

October 1, 2010

To

National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051
Ph. No.022 – 26598235/6

Dear Sir,

Sub: Proceedings at the 14th AGM held on September 30 2010

Pursuant to the AGM held on September 30 2010, please find attached the proceedings of the AGM.

This is for your information and record.

Thanking You,

Yours Sincerely,
For Tanla Solutions Limited,


Ch. Seshanuradha
Company Secretary & Compliance Officer



Encl: as above

Tanla Solutions Limited

Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081, Andhra Pradesh, India.

☎: + 91 - 40 - 4009 9999 📠: + 91 - 40 - 2312 2888 E-mail: contact@tanla.com

COLOMBO | DUBAI | DUBLIN | HELSINKI | HYDERABAD | LONDON | SINGAPORE | TAMPERE

www.tanla.com

PROCEEDINGS OF THE 14TH ANNUAL GENERAL MEETING OF TANLA SOLUTIONS LIMITED HELD ON THURSDAY, 30TH SEPTEMBER, 2010 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
Mr. Gautam Sabharwal	Director- Global Business Development
Mr. Amit Gupta	Director – Finance
Mr. Navnit Chachan	Director – Engineering & Technology
Mr. Satish Kathiriseti	Director - Technical
Padmabhushan Ram Narain Agarwal	Director
Mr. S. K. Palhan	Director

And 182 Members present in person and 25 Shareholders were represented through proxy as per Attendance Register.

In attendance:

C.V. Koteswara Rao	Statutory Auditor
Ch. Seshanuradha	Company Secretary

The Chairman ascertained that the requisite quorum was present and declared the meeting to be in order. 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, 2010 convening the Annual General Meeting was 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, 2010 which was already circulated.

The Chairman thereupon conducted the Questions & Answers session, wherein he responded to all questions from the shareholders.

The Chairman then moved the following ORDINARY RESOLUTION:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31 2010, Profit & Loss Account for the financial year ended on that date together with the Reports of Directors' and Auditors' thereon

Mr. M.A.R. Sufi proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT Audited Balance Sheet as at March 31, 2010 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. Bharath Shah 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 2009-10

Mr. M.A.R. Sufi 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.”

Mr. Wali Ur Rahman 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. Abhishek Khaitan, who retires by rotation and being eligible, offers himself for reappointment.

Mr. G. Srinivasa Raju 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. Abhishek Khaitan, who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

Mr. M.A.R. Sufi 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. S.S. Jamuar, who retires by rotation and being eligible, offers himself for reappointment.

Mr. Ram Koteswara Rao 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. S.S. Jamuar, who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

Mr. Vijay. N 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 Padmabhushan Ram Narain Agarwal, who retires by rotation and being eligible, offers himself for reappointment.

Mr. M.A.R. Sufi 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 Padmabhushan Ram Narain Agarwal, Director, who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

Mr. U.K. Joshi seconded the resolution.

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

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

Mr. R. K. Rao 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. M.A.R. Sufi seconded the resolution.

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

7. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

Mr. K. Ramakoteswar Rao proposed the following resolution as an Ordinary resolution:

"RESOLVED THAT, pursuant to Sections 198,269, 309, 310 and other applicable provisions of the Companies Act, 1956 ("the Act") read with Schedule XIII of the Act, the Company hereby approves the re-appointment of Mr. D. Uday Kumar Reddy as the Chairman & Managing Director of the Company for a further period of 5 years with effect from 15th May 2010, at a remuneration of Rs. 48 Lakhs per annum for a period of three years, including other benefits/allowances/perquisites payable. ”

“RESOLVED FURTHER THAT, Mr. D. Uday Kumar Reddy, would be eligible for the following perks as approved by the Remuneration Committee from time to time within the limits specified under Sections 198,269 and 309 read with Schedule XIII and other

applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactments 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 Remuneration Committee is authorized 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 provision of Sec 198 and Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT for the purposes of giving effect to the re- appointment, the Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed or considered necessary or desirable for such purpose."

Mr. G. Srinivasa Raju seconded the resolution.

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

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

Mr. Wali Ur Rahman proposed the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII of the Act, the Company hereby approves of the re-appointment of Mr. Gautam Sabharwal, as Whole -Time Director designated as Director-Global Business Development, for a further period of 5 years with effect from January 28, 2010, subject to retire by rotation, without any remuneration.

RESOLVED FURTHER THAT for the purposes of giving effect to the re- appointment, the Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed or considered necessary or desirable for such purpose."

Mr. G. Srinivasa Raju seconded the resolution.

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

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

Mr. Wali Ur Rahman proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to section 198,269, 309, 310 and other applicable provisions of the Companies Act, 1956 ("the Act") read with Schedule XIII of the Act, the Company hereby approved the re-appointment of Mr. Amit Gupta as Whole-Time Director designated as Director- Finance of the Company, subject to retire by rotation, for a further period of 5 years with effect from April 01, 2010 at a remuneration of Rs. 30 Lakhs per annum, for a period of three years, subject to retirement by rotation, including other allowances/perquisites payable, as approved by remuneration committee".

"RESOLVED FURTHER THAT Remuneration Committee is authorized 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 provision of Sec 198 and Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT, Mr. Amit Gupta, would be eligible for the following perks as approved by the Remuneration Committee from time to time within the limits specified under Sections 198,269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act,1956 or any statutory modification(s) or re-enactments 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 purposes of giving effect to the re- appointment, the Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed or considered necessary or desirable for such purpose."

Mr. Vijay Nahar seconded the resolution.

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

Mr. Wali Ur Rahman proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to section 198,269, 309, 310 and other applicable provisions of the Companies Act, 1956 ("the Act") read with Schedule XIII of the Act, the Company hereby approves the re-designation of Mr. Navnit Chachan as Director – Engineering & Technology with effect from April 01 2010 and re-appointment as a

Whole time Director, subject to retire by rotation, without remuneration for a further period of 5 years with effect from May 01, 2010”.

RESOLVED FURTHER THAT for the purposes of giving effect to the re- appointment, the Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed or considered necessary or desirable for such purpose.”

Mr. M.A.R. Sufi seconded the resolution.

There being no other business to conduct, the meeting concluded with a vote of thanks to the Chair.

SD/-
CHAIRMAN