Public Announcement**”) on July 21, 2025, in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Daily Hindi Milap	Hindi	Hyderabad
Mana Telangana	Telugu	Hyderabad*
Financial Express	Gujarati	Ahmedabad
Vishwavani	Kannada	Bengaluru

*Hyderabad being the place where the registered office of the Company is situated.

A copy of the Public Announcement that has been published in the aforesaid newspapers is enclosed. Further, as per the SEBI Buyback Regulations and the LODR, the copy of the Public Announcement shall be available on the websites of the Company at www.tanla.com and the manager to the Buyback, Kotak Mahindra Capital Company Limited, at www.investmentbank.kotak.com, and is expected to be made available on the website of the Securities and Exchange Board of India at www.sebi.gov.in and on the websites of the respective stock exchanges where shares of the Company are listed, i.e., at www.nseindia.com and www.bseindia.com, during the period of the Buyback.



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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

TANLA PLATFORMS LIMITED

Corporate Identity Number (CIN): L72200TG1995PLC021262
 Registered Office: Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad, Telangana - 500 081
 Tel. No.: +91 40 4009 9999 | Fax No.: +91 40 2312 2999 | E-mail: investorhelp@tanla.com | Website: www.tanla.com
 Contact Person: Seshanuradha Chava, General Counsel and Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA PLATFORMS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,00,000 (TWENTY LAKHS) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 875/- (INDIAN RUPEES EIGHT HUNDRED AND SEVENTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UP TO INR 175,00,00,000 (INDIAN RUPEES ONE HUNDRED SEVENTY FIVE CRORES ONLY).

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on June 16, 2025 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot by remote e-voting, pursuant to the provisions of Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014 (to the extent applicable) and other relevant rules made thereunder, each as amended from time to time and in compliance with the SEBI Buyback Regulations and subject to such other approvals, permissions, consents, sanctions and exemptions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback by the Company of its fully paid-up Equity Shares, not exceeding 20,00,000 (twenty lakhs) 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 Rupees Eight Hundred Seventy Five Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate amount of up to INR 175,00,00,000/- (Indian Rupees One Hundred and Seventy Five Crores 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, from all of the shareholders/beneficial owners of the Company who hold Equity Shares as on the Record Date (as defined below) (the "Buyback").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or 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, such that there is no change in the Buyback Offer Size.

1.3. The Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company based on standalone financial statements of the Company, as per its latest audited standalone financial statement as on March 31, 2025. Accordingly, the Company had sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated June 16, 2025 ("Postal Ballot Notice"), in accordance with Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on July 16, 2025, and the results of which were announced on July 17, 2025.

1.4. The Buyback Offer Size represents 24.81% and 7.78% of the aggregate of the Company's total paid-up equity capital and free reserves as per the latest audited standalone and consolidated financials of the Company as on March 31, 2025, respectively, and is within the statutory limit of 25% of the aggregate total paid-up equity capital and free reserves of the Company, based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. The Buyback Offer Size does not include transaction cost 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 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").

1.6. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total Equity Shares in the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback up to 20,00,000 (twenty lakhs) Equity Shares (representing up to 1.49% of the total number of Equity Shares in the existing total paid-up equity capital of the Company), which is within the aforesaid limit of 25%.

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.8. The Buyback is being undertaken on a proportionate basis from the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(v)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular bearing reference number CFD/DCR/CIR/P/2016/131 dated December 9, 2016, SEBI circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars or notifications, as may be applicable, including any amendment thereof (the "SEBI Circulars"). For the purposes of this Buyback the Company will request both the Stock Exchanges, i.e., BSE and NSE, for utilisation of their acquisition windows for tendering of Equity Shares under this Buyback. For the purposes of the Buyback, BSE will be the designated stock exchange.

1.9. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the tendering period for the Buyback. Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% of the number of Equity Shares proposed to be bought back 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.

1.12. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, the website of the Manager to the Buyback at www.investmentbank.kotak.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the respective Stock Exchanges i.e., www.nseindia.com and www.bseindia.com, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. 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 Rupees One Hundred and Seventy Five Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company as on the Record Date through the Buyback. The 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% 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.

2.2. **MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED**

3.1. The maximum amount required for the Buyback will not exceed INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crores 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 audited 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%.

3.2. 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.

3.3. 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.

4. **MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE**

(i) The Equity Shares of the Company are proposed to be bought back at a price of INR 875/- (Indian Rupees 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 Stock Exchanges, 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 the NSE and BSE, respectively, during the 3 (three) months preceding June 11, 2025, being the date of intimation to the Stock Exchanges 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 the NSE and BSE, respectively, for 2 (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.

(iii) 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.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

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

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the 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 the Board Meeting, Postal Ballot Notice and this Public Announcement are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Promoter/members of the Promoter Group	Number of Equity Shares	% of paid up equity share capital
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 Private Limited	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 the 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 the Company, namely, Mobile Techsol Private Limited, Veda Matha Technologies Private Limited, and 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, and 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 the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Director	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) Except as disclosed below, none of the directors of the Company or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari	Chairman and Chief Executive Officer	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 held by the directors and KMPs of the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

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

* Mr. Abhishek Kumar Jain will cease to be the CFO and KMP with effect from July 27, 2025 and accordingly these employee stock options shall lapse.

(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 6 (six) months preceding the date of the Board Meeting i.e., June 16, 2025 till the date of this Public Announcement.

Sr. No.	Name of the 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

7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES 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 the paragraph (vii) 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 KMPs 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. Any change in voting rights of the promoter, members of the promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

8. NO DEFAULTS

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 payment of any term loans or interest payable thereon to any financial institution or banking company.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause(x) of Schedule I in accordance with Regulation 5(v)(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 the Board Meeting and the date on which the results of shareholders' resolution passed by way of postal ballot approving the proposed Buyback were declared ("Postal Ballot Resolution"), 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 and 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 were declared; and

(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.

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE 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 Companies 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. As on the date of this Public Announcement: (a) 24,998 tenure-based stock options are outstanding, which may vest on or before September 30, 2025; and (b) 15,713 performance-based options, the vesting of which will be determined by the Nomination and Remuneration Committee of the Company on or before September 30, 2025

(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 Companies 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 Rupees One Hundred and Seventy Five Crores Only) does not exceed 25% 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;

(vii) the maximum number of Equity Shares proposed to be purchased under the Buyback i.e., 20,00,000 (twenty lakhs) Equity Shares does not exceed 25% 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 this Public Announcement is not being 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 in accordance with the Companies Act and the SEBI Buyback Regulations;

(xii) the Company shall not withdraw the Buyback offer after the Public Announcement of the Buyback is made; the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

(xiii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

(xiv) 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;

(xv) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act; (xvi) 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 payment of any term loans or interest payable thereon to any financial institution or banking company;

(xvii) 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;

(xviii) 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;

(xix) 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;

(xx) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(xxi) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;

(xxii) 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 the Postal Ballot Resolution approving the Buyback till the closing of the Buyback offer;

(xxiii) the Company has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of the buyback period of the preceding offer of buyback;

(xxiv) 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(i)(c) and Schedule I(xii) of the SEBI Buyback Regulations is not required; and

(xxv) 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.

11. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 16, 2025 received from M S K A & Associates, Chartered Accountants with Firm Registration No: 105047W, the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Quote

To, The Board of Directors Tanla Platforms Limited (Formerly Tanla Solutions Limited)

Tanla Technology Centre Hitech City Road,

- (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: 105047W

Sd/-
Mukesh Kumar Pugalia
Partner
Membership No.: 221387
UDIN: 25221387BMASG9075

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	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 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

* 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.

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.

For and on behalf of the **Board of Directors**
For **Tanla Platforms Limited**
Sd/-
(Abhishek Kumar Jain)
Chief Financial Officer
Date: June 16, 2025

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 12.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 12.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.
- 12.3. For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

kotak
Kotak Securities
Kotak Securities Limited
27 BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051
Tel. No.: 1800 209 9191
Contact Person: Tabrez Anwar
Email: service.securities@kotak.com; Website: www.kotaksecurities.com
SEBI Registration No.: INZ000200137

- 12.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- 12.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
- 12.6. In the event the Stock Brokers of any Eligible Shareholder are not registered with the Stock Exchanges as a trading member/ stockbroker, then that Eligible Shareholder can approach any Stock Exchange-registered stock broker and can register himself by using web based unique client code application (UCI online) facility through that registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other registered stock broker, Eligible Shareholders may approach the Company's Broker to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.
- 12.7. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 12.8. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 12.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 12.10. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.
- 12.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:

- (i) Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Brokers by indicating to the concerned Stock Brokers, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Stock Brokers would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited or the National Clearing Limited ("Clearing Corporations").
- (iii) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
- (iv) The lien shall be marked in the demat account of the Eligible Shareholders against the Equity Shares tendered in the Buyback. The details of such Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporations.
- (v) In case, the demat account of the Eligible Shareholder is held with one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the Eligible Shareholder's demat account at the source depository during the tendering period. Inter Depository Transfer Order ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member account / clearing corporation at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholder's demat account shall be provided by the target depository to the Clearing Corporation.

- (vi) The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation.
- (vii) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (viii) Upon placing the order/bid, the Stock Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. The TRS will contain the details of the order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.
- (ix) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the order/bid by such Eligible Shareholder shall be deemed to have been accepted.
- (x) Eligible Shareholders will have to ensure that they keep the depository participant account active and unlocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Share, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Stock Broker's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (xi) Eligible Shareholders who have tendered their dematerialized shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved Scheme for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/CMD/1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback through the tender offer route. However, such tendering should comply with the provisions of the SEBI Buyback Regulations. The procedure is as below:

- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Brokers along with the complete set of documents for verification procedures to be carried out before placement of the order/bid including (a) the tender form duly signed by all registered Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares and as per the specimen signatures registered with the Company), (b) original Equity Share certificate(s), (c) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of the Eligible Shareholder's permanent account number ("PAN") card, (e) any other relevant documents such as duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (ii) Based on the aforesaid documents, the concerned Stock Broker shall place the order/bid on behalf of the Eligible Shareholder holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the order/bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- (iii) Any Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 12.12 (i) above) along with the TRS generated by stock exchange bidding system upon placing of bid, either by registered post, or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "Tanla Platforms Limited - Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
- (iv) Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted, unless the complete set of documents are submitted. Acceptance of the Equity Shares in physical form for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such orders/bids based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids' and displayed on the respective websites of the Stock Exchanges.
- (v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vi) The unregistered shareholders holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:

- 13.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per the SEBI Circulars.
- 13.2. The Company will pay the consideration (net of tax deducted at source) to the Company's Broker which will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or an Eligible Shareholder's bank, due to any reason, then the amount payable to the Eligible Shareholder will be transferred to the concerned Stock Brokers' settlement account for onward transfer to such Eligible Shareholder.
- 13.3. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholders' accounts.
- 13.4. Details in respect of Eligible Shareholder's entitlement for tender process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted order/bid will be transferred to the Clearing Corporations.
- 13.5. In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with order/bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted order/bid quantity, the source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted order/ bid Equity Shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 13.6. In relation to the Equity Shares in physical form:
 - (i) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.
 - (ii) If however, only a portion of the Equity Shares held by an Eligible Shareholder in physical form is accepted in the Buyback then the Company shall instead of issuing a split of share certificate, issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, as may be amended from time to time, with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 (one hundred twenty) days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Eligible Shareholder fails to submit the dematerialisation request within the aforementioned period, the Registrar shall credit the Equity Shares in physical form to a separate demat account of the Company opened for the said purpose.
- 13.7. Eligible Shareholders should ensure that their depository account is maintained till the lien, if any, marked against unaccepted Equity Shares is released on completion of formalities pertaining to the Buyback.
- 13.8. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 13.9. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 13.10. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Brokers for any cost, applicable taxes, charges, stamp duty and expenses (including brokerage) that may be levied, including by the Stock Brokers upon the selling Eligible Shareholders for tendering Equity Shares

in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage and/or stamp duty) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the selling Eligible Shareholders.

- 13.11. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

14. RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT

- 14.1. As required under the SEBI Buyback Regulations, the Company has fixed July 23, 2025 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from July 29, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until August 04, 2025.
- 14.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
- 14.3. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer, shall be through electronic mode in accordance with the provisions of the Companies Act, within 2 (two) working days from the Record Date and that in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be provided.
- 14.4. The Equity Shares proposed to be bought back by the Company shall be divided into 2 (two) categories and the entitlement of a shareholder in each category will be calculated; accordingly, (i) reserved category for Small Shareholders and (ii) the general category for all other Eligible Shareholders.
- 14.5. 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 of shares on the stock exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, of not more than INR 2,00,000/- (Indian Rupees Two Lakhs Only).
- 14.6. In accordance with proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the 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.
- 14.7. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback. Since the promoters of the Company and members of the promoter group of the Company have declared their intention to not participate in the Buyback, Equity Shares held by them shall not be considered for the purposes of computing the entitlement ratio.
- 14.8. In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholders' 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 shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of shareholders holding Equity Shares in physical form, 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 as per the shareholder records received from the depositories.
- 14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 14.10. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to either participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders 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 Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 14.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.
- 14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.
- 14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical form from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.

15. COMPLIANCE OFFICER

The Company has appointed Ms. Seshanuradha Chava as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:
Name: Ms. Seshanuradha Chava
Designation: General Counsel and Company Secretary
Address: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081
Tel. No.: +91 40 4009 9999
Email: investorhelp@tanla.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:

KFINTECH
KFin Technologies Limited
Selenium, Tower B, Plot Nos. - 31 & 32, Financial District
Nanakramguda, Serilingampally Mandal Hyderabad 500032
Tel. No.: +91 40 6716 2222
Contact Person: M. Murali Krishna
Email: tpl.buyback@kfin.tech.com; **Website:** www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
SEBI Registration No.: INR00000221
Validity Period: Permanent
CIN: L72400MH2017PLC444072

17. MANAGER TO THE BUYBACK

kotak
Investment Banking
M/s. Kotak Mahindra Capital Company Limited
Address: 27 BKC, 1st floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Tel: +91 22 6218 5905
Contact Person: Mr. Ganesh Rane
Email: tanla.buyback@kotak.com
Website: www.investmentbank.kotak.com
SEBI Registration Number: INM000008704
Corporate Identification Number: U67120MH1995PLC134050

18. DIRECTOR'S RESPONSIBILITY
As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Tanla Platforms Limited

Sd/- Udaykumar Reddy Dasari Chairman and CEO, Director DIN: 00003382	Sd/- Sunil Ramakant Bhumralkar Independent Director DIN: 00177658	Sd/- Seshanuradha Chava Company Secretary Membership No. - A15519
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Date: July 18, 2025
Place: Hyderabad, Telangana

CONCEPT

TANLA PLATFORMS LIMITED

Corporate Identity Number (CIN): L72200TG1995PL0021262

Registered Office: Tanla Technology Centre, Hi-Tech City Road, Madhapur, Hyderabad, Telangana - 500 081

Tel. No.: +91 40 0099 9999 | Fax No.: +91 40 2312 2999 | E-mail: investorhelp@tanla.com | Website: www.tanla.com

Contact Person: Seshanuradha Chava, General Counsel and Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA PLATFORMS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,00,000 (TWENTY LAKHS) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 875/- (INDIAN RUPEES EIGHT HUNDRED AND SEVENTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO INR 175,00,00,000 (INDIAN RUPEES ONE HUNDRED SEVENTY FIVE CRORES ONLY).

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on June 16, 2025 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot by remote e-voting, pursuant to the provisions of Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014 (to the extent applicable) and other relevant rules made thereunder, each as amended from time to time and in compliance with the SEBI Buyback Regulations and subject to such other approvals, permissions, consents, sanctions and exemptions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback by the Company of its fully paid-up Equity Shares, not exceeding 20,00,000 (twenty lakhs) 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 Rupees Eight Hundred Seventy Five Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate amount of up to INR 175,00,00,000/- (Indian Rupees One Hundred and Seventy Five Crores 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, from all of the shareholders/beneficial owners of the Company who hold Equity Shares as on the Record Date (as defined below) (the "Buyback").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or 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, such that there is no change in the Buyback Offer Size.

1.3. The Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company based on standalone financial statements of the Company, as per its latest audited standalone financial statement as on March 31, 2025. Accordingly, the Company has sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated June 16, 2025 ("Postal Ballot Notice"), in accordance with Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on July 16, 2025, and the results of which were announced on July 17, 2025.

1.4. The Buyback Offer Size represents 24.81% and 7.78% of the aggregate of the Company's total paid-up equity capital and free reserves as per the latest audited standalone and consolidated financials of the Company as on March 31, 2025, respectively, and is within the statutory limit of 25% of the aggregate total paid-up equity capital and free reserves of the Company, based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. The Buyback Offer Size does not include transaction cost 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 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").

1.6. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total Equity Shares in the total paid-up equity capital of the Company in that financial year. The Company proposes to buyback up to 20,00,000 (twenty lakhs) Equity Shares (representing up to 1.49% of the total number of Equity Shares in the existing total paid-up equity capital of the Company), which is within the aforesaid limit of 25%.

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.8. The Buyback is being undertaken on a proportionate basis from the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(i)(v)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular bearing reference number CFD/DCR/2/CIR/P/2016/131 dated December 9, 2016, SEBI circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular bearing reference number SEBI/HO/CFD/PO-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars or notifications, as may be applicable, including any amendment thereof (the "SEBI Circulars"). For the purposes of this Buyback the Company will request both the Stock Exchanges, i.e., BSE and NSE, for utilisation of their acquisition windows for tendering of Equity Shares under this Buyback. For the purposes of the Buyback, BSE will be the designated stock exchange.

1.9. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the tendering period for the Buyback. Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% of the number of Equity Shares proposed to be bought back 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.

1.12. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, the website of the Manager to the Buyback at www.investmentbank.kotak.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the respective Stock Exchanges i.e., www.nseindia.com and www.bseindia.com, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. 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 Rupees One Hundred and Seventy Five Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company as on the Record Date through the Buyback. The 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% 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 Shareholder 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.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

3.1. The maximum amount required for the Buyback will not exceed INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crores 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 audited 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%.

3.2. 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.

3.3. 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.

4. MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

(i) The Equity Shares of the Company are proposed to be bought back at a price of INR 875/- (Indian Rupees 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 Stock Exchanges, 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 as:

- Premium of 67.58% and 66.42% on volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, during the 3 (three) months preceding June 11, 2025, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- Premium of 41.72% and 41.56% over the volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, for 2 (two) weeks preceding the Intimation Date.
- 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.

(iii) 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.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

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

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the 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 the Board Meeting, Postal Ballot Notice and this Public Announcement are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Promoter/members of the Promoter Group	Number of Equity Shares	% of paid up equity share capital
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.	Anmtha 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 Private Limited	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 the 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 the Company, namely, Mobile Techsol Private Limited, Veda Matha Technologies Private Limited, and Blue Green Technologies Private Limited. Tanuja Reddy Dasari is a designated partner of promoter group entity of the Company, namely, TNA Corporation LLP, Anmtha Ventures LLP, and 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 the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Director	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) Except as disclosed below, none of the directors of the Company or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari	Chairman and Chief Executive Officer	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 held by the directors and KMPs of the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

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

* Mr. Abhishek Kumar Jain will cease to be the CFO and KMP with effect from July 27, 2025 and accordingly these employee stock options shall lapse.

(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 6 (six) months preceding the date of the Board Meeting i.e., June 16, 2025 till the date of this Public Announcement:

Sr. No.	Name of the 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

7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES 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 the paragraph (viii) of 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 KMPs 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. Any change in voting rights of the promoter, members of the promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

8. NO DEFAULTS

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.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause(x) of Schedule I in accordance with Regulation 5(i)(v)(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 the Board Meeting and the date on which the results of shareholders' resolution passed by way of postal ballot approving the proposed Buyback were declared ("Postal Ballot Resolution"), 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 and 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 be in the Board's view 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 were declared; and

(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.

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE 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 Companies 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. As on the date of this Public Announcement: (a) 24,998 tenure-based stock options are outstanding, which may vest on or before September 30, 2025; and (b) 15,713 performance-based options, the vesting of which will be determined by the Nomination and Remuneration Committee of the Company on or before September 30, 2025

(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 Companies 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 Rupees One Hundred and Seventy Five Crores Only) does not exceed 25% 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;

(vii) the maximum number of Equity Shares proposed to be purchased under the Buyback i.e., 20,00,000 (twenty lakhs) Equity Shares does not exceed 25% 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 this Public Announcement is not being 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 in accordance with the Companies Act and the SEBI Buyback Regulations;

(xii) the Company shall not withdraw the Buyback offer after the Public Announcement of the 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 Companies 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 Companies 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 Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(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 the Postal Ballot Resolution approving the Buyback till the closing of the Buyback offer;

(xxiv) the Company has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of the buyback period of the preceding offer of buyback;

(xxv) 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(i)(c) and Schedule 1(xii) of the SEBI Buyback Regulations is not required; and

(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.

11. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 16, 2025 received from M S K A & Associates, Chartered Accountants with Firm Registration No: 105047W, the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Quote

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 Tan

- (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: 105047W

Sd/-
Mukesh Kumar Pugalia
Partner
Membership No.: 221387
UDIN: 25221387BMIAASG9075

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	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 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

* 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.

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.

For and on behalf of the **Board of Directors**

For **Tanla Platforms Limited**
Sd/-
(Abhishek Kumar Jain)
Chief Financial Officer
Date: June 16, 2025

Unquote

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 12.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 12.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.
- 12.3. For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Kotak Securities Limited
27 BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051
Tel. No.: 1800 209 9191
Contact Person: Tabrez Anwar
Email: service.securities@kotak.com; Website: www.kotaksecurities.com
SEBI Registration No.: INZ000200137

- 12.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- 12.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
- 12.6. In the event the Stock Brokers of any Eligible Shareholder are not registered with the Stock Exchanges as a trading member/stockbroker, then that Eligible Shareholder can approach any Stock Exchange-registered stock broker and can register himself by using web based unique client code application (UCI online) facility through that registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other registered stock broker, Eligible Shareholders may approach the Company's Broker to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.
- 12.7. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 12.8. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 12.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/any competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 12.10. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.
- 12.11. **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**

- (i) Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Brokers by indicating to the concerned Stock Brokers, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Stock Brokers would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited or the National Clearing Limited ("Clearing Corporations").
- (iii) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
- (iv) The lien shall be marked in the demat account of the Eligible Shareholders against the Equity Shares tendered in the Buyback. The details of such Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporations.
- (v) In case, the demat account of the Eligible Shareholder is held with one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the Eligible Shareholder's demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member account / clearing corporation at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholder's demat account shall be provided by the target depository to the Clearing Corporation.

(vi) The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation.

(vii) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(viii) Upon placing the order/bid, the Stock Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. The TRS will contain the details of the order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.

(ix) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the order/bid by such Eligible Shareholder shall be deemed to have been accepted.

(x) Eligible Shareholders will have to ensure that they keep the depository participant account active and unlocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Stock Broker's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

(xi) Eligible Shareholders who have tendered their dematerialized shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved Scheme for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback through the tender offer route. However, such tendering should comply with the provisions of the SEBI Buyback Regulations. The procedure is as below:

- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Brokers along with the complete set of documents for verification procedures to be carried out before placement of the order/bid including (a) the tender form duly signed by all registered Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares and as per the specimen signatures registered with the Company), (b) original Equity Share certificate(s), (c) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of the Eligible Shareholder's permanent account number ("PAN") card, (e) any other relevant documents such as duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (ii) Based on the aforesaid documents, the concerned Stock Broker shall place the order/bid on behalf of the Eligible Shareholder holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the order/bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- (iii) Any Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 12.12 (i) above) along with the TRS generated by stock exchange bidding system upon placing of bid, either by registered post, courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "Tanla Platforms Limited - Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
- (iv) Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted, unless the complete set of documents are submitted. Acceptance of the Equity Shares in physical form for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such orders/bids based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids' and displayed on the respective websites of the Stock Exchanges.
- (v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vi) The unregistered shareholders holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:

- 13.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per the SEBI Circulars.
- 13.2. The Company will pay the consideration (net of tax deducted at source) to the Company's Broker which will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or an Eligible Shareholder's bank, due to any reason, then the amount payable to the Eligible Shareholder will be transferred to the concerned Stock Broker's settlement account for onward transfer to such Eligible Shareholder.
- 13.3. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholders' accounts.
- 13.4. Details in respect of Eligible Shareholder's entitlement for tender process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted order/bid will be transferred to the Clearing Corporations.
- 13.5. In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with order/bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted order/bid quantity, the source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted order/bid Equity Shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 13.6. In relation to the Equity Shares in physical form:
- (i) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier to the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.
- (ii) If however, only a portion of the Equity Shares held by an Eligible Shareholder in physical form is accepted in the Buyback then the Company shall instead of issuing a split of share certificate, issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMBIP/ CIR/2022/8 dated January 25, 2022, as may be amended from time to time, with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 (one hundred twenty) days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Eligible Shareholder fails to submit the dematerialisation request within the aforementioned period, the Registrar shall credit the Equity Shares in physical form to a separate demat account of the Company opened for the said purpose.
- 13.7. Eligible Shareholders should ensure that their depository account is maintained till the lien, if any, marked against unaccepted Equity Shares is released on completion of formalities pertaining to the Buyback.
- 13.8. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 13.9. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 13.10. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Brokers for any cost, applicable taxes, charges, stamp duty and expenses (including brokerage) that may be levied, including by the Stock Brokers upon the selling Eligible Shareholders for tendering Equity Shares

in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage and/or stamp duty) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the selling Eligible Shareholders.

13.11. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

14. RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT

- 14.1. As required under the SEBI Buyback Regulations, the Company has fixed July 23, 2025 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from July 23, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until August 04, 2025.
- 14.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
- 14.3. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer, shall be through electronic mode in accordance with the provisions of the Companies Act, within 2 (two) working days from the Record Date and that in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be provided.
- 14.4. The Equity Shares proposed to be bought back by the Company shall be divided into 2 (two) categories and the entitlement of a shareholder in each category will be calculated; accordingly, (i) reserved category for Small Shareholders and (ii) the general category for all other Eligible Shareholders.
- 14.5. 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 of shares on the stock exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, of not more than INR 2,00,000/- (Indian Rupees Two Lakhs Only).
- 14.6. In accordance with proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the 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.
- 14.7. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback. Since the promoters of the Company and members of the promoter group of the Company have declared their intention to not participate in the Buyback, Equity Shares held by them shall not be considered for the purposes of computing the entitlement ratio.

14.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholders' 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 shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of shareholders holding Equity Shares in physical form, 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 as per the shareholder records received from the depositories.

14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

14.10. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to either participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders 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 Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.

14.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.

14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer under Takeovers, Buy-Back and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.

14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical form from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.

15. COMPLIANCE OFFICER

The Company has appointed Ms. Seshanuradha Chava as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Name: Ms. Seshanuradha Chava
Designation: General Counsel and Company Secretary
Address: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081
Tel. No.: +91 40 4009 9999
Email: investorhelp@tanla.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:



KFin Technologies Limited
Selenium, Tower B, Plot Nos. - 31 & 32, Financial District
Nanakramguda, Serilingampally Mandal Hyderabad 500032
Tel No.: +91 40 6716 2222
Contact Person: M. Murali Krishna
Email: tp.buyback@kfintech.com; Website: www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
SEBI Registration No.: INF000000221
Validity Period: Permanent
CIN: LT2400MH2017PLC444072

17. MANAGER TO THE BUYBACK



M/s. Kotak Mahindra Capital Company Limited
Address: 27 BKC, 1st floor, Plot No. C-27, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Tel: +91 22 6218 5905
Contact Person: Mr. Ganesh Rane
Email: tanla.buyback@kotak.com
Website: www.investmentbank.kotak.com
SEBI Registration Number: INM000006704
Corporate Identification Number: U67120MH1995PLC134050

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepted responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contains and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the **Board of Directors of Tanla Platforms Limited**

Sd/-
Udaykumar Reddy Dasari
Chairman and CEO, Director
DIN: 00003382

Sd/-
Sunil Ramakant Bhumalkar
Independent Director
DIN: 00177658

Sd/-
Seshanuradha Chava
Company Secretary
Membership No. - A15519

Date: July 18, 2025
Place: Hyderabad, Telangana

CONCEPT

TANLA PLATFORMS LIMITED

Corporate Identity Number (CIN): L72200TG1995PLC021262

Registered Office: Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad, Telangana - 500 081

Tel. No.: +91 40 4009 9999 | Fax No.: +91 40 2312 2999 | E-mail: investorhelp@tanla.com | Website: www.tanla.com

Contact Person: Seshanuradha Chava, General Counsel and Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA PLATFORMS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the SEBI Buyback Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the requisite disclosures as specified in Schedule I of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,00,000 (TWENTY LAKHS) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 875/- (INDIAN RUPEES EIGHT HUNDRED AND SEVENTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO INR 175,00,00,000 (INDIAN RUPEES ONE HUNDRED SEVENTY FIVE CRORES ONLY).

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on June 16, 2025 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot by remote e-voting, pursuant to the provisions of Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014 (to the extent applicable) and other relevant rules made thereunder, each as amended from time to time and in compliance with the SEBI Buyback Regulations and subject to such other approvals, permissions, consents, sanctions and exemptions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback by the Company of its fully paid-up Equity Shares, not exceeding 20,00,000 (twenty lakhs) 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 Rupees Eight Hundred Seventy Five Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate amount of up to INR 175,00,00,000/- (Indian Rupees One Hundred and Seventy Five Crores 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, from all of the shareholders/beneficial owners of the Company who hold Equity Shares as on the Record Date (as defined below) (the "Buyback").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or 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, such that there is no change in the Buyback Offer Size.

1.3. The Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company based on standalone financial statements of the Company, as per its latest audited standalone financial statement as on March 31, 2025. Accordingly, the Company had sought approval of its shareholders for the "Buyback", by way of special resolution through the postal ballot notice dated June 16, 2025 ("Postal Ballot Notice"), in accordance with Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on July 16, 2025, and the results of which were announced on July 17, 2025.

1.4. The Buyback Offer Size represents 24.81% and 7.78% of the aggregate of the Company's total paid-up equity capital and free reserves as per the latest audited standalone and consolidated financials of the Company as on March 31, 2025, respectively, and is within the statutory limit of 25% of the aggregate total paid-up equity capital and free reserves of the Company, based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. The Buyback Offer Size does not include transaction cost 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 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").

1.6. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total Equity Shares in the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback up to 20,00,000 (twenty lakhs) Equity Shares (representing up to 1.49% of the total number of Equity Shares in the existing total paid-up equity capital of the Company), which is within the aforesaid limit of 25%.

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.8. The Buyback is being undertaken on a proportionate basis from the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(v)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular bearing reference number CFD/DCR2/CIR/PP/2016/131 dated December 9, 2016, SEBI circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/PP/2021/615 dated August 13, 2021, and SEBI circular bearing reference number SEBI/HO/CFD/PO-D/2/CIR/2023/35 dated March 8, 2023 and such other circulars or notifications, as may be applicable, including any amendment thereof (the "SEBI Circulars"). For the purposes of this Buyback the Company will request both the Stock Exchanges, i.e., BSE and NSE, for utilisation of their acquisition windows for tendering of Equity Shares under this Buyback. For the purposes of the Buyback, BSE will be the designated stock exchange.

1.9. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the tendering period for the Buyback. Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% of the number of Equity Shares proposed to be bought back 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.

1.12. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, the website of the Manager to the Buyback at www.investmentbank.kotak.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the respective Stock Exchanges i.e., www.nseindia.com and www.bseindia.com, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. 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 Rupees One Hundred and Seventy Five Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company as on the Record Date through the Buyback. The Buyback is being undertaken, inter-alia, for the following reasons:

- 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;
- 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% 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;
- 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
- 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.

3. **MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED**

3.1. The maximum amount required for the Buyback will not exceed INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crores 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 audited 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%.

3.2. 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.

3.3. 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.

4. **MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE**

(i) The Equity Shares of the Company are proposed to be bought back at a price of INR 875/- (Indian Rupees 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 Stock Exchanges, 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.

- The Buyback Offer Price represents a:
 - Premium of 67.58% and 66.42% on volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, during the 3 (three) months preceding June 11, 2025, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
 - Premium of 41.72% and 41.56% over the volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, for 2 (two) weeks preceding the Intimation Date.
 - 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.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

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

6. **DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS**

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the 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 the Board Meeting, Postal Ballot Notice and this Public Announcement are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Promoter/members of the Promoter Group	Number of Equity Shares	% of paid up equity share capital
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 Private Limited	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 the 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 the Company, namely, Mobile Techsol Private Limited, Veda Matha Technologies Private Limited, and 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 and 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 the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Director	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) Except as disclosed below, none of the directors of the Company or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari	Chairman and Chief Executive Officer	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 held by the directors and KMPs of the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

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

* Mr. Abhishek Kumar Jain will cease to be the CFO and KMP with effect from July 27, 2025 and accordingly these employee stock options shall lapse.

(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 6 (six) months preceding the date of the Board Meeting i.e., June 16, 2025 till the date of this Public Announcement:

Sr. No.	Name of the 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

7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES 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 the paragraph (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 KMPs 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. Any change in voting rights of the promoter, members of the promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

8. NO DEFAULTS

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.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause(x) of Schedule I in accordance with Regulation 5(v)(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:

- immediately following the date of the Board Meeting and the date on which the results of shareholders' resolution passed by way of postal ballot approving the proposed Buyback were declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts;
- regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback and 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 which the results of the Postal Ballot Resolution for shareholders approval were declared; and
- 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.

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

- all Equity Shares of the Company are fully paid up;
- 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 Companies 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. As on the date of this Public Announcement: (a) 24,998 tenure-based stock options are outstanding, which may vest on or before September 30, 2025; and (b) 15,713 performance-based options, the vesting of which will be determined by the Nomination and Remuneration Committee of the Company on or before September 30, 2025
- 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 Companies 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;

- 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;
- 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;
- the aggregate amount of the Buyback i.e., INR 175,00,00,000/- (Indian Rupees One Hundred and Seventy Five Crores Only) does not exceed 25% 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 maximum number of Equity Shares proposed to be purchased under the Buyback i.e., 20,00,000 (twenty lakhs) Equity Shares does not exceed 25% 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;
- there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and this Public Announcement is not being made during pendency of any such Scheme;
- the consideration for the Buyback shall be paid by the Company only in cash;
- 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;
- 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 in accordance with the Companies Act and the SEBI Buyback Regulations;
- the Company shall not withdraw the Buyback offer after the Public Announcement of the Buyback is made;
- the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- 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;
- the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies 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;
- 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;
- 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;
- 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;
- the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- 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 the Postal Ballot Resolution approving the Buyback till the closing of the Buyback offer;
- that the Company has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of the buyback period of the preceding offer of buyback;
- 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(i)(c) and Schedule 1(xii) of the SEBI Buyback Regulations is not required; and
- 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.

11. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 16, 2025 received from M S K A & Associates, Chartered Accountants with Firm Registration No: 105047W, the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Quote

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 initiated for the purposes of identification only.

We have been provided with the following documents:

- Audited standalone and consolidated financial statements for the financial year ended March 31, 2025;
- Annexure A - Statement of permissible capital payment ("Statement") and the same has been initiated for the identification purpose only;
- Declaration of Solvency by the Board of Directors of the Company;
- Resolution passed by the Board of Directors of the Company in the meeting held on June 16, 2025 for approval of proposed buyback;
- Assessment note and projected cash flow provided to the board for solvency declaration;
- 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:
 - 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;
 - 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;
 - 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;
 - Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in

विधायक गणेश पर हमले की कोशिश

हैदराबाद, 20 जुलाई (मिलाप ब्यूरो) सिकंदराबाद कंटोनमेंट के विधायक गणेश पर अज्ञात लोगों ने हमला करने की कोशिश की। घटना के समय वह फलाहार बंदी शोभायात्रा में शामिल होने जा रहे थे। यह घटना मानेकेश्वर नगर के पास हुई।

प्राप्त जानकारी के अनुसार, करीब 20 अज्ञात बदमाशों ने अज्ञान विधायक के वाहन को घेर लिया और उस पर हमला कर दिया। हमला पूर्व नियोजित होने का संदेह जताया जा रहा है। हालाँकि विधायक गणेश बच गए। उन्हें कोई गंभीर

घटना नहीं आई। घटना के तुरंत बाद गणेश उस्मानिया यूनिवर्सिटी पुलिस स्टेशन पहुँचे और आरोपियों के खिलाफ शिकायत दर्ज कराई। पुलिस मामला दर्ज कर घटनास्थल के आसपास लगे सीसीटीवी कैमरों की जाँच कर रही है।

दो दिवसीय सिद्दिकी बाशा का उर्स समारोह कल से

हैदराबाद, 20 जुलाई (मिलाप ब्यूरो) हमकोंडा स्थित दरगाह में हज़रत सैयद सिद्दिकी बाशा शहीद (र.ह.) और हज़रत सैयद रहमत अली शाह शहीद (र.ह.) का दो दिवसीय वार्षिक उर्स समारोह आगामी 22 और 23 जुलाई को आयोजित किया जाएगा। यह आयोजन मिरान अस्पताल के पास स्थित दरगाह परिसर में संपन्न होगा।

दरगाह मुखवल्ली जनाब मुहम्मद खलील अली शाह कलंदर और दरगाह समिति के अध्यक्ष जनाब मुहम्मद अली मुर्तुजा (सेवानिवृत्त संयुक्त निदेशक, तेलंगाना राज्य

सूचना विभाग) ने बताया कि उर्स की शुरुआत मंगलवार, 22 जुलाई की शाम को हज़रत सैयद अब्दुल नबी शाह (र.ह.) की दरगाह से संदल जुलूस के साथ होगी, जो मुख्य दरगाह तक पहुँचेंगे। मुख्य कार्यक्रम बुधवार, 23 जुलाई को आयोजित होगा, जिसमें

आध्यात्मिक प्रवचन, सूफियाना कव्वालियाँ और विशेष दुआएँ होंगी। अवसर पर लंगर भी आयोजित किया जाएगा। उर्स के दौरान हज़रत सैयद सिद्दिकी बाशा शहीद (र.ह.) और अन्य महान हस्तियों के जीवन, शिक्षाओं और आध्यात्मिक योगदान को श्रद्धा से याद किया जाएगा। आयोजन की समस्त व्यवस्थाएँ दरगाह समिति द्वारा श्रद्धालुओं की ध्यान में रखते हुए की गई हैं। समिति के सदस्यों मुहम्मद आसिफ रहमान, मुहम्मद हबीब रहमान, मुहम्मद अब्दल जाकिर, मुहम्मद खलील और अन्य ने श्रद्धालुओं से इस रहनी आयोजन में शामिल होकर आशीर्वाद प्राप्त करने की अपील की है।

- (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: 105047W

Sd/-
Mukesh Kumar Pugalia
Partner
Membership No.: 221387
UDIN: 25221387BMAISG9075

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	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 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

* 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.

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.

For and on behalf of the **Board of Directors**

For **Tanla Platforms Limited**
Sd/-
(Abhishek Kumar Jain)
Chief Financial Officer
Date: June 16, 2025

Unquote

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 12.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 12.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.
- 12.3. For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Kotak Securities Limited
27 BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051
Tel. No.: 1800 209 9191
Contact Person: Tabrez Anwar
Email: service.securities@kotak.com; Website: www.kotaksecurities.com
SEBI Registration No.: IN2000200137

- 12.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- 12.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Stock Brokers") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
- 12.6. In the event the Stock Brokers of any Eligible Shareholder are not registered with the Stock Exchanges as a trading member/stockbroker, then that Eligible Shareholder can approach any Stock Exchange-registered stock broker and can register himself by using web based unique client code application (UCI online) facility through that registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other registered stock broker, Eligible Shareholders may approach the Company's Broker to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.
- 12.7. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 12.8. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 12.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 12.10. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.

12.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:

- (i) Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Brokers by indicating to the concerned Stock Brokers, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Stock Brokers would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited or the National Clearing Limited ("Clearing Corporations").
- (iii) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
- (iv) The lien shall be marked in the demat account of the Eligible Shareholders against the Equity Shares tendered in the Buyback. The details of such Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporations.
- (v) In case, the demat account of the Eligible Shareholder is held with one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the Eligible Shareholder's demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member account / clearing corporation at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholder's demat account shall be provided by the target depository to the Clearing Corporation.

- (vi) The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation.
- (vii) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (viii) Upon placing the order/bid, the Stock Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. The TRS will contain the details of the order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.
- (ix) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the order/bid by such Eligible Shareholder shall be deemed to have been accepted.
- (x) Eligible Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Share, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Stock Broker's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (xi) Eligible Shareholders who have tendered their dematerialized shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved Scheme for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback through the tender offer route. However, such tendering should comply with the provisions of the SEBI Buyback Regulations. The procedure is as below:

- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Brokers along with the complete set of documents for verification procedures to be carried out before placement of the order/bid including (a) the tender form duly signed by all registered Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares and as per the specimen signatures registered with the Company), (b) original Equity Share certificate(s), (c) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of the Eligible Shareholder's permanent account number ("PAN") card, (e) any other relevant documents such as duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (ii) Based on the aforesaid documents, the concerned Stock Broker shall place the order/bid on behalf of the Eligible Shareholder holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the order/bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- (iii) Any Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 12.12 (i) above) along with the TRS generated by stock exchange bidding system upon placing of bid, either by registered post, courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "Tanla Platforms Limited - Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
- (iv) Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted, unless the complete set of documents are submitted. Acceptance of the Equity Shares in physical form for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such orders/bids based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids' and displayed on the respective websites of the Stock Exchanges.
- (v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vi) The unregistered shareholders holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:

- 13.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per the SEBI Circulars.
- 13.2. The Company will pay the consideration (net of tax deducted at source) to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or an Eligible Shareholder's bank, due to any reason, then the amount payable to the Eligible Shareholder will be transferred to the concerned Stock Broker's settlement account for onward transfer to such Eligible Shareholder.
- 13.3. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholders' accounts.
- 13.4. Details in respect of Eligible Shareholder's entitlement for tender process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted order/bid will be transferred to the Clearing Corporations.
- 13.5. In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with order/bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted order/bid quantity, the source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted order/ bid Equity Shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 13.6. In relation to the Equity Shares in physical form:
- (i) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.
- (ii) If however, only a portion of the Equity Shares held by an Eligible Shareholder in physical form is accepted in the Buyback then the Company shall instead of issuing a split of share certificates, issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAM/B/P/ CIR/2022/8 dated January 25, 2022, as may be amended from time to time, with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 (one hundred twenty) days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Eligible Shareholder fails to submit the dematerialisation request within the aforementioned period, the Registrar shall credit the Equity Shares in physical form to a separate demat account of the Company opened for the said purpose.
- 13.7. Eligible Shareholders should ensure that their depository account is maintained till the lien, if any, marked against unaccepted Equity Shares is released on completion of formalities pertaining to the Buyback.
- 13.8. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 13.9. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 13.10. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Brokers for any cost, applicable taxes, charges, stamp duty and expenses (including brokerage) that may be levied, including by the Stock Brokers upon the selling Eligible Shareholders for tendering Equity Shares

in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage and/or stamp duty) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the selling Eligible Shareholders.

- 13.11. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

14. RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT

- 14.1. As required under the SEBI Buyback Regulations, the Company has fixed July 23, 2025 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from July 29, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until August 04, 2025.
- 14.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
- 14.3. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer, shall be through electronic mode in accordance with the provisions of the Companies Act, within 2 (two) working days from the Record Date and that in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be provided.
- 14.4. The Equity Shares proposed to be bought back by the Company shall be divided into 2 (two) categories and the entitlement of a shareholder in each category will be calculated; accordingly, (i) reserved category for Small Shareholders and (ii) the general category for all other Eligible Shareholders.
- 14.5. 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 of shares on the stock exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, of not more than INR 2.00,000/- (Indian Rupees Two Lakhs Only).
- 14.6. In accordance with proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the 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.
- 14.7. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback. Since the promoters of the Company and members of the promoter group of the Company have declared their intention to not participate in the Buyback, Equity Shares held by them shall not be considered for the purposes of computing the entitlement ratio.
- 14.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholders' 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 shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of shareholders holding Equity Shares in physical form, 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 as per the shareholder records received from the depositories.

- 14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

- 14.10. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to either participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders 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 Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.

- 14.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.

- 14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.

- 14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical form from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.

15. COMPLIANCE OFFICER

The Company has appointed Ms. Seshanuradha Chava as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Name: Ms. Seshanuradha Chava
Designation: General Counsel and Company Secretary
Address: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081
Tel. No.: +91 40 4009 9999
Email: investorhelp@tanla.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:



KFin Technologies Limited
Selenium, Tower B, Plot Nos. - 31 & 32, Financial District
Nanakramguda, Serilingampally Mandal Hyderabad 500032
Tel. No.: +91 40 6716 2222
Contact Person: M. Murali Krishna
Email: tpi.buyback@kfintech.com; Website: www.kfintech.com
Investor Grievance Email: einward_ris@kfintech.com
SEBI Registration No.: INR000000221
Validity Period: Permanent
CIN: L72400MH2017PLC444072

17. MANAGER TO THE BUYBACK



M/s. Kotak Mahindra Capital Company Limited
Address: 27 BKC, 1st floor, Plot No. C-27, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Tel: +91 22 6218 5905
Contact Person: Mr. Ganesh Rane
Email: tanla.buyback@kotak.com
Website: www.investmentbank.kotak.com
SEBI Registration Number: INM00008704
Corporate Identification Number: U67120MH1985PLC13450

DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Tanla Platforms Limited

Sd/- Udaykumar Reddy Dasari Chairman and CEO, Director DIN: 00003382	Sd/- Sunil Ramakant Bhumraikar Independent Director 2 DIN: 00177658	Sd/- Seshanuradha Chava Company Secretary Membership No. - A15519
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Date: July 18, 2025

Place: Hyderabad, Telangana



TANLA PLATFORMS LIMITED

Corporate Identity Number (CIN): L72200TG1995PLC021262

Registered Office: Tanla Technology Centre, Hi-Tech City Road, Madhapur, Hyderabad, Telangana - 500 081
Tel. No.: +91 40 4009 9999 | Fax No.: +91 40 2312 2999 | E-mail: investorhelp@tanla.com | Website: www.tanla.com
Contact Person: Seshanuradha Chava, General Counsel and Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA PLATFORMS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,00,000 (TWENTY LAKHS) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 875/- (INDIAN RUPEES EIGHT HUNDRED AND SEVENTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO INR 175,00,00,000 (INDIAN RUPEES ONE HUNDRED SEVENTY FIVE CRORES ONLY).

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on June 16, 2025 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot by remote e-voting, pursuant to the provisions of Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014 (to the extent applicable) and other relevant rules made thereunder, each as amended from time to time and in compliance with the SEBI Buyback Regulations and subject to such other approvals, permissions, consents, sanctions and exemptions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback by the Company of its fully paid-up Equity Shares, not exceeding 20,00,000 (twenty lakhs) 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 Rupees Eight Hundred Seventy Five Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate amount of up to INR 175,00,00,000/- (Indian Rupees One Hundred and Seventy Five Crores 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, from all of the shareholders/beneficial owners of the Company who hold Equity Shares as on the Record Date (as defined below) (the "Buyback").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or 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, such that there is no change in the Buyback Offer Size.

1.3. The Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company based on standalone financial statements of the Company, as per its latest audited standalone financial statement as on March 31, 2025. Accordingly, the Company had sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated June 16, 2025 ("Postal Ballot Notice"), in accordance with Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on July 16, 2025, and the results of which were announced on July 17, 2025.

1.4. The Buyback Offer Size represents 24.81% and 7.78% of the aggregate of the Company's total paid-up equity capital and free reserves as per the latest audited standalone and consolidated financials of the Company as on March 31, 2025, respectively, and is within the statutory limit of 25% of the aggregate total paid-up equity capital and free reserves of the Company, based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. The Buyback Offer Size does not include transaction cost vis 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 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").

1.6. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total Equity Shares in the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback up to 20,00,000 (twenty lakhs) Equity Shares (representing up to 1.49% of the total number of Equity Shares in the existing total paid-up equity capital of the Company), which is within the aforesaid limit of 25%.

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.8. The Buyback is being undertaken on a proportionate basis from the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular bearing reference number CFDI/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular bearing reference number SEBI/HO/CFD/PO-2/CIR/2023/35 dated March 8, 2023 and such other circulars or notifications, as may be applicable, including any amendment thereof (the "SEBI Circulars"). For the purposes of this Buyback the Company will request both the Stock Exchanges, i.e., BSE and NSE, for utilisation of their acquisition windows for tendering of Equity Shares under this Buyback. For the purposes of the Buyback, BSE will be the designated stock exchange.

1.9. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the tendering period for the Buyback. Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.11. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% of the number of Equity Shares proposed to be bought back 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.

1.12. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, the website of the Manager to the Buyback at www.investmentsbank.kotak.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the respective Stock Exchanges i.e., www.nseindia.com and www.bseindia.com, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in its 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 Rupees One Hundred and Seventy Five Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company as on the Record Date through the Buyback. The Buyback is being undertaken, inter-alia, for the following reasons:

- 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;
- 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% 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;
- 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
- 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.

3. **MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED**

3.1. The maximum amount required for the Buyback will not exceed INR 175,00,00,000/- (Indian Rupee One Hundred and Seventy Five Crores 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 audited 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%.

3.2. 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.

3.3. 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.

4. **MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE**

(i) The Equity Shares of the Company are proposed to be bought back at a price of INR 875/- (Indian Rupees 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 Stock Exchanges, 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:

- Premium of 67.58% and 66.42% on volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, during the 3 (three) months preceding June 11, 2025, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- Premium of 41.72% and 41.56% over the volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, for 2 (two) weeks preceding the Intimation Date.
- 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.

(iii) 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.

5. **MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK**

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

6. **DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS**

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the 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 the Board Meeting, Postal Ballot Notice and this Public Announcement are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Promoter/members of the Promoter Group	Number of Equity Shares	% of paid up equity share capital
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.	Anantha 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 Private Limited	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 the 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 the Company, namely, Mobile Techsol Private Limited, Veda Matha Technologies Private Limited, and Blue Green Technologies Private Limited. Tanuja Reddy Dasari is a designated partner of promoter group entity of the Company, namely, TNA Corporation LLP, Anantha Ventures LLP, and 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 the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Director	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) Except as disclosed below, none of the directors of the Company or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari	Chairman and Chief Executive Officer	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 held by the directors and KMPs of the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

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

* Mr. Abhishek Kumar Jain will cease to be the CFO and KMP with effect from July 27, 2025 and accordingly these employee stock options shall lapse.

(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 6 (six) months preceding the date of the Board Meeting i.e., June 16, 2025 till the date of this Public Announcement:

Sr. No.	Name of the 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	16,62,256	Purchase	470.15	May 12, 2025	470.15	May 12, 2025

7. **INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES 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 the paragraph (vii) 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 KMPs 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. Any change in voting rights of the promoter, members of the promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

8. **NO DEFAULTS**

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.

9. **CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY**

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:

- Immediately following the date of the Board Meeting and the date on which the results of shareholders' resolution passed by way of postal ballot approving the proposed Buyback were declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback and 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 were declared; and
- 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.

10. **CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT**

- all Equity Shares of the Company are fully paid up;
- 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 Companies 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. As on the date of this Public Announcement: (a) 24,996 tenure-based stock options are outstanding, which may vest on or before September 30, 2025; and (b) 17,153 performance-based options, the vesting of which will be determined by the Nomination and Remuneration Committee of the Company on or before September 30, 2025
- 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 Companies 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 Rupees One Hundred and Seventy Five Crores Only) does not exceed 25% 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;

(vii) the maximum number of Equity Shares proposed to be purchased under the Buyback i.e., 20,00,000 (twenty lakhs) Equity Shares does not exceed 25% 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 this Public Announcement is not being 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 in accordance with the Companies Act and the SEBI Buyback Regulations;

(xii) the Company shall not withdraw the Buyback offer after the Public Announcement of the 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 Companies 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 Companies 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 Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(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 the Postal Ballot Resolution approving the Buyback till the closing of the Buyback offer;

(xxiv) the Company has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of the buyback period of the preceding offer of buyback;

(xxv) the 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(i)(c) and Schedule 1(xii) of the SEBI Buyback Regulations is not required; and

(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.

11. **REPORT BY THE COMPANY'S STATUTORY AUDITOR**

The text of the report dated June 16, 2025 received from M S K A & Associates, Chartered Accountants with Firm Registration No: 105047W, the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Quote
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 Rupee 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



ముగ్గుమనోహరంగా నాట్య ప్రదర్శన

మన తెలంగాణ/నాంపల్లి: నృత్యకారుడు మనీష్ కుమార్ పలు అంశాల్లో చక్కని ఆహార్యం, అభినయం, హాస్యాలుతో జనరం జకంగా ఆవిష్కరించిన తీరు ఆద్యంతం సభికులను మంత్రము గుల్మి చేసింది. ఈ మేరకు ఆదివారం ప్రతిష్ఠాత్మక రవీంద్రభారతి కళా వేదికపై మనీష్ కుమార్ భరతనాట్య ప్రదర్శన ఆరంభం చేసిన కులూ వందపూ సాగింది. తొలుత జ్యోతి ప్రజ్వలన,



ఆనంతరం పుష్పాంజలితో తన నాట్య ప్రస్థానాన్ని మనీష్ కుమార్ శ్రీకారం చుట్టారు. ఈ కార్యక్రమంలో రాష్ట్ర సాంస్కృతిక శాఖ డైరెక్టర్ మమిడి హరికృష్ణ, కుమార్తె గురుమల్లు సంద్యారాజు, ప్రమాణ్ కుమార్ రెడ్డి తదితరులు పాల్గొన్నారు. ఈ సందర్భంగా మనీష్ కుమార్ నాట్య ప్రదర్శన అద్భుతంగా సాగిందని, భవితలో అతను దేశ, విదేశాల్లో ప్రదర్శనలు ద్వారా సృష్టానికే వన్నె తేవాలని ఆకాంక్షించారు.

తెనిస్ నగర్ కట్టడంపై సభలో ఎమ్మెల్యే సభిత

మన తెలంగాణ/బాలాపూర్: షిర్ షిట్ మున్సిపల్ కార్పొరేషన్లో ఆదివారం జరిగిన ఆవిష్కరణ మాస బోసాల ఉత్సవాలను పురస్కరించుకొని మాజీ మంత్రి, స్థానిక ఎమ్మెల్యే పట్టాక్ష సభితం



ద్రాపిడి తెనిస్ నగర్లో గల కట్టడంపై ఆలూన్సి సందర్శించి, అమృతానికి ప్రత్యేక పూజలు నిర్వహించారు. ఈ కార్యక్రమంలో ఆలూ ఉత్సవ కమిటీ వైస్ చైర్మన్ జిహ్వవర్తి శ్రీనివాసయ్య, కార్పొరేషన్ ఛీఫ్ డెవలప్ మెంట్ భూషిన్ గౌడ్, కార్పొరేషన్ బిఆర్ఎస్ మహిళా వి భాగం అధ్యక్షురాలు జమాల్ హుస్సేన్ బాలాక్షా, నాయకులు పాల్గొన్నారు.

(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: 105047W

Sd/-
Mukesh Kumar Pugalia
Partner
Membership No.: 221387
UDIN: 25221387BMASG9075

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 Tania 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:

Particulars	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 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

* 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.
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.

For and on behalf of the Board of Directors
For Tania Platforms Limited
Sd/-
(Abhishek Kumar Jain)
Chief Financial Officer
Date: June 16, 2025

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 12.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 12.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.
- 12.3. For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

kotak
Kotak Securities
Kotak Securities Limited
27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051
Tel. No.: 1800 209 9191
Contact Person: Tabrez Anwar
Email: service.securities@kotak.com; Website: www.kotaksecurities.com
SEBI Registration No.: INZ000200137

- 12.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- 12.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
- 12.6. In the event the Stock Brokers of any Eligible Shareholder are not registered with the Stock Exchanges as a trading member/stockbroker, then that Eligible Shareholder can approach any Stock Exchange-registered stock broker and can register himself by using web based unique client code application (UCI online) facility through that registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other registered stock broker, Eligible Shareholders may approach the Company's Broker to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.
- 12.7. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 12.8. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 12.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/any competent authority for transfer/sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 12.10. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.
- 12.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:
 - (i) Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Brokers by indicating to the concerned Stock Brokers, the details of Equity Shares they intend to tender under the Buyback.
 - (ii) The Stock Brokers would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited or the National Clearing Limited ("Clearing Corporations").
 - (iii) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
 - (iv) The lien shall be marked in the demat account of the Eligible Shareholders against the Equity Shares tendered in the Buyback. The details of such Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporations.
 - (v) In case, the demat account of the Eligible Shareholder is held with one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the Eligible Shareholder's demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member account / clearing corporation at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholder's demat account shall be provided by the target depository to the Clearing Corporation.

- (vi) The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation.
- (vii) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order bid by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (viii) Upon placing the order/bid, the Stock Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. The TRS will contain the details of the order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.
- (ix) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the order/bid by such Eligible Shareholder shall be deemed to have been accepted.
- (x) Eligible Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Share, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Stock Broker's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (xi) Eligible Shareholders who have tendered their dematerialized shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved Scheme for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

- In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/CMD/ICRP/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback through the tender offer route. However, such tendering should comply with the provisions of the SEBI Buyback Regulations. The procedure is as below:
 - (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Brokers along with the complete set of documents for verification procedures to be carried out before placement of the order/bid including (a) the tender form duly signed by all registered Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares and as per the specimen signatures registered with the Company), (b) original Equity Share certificate(s), (c) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferees (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of the Eligible Shareholder's permanent account number ("PAN") card, (e) any other relevant documents such as duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
 - (ii) Based on the aforesaid documents, the concerned Stock Broker shall place the order/bid on behalf of the Eligible Shareholder holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the order/bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
 - (iii) Any Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 12.12 (i) above) along with the TRS generated by stock exchange bidding system upon placing bid, either by registered post, or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "Tania Platforms Limited - Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
 - (iv) Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted, unless the complete set of documents are submitted. Acceptance of the Equity Shares in physical form for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such orders/bids based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids' and displayed on the respective websites of the Stock Exchanges.
 - (v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
 - (vi) The unregistered shareholders holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed tender deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:

- 13.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per the SEBI Circulars.
- 13.2. The Company will pay the consideration (net of tax deducted at source) to the Company's Broker which will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or an Eligible Shareholder's bank, due to any reason, then the amount payable to the Eligible Shareholder will be transferred to the concerned Stock Brokers' settlement account for onward transfer to such Eligible Shareholder.
- 13.3. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholders' accounts.
- 13.4. Details in respect of Eligible Shareholder's entitlement for tender process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted order/bid will be transferred to the Clearing Corporations.
- 13.5. In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with order/bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted order/bid quantity, the source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted order/bid equity Shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 13.6. In relation to the Equity Shares in physical form:
 - (i) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.
 - (ii) If however, only a portion of the Equity Shares held by an Eligible Shareholder in physical form is accepted in the Buyback then the Company shall instead of issuing a split of share certificate, issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/PI/ CIR/2022/B dated January 25, 2022, as may be amended from time to time, with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 (one hundred twenty) days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Eligible Shareholder fails to submit the dematerialisation request within the aforementioned period, the Registrar shall credit the Equity Shares in physical form to a separate demat account of the Company opened for the said purpose.
- 13.7. Eligible Shareholders should ensure that their depository account is maintained till the lien, if any, marked against unaccepted Equity Shares is released on completion of formalities pertaining to the Buyback.
- 13.8. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 13.9. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 13.10. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Brokers for any cost, applicable taxes, charges, stamp duty and expenses (including brokerage) that may be levied, including by the Stock Brokers upon the selling Eligible Shareholders for tendering Equity Shares

In the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage and/or stamp duty) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the selling Eligible Shareholders.

13.11. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

14. RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT

- 14.1. As required under the SEBI Buyback Regulations, the Company has fixed July 23, 2025 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from July 29, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until August 04, 2025.
- 14.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
- 14.3. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer, shall be through electronic mode in accordance with the provisions of the Companies Act, within 2 (two) working days from the Record Date and that in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be provided.
- 14.4. The Equity Shares proposed to be bought back by the Company shall be divided into 2 (two) categories and the entitlement of a shareholder in each category will be calculated; accordingly, (i) reserved category for Small Shareholders and (ii) the general category for all other Eligible Shareholders.
- 14.5. 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 of shares on the stock exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, of not more than INR 2,00,000/- (Indian Rupees Two Lakhs Only).
- 14.6. In accordance with proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the 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.
- 14.7. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback. Since the promoters of the Company and members of the promoter group of the Company have declared their intention to not participate in the Buyback, Equity Shares held by them shall not be considered for the purposes of computing the entitlement ratio.
- 14.8. In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholders' 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 shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of shareholders holding Equity Shares in physical form, 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 as per the shareholder records received from the depositories.
- 14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the offer and category.
- 14.10. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to either participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders 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 Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 14.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.
- 14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.
- 14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical form from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.

15. COMPLIANCE OFFICER

The Company has appointed Ms. Seshanuradha Chava as the compliance officer for the purpose of the Buyback ("Compliance Officer"). During office hours i.e., 10.00 a.m. to 5.00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:
Name: Ms. Seshanuradha Chava
Designation: General Counsel and Company Secretary
Address: Tania Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081
Tel. No.: +91 40 4009 9999
Email: investorhelp@tania.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10.00 a.m. to 5.30 p.m. at the following address:

KFINTECH
KFin Technologies Limited
Selenium, Tower B, Plot Nos. - 31 & 32, Financial District
Nanakramguda, Serilingampally Mandal Hyderabad 500032
Tel. No.: +91 40 6716 2222
Contact Person: M. Murali Krishna
Email: tp.buyback@kfin.tech; Website: www.kfintech.com
Investor Grievance Email: einward.rs@kfintech.com
SEBI Registration No.: INF000000221
Validity Period: Permanent
CIN: L72400MH2017PLC444072

17. MANAGER TO THE BUYBACK

kotak
Investment Banking
M/s. Kotak Mahindra Capital Company Limited
Address: 27 BKC, 1st floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Tel: +91 22 6218 5905
Contact Person: Mr. Ganesh Rane
Email: tanja.buyback@kotak.com
Website: www.investmentbank.kotak.com
SEBI Registration Number: INM00008704
Corporate Identification Number: U67120MH1995PLC134050

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Tania Platforms Limited
Sd/- Sd/- Sd/-
Udaykumar Reddy Dasari Sunil Ramakant Bhuralkar Seshanuradha Chava
Chairman and CEO, Director Independent Director Company Secretary
DIN: 00003382 DIN: 00177658 Membership No. - A15519

Date: July 18, 2025
Place: Hyderabad, Telangana

CONCEPT

TANLA PLATFORMS LIMITED

Corporate Identity Number (CIN): L22010IN0999L001292

Registered Office: Tanla Technology Centre, H-10 City, Madhav Hyderabad, Telangana - 500 081

Tel. No. +91 48 4038 8999 | Fax No. +91 48 2312 2989 | Email: investor@tanla.com | Website: www.tanla.com

Contact Person: Sathishnaraoha Chava, General Counsel and Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA PLATFORMS LIMITED (THE "BUYBACK OF EQUITY SHARES") ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 70 of the Securities and Exchange Board of India (SEBI) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Regulations") and contains the requisite disclosures as specified in Schedule I of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,00,000 (TWENTY LAKHS) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 100 (HUNDRED RUPEES ONLY) PER SHARE AT A PRICE OF INR 875/- (INDIAN RUPEES EIGHT HUNDRED AND SEVENTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE AMOUNT OF UP TO INR 17,50,00,000 (INDIAN RUPEES ONE HUNDRED SEVENTY FIVE CRORES ONLY).

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The Board of directors of the Company (the "Board"), which expression shall include any committee constituted and authorized by the Board to exercise its powers, in its meeting held on June 16, 2025 ("Board Meeting"), has approved the offer to buyback of the Company's Equity Shares (the "Buyback Offer") by means of a tender offer process pursuant to the provisions of Article 3 of the Articles of Association of the Company, Sections 88, 67, 106 and 110 and all other applicable provisions of the Act, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Share Allotment and Redemption) Rules, 2014 (to the extent applicable) and all other relevant laws and regulations, such as amended from time to time in compliance with the SEBI Buyback Regulations and subject to such other approvals, exemptions, conditions, sanctions and exemptions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, approved by the Board of Directors of the Company in its meeting held on June 16, 2025, for an aggregate amount of up to INR 17,50,00,000 (Indian Rupees One Hundred and Seventy Five Crores Only), representing 20,00,000 (twenty lakh) 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 Rupees Eight Hundred and Seventy Five Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate amount of up to INR 17,50,00,000 (Indian Rupees One Hundred and Seventy Five Crores Only), representing 20,00,000 (twenty lakh) Equity Shares and 7.78% of the aggregate of the Company's paid-up capital and free reserves as per the latest available audited and consolidated financial statements of the Company for the year ended as on March 31, 2025, respectively, on a proportionate basis through the tender offer process as prescribed under the SEBI Buyback Regulations, from all the equity shareholders/beneficial owners of the Company who hold Equity Shares as on the Record Date (as defined below) ("Buyback").

1.2. In terms of Regulation 5(v) of the SEBI Buyback Regulations, the Board or 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, such that there is no change in the Buyback Offer Size.

1.3. The Buyback Offer is subject to the total paid-up equity share capital and free reserves of the Company based on standalone financial statements of the Company, as per its latest audited standalone financial statement as on March 31, 2025. Accordingly, the Company shall adjust the number of Equity Shares to be bought back, by way of special resolution through the postal ballot notice dated June 16, 2025 ("Postal Ballot Notice"), in accordance with Section 68(7)(b) of the Companies Act, 2013 and Regulation 5(v) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by e-voting on July 16, 2025, and the results of which were announced on July 17, 2025.

1.4. The Buyback Offer Size represents 24.81% and 7.78% of the aggregate of the Company's total paid-up equity capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2025, respectively, and 2.95% of the aggregate total paid-up equity capital and free reserves of the Company, based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. The Buyback Offer Size does not include transaction cost or 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 Securities and Exchange Board of India ("SEBI"), advertisement, website, investor relations, public relation expenses, printing and dispatch expenses and other incidental and related expenses, etc ("Transaction Costs").

1.6. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total Equity Shares in the total paid-up equity capital of the Company in that financial year. The Company currently has a total number of 1,30,00,000 (thirteen crore) Equity Shares (representing up to 1.49% of the total number of Equity Shares in the existing total paid-up equity capital of the Company), which is within the aforesaid limit of 25%.

1.7. The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter collectively referred to as the "Stock Exchanges") from the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(v)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange. The details of the Buyback Offer are as follows: (i) SEBI circular bearing reference number CIR/CFD/CORP/2018/18 dated December 9, 2018, SEBI circular bearing reference number SEBI/CORP/DO/19-20/2018/1815 dated August 13, 2021, and SEBI circular bearing reference number SEBI/CORP/DO/19-20/2023/20303 dated March 4, 2023 and such other laws, regulations, notices, as may be applicable with any amendment thereto (the "SEBI Circulars"). For the purposes of the Buyback the Company will include both the Stock Exchanges, i.e., BSE and NSE, for utilization of their acquisition windows for tendering of Equity Shares under this Buyback. For the purposes of the Buyback, BSE will be the designated stock exchange.

1.8. Participation in the Buyback by Eligible Shareholders will trigger a call consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 01, 2024, which will allow the tax facility in the hands of the shareholders (whether resident or non-resident) and the Company is not restricting its offer to tax resident investors. The offer is open to all domestic company or purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward to set off against capital gains as per the provisions of the Income Tax Act, 1961 need with any applicable rules framed thereunder ("ITAT"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge) on the net consideration payable to the shareholder under the treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the tendering period for the Buyback. Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable. In the event, Eligible Shareholders will realize a capital gain or loss, as per a most detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.9. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approval, if any and to the extent necessary or required from the concerned authorities including approval from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals will be sought to be taken by such non-resident shareholders.

1.10. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a re-issuance of up to 15% of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the tendering of small shareholders as defined in the SEBI Buyback Regulations ("Small Shareholders") on the Record Date, whichever is higher, as per the provisions of the Companies Act and SEBI Buyback Regulations.

1.11. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com; the website of the Manager to the Buyback at www.investor.tanla.com; and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in; and on the website of the respective Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, during the period of the Buyback.

2. **NECESSITY FOR THE BUYBACK AND DETAILS THEREOF**

2.1. 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 financial statements as on March 31, 2025 and also as on the date of the Board Meeting, thereby identifying the overall sum to shareholders to allocate up to INR 17,50,00,000 (Indian Rupees One Hundred and Seventy Five Crores Only) including the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company as on the Record Date through the Buyback. The 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 thereby proportionately enhancing the value of the Company's Equity Shares.

(ii) The Buyback, which is being implemented through the tender offer process 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% of the number of Equity Shares to be bought back, whichever is higher, as per the provisions of the Companies Act and SEBI Buyback Regulations. This re-issuance for Small Shareholders would result in a large number of public shareholders, who would get classified as "small shareholders" as per Regulation 2(j)(ii) 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 "healthy shareholders' value."

(iv) The Buyback (being the Eligible Shareholders) (as defined below) to (a) participate and get a cash in hand of Equity Shares to be accepted under the Buyback offer; or (b) to not participate and get a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

3. **MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED**

The maximum amount required for the Buyback shall not exceed INR 17,50,00,000 (Indian Rupees One Hundred and Seventy Five Crores Only) including 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%.

3.2. The funds for the consideration 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.

3.3. The Company shall transfer from its free reserves and securities premium account a sum equal to the nominal value of Equity Shares to be bought back through the tender offer process. The Company shall ensure account and details of such transfer shall be disclosed in its subsequent audited financial statement.

4. **MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE**

(i) The Equity Shares of the Company are proposed to be bought back at a price of INR 875/- (Indian Rupees 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 price of the Equity Shares on the Stock Exchanges, 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, during the 6 (six) months preceding the date of the Buyback (the "Lookback Period") (a) Premium of 87.50% and 86.42% on volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, during the 3 (three) months preceding June 11, 2025, being the date of Intimation to the Stock Exchanges 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 the NSE and BSE, respectively, during the 3 (three) months preceding June 11, 2025, being the date of Intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("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.

(d) In accordance with Regulation 5(v) 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.

5. **MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK**

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

6. **DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS**

6.1. The aggregate shareholding in the Company of the (i) promoter and the members of the 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 the Board Meeting, Postal Ballot Notice and this Public Announcement are as follows:

(a) Aggregate shareholding of the Promoter and Promoter Group and persons in control as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Promoter/Member of the Promoter Group	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Raddy Dassari*	3,11,01,481	23.10
2.	Tanuja Raddy Dassari*	2,10,88,127	16.87
3.	TNA Corporation LLP	34,79,000	2.68
4.	Mobile Techsoft Private Limited	20,88,000	1.59
5.	Armitis Ventures LLP	10,78,684	0.87
6.	M & M Holdings	7,70,936	0.60
7.	S R Holdings	3,87,500	0.29
8.	Blue Green Technologies Private Limited	3,200,000	0.24
9.	Veda Matha Technologies Private Limited	3,056,000	0.23
10.	Ran Avneem LLP	2,40,710	0.18
11.	M V Corporation	2,300,000	0.16
12.	Maqura Vilas India	1,69,000	0.12
	Total	6,12,33,538	46.48

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

* Tanuja Raddy Dassari is one of the promoters of the Company and holds directorship in certain promoter group entities of the Company, namely, Mobile Techsoft Private Limited, Veda Matha Technologies Private Limited, and Blue Green Technologies Private Limited. Tanuja Raddy Dassari is a designated partner of promoter group entity of the Company, namely, TNA Corporation LLP. Armitis Ventures LLP and Ran Avneem LLP are entities of the Promoter and Promoter Group, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement.

(b) Aggregate shareholding of the directors of the Company which are a part of the Promoter and Promoter Group, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Director	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Raddy Dassari*	Director	3,11,01,481	23.10
2.	Tanuja Raddy Dassari*	Director	2,10,88,127	16.87

* Uday Kumar Raddy Dassari and Tanuja Raddy Dassari hold directorship in Mobile Techsoft Private Limited, Veda Matha Technologies Private Limited and Blue Green Technologies Private Limited. The Company ("PMP") hold any Equity Shares in the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement.

(c) Except as disclosed below, none of the directors of the Company or any managerial personnel of the Company ("PMP") hold any Equity Shares in the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Raddy Dassari	Chairman and Chief Executive Officer	3,11,01,481	23.10
2.	Deepati Satyashankh Goyal	Whole-Time Director	28,34,010	1.96
3.	Rahul Khanna	Independent Director	60,000	0.04
4.	Sathishnaraoha Chava	General Counsel and Company Secretary	1,65,289	0.10

(d) Aggregate employee stock options held by the directors and KMPs of the Company, as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

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

* Mr. Abhinav Kumar Jain will cease to be the CFO and KMP w.e.f. from July 27, 2025 and accordingly these employee stock options shall lapse.

(e) Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchange or off-market basis) 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 persons who are in control of the Company during a period of 6 (six) months preceding the date of the Board Meeting, i.e., June 16, 2025 till the date of this Public Announcement.

7. **INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK**

In terms of the SEBI Buyback Regulations, under the tender offer process, 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 via their letters dated June 12, 2025. Accordingly, the disclosures as required as per the paragraph (vi) 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 KMPs of the Company, except to the extent of the cash consideration received by them from the Company pursuant to their respective participations, 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 redemption of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Any change in voting rights of the promoter, members of the promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

8. **NO DEFAULTS**

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment therein, 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.

9. **CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY**

As required by clause (d) of Schedule I in accordance with Regulation 5(v)(ii) 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 the opinion that:

(i) Immediately following the date of the Board Meeting and the date on which the results of shareholders' resolution passed by way of postal ballot approving the proposed Buyback were declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found liable to pay to its debenture holders;

(ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback, and for the year immediately following the date of 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 the results of the Postal Ballot Resolution for shareholders' approval were declared; and

(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.

10. **CONTRIBUTIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT**

(i) All Equity Shares of the Company are fully paid up;

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;

(ii) 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 or the implementation of the Buyback;

(iii) The aggregate amount of the Buyback i.e., INR 17,50,00,000 (Indian Rupees One Hundred and Seventy Five Crores Only) does not exceed 25% 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;

(iv) The maximum number of Equity Shares proposed to be purchased under the Buyback i.e., 20,00,000 (twenty lakh) Equity Shares does not exceed 25% 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;

(v) There are no pending charges of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company; and this Public Announcement is not being made during pendency of any such Scheme;

(vi) The consideration for the Buyback shall be paid by the Company only in cash;

(vii) The Buyback shall ensure and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buyback Regulations;

(viii) The Company shall not make any further offer of Buyback within a period of 1 (one) year reckoned from the expiry of the Buyback offer i.e., date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;

(ix) The Company shall not withdraw the Buyback offer after the Public Announcement of the Buyback is made; (x) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

(xi) The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

(xii) The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary company, if any or its own investment company or group of investment companies;

(xiii) The Company is in compliance with the provisions of Sections 92, 123, 127 and 128 of the Companies Act; (xiv) 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;

(xv) 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;

(xvi) The ratio of the aggregate of secured and unsecured debts borne by the Company after the Buyback shall not be more than 25% of the paid-up equity share capital and free reserves of the Company based on standalone or consolidated financial statements of the Company as on March 31, 2025, whichever sets out a lower amount;

(xvii) The Company shall transfer from its free reserves or securities premium account and/or such amount 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;

(xviii) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(xix) The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;

(xx) As per Regulation 24(v) 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 other through the stock exchanges or off-market transactions (including intra-company transfer of Equity Shares among the promoters and members of promoter group) from the date of the Postal Ballot Resolution approving the Buyback till the date of the expiry of the Buyback offer;

(xxi) The Company has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of the buyback period of the preceding offer of buyback;

(xxii) that conversion in relation to financing arrangements/borrowings with lenders are not being breached pursuant to the terms of the loan agreement, and accordingly prior consent of lenders in terms of Regulation 5(i)(c) and Schedule I (ii) of the SEBI Buyback Regulations is not required;

(xxiii) 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.

REPORTING AND STATUTORY AUDITOR

The audit report dated June 16, 2025 received from M & K A Associates, Chartered Accountants with Firm Registration No. 105047W, the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

The Board of Directors
Tanla Platforms Limited (Formerly Tanla Solutions Limited)
Tech City Technology Centre,
H-10 City, Madhav Hyderabad, Telangana 500 081

We, M & K A Associates, Chartered Accountants, the Statutory Auditors of Tanla Platforms Limited (the "Company") have performed the following procedure as agreed with the Company under letter dated June 16, 2025. In connection with the proposal of the Company to buyback its Equity Shares of face value INR 100 (Indian Rupees One Only) each ("Buyback") in accordance with the requirements of the provisions of Sections 88 and 70 of the Companies Act, 2013 (the "Act") read with Rule 17 of Companies (Share Capital and Debentures) Rules, 2014 (the "Rules") and Clause (v) of Schedule I of 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 buyback 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 Sections 88, 67 and 70 of the Act and the Buyback Regulations.

We have been referred to by the management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment (Statement)" and the same has been included for the information purpose only.

2. Declaration of Solvency by the Board of Directors of the Company;

3. Resolution passed by the Board of Directors of the Company in its meeting held on June 16, 2025 for approval of proposed buyback;

4. Assessment note and proposed cash flow provided to the Board for solvency declaration;

5. Articles of association to verify authorization for buyback of Equity Shares. The procedures summarized below are performed only to assist the Company in confirming the affairs and prospects of the Company for the proposed buyback of shares:

a) Inspected 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 Article 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 amount of paid-up equity share capital, securities premium account, general reserve, reserves and contingency 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

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

For M S K A & Associates
Chartered Accountants
Firm Registration No. 195047W

Sd/-
Mubashir Kumer Puggala
Partner
Membership No. 221387
UDIN: 25221387BMASG9375

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 Tania Platforms Limited (the Company) in accordance with the requirements of Section 69(2)(c) of the Companies Act, 2013, as amended ("Act") read with Section 69(2)(c) of the Act, Regulation 4(f) of the Securities and Exchange Board of India (Buyback and Repurchase) Regulations, 2018, as amended ("Buyback Regulations") and Regulation 5(i) of the Buyback Regulations based on audited financials and consolidated financial statements for the year ended March 31, 2025:

Particulars	(INR in Lacs)	
	As at March 31, 2025	
A. Issued authorized 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	1,348.17
B. Free Reserves as at March 31, 2025		
Retained earnings	45,878.24	1,65,087.95
General Reserve	2,546.17	2,549.92
Share Premium Account	21,441.83	21,441.83
Foreign currency translation reserve	- 673.45	4,610.88
Total Free Reserves (B)	66,188.79	2,23,670.38
C. Total of Paid-up Equity Shares Capital and Free Reserves (A+B)	79,534.96	2,28,615.55
D. Maximum amount permissible for buyback under Section 69(2)(c) of the Act and Regulation 4(f) of the Buyback Regulations, 20% of the total paid-up equity capital and free reserves, (lower of standalone and consolidated financial statements)		17,633.74

- * Free reserves as defined in Section 2(45) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.
- # The above calculation of the total paid-up equity shares 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, such as amended from time to time.

For and on behalf of the Board of Directors
For Tania Platforms Limited
Sd/-
(Ajahabhai Kumar Vaid)
Chief Financial Officer
Date: June 16, 2025

Objective

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

kotak
Kotak Securities Limited
27 BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400011
Tel. No.: 1800 209 6191
Contact Person: Tejasv Anwar
Email: service.securities@kotak.com; Website: www.kotaksecurities.com
SEBI Registration No.: IN20000200137

- The Company will request the Stock Exchanges to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
 - During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
 - In the event the Stock Brokers of any Eligible Shareholder are not registered with the Stock Exchanges as a trading member/stockbroker, then that Eligible Shareholder can approach any Stock Exchange-registered stock broker and can register himself by using web based unique client code application (UCI online) facility through that registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other registered stock broker, Eligible Shareholders may approach the Company's Broker to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.
 - Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be cubbed and considered as "one bid" for the purposes of acceptance.
 - The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
 - Further, the Company will not accept Equity Shares tendered to Buyback which are under residual order of the court/any competent authority for transfer/sale/real or file in respect of which it otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
 - The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/or the Stock Brokers through which the Eligible Shareholder places the order/bid.
- 12.1. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**
- Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Brokers by indicating to the concerned Stock Brokers, the details of Equity Shares they intend to tender under the Buyback.
 - The Stock Brokers would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited or the National Clearing Limited ("Clearing Corporation").
 - The details of the permitted number under which the bid will be entered on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
 - The bid shall be marked in the demat account of the Eligible Shareholders against the Equity Shares tendered in the Buyback. The details of such Equity Shares marked as bid in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporation.
 - In case, the demat account of the Eligible Shareholder is held with one depository and clearing member post and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the Eligible Shareholder's demat account at the source depository during the tendering period. In the Depository Transfer Offer ("DITO") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member account/clearing corporation at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and will send DITO message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholder's demat account shall be provided by the target depository to the Clearing Corporation.

- The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.
- For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order bid by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order confirmation shall be provided to the investor and the revised order bid sent to the custodian again for confirmation.
- Upon placing the order/bid, the Stock Broker should provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order bid has been placed. The TRS will contain the details of the order submitted such as bid ID number, sponsor ID number, Depository Participant ID number, number of Equity Shares tendered, etc. In case of non-recognition of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.
- In case of non-recognition of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the order/bid by such Eligible Shareholder shall be deemed to have been accepted.
- Eligible Shareholders will be required to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pre-announced Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the existing account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, unaccepted dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, shall be returned to the Eligible Shareholders by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository account, due to any reason, then such securities will be transferred to the Stock Broker's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of custodian participant orders, unaccepted dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- Eligible Shareholders who have tendered their dematerialized shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate, in case any Eligible Shareholder is deceased, or court approved scheme for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

12.2. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

- In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/CMD/ICAP/020/0144 dated July 31, 2023, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback through the offer route. However, such tendering should comply with the provisions of the SEBI Buyback Regulations. The procedure is as below:
 - Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Brokers along with the complete set of documents for verification procedure to be carried out before placing of the order/bid (including the tender form duly signed by all registered Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares and as per the specimen signatures registered with the Company), (b) original Equity Share certificate(s), (c) valid share transfer form(s) (i.e. Form SH-4 duly filled and signed by the transferee(s) as well as by registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and (d) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form. If the original Equity Share certificate is lost, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
 - Based on the aforesaid documents, the concerned Stock Broker shall place the order/bid on behalf of the Eligible Shareholder holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the order/bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted such as bid ID number, sponsor ID number, Depository Participant ID number, number of Equity Shares tendered, etc.
 - Any Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 12.2.1(i) above) along with the TRS generated by stock exchange bidding system upon placing of bid, either by registered post, or courier or hand delivery to the registrar to the Buyback i.e. KFN Technologies Limited ("Registrar") at the address mentioned at the end of this circular. The order and documents should be accompanied by a self-attested copy of the Letter of Offer or before the Buyback closing date. The envelope should be self-sealed and marked "Tania Platforms Limited - Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
 - Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be blocked under the demat account of the Company. The demat account of the Eligible Shareholder in physical form on the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such orders/bids based on the documents submitted on a daily basis and if such verification, the Stock Exchanges shall display such bids as unconfirmed physical bids. Once the Registrar receives the confirmed physical bids, it will be treated as confirmed bid and displayed on the respective website of the Stock Exchanges.
 - In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
 - Unregistered shareholders holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date. In their name, along with the offer form, copy of the PAN card and of the person from whom they have purchased shares and other relevant documents, as required for transfer, if any.

13. METHOD OF SETTLEMENT

- Upon finalization of the bids of acceptance as per the SEBI Buyback Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per SEBI Circulars.
 - The Company will pay the consideration (net of tax deducted at source) to the Company's broker which will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payment to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available in the fund transfer system of the Clearing Corporation or if the bank account details are not in any reason, then the amount payable to the Eligible Shareholder will be transferred to the concerned Stock Broker's settlement account for onward transfer to such Eligible Shareholder.
 - For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholders.
 - In case of stock of Eligible Shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will credit the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted order/bid will be transferred to the Clearing Corporation.
 - In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of DITO message from target depository. Further, release of DITO message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with order/bid accepted detail as received from the Company or the Registrar to the Buyback. Detail receiving the DITO message from target depository, source depository will cancel/excess shares or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted order/bid quantity, the source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted order bid Equity Shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
 - In relation to the Equity Shares in physical form:
 - If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholder's sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.
 - If however, only a portion of the Equity Shares held by an Eligible Shareholder in physical form is accepted in the Buyback then the Company shall instead of issuing a split of share certificate, issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MSD/SRMS/DTAM/DP/CR/2022/28 dated January 25, 2022, as may be amended from time to time, with respect to the non-accepted share certificates for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deliver the certificate with a stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 100 (one hundred twenty) days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Eligible Shareholder fails to submit the dematerialization request within the aforementioned period, the Registrar shall credit the Equity Shares in physical form to a separate demat account of the Company opened for the said purpose.
 - Eligible Shareholders should ensure that their depository account is maintained if the lien, if any, marked against unaccepted Equity Shares is released on completion of formalities pertaining to the Buyback.
 - The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
 - The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is initiated by the Company's Broker through the offer route. In case of non-recognition of the completed tender form and other documents, but lien marked on Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
 - Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Brokers for any cost, applicable taxes, charges, stamp duty and expenses (including brokerage) that may be levied, including by the Stock Brokers upon the selling Eligible Shareholders for tendering Equity Shares

- In the Buyback (secondary market transaction), the Buyback consideration received by the selling Eligible Shareholders in respect of their Equity Shares would be net of such costs, applicable taxes, charges and expenses (including brokerage and/or stamp duty) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the selling Eligible Shareholders.
- The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and settlement will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.
- RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT**
- As required under the SEBI Buyback Regulations, the Company has fixed July 23, 2025 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from July 29, 2025, i.e., not later than 7 (seven) working days from the Record Date and shall remain open for a five (5) working days, i.e., until August 04, 2025.
- As per the SEBI Buyback Regulations, as well as other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate in the tender process in the Buyback.
- As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode in accordance with the provisions of the Companies Act, within 2 (two) working days from the Record Date and that in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be provided.
- The Equity Shares proposed to be bought back by the Company shall be divided into 2 (two) categories and the entitlements in respect of each category will be ascertained accordingly: (i) reserved category for Small Shareholders and (ii) the general category for all other Eligible Shareholders.
- As defined in Regulation 2(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 of shares on the stock exchange, on which the highest trading volume in respect of the Equity Shares on or on the Record Date was recorded, of not more than INR 2,00,000/- (Indian Rupees Two Lacs Only).
- In accordance with proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares held in the Company as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of the Buyback.
- Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be ascertained based on the number of Equity Shares held by such shareholders with the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback. Since the purchase of the Equity Shares will be based on the total number of Equity Shares tendered, the intention to not participate in the Buyback, Equity Shares held by them shall not be considered for the purposes of computing the entitlement ratio.
- In accordance with Regulation 9(a) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts do not receive a higher entitlement under the Small Shareholders 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 shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of shareholders holding Equity Shares in physical form 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 names 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 such common PAN is held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted in proportion to the Equity Shares tendered over and above their entitlement in the Buyback by the Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to either participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt to not participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option to tender their shares to the Buyback and above their entitlement and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held in the demat account of the Company as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the Tender Offer under Buyback, Buy-Back and Tendering" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender offer form indicating their respective entitlement for participating in the Buyback.
- Detailed instructions for participation in the Buyback (under the Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer, along with the tender offer form, will be sent to the course of the Buyback. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.

For and on behalf of the Board of Directors of Tania Platforms Limited
Sd/-
Udaykumar Reddy Desai
Chairman & CEO, Director
DIN: 00003282

Sd/-
Suvil Ranjankant Bhumralkar
Independent Director
DIN: 00177658

Sd/-
Snehaswathi Chava
Company Secretary
Membership No. - A15519

Date: July 18, 2025
Place: Hyderabad, Telangana

