



 **Tanla Platforms Limited**
Tanla Technology Centre,
Madhapur, Hyderabad,
Telangana, India - 500081
CIN: L72200TG1995PLC021262

 +91-40-40099999
 91-40-23122999
 info@tanla.com
 www.tanla.com

Date: December 06, 2024

To,

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 532790	National Stock Exchange of India Ltd. “Exchange Plaza” Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: TANLA
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Dear Sir / Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 and in continuation of our submission dated December 06, 2024, please find enclosed a copy of the Postal Ballot Notice seeking approval of Members of the Company for-

S. No.	Description of Special Resolution
1.	Appointment of Mr. Francois Ortalo-Magne (DIN: 10801111) as an Independent Director
2.	Appointment of Ms. Naiyya Saggi (DIN: 06755099) as an Independent Director

In compliance with the provisions of the General circular General Circular No. 09 / 2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, the Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 29, 2024.

The Company has engaged the services of Kfin Technologies Limited for the purpose of providing e-voting facility to all its members. The e-voting period will commence from Sunday, December 08, 2024 at 9.00 a.m. (IST) and ends on Monday, January 06, 2025 at 5.00 p.m. (IST). The results of the postal ballot will be announced on or before January 08, 2025.

The copy of postal ballot notice is also available on the Company website www.tanla.com

We request you to take the above information on record.

Thanking you

Yours faithfully,
For **Tanla Platforms Limited**

Seshanuradha Chava
General Counsel and Company Secretary
ACS-15519

Encl: As above

Postal Ballot Notice

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("the Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), General Circular No. 09 / 2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India, and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the Members of the Company (as on "the Cut-off Date"), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The Company has appointed Mr. Mahadev Tirunagari, Company Secretary in Practice (CP No. 7350), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

In terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations read with MCA Circulars and applicable SEBI Circulars, the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on November 29, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Kfin Technologies Limited ("KFinTech").

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Sunday, December 08, 2024
Conclusion of e-voting period	5.00 p.m. IST on Monday, January 06, 2025

The e-voting facility will be disabled by KFinTech immediately after 5.00 p.m. IST on Monday, January 06, 2025, and will be disallowed thereafter. The results of the postal ballot will be announced on or before Wednesday, January 08, 2025.

The results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.tanla.com/> and on the website of KFin Technologies Limited at <https://www.kfintech.com>.

The last date of e-voting, i.e., January 06, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Francois Ortalo-Magne (DIN: 10801111) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Francois Ortalo-Magne (DIN:10801111), who was appointed as an Additional Director in the capacity of an Independent Director on October 10, 2024, meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years from October 10, 2024 to October 09, 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2: Appointment of Ms. Naiyya Saggi (DIN: 06755099) as an Independent Director

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





"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the

Nomination and Remuneration Committee and that of the Board of Directors, Ms. Naiyya Saggi (DIN: 06755099), who was appointed as an Additional Director in the capacity of an Independent Director on December 06, 2024, meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) consecutive years from December 06, 2024 to December 05, 2027 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Notes:

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 and 2 is annexed to the Postal Ballot Notice.
- 2) As per the MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
- 3) The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on November 29, 2024. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
- 4) Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on November 29, 2024, being the Cut-off Date fixed for the purpose.
- 5) All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. January 06, 2025. Members may send their requests to investorhelp@tanla.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- 6) Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
- 7) Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com.
- 8) **The instructions for E-voting are as under:**
 - i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
	<p>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. A new page will open. Enter the existing user id and password for accessing IDeAS. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name, i.e., '<i>Tanla Platforms Limited</i>', or e-voting service provider, i.e., KFin. Members will be re-directed to KFin's website for casting their vote during the e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on Company name, i.e., Tanla Platforms Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period. <p>C. NSDL Mobile App</p> <ol style="list-style-type: none"> Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual members holding securities in demat mode	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:</p>

<p><u>with CDSL</u></p>	<p>i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com.</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p> <p>ii. Provide Demat Account Number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Tanla Platforms Limited' or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
<p>Individual members login through their demat accounts / Website of Depository Participant(s)</p>	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against Tanla Platforms Limited or KFin.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.</p>
<p>Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual members holding securities in demat mode for any technical issues</p>	

related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

- ii) Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode.

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com/. ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on "LOGIN". iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters 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 the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the "EVEN", viz., "Tanla Platforms Limited and click on "Submit". 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, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member 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. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

Type of member	Login Method
	<p>ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xii. Corporate/ Institutional members (corporate / FIs / FII's / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to mahadev.pcs@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p>
<p>Members whose e-mail IDs are not registered with the Company / Depository Participants(s)</p>	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <p>Name KFIN Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#</p>

Type of member	Login Method
	Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii) Method for obtaining user id and password for members who have forgotten the User ID and password.

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <ol style="list-style-type: none"> If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890 If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.
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IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com>.

In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: inward.ris@kfintech.com or 1-800-309-4001 (toll free).

KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.



Tanla Platforms Limited
Tanla Technology Centre,
Madhapur, Hyderabad,
Telangana, India - 500081
CIN: L72200TG1995PLC021262



+91-40-40099999



91-40-23122999



info@tanla.com



www.tanla.com

Date: December 06, 2024

Place: Hyderabad

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

Sd/-

**Seshanuradha Chava
General Counsel & Company Secretary
M. No. A15519**

Registered Office:

Tanla Platforms Limited

Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.

CIN: L72200TG1995PLC021262

www.tanla.com

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. 1:

Pursuant to the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company on October 10, 2024, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of shareholders, appointed Mr. Francois Ortalo-Magne (DIN: 10801111) as a Non-Executive Independent Director (Additional Director) of the Company, with effect from October 10, 2024 for a term of five consecutive years.

François Ortalo-Magné is an accomplished economist, executive, and board member, acknowledged for driving transformations in complex environments. His contributions are grounded in rigorous academic research and enriched by leadership experiences across diverse international contexts. François empowers individuals and organizations through sound financial management, clear brand identity, and inclusive practices. With playful creativity, he fosters fresh perspectives, inspires collaboration, and catalyses action.

François is an experienced board member with noted contributions of rigorous financial management and creative strategic thinking. He currently serves on the Board and the Finance & Investment Committee of the Graduate Management Admission Council (GMAC). Prior to joining GMAC, François served his term limit on the Board, Executive Committee and Innovation Committee of AACSB, the world-leader in the accreditation and quality assurance of business schools. At London Business School, he has been a member of the School's Governing Body including the Finance, Audit & Risk, Endowment Investment, and Governance & Nomination committees. While at Wisconsin, he chaired the Board of the Centre for Professional and Executive Development.

On 31 July 2024, François moved on from his role as Dean and CEO of London Business School to join the school's faculty as Professor of Management Practice, positioning himself as a valuable resource for thought leadership, executive training, advisory and board service.

Considering François's experience and professional competence, his appointment on the Board is in the overall interest of the Company and adds great value for the Company. François's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, François fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

The proposed appointment of Independent Director, in the manner as set out in Item No. 1 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the Listing Regulations. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing François candidature for appointment as an Independent Director. The Company has also received a declaration from François confirming that he fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of Listing Regulations.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on

General Meetings issued by the Institute of Company Secretaries of India, are provided below.

Keeping in view of François's vast experience, knowledge and managerial skills, the Nomination & Remuneration Committee has recommended to the Board his appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that François is appointed as an Independent Director of the Company, for a term of five consecutive years from October 10, 2024 to October 09, 2029, not liable to retire by rotation.

Accordingly, the Board recommends the resolution as set out at Item No. 1 of this Notice, for the approval by the shareholders, as a Special Resolution.

Except the proposed appointee, in resolution set out at Item No. 1 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Personnel (KMP) of the Company or any relatives of such Promoters, Directors or KMP, are in any way concerned or interested, financially or otherwise, in the resolution.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of the Director	François Ortalo-Magné
Designation/ Category of Directorship	Non-Executive, Independent Director
Age	56 years
Date of first appointment on the Board	October 10, 2024
Terms and Conditions of appointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto
Qualification, Experience & Expertise	Ph.D. in Economics and Master of Agricultural Engineering and Management. Experience & Expertise: Refer to the Item No. 1 of the explanatory statement.
Directorship in other Companies including group companies	NIL
Committee position held in other companies	NIL
Name of listed entities from which the person has resigned in the past three years	NIL
Number of Shares held in the Company including shareholding as a beneficial owner.	NIL

Disclosure of Inter-se relationship between Directors and KMP's.	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person.	Only sitting fee will be paid for attending the Board and Committee Meetings of the Company.
Number of Board meetings attended during the year.	One Board meeting on October 17, 2024.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the Item No. 1 of the explanatory statement.

Item No. 2:

Pursuant to the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company on December 06, 2024, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of shareholders, appointed Ms. Naiyya Saggi (DIN: 06755099) as a Non-Executive Independent Director (Additional Director) of the Company, with effect from December 06, 2024 for a term of three consecutive years.

Ms. Naiyya Saggi is the Group Co- Founder & Board Member at the Good Glamm Group - India's fastest growing and largest D2C house of brands & Founder of BabyChakra - India's most trusted parenting platform.

In 2015, Naiyya founded Baby Chakra with the vision of making parenting easier. The platform provides, to be & new parents with relevant information via intelligent communities & personalized content and ensures access to trusted professionals in the medical world. More than 24 million mothers & 10,000 doctors have used BabyChakra. Funded by the world's top healthtech funds & angels, BabyChakra has been consistently recognised as one of the Top Consumer Tech products by Global Tech Powerhouses such as Google, Facebook, Microsoft. BabyChakra was also covered in a Harvard Business School Case Study: one of the few ventures in India to have received this honour.

In July 2021, BabyChakra merged with MyGlamm and Naiyya joined MyGlamm as a Co-founder, President and Board Member. As a group co founder, She helped lead the evolution of The Good Glamm Group which became India's First Insurgent Brands Unicorn, valued at over \$1.2 Bn. Today, GoodGlamm has a portfolio of over 6 market leading brands in makeup, skincare, babycare and personal care. We are backed by Prosus, Warburg Pincus, Accel Partners, Amazon, Bessemer Venture Partners & Wipro Consumer.

Naiyya is a member of The National Taskforce for Regulatory Issues, DPIIT Ministry of Commerce, India, on the Governing Council of TEAM (Tech Entrepreneurs Association of Mumbai) and also on the Harvard Alumni Entrepreneurs Association. She has been a mentor at Facebook's flagship #SheLeadsTech, Google for India & The Govt of India's National Startup Awards.

She is an independent director on the board of publicly listed Welspun Living (WLL) part of the \$5 BN

Welspun Group.

She also serves on the Advisory Board of Steer World and also on the board of The Contract Manufacturing & Private Label Association.

She recently started her journey as an angel investor having investments in healthtech, consumer and SAAS.

A Harvard Business School Graduate (MBA 2012) where she was a Fulbright & Tata Scholar, Naiyya has always been a tech enthusiast. She was formerly a Management Consultant at McKinsey & Co. and at The Bridgespan Group (Boston) where she worked extensively in Scaling Healthcare & Education Ventures. Naiyya is also a qualified lawyer and has a BA.LLB (HONS) from National Law School, Bangalore where she was elected University President.

Today, she is one of India's Top Entrepreneurs and Women in Tech. She has been profiled on Business World's Young Entrepreneurs Awards, ET Now Leaders of Tomorrow, CNBC Young Turks, Economic Times Young Entrepreneurs, Entrepreneur Magazine's Top Women Entrepreneurs amongst others. She is recognised as one of India's Top Emerging Leaders by Entrepreneur, The Economic Times & Business World.

Considering Naiyya's experience and professional competence, her appointment on the Board is in the overall interest of the Company and adds great value for the Company. Naiyya's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Naiyya fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

The proposed appointment of Independent Director, in the manner as set out in Item No. 2 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the Listing Regulations. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing Naiyya candidature for appointment as an Independent Director. The Company has also received a declaration from Naiyya confirming that she fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of Listing Regulations.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided below.

Keeping in view of Naiyya's vast experience, knowledge and managerial skills, the Nomination & Remuneration Committee has recommended to the Board her appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Naiyya is appointed as an Independent Director of the Company, for a term of three consecutive years from December 06, 2024 to December 05, 2027, not liable to retire by rotation.

Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice, for the approval by the shareholders, as a Special Resolution.

Except the proposed appointee, in resolution set out at Item No. 2 of this Notice, proposing her appointment, none of the Promoters, Directors and Key Managerial Personnel (KMP) of the Company or any relatives of such Promoters, Directors or KMP, are in any way concerned or interested, financially or

otherwise, in the resolution.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of the Director	Naiyya Saggi
Designation/ Category of Directorship	Non-Executive, Independent Director
Age	40 years
Date of first appointment on the Board	December 06, 2024
Terms and Conditions of appointment	As per the resolution in Item no.2 of this Notice read with the explanatory statement thereto
Qualification, Experience & Expertise	MBA BA.LLB (HONS) Experience & Expertise: Refer to the Item No. 2 of the explanatory statement.
Directorship in other Companies including group Companies	1-Welspun Living Limited- Independent Director
Committee position held in other Companies	Welspun Living Limited- Member of Audit Committee; Nomination & Remuneration Committee; Stakeholders Relationship Committee; Risk Management Committee and Corporate Social Responsibility Committee
Name of listed entities from which the person has resigned in the past three years	NIL
Number of Shares held in the Company including shareholding as a beneficial owner.	NIL
Disclosure of Inter-se relationship between Directors and KMP's.	None



Details of Remuneration sought to be paid and the remuneration last drawn by such person.	Only sitting fee will be paid for attending the Board and Committee Meetings of the Company.
Number of Board meetings attended during the year.	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the Item No. 2 of the explanatory statement.

Date: December 06, 2024

Place: Hyderabad

For and on behalf of the Board of
Tanla Platforms Limited

Sd/-

Seshanuradha Chava
General Counsel & Company Secretary
M. No. A15519

Registered Office:

Tanla Platforms Limited

Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.

CIN: L72200TG1995PLC021262

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