Tanla Solutions Limited
Tanla Technology Center
Hi-tech city Road, Madhapur,
Hyderabad, India - 500081
CIN: L72200TG1995PLC021262

T: +91-40-40099999
info@tanla.com
tanla.com

September 6, 2019

To,

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: **532790**	National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: **TANLA**

Dear Sir / Madam,

Sub: Notice of the 23rd Annual General Meeting (the "AGM") of Tanla Solutions Limited (the "Company").

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find the enclosed herewith the Notice convening 23rd Annual General Meeting of the Members of Tanla Solutions Limited scheduled to be held on Monday, September 30, 2019 at 11:30 a.m. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad - 500 081.

The Notice of AGM is also available on the Company's website at:

https://www.tanla.com/media/images/Annual/AGM_Notice_2019.pdf

Request you to take the same on record and oblige.

Thanking you,

Yours faithfully,

For **TANLA SOLUTIONS LIMITED**

Seshanuradha Chava
Company Secretary and VP - Legal & Secretarial
ACS-15519

Encl: As above

Notice of 23rd Annual General Meeting

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting of the Members of Tanla Solutions Limited will be held on Monday, September 30, 2019 at 11:30 a.m. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad - 500 081, to transact the following businesses:

Ordinary Business(es):

1. **To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and of the Auditors thereon**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

2. **To declare final dividend on equity shares for the financial year ended March 31, 2019:**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** a final dividend for the year ended March 31, 2019 at the rate of ₹ 0.35/- per equity share of ₹ 1/-each fully paid-up be and is hereby declared and paid to the Members whose names appear in the Register of Members as on September 23, 2019."

3. **To appoint the Statutory Auditors:**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. MSKA & Associates, Chartered Accountants, Hyderabad, (Firm Registration No. 105047W), be and is hereby appointed as Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

4. **To appoint a Director:**

   Mr. D. Uday Kumar Reddy (DIN: 00003382), who retires by rotation and being eligible, offers himself for re-appointment and in this connection to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT**, pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. D. Uday Kumar Reddy (DIN: 00003382) as Director, to the extent that he is required to retire by rotation and continue as Managing Director of the Company as per the approval accorded by the Members at the 19th Annual General Meeting of the Company held on September 16, 2015 and as revised/amended from time to time."

Special Business:

5. **To re-appoint Mr. D. Uday Kumar Reddy (DIN: 00003382) as Chairman & Managing Director of the Company and to fix his remuneration:**

   To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to provisions of Sections 188, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time thereto and the Articles of Association of the Company, and subject to such modifications, variations as may be approved and acceptable, approval of the Members of the Company be and is hereby accorded for the reappointment

of Mr. D. Uday Kumar Reddy (DIN: 00003382) as Chairman & Managing Director of the Company, for a period of 5 (Five) years, with effect from October 1, 2019, as approved by the Nomination & Remuneration Committee in its meeting held on August 30, 2019.

RESOLVED FURTHER THAT, approval of the Company be and is hereby accorded to pay a remuneration of ₹ 240.00 Lakh per annum to Mr. D. Uday Kumar Reddy, Chairman & Managing Director of the Company, as recommended by the Nomination & Remuneration Committee in its meeting dated August 30, 2019 for a period of 3 (three) years with effect from October 1, 2019, excluding other benefits, allowances, perquisites.

RESOLVED FURTHER THAT, Mr. D. Uday Kumar Reddy, (DIN: 00003382) Chairman & Managing Director would be eligible for the following perks as recommended by the Nomination & Remuneration Committee in its meeting dated August 30, 2019 in addition to the above mentioned remuneration, as per Section 197 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any Statutory modification(s) or re-enactment thereof;

a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Rules.

b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.

c) Encashment of leave as per the Company's rules at the end of tenure.

RESOLVED FURTHER THAT, Directors/Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. To appoint Ms. Amrita Gangotra (DIN: 08333492) as an Independent Director of the Company;

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Amrita Gangotra (DIN: 08333492), who was appointed as Additional Director (Non-Executive & Independent) on July 31, 2019 and who holds office of Independent Director up to the conclusion of ensuing Annual General Meeting, and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director who shall hold office for a period of 5 years from the date of ensuing Annual General Meeting up to the conclusion of 28th Annual General Meeting of the Company to be held in 2024, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/ forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

7. To appoint Dr. A. G. Ravindranath Reddy (DIN: 01729114) as a Director of the Company;

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company and SEBI (LODR) Regulations, 2015, approval of the members be and is hereby accorded to change the designation and appoint Dr. Anantapurguggilla Ravindranath Reddy (DIN: 01729114) as Non-Executive Director of the Company with effect from September 30, 2019, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/ forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

8. To appoint Mr. Rohit Bhasin (DIN: 02478962) as Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Rohit Bhasin (DIN: 02478962) who was appointed as Additional Director (Non-Executive & Independent) on August 30, 2019 and who holds office of Independent Director up to the conclusion of ensuing Annual General Meeting, consent of members be and is hereby accorded to appoint Mr. Rohit Bhasin (DIN: 02478962), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office from the date of ensuing Annual General Meeting up to the conclusion of 26th Annual General Meeting of the Company to be held in 2022, who shall not be liable to retire by rotation."

RESOLVED FURTHER THAT, Directors/Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

9. To appoint Mr. Sanjay Baweja (DIN: 00232126) as Independent Director of the Company;

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Sanjay Baweja (DIN: 00232126) who was appointed as Additional Director (Non-Executive & Independent) on August 30, 2019 and who holds office of Additional Director up to the conclusion of ensuing Annual General Meeting, consent of members be and is hereby accorded to appoint Mr. Sanjay Baweja (DIN: 00232126), as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office from the date of ensuing Annual General Meeting up to the conclusion of 26th Annual General Meeting of the Company to be held in 2022, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, Directors/Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/ forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

10. To appoint Mr. Sanjay Kapoor (DIN: 1973450) as a Director of the Company;

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1) and any other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), Mr. Sanjay Kapoor (DIN: 1973450), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 30, 2019, be and is hereby appointed as Director of the Company for a period of 3 (Three) years, who shall hold office from the date of ensuing Annual General Meeting up to the conclusion of 26th Annual General Meeting of the

Company to be held in 2022, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

11. To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director, under Sec 188(f) of the Companies Act, 2013 read with rule 15 (Meeting of Board and its powers) rules, 2014 and Regulation 17 of SEBI (LODR), 2015:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 188, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and regulation 17 of SEBI (LODR) regulations, 2015, approval of the members be and is hereby accorded to pay remuneration to Mr. Sanjay Kapoor (DIN: 1973450), as the Non-executive Director of the Company, of amount not exceeding Rupees Eighteen Lakh per month as fixed consultation charges and a variable pay not exceeding ₹ 5 Crore for every period of 12 months as per terms and conditions mentioned in the Contract executed with him and as approved by Nominations & Remuneration Committee.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

12. **Issue of Equity Shares on a preferential basis to Mr. Kishore Annapureddy and Ms. Nishitha Nagireddy:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India ("SEBI"),including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "SEBI (ICDR) Regulations") to the extent applicable and approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the "Stock Exchanges") and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of the Definitive Share Purchase Agreement executed by the Company in relation to the acquisition of 100% of the equity shares ("Sale Shares") of Gamooga Softtech Private Limited ("Gamooga") from its existing shareholders, collectively known as "Sellers" (hereinafter referred to as "Acquisition Transaction") and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby

accorded to the Board to create, offer, issue and allot at an appropriate time, up to 10,59,844 equity shares ("Equity Shares") of face value of ₹ 1/- (Rupee One only) at a premium of ₹ 79 (Rupees Seventy-Nine only) to Mr. Kishore Annapureddy and 10,59,844 equity shares ("Equity Shares") of face value of ₹ 1/- (Rupee One only) at a premium of ₹ 79 (Rupees Seventy Nine only) each, to Ms. Nishitha Nagireddy ("Proposed Allottees") for consideration other than cash being discharge of part of purchase consideration for the Acquisition Transaction, in context of issue and allotment of equity shares of the Company aggregating to ₹ 16,95,75,040 (Rupees Sixteen Crore Ninety Five Lakh Seventy Five Thousand and Forty only) under Non-Promoter Category by way of preferential allotment of equity shares to the Proposed Allottees as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder.

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the Proposed Allottees by way of a preferential issue or allotment shall be on such terms and conditions as may be determined by the Board including in accordance with the Companies Act, 2013 and the ICDR Regulations including but not limited to the following:

(i) The equity shares shall be issued and allotted by the Company in dematerialise form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;

(ii) The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;

(iii) The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Saturday, August 31, 2019, being 30 days prior to date on which the resolution is deemed to be passed i.e. the date specified for Annual General Meeting;

(iv) The equity shares to be offered, issued and allotted shall be subject to lock-in for a period of 4 years from the date of allotment of shares as per the terms of the Definitive Share Purchase Agreement entered between the Proposed Allottees and the Company;

(v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

(vi) The equity shares so offered, issued and allotted are being issued for consideration other than cash, being discharge of part of the purchase consideration for acquisition of the Sale Shares pursuant to the Acquisition Transaction from the Sellers and

(vii) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved here in above."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and consequent proportionate change (subject to rounding off adjustments) to the number of equity shares to be allotted to Proposed Allottees, finalising the terms of definitive agreements and other related agreements/documents to be executed and amendments thereto, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and is authorised to prepare, execute and enter into arrangement/agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such

persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

for **Tanla Solutions Limited**

Sd/-
Seshanuradha Chava
Company Secretary & VP – Legal & Secretarial

Place: Hyderabad
Date: August 30, 2019

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

**This particular agenda was approved in the Board meeting held on September 5, 2019, however the same forms part of this Notice as it was approved before the dispatch of Notice of the 23rd Annual General Meeting.

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company.

   The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of members up to and not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

3. Brief profile of Mr. D. Uday Kumar Reddy, Chairman & Managing Director proposed to be re-appointed along with names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and his relationship with other directors *inter-se* as stipulated under Regulations of the Listing Agreement with the Stock Exchange(s), are provided in the Report on Corporate Governance forming part of the Annual Report.

4. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Meeting is annexed hereto.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019. (Both days inclusive)

6. Members/Proxies attending the Meeting are requested to complete and bring the Attendance Slip enclosed with the Annual Report and hand over the same at the entrance of the meeting hall, duly signed.

7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Fintech Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes

are to be advised only to the concerned Depository Participant by the members.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their addressor bank mandates immediately to the Company/Karvy.

9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.

10. Non-Resident Indian Members are requested to inform Karvy, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.

13. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

14. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of ₹ 1,00,000 (Rupees One Lakh only).

15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following: evoting@karvy.com

16. The Annual Report for the year ending March 31, 2019 and Notice of the AGM *inter-alia* indicating the manner and process of e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

17. Members may also note that the Notice of the 23rd AGM and the Annual Report for 2019 will also be available on the Company's website www.tanla.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's e-mail id: investorhelp@tanla.com.

18. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the members

facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Fintech Private Limited. The procedure for participating in the e-voting is given below:

E-Voting Instructions:

A. In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/ Depository Participants(s)]:

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (**i.e. User ID and password**). In case of physical folio, User ID will be EVENT number 5048 followed by folio number. In case of De-mat account, User ID will be your DP ID and ClientID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu where in you are required to mandatorily change your password. The new password shall comprise of minimum 8characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e. Tanla Solutions Limited.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together not exceeding your total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm; else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail cssumanbijarnia@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above-mentioned documents should be in the naming format "Tanla–23rd AGM".

B. (1) In case of Members receiving physical copy of Notice [for members whose e-mail IDs are not registered with the Company/Depository Participant(s)]

i. E-Voting Event Number – 5048 (EVENT), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

(2) Voting at AGM: The Members, who have not cast their vote electronically, can exercise their voting rights at the AGM. The Company will make necessary arrangements (e-voting/ballot) in this regard at the AGM Venue. Members, who cast their votes by e-voting prior to AGM may attend

the AGM, but will not be entitled to cast their votes again.

Other Instructions:

i. In case of queries, you may refer Help & FAQ section of https://evoting.karvy.com (Karvy website) or call Karvy on Toll Free No. 1800 3454 001.

ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iii. The e-voting period commences on **Friday, September 27, 2019 (9:00 a.m. IST)** and **ends on Sunday, September 29, 2019 (5:00 p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. **September 23, 2019** may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

   a) Any person, who becomes a member of the Company after the dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. September 23, 2019 may write to e-voting@karvy.com or to the company at investorhep@tanla.com requesting for User ID and password. On receipt of User ID and password the steps from (i) to (xi) mentioned above should be followed for casting their vote, if the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

iv. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **September 23, 2019**.

v. The Board of Directors has appointed Ms. Suman Bijarnia, Practicing Company Secretary (Certificate of Practice Number 19013) as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

vi. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

vii. The Results shall be declared either by the Chairman or by an authorised person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

viii. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.tanla.com and on the website of KARVY at https://evoting.karvy.com, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

Explanatory Statement

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

Item No. 5

The members are hereby informed that Mr. D. Uday Kumar Reddy was appointed as Chairman & Managing Director of the Company for a period of 5 years with effect from January 14, 2015 at the Annual General Meeting of the Company held on September 16, 2015. Whose term of office of Chairman & Managing Director of the Company is expiring on January 13, 2020.

As per the provisions of Section 196 of the Companies Act, 2013, and on recommendation by Nomination and Remuneration Committee in their meeting held on August 30, 2019 considering the seamless contribution of Mr. D. Uday Kumar Reddy on the Board of Tanla as a Chairman & Managing Director taking the Company to new heights, the Board of Directors of the Company recommends to the member to reappoint Mr. D. Uday Kumar Reddy as Chairman & Managing Director of the Company for next 5 (Five) years with effect from the October 1, 2019 at a remuneration of ₹ 240 Lakh p.a. for next 3 (Three) years with effect from October 1, 2019, excluding other benefits, allowances, perquisites.

Statement as required under Part II of Section II of Schedule V to the Companies Act, 2013:

I. General Information:

(1) Nature of Industry: Tanla started its journey as the new millennium set in with a small group of mobile

messaging experts, with base in Hyderabad, India, to create a world-class messaging service. Today, Tanla is a global leader in its domain as one of the largest Cloud Communication providers, handling over 90 bn business communications annually. Tanla is innovating the way world communicates, continuously raising the bar through enhanced speed, ease and simplicity of Cloud Communication solutions, adopting cutting-edge technologies backed by the best of IT setup, highly scalable cloud infrastructure, industry standard processes and world-class security (ISO 27001:2013) to meet the discerning needs of a diverse clientele, from enterprises to carriers across geographies.

(2) Date or expected date of commencement of commercial production: Certificate of commencement of business certificate was issued by ROC in July 1995.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators:

Particulars	FY 2018-19	FY 2017-18
Paid-up Capital	11,56,26,827	11,24,21,952
Reserves & Surplus	6,88,15,27,178	6,52,72,27,014
Income from operations	8,09,40,87,585	6,91,93,52,268
EBIDTA	81,11,48,383	50,61,77,028
Profit before Tax	19,63,77,433	6,37,50,908
Profit after Tax	17,07,57,695	13,09,21,659

(5) Foreign investments or collaborations of Tanla Solutions Ltd. if any:

Particulars	As on March 31, 2019 (No. of Shares)	As on March 31, 2018 (No. of Shares)
Foreign Portfolio Investors	NIL	146,847
Non-Resident Indians	21,90,800	26,48,559
Foreign Nationals	2,56,836	85,886

II. Information about the appointee:

(1) Background details: Mr. D. Uday Kumar Reddy holds an MBA from University of Manchester, UK and is the founder promoter of Tanla Solutions Limited. He is the chief architect of the Company, besides being responsible for its meteoric rise from a mere products-based solution provider to one of the largest publicly traded Cloud Communication service company, specialising in wireless data services for mobile messaging and billing. The Company is into Cloud Communication Solutions.

(2) Past remuneration: The shareholders in the 22nd AGM approved an annual remuneration of ₹ 240.00 Lakh with effect from June 2018 to December 2019.

(3) Recognition or awards: Not applicable

(4) Job Profile and his suitability: Uday's keen business acumen and a sharp focus on innovation combined with an urge to set new milestones in business and technology have been the key drivers of the Company's success. An active member in the M&A community, he has been leading discussions across the globe regarding potential alliances and M&A opportunities. It is little wonder that within a decade of its inception, he has led Tanla to dizzying heights as one of the most successful young IT companies in India with a global presence. Under his able leadership, Tanla has emerged as a global leader in its domain as one of the largest Cloud Communication providers, handling over 90 Billion business communications annually. In August 2018, Tanla has announced the acquisition of Karix Mobile Private Limited which is also a leading "Business Cloud Communication Provider".

(5) Remuneration Proposed: The Nomination and Remuneration Committee in its meeting held on August 30, 2019 proposed an Annual Remuneration of ₹ 240.00 Lakh for a period of 3 (three) years from October 1, 2019 subject to the approval of members by passing Special Resolution in the ensuing 23rd Annual General Meeting.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The indicative salary range for this role, based on the study conducted by the Company is ₹ 150.00 Lakh to ₹ 450.00 Lakh which includes annual cash and bonus, as applicable. Considering the current financial position of the Company, the Board has deemed it fit to approve an annual remuneration of ₹ 240.00 Lakh, excluding perquisites mentioned in Schedule V of the Companies Act, 2013.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: There is no pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel except

with Mrs. D. Tanuja Reddy, the co-promoter of Tanla Solutions Limited. In addition, Mr. D. Uday Kumar Reddy holds 2,49,40,502 equity shares constituting 17.36% of the paid-up capital of the Company. Mrs. D. Tanuja Reddy holds 1,79,45,193 equity shares constituting 12.78% of the paid-up capital of the Company as on August 30, 2019.

III. Other information:

(1) Reasons of loss or inadequate profits: Higher depreciation on account of re-assessment of useful life of assets has resulted in adequate profits. Nomination and Remuneration Committee has been authorised to review and fix monthly salary and also to determine performance linked incentives including commission, either on quarterly, half yearly or yearly basis, considering the maximum remuneration payable under Section 197 read with Schedule V of Companies Act, 2013. The Nomination and Remuneration Committee thus met on August 30, 2019 and passed a resolution approving the proposed salary payable.

(2) Steps taken or proposed to be taken for improvement: Launch of new products, increase of footprint in domestic markets and migration to cloud for offering better quality services at reduced costs.

(3) Expected increase in productivity and profits in measurable terms: The Company expects to generate increased revenues in the coming years.

The explanatory statement may also be regarded as an abstract of Memorandum under Section 190 of the Companies Act, 2013 and disclosure under the regulations of the Listing Agreement.

Pursuant to Section 198 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, approval of members is required by way of Special Resolution for reappointment and payment of aforesaid remuneration to Mr. D. Uday Kumar Reddy, Chairman & Managing Director of the Company. Your Directors recommend that the said resolution for your approval via Special Resolution.

Brief Details, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the "Corporate Governance Report" forming part of the Annual Report.

Mr. D. Uday Kumar Reddy interested in the resolutions set out in Item No. 5 of the Notice about his reappointment and fixing of remuneration. The relatives of Mr. D. Uday Kumar Reddy may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 6:

The Board appointed Ms. Amrita Gangotra (DIN: 08333492), as Additional Directors (Non-Executive & Independent) on the Board of the Company pursuant to the provisions of Sections 161 & 149 of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, on July 31, 2019 and who holds office up to the conclusion of ensuing Annual General Meeting.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended regularisation of Ms. Amrita Gangotra (DIN: 08333492), and appointment as Independent Director for a term of 5 (Five) years on the Board of the Company i.e. from the date of ensuing Annual General Meeting up to the conclusion of 28th Annual General Meeting of the Company to be held in 2024.

The Board, based on the performance evaluation of Ms. Amrita Gangotra and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure as an Additional Director (Non-Executive & Independent), the continued association of Ms. Amrita Gangotra would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to regularise Ms. Amrita Gangotra as Independent Director of the Company, who shall not be liable to retire by rotation and to hold office for a term of 5 (Five) years on the Board of the Company.

The Company has also received declarations from Ms. Amrita Gangotra that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Ms. Amrita Gangotra fulfil the conditions for appointment as Independent Directors as specified

in the Act and the Listing Regulations. Ms. Amrita Gangotra is independent of the management.

Ms. Amrita Gangotra is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Director.

Copy of draft letters of appointment of Ms. Amrita Gangotra setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Ms. Amrita Gangotra is interested in the resolutions set out in Item No. 6 of the Notice about her regularisation. The relatives of Ms. Amrita Gangotra may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Brief Details, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the "Corporate Governance Report" forming part of the Annual Report.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the members.

Item No. 7:

Dr. A. G. Ravindranath Reddy (DIN: 01729114) was appointed as an Independent Director of the Company for a second term of 1 (one) year from conclusion of 22nd AGM till the conclusion of this 23rd AGM of the Company. The Nomination and Remuneration Committee has recommended re-designation of Dr. A. G. Ravindranath Reddy as Non-Executive Director, liable to retire by rotation. The resolution seeks the approval of the members for the appointment of Dr. A. G. Ravindranath Reddy as Director (Non-Executive) of the Company, liable to retire by rotation.

With his vast experience as a Corporate Consultant, Dr. A. G. Ravindranath Reddy, has always actively participated in the Board and Committee meetings, sought clarity on issues related to business, accounting principles and emphasised on employee welfare and regulatory and legal compliance.

Brief Details, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the "Corporate Governance Report" forming part of the Annual Report.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8:

The Board of Directors of the Company had appointed Mr. Rohit Bhasin as an Additional Director of the Company with effect from August 30, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Rohit Bhasin shall hold office up to the date of the forthcoming Annual General Meeting and shall be appointed as an Independent Director for a term of three years.

The Nomination and Remuneration Committee has recommended regularisation of Mr. Rohit Bhasin and appointment as Independent Director for a term of 3 (Three) years on the Board of the Company i.e. from the date of ensuing Annual General Meeting up to the conclusion of 26th Annual General Meeting of the Company to be held in 2022.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the continued association of Mr. Rohit Bhasin would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that Mr. Rohit Bhasin be appointed as an Independent Directors for a term of 3 (Three) consecutive years from the date of ensuing Annual General Meeting up to the conclusion of 26th Annual General Meeting of the Company to be held in 2022.

The Company has received a declaration of independence from Mr. Rohit Bhasin. In the opinion of the Board, Mr. Rohit Bhasin fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

Mr. Rohit Bhasin is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Director.

Copy of draft letters of appointment of Mr. Rohit Bhasin setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in Item No. 8 as an Ordinary Resolution.

Brief Details, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the "Corporate Governance Report" forming part of the Annual Report.

Mr. Rohit Bhasin is interested in the resolutions set out in Item No. 8 of the Notice about his regularisation. The relatives of Mr. Rohit Bhasin may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolutions set out at Item No. 8 of the Notice for approval by the members.

Item No. 9:

The Board of Directors of the Company had appointed Mr. Sanjay Baweja as an Additional Director of the Company with effect from August 30, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sanjay Baweja shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director.

The Nomination and Remuneration Committee has recommended regularisation of Mr. Sanjay Baweja and appointment as Independent Director for a term of 3 (Three) years on the Board of the Company i.e. Company i.e. from the date of ensuing Annual General Meeting up to the conclusion of 26th Annual General Meeting of the Company to be held in 2022.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the continued association of Mr. Sanjay Baweja would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that Mr. Sanjay Baweja be appointed as an Independent Directors 3 (Three) years.

The Company has received a declaration of independence from Mr. Sanjay Baweja. In the opinion of the Board, Mr. Sanjay Baweja fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

Mr. Sanjay Baweja is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Director.

Copy of draft letters of appointment of Mr. Sanjay Baweja setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in Item No. 9 as an Ordinary Resolution.

Brief Details, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the "Corporate Governance Report" forming part of the Annual Report.

Mr. Sanjay Baweja is interested in the resolutions set out in Item No. 9 of the Notice about his regularisation. The relatives of Mr. Sanjay Baweja may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolutions set out at Item No. 9 of the Notice for approval by the members.

Item No. 10:

As per recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Kapoor was

appointed as an Additional Director on the Board with effect from August 30, 2019 under Section 161 of the Companies Act, 2013 and Mr. Sanjay Kapoor holds office up to the date of the forthcoming Annual General Meeting. Mr. Sanjay Kapoor is eligible for appointment as a director of the Company.

In the opinion of the Board, Mr. Sanjay Kapoor is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as a director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any modification(s)/amendment(s) thereto If appointed, Mr. Sanjay Kapoor will act as a non-executive director for a period of three (3) years, who shall be liable to retire by rotation.

A brief resume, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the "Corporate Governance Report" forming part of the Annual Report.

Keeping in view the experience and expertise, the Resolution at Item No. 10 for his appointment as Director of the Company is recommended by the Board for approval by the Members.

Except Mr. Sanjay Kapoor and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item No. 10 of the Notice

Details of Directors whose appointment/ re-appointment as Directors is proposed at Item Nos. 5, 6, 7, 8, 9 & 10 are provided in the Corporate Governance Report to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Item No. 11:

Company is availing the professional services from Mr. Sanjay Kapoor through his consulting company, at a fixed monthly remuneration of ₹ 18 Lakh and a variable pay not exceeding ₹ 5 Crore for every period of 12 months. In pursuance of Section 188(f) of the Companies Act, 2013 and Regulation 17(6)(ca) of SEBI (LODR), 2015 as amended time to time, the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

Based upon the recommendation of Nomination and Remuneration Committee, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in Item No. 11 as a Special Resolution.

Except Mr. Sanjay Kapoor and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item No. 11 of the Notice.

Item No. 12:

The disclosures under Resolution No. 12 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations and other applicable Regulations in relation thereto are as under:

1. **Objects of the Issue:** The object of the proposed issue and allotment of Equity Shares is to discharge the part of the Purchase Consideration payable to the Proposed Allottees for the purchase of Business Undertaking.

2. **Maximum number of securities to be issued:** 21,19,688

3. **Basis on which the price has been arrived at:**
   The equity shares of Company are listed and frequently traded on Stock Exchanges, viz. BSE Limited and National Stock Exchange of India Limited ("NSE") in accordance with SEBI (ICDR) Regulations and NSE has higher trading volume during the 26 weeks preceding the Relevant Date. Hence, for the purpose of computation of the allotment price per equity share, the relevant price on National Stock Exchange of India Limited has been considered.

   In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date; or

(b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The price per equity share, to be issued, shall be the price calculated as per SEBI (ICDR) Regulations or ₹ 80 (Rupees Eighty only) whichever is higher.

Since the equity shares of the Company have been listed on the recognised Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations.

4. Relevant Date:

The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Saturday, August 31, 2019, (being 30 days prior to the date of passing of special resolution at the AGM proposed to be held on September 30, 2019, to approve the proposed preferential issue).

5. Shareholding Pattern before and after the Preferential Issue

Name of the Shareholders	Pre-issue shareholding		Preferential Issue	Post-Issue Shareholding	
	No. of Shares held	% of Shares	% of Shares	No. of Shares held	% of Shares
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian					
(a) Individuals/HUF	4,28,85,695	29.83	0	4,28,85,695	29.40
(b) Central Govt./State Govt.	0	0.00	0	0	0.00
(c) Bodies Corporate	44,19,000	3.07	0	44,19,000	3.03
(d) Financial Institutions/banks	0	0.00	0	0	0.00
(e) Any Other (Specify)	0	0.00	0	0	0.00
Sub-Total (A) (1)	**4,73,04,695**	**32.90**	**0**	**4,73,04,695**	**32.43**
(2) Foreign					
(a) Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0	0.00
(b) Bodies Corporate	0	0.00	0	0	0.00
(c) Institutions	0	0.00	0	0	0.00
(d) Any Other (Specify)	0	0.00	0	0	0.00
Sub-Total (A)(2)	0	0.00	0	0	0.00
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	**4,73,04,695**	**32.90**	**0**	**4,73,04,695**	**32.43**
(B) Public shareholding					
(1) Institutions					
(a) Mutual Funds/UTI	0	0.00	0	0	0.00
(b) Financial Institutions/Banks	74,422	0.05	0	74,422	0.05
(c) Central Government/State Government(s)	0	0.00	0	0	0.00
(d) Venture Capital Funds	0	0.00	0	0	0.00
(e) Insurance Companies	0	0.00	0	0	0.00
(f) Foreign Institutional Investors	0	0.00	0	0	0.00
(g) Foreign Venture Capital Investors	0	0.00	0	0	0.00
(h) Any Others– Foreign Body Corporate	2,19,99,824	15.30	0	2,19,99,824	15.08
(i) Any Others– Foreign Portfolio– Corp	10,25,602	0.71	0	10,25,602	0.70
Sub-Total (B)(1)	**2,30,99,848**	**16.07**	**0**	**2,30,99,848**	**15.83**

Name of the Shareholders		Pre-issue shareholding		Preferential Issue	Post-Issue Shareholding	
		No. of Shares held	% of Shares	% of Shares	No. of Shares held	% of Shares
(2)	Non-institutions					
(a)	Bodies Corporate	21,64,455	1.51	0	10,25,602	1.48
(b)	Individuals					
(i)	Individual shareholders holding nominal share capital up to ₹ 2 Lakh	3,59,98,602	24.98	21,19,688	3,80,38,220	26.07
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	2,04,39,114	14.22	0	2,04,39,114	14.01
(c)	Employees	85,43,294	5.94	0	85,43,294	5.86
(d)	Others	62,94,908	4.38	0	62,94,908	4.31
Sub-Total (B)(2)		**7,33,60,303**	**51.03**	**21,19,688**	**7,54,79,991**	**51.74**
Total Public Shareholding (B) = (B)(1)+(B)(2)		**9,64,60,151**	**67.10**	**21,19,688**	**9,85,79,839**	**67.57**
Total (A)+(B)		**14,37,64,846**	**100.00**	**21,19,688**	**14,58,84,534**	**100.00**

6. Proposal/Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:
None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any Equity Shares pursuant to this preferential issue.

7. Proposed time within which the preferential issue shall be completed
As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:
There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares

9. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

- 16,65,000 equity shares were allotted to the Promoters pursuant to conversion of warrants to equity shares at a price of ₹ 40/ per equity share.
- 2,19,99,824 equity shares of par value ₹ 1/- per share were allotted to Banyan Investments Pvt. Ltd. at a price of ₹ 57.69/ per equity share.
- 60,00,000 equity shares of par value of ₹ 1/- each allotted to eligible employees under Tanla Employee Share Purchase at ₹ 1/- per equity share.
- 1,38,195 shares were allotted to employees who exercised their option under Tanla ESOP 2015 at an exercise price of ₹ 26.51 per equity share.

10. Valuation for consideration other than cash:
As per Regulation, 163 (3) of the SEBI (ICDR) Regulations, the Valuation Certificate has been issued by V GANGADHARA RAO N, REGISTERED VALUER, IBBI/RV/06/2019/107.

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Acquisition of Gamooga will position the Company as an end-to-end solution provider for global enterprises, to solve every imaginary use case and problem of customer experience.

12. Lock-in Period:
The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, further as per the terms of the definitive share purchase agreement entered into between the Company and the Proposed Allottees the equity shares issued pursuant to this preferential allotment shall be subject to a

total lock-in of a period of 4 years from the date of allotment of shares to the Proposed Allottees.

13. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects, including dividend.

14. Auditors' Certificate:

The Certificate being issued by M/s. M. N. Rao & Associates, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 9:00 a.m. and 6:30 p.m. on all working days between Monday to Friday from the date of dispatch of the Notice till date of Annual General meeting.

15. Other Disclosures:

i. None of the Promoter or Directors are wilful defaulter.

ii. The Proposed Allottees have not sold any equity shares during the six months preceding the Relevant Date.

16. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Sr. No	Name of the proposed allottee	Ultimate beneficial owner	(%) of Post Preferential Issue Capital
1	Mr. Kishore Annapureddy	Mr. Kishore Annapureddy	0.73%
2	Ms. Nishitha Nagireddy	Ms. Nishitha Nagireddy	0.73%

Pursuant to Section 62(1)(c) of the Act, further equity shares may be issued to persons other than the existing Members of the Company as specified in Section 62(1)(a) of the Act, and for consideration other than cash, provided that the Members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

Consent of the Members in form a special resolution would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, the SEBI (ICDR) Regulations and the applicable provisions of Listing Regulations for issuance of securities on preferential basis.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believe that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No. 12 of this Notice, for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 12 of this Notice.

for **Tanla Solutions Limited**

Sd/-
Seshanuradha Chava
Company Secretary & VP – Legal & Secretarial

Place: Hyderabad
Date: August 30, 2019

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

Tanla Solutions Limited

CIN: L72200TG1995PLC021262
Regd. Office: Tanla Technology Centre, Hi-Tech City Road, Hyderabad – 500 081.
Phone: + 91-40-40099999, Fax: +91-40-23122999
E-mail: investorhelp@tanla.com Website: www.tanla.com

FORM NO. MGT- 11
PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): No. of Shares:

Registered Address: E-mail ID:

Folio No./Client ID: DP ID:

I/We being the holder of ..... Shares of Tanla Solutions Limited, hereby appoint:

1. Mr./Ms..... having e-mail ID ..... or failing him

2. Mr./Ms..... having e-mail ID ..... or failing him

3. Mr./Ms.....having e-mail ID ..... and

as my/our proxy to attend and vote (on a poll/e-voting) either for or against each resolution for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 11.30 a.m. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad – 500 081, any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Subject Matter of the Resolution	For	Against
1	Adoption of Annual Accounts and Reports thereon for the year ended March 31, 2019		
2	To declare final dividend of 35% on the equity shares for the financial year 2018-19		
3	Re-appointment of Mr. D. Uday Kumar Reddy who retires by rotation		
4	To appoint the Statutory Auditors		
5	To re-appoint Mr. D. Uday Kumar Reddy (DIN: 00003382) as Chairman & Managing Director of the Company and to fix his remuneration		
6	To appoint Ms. Amrita Gangotra (DIN: 08333492) as an Independent Director of the Company		
7	To appoint Dr. A. G. Ravindranath Reddy (DIN: 01729114) as a Director of the Company		
8	To appoint Mr. Rohit Bhasin (DIN: 02478962) as Independent Director of the Company		
9	To appoint Mr. Sanjay Baweja (DIN: 00232126) as Independent Director of the Company		
10	To appoint Mr. Sanjay Kapoor (DIN: 1973450) as a Director of the Company		
11	To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director, under Section 188(f) of the Companies Act, 2013 read with rule 15 (meeting of Board and its powers) rules, 2014 and Regulation 17 of SEBI (LODR), 2015		
12	**Issue of Equity Shares on a preferential basis to Mr. Kishore Annapureddy and Ms. Nishitha Nagireddy		

**This particular agenda was approved in the Board meeting held on September 5, 2019, however the same forms part of this Notice as it was approved before the dispatch of Notice of the 23rd Annual General Meeting.

Affix a ₹ 1/- Revenue Stamp

Signed this .....day of .....2019.

Signatures of the member(s)

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

a) Proxy need not be a member of the Company.

b) The Proxy Form in order to be effective shall be duly filled in and signed by the member(s) across revenue Stamp and should reach the Company's Registered Office: Tanla Solutions Limited, Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad – 500 081 at least 48 hours before the commencement of the Annual General Meeting (i.e. on Saturday, September 28, 2019 before 11:30 a.m.).

c) Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

d) It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

Tanla Solutions Limited

CIN: L72200TG1995PLC021262
Regd. Office: Tanla Technology Centre, Hi-Tech City Road, Hyderabad – 500 081.
Phone: + 91-40-40099999, Fax: +91-40-23122999
E-mail: investorhelp@tanla.com Website: www.tanla.com

23rd Annual General Meeting - Monday, September 30, 2019 at 11.30 a.m.

Attendance Slip

Folio No./DP ID & Client ID:	No. of shares held:

Name and address of

First/Sole Member:

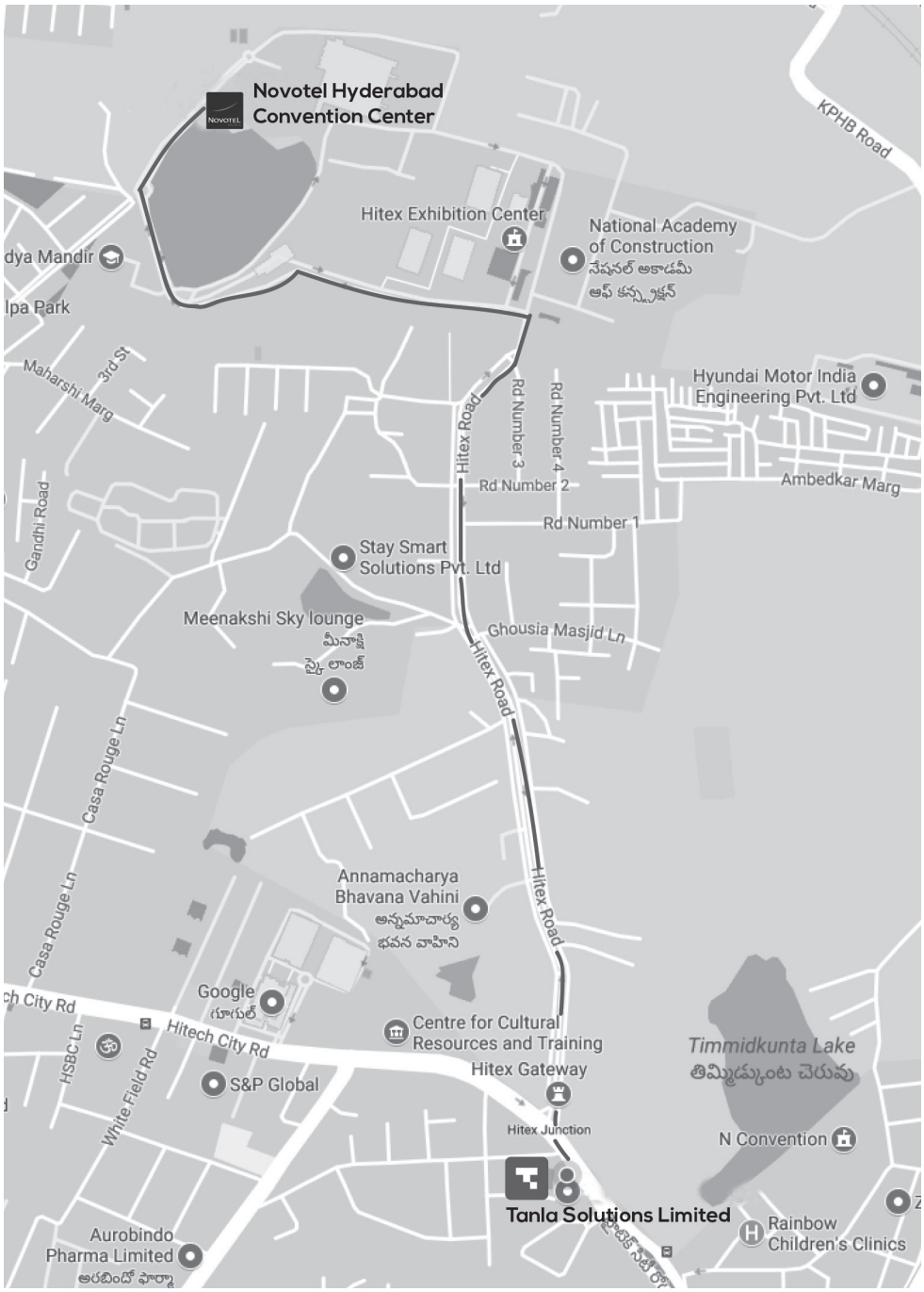
I certify that I am a member/proxy/authorised representative for the member of the Company.

I, hereby record my presence at the 23rd Annual General Meeting of the Company held on Monday, September 30, 2019 at 11.30 a.m. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad – 500 081.

Name of the member/proxy (in BLOCK letters)

Signature of the member/proxy

Notes:

1. Only member/proxy can attend the meeting. No minors would be allowed at the meeting.
2. Member/proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
3. Member/proxy should bring his/her copy of the annual report for reference at the meeting.

In terms of the requirements of the Secretarial Standards on general meetings (SS-2) issued by the Institute of Company Secretaries of India, route map for the location of the venue of the 23rd Annual General Meeting is as under: