

September 30, 2011

National Stock Exchange of India Limited,
Exchange Plaza, Plot No.C/1, G – Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Dear Sir,

Sub : Proceedings of 15th Annual General Meeting held on 30th September, 2011.

In furtherance to our letter dated September 5, 2011, this is to inform that the 15th Annual General Meeting of the Company was held on Friday, 30th September 2011 at 10:30 AM at the Registered Office of the Company.

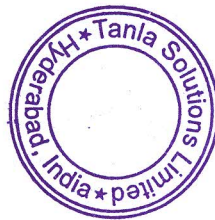
Please find enclosed herewith the proceedings of 15th Annual General Meeting of the Company.

This is for your information and records.

Thanking you,

Yours Sincerely
For TANLA SOLUTIONS LIMITED


CS Seshanuradha Chava
AGM – Legal & Secretarial.



Encl.: As above

PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING OF TANLA SOLUTIONS LIMITED HELD ON FRIDAY, 30TH SEPTEMBER, 2011 AT 10.30 A.M. AT THE REGISTERED OFFICE: TANLA TECHNOLOGY CENTRE, HITECH CITY ROAD, MADHAPUR, HYDERABAD – 500 081

Present:

Mr. D. Uday Kumar Reddy	Chairman & Managing Director
Padmabhushan Ram Narain Agarwal	Director
Mr. Satish Kathirisetti	Director - Technical
Mr. Navnit Chachan	Director – Engineering & Technology
Mr. Amit Gupta	Director – Finance

And 149 Members present in person and 09 persons present in proxy representing 77 members as per Attendance Register.

In attendance:

Mr. C.V. Koteswara Rao	Statutory Auditor
Mr. M.Madhusudhan Reddy	Internal Auditor
CS Seshanuradha Chava	AGM – Legal & Secretarial

The Chairman ascertained and declared that the requisite quorum was present. He thereupon commenced the proceedings of the Meeting.

At the outset the Chairman welcomed, addressed the Members and thanked them for making it convenient to attend the Meeting.

The Auditors' Report and the Notice dated September 05, 2011 convening the Annual General Meeting were taken as read with the unanimous consent of the Members present.

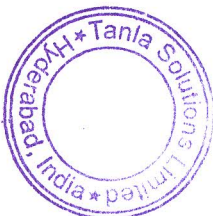
The Chairman then invited the attention of the Members to the Directors' Report, Audited Balance Sheet and Profit and Loss Account for the year ended on March 31, 2011 which was already circulated.

The Chairman thereupon invited Questions from the members, wherein he replied to all the questions from the members.

The Chairman then moved the following ORDINARY RESOLUTION:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31 2011, Profit & Loss Account for the financial year ended on that date together with the Reports of Directors' and Auditors' thereon

Mr. Shujath proposed the following resolution as an Ordinary Resolution:



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“RESOLVED THAT Audited Balance Sheet as at March 31, 2011 and Profit & Loss Account for the year ended on that date together with Reports of Directors’ and Auditors’ thereon be and are hereby adopted.”

Mr. L. Srinivasu seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed.

2. To declare a Final Dividend of Re.0.10/- per Equity Share of face value of Re.1/- each for the financial year 2010-11

Mr. Shekhar Lingala proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Final Dividend of Re.0.10/- per Equity Share of face value of Re.1/- each, fully paid up be and is hereby declared for payment to those members whose names appear on the Register of Members of the Company on 28th September 2011.”

Mr. L. Srinivasu seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed

3. To appoint a Director in place of Mr. Satish Kathiriseti, who retires by rotation and being eligible, offers himself for reappointment.

Mr. K. Ramakrishna proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 256 and other applicable provisions if any, of the Companies Act, 1956, Mr. Satish Kathiriseti, who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

Mr. K. Papa Rao seconded the resolution

Then the resolution was passed by show of hands and declared as unanimously passed

4. To appoint a Director in place of Mr. Anoop Roy Kundal, who retires by rotation and being eligible, offers himself for reappointment.

Mr. Shujath proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 256 and other applicable provisions if any, of the Companies Act, 1956, Mr. Anoop Roy Kundal, who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

Mr. L. Srinivasu seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed

5. To appoint a Director in place of Mr. Shrikanth Madan Chitnis, who retires by rotation and being eligible, offers himself for reappointment.

Mr. Hari Prasad Reddy proposed the following resolution as an Ordinary Resolution:



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“RESOLVED THAT pursuant to the provisions of Section 256 and other applicable provisions if any, of the Companies Act, 1956 Mr. Shrikanth Madan Chitnis, Director, who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

Mr. L. Srinivasu seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed

6. To appoint a Director in place of Prof S.K.Palhan, who retires by rotation and being eligible, offers himself for reappointment.

As Prof S.K.Palhan has intimated his inability to continue on the Board, his appointment was not taken up.

7. To appoint M/s. Ramasamy Koteswara Rao & Co., Chartered Accountants, Hyderabad, as the Statutory Auditors of the Company

Mr. Sujath proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Ramasamy Koteswara Rao & Co., Chartered Accountants be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”

Mr. Shekhar Lingala seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed

SPECIAL BUSINESS:

8 To pay the remuneration pursuant to Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956(“the Act”) read with Part II of Schedule XIII of the Act to Mr. D.Uday Kumar Reddy, Chairman & Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the Resolution as Special Resolution:

Mr. L. Srinivasu proposed the following resolution as Special Resolution:

“RESOLVED THAT, pursuant to Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 (“the Act”) read with Part II of Schedule XIII of the Act, Mr. D. Uday Kumar Reddy, Chairman & Managing Director, be paid remuneration of Rs.48 Lakhs per anum as approved by the Remuneration Committee in its meeting dated 20th October, 2010 for a period of three years from the month of October, 2010 including other benefits/allowances/perquisites.”



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“RESOLVED FURTHER THAT Mr. D. Uday Kumar Reddy, Chairman & Managing Director would be eligible for the following perks as approved by the Remuneration Committee in its meeting dated 20th October, 2010 under Sections 198, 269, and 309 read with Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Rules
2. Gratuity payable at a rate not exceeding half-a-month's salary for each completed year of service
3. Encashment of Leave as per the Company's rules at the end of tenure. ”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the re-appointment and payment of remuneration, the Company Secretary be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to the above said resolution.”

Ms. Aparajitha Lingala seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed

9. To pay the remuneration pursuant to Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956(“the Act”) read with Part II of Schedule XIII of the Act to Mr. Amit Gupta, Director - Finance and in this regard to consider and if thought fit, to pass with or without modification(s), the Resolution as Special Resolution:

Mr. Shujath proposed the following resolution as Special Resolution:

“RESOLVED THAT, pursuant to Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 (“the Act”) read with Part II of Schedule XIII of the Act, Mr. Amit Gupta, Director - Finance, be paid remuneration not exceeding Rs.30 Lakhs per anum as approved by the Remuneration Committee in its meeting dated 20th October, 2010 for a period of three years from 1st April, 2010 including other benefits/allowances/perquisites.”

“RESOLVED FURTHER THAT Mr. Amit Gupta, Director – Finance, would be eligible for the following perks as approved by the Remuneration Committee in its meeting dated 20th October, 2010 under Sections 198, 269, and 309 read with Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof :

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Rules
2. Gratuity payable at a rate not exceeding half-a-month's salary for each completed year of service
3. Encashment of Leave as per the Company's rules at the end of tenure. ”



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“RESOLVED FURTHER THAT, for the purpose of giving effect to the re-appointment and payment of remuneration, the Company Secretary be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to the above said resolution.”

Mr. L. Srinivasu seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed

10. To pay the remuneration pursuant to Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956(“the Act”) read with Part II of Schedule XIII of the Act to Mr. Satish Kathiriseti, Director – Technical, and in this regard to consider and if thought fit, to pass with or without modification(s), the Resolution as Special Resolution:

Mr. K. Ramakoteswar Rao proposed the following resolution as Special Resolution:

“RESOLVED THAT, pursuant to Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 (“the Act”) read with Part II of Schedule XIII of the Act, Mr. Satish Kathiriseti, Director - Technical, be paid remuneration not exceeding Rs.43 Lakhs per anum as approved by the Remuneration Committee in its meeting dated 20th October, 2010 for a period of three years from 1st October, 2010 including other benefits/allowances/perquisites.”

“RESOLVED FURTHER THAT Mr. Satish Kathiriseti, Director – Technical, would be eligible for the following perks as approved by the Remuneration Committee in its meeting dated 20th October, 2010 under Sections 198, 269, and 309 read with Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof :

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Rules
2. Gratuity payable at a rate not exceeding half-a-month’s salary for each completed year of service
3. Encashment of Leave as per the Company’s rules at the end of tenure. ”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the re-appointment and payment of remuneration, the Company Secretary be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to the above said resolution.”

Mr. K. Papa Rao seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed.



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11. To pay the remuneration pursuant to Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956("the Act") read with Part II of Schedule XIII of the Act to Mr. Anoop Roy Kundal, Whole time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the Resolution as Special Resolution:

Mr. L. Srinivasu proposed the following resolution as Special Resolution:

"RESOLVED THAT, pursuant to Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 ("the Act") read with Part II of Schedule XIII of the Act, Mr. Anoop Roy Kundal, Whole-time Director, be paid remuneration not exceeding Rs.30 Lakhs per anum as approved by the Remuneration Committee in its meeting dated 20th October, 2010 for a period of three years from 1st October, 2010 including other benefits/allowances/perquisites."

"RESOLVED FURTHER THAT Mr. Anoop Roy Kundal, Whole-time Director would be eligible for the following perks as approved by the Remuneration Committee in its meeting dated 20th October, 2010 under Sections 198, 269, and 309 read with Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof :

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Rules
2. Gratuity payable at a rate not exceeding half-a-month's salary for each completed year of service
3. Encashment of Leave as per the Company's rules at the end of tenure. "

"RESOLVED FURTHER THAT, for the purpose of giving effect to the re-appointment and payment of remuneration, the Company Secretary be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to the above said resolution."

Mr. Shujath seconded the resolution.

Then the resolution was passed by show of hands and declared as unanimously passed There being no other business to conduct, the meeting concluded with a vote of thanks to the Chair.

Sd/-
Chairman

// Certified Copy//



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