

Tanla Technology Center Hi-tech city Road, Madhapur, Hyderabad, India - 500081

CIN:L72200TG1995PLC021262

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Date: May 27, 2020

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers	Exchange Plaza, C-1, Block G
Dalal Street	Bandra Kurla Complex
Mumbai – 400 001	Bandra (E)
Scrip Code: 532790	Mumbai – 400 051
	Symbol: TANLA

Dear Sirs.

Sub: Buyback of not exceeding 1,90,12,345 fully paid-up equity shares of face value of INR 1/- each (the "Equity Shares") of Tanla Solutions Limited (the "Company") at a price of INR 81/- per Equity Share ("Buyback") through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended ("Buyback").

The Company is undertaking the Buyback through the tender offer process, in accordance with the Companies Act, 2013, as amended ("Companies Act") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and other applicable laws, if any.

In this connection, pursuant to Regulation 7 of the SEBI Buyback Regulations, the Company has published a public announcement dated May 26, 2020 for the Buyback on May 27, 2020, in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Jansatta	Hindi	All editions
Daily Hindi Milap	Hindi	Hyderabad
Namasthe Telangana	Telugu	Hyderabad
Financial Express	English	All editions

In this regard, we would like to submit the following documents:

- 1. A copy of the Public Announcement that has been published in the aforesaid newspapers; and
- 2. A certified true copy of the special resolution passed by the members of the Company through postal ballot (by remote electronic voting), approving the Buyback.

You are requested to kindly take the same on record.

For Tanla Solutions Limited

Seshanuradha Chava VP-Legal & Secretarial Membership No. – A15519

Enclosures: As above



Registered Office: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081. Tel: +91 40 4009 99 E-mail: investorhelp@tanla.com | Contact Person: Ms. Seshanuradha Chava, Vice President - Legal & Secretarial

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA SOLUTIONS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Tanla Solutions Limited (the "Company") through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buv-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or reenactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations

OFFER FOR BUYBACK OF NOT EXCEEDING 1,90,12,345 (ONE CRORE NINETY LAKHS TWELVE THOUSAND THREE HUNDRED AND FORTY FIVE ONLY) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/ (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 81/- (INDIAN RUPEES EIGHTY ONE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

I. DETAILS OF THE BUYBACK AND BUYBACK PRICE

- The board of directors of the Company ("Board") at its meeting held on April 22, 2020 ("Board Meeting") and the special resolution passed by the shareholders of the Company through postal ballot (by way of remote e-voting only) pursuant to a postal ballot notice dated April 22, 2020 ("Postal Ballot Notice"), the results of which were declared on May 23, 2020, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, have approved the buyback of the Company of its equity shares having a face value of INR 1/- (Indian Rupee One Only) each not exceeding 1,90,12,345 Equity Shares, at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size"), from all the shareholders/ beneficial owners of the Equity Shares of the Company, as on June 10, 2020 ("Record Date") (for further details on in relation to the Record Date, refer to paragraph 11 of this Public Announcement), on a proportionate basis through the "tender offer" route as specified under the SEBI Buyback Regulations.
- 1.2. The Buyback is pursuant to Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, each as amended from time to time and to the extent applicable. the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars or notifications, as may be applicable (hereinafter referred to as the "Buyback").
- .3. The maximum amount required for the Buyback will not exceed INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs, being 22.32% and 24.65% of the total paid-up capital and $free\ reserves\ based\ on\ the\ standalone\ and\ consolidated\ financial\ statements\ of\ the\ Company\ as\ on\ March\ 31,\ 2019,$ respectively, which is not exceeding 25% of the aggregate of the total paid-up capital and free reserves of the Company as per latest available standalone and consolidated audited financials of the Company as on March 31
- .4. Further, under the Companies Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 1,90,12,345 Equity Shares of the Company, representing 12.49% of the total number of Equity Shares in the total existing paid-up equity capital of the Company, and 16.44% and 13.02% of the total number of Equity Shares in the total paid-up equity capital as of March 31, 2019, and March 31, 2020, respectively. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company and of the total paid-up equity capital of the Company as of March 31, 2019 and March 31, 2020
- .5. The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars as may be applicable, including any further amendments thereof (such circulars hereinafter referred to as the "SEBI Circulars"). Please refer to paragraph 11 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity
- 1.6. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course. Eliqible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal financial and tax advisors for the applicable tax implications prior to participating in the Buyback
- .7. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of BSE Limited and National Stock Exchange of India Limited i.e., www.bseindia.com and www.nseindia.com respectively, during the period of the

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on April 22, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2019 and also as on the date of the Board Meeting and considering these, the Board decided to allocate not exceeding INR 154.00.00.000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 1,90,12,345 Equity Shares at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share for an aggregate amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only). Buyback is being undertaken, inter-alia, for the following reasons

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in $proportion \ to \ their \ shareholding, \ thereby, enhancing \ the \ overall \ return \ to \ shareholders;$
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving its earning per Equity Share and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without

3. BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE OF THE BUYBACK

2020, being the day preceding the Intimation Date.

- The Equity Shares of the Company are proposed to be bought back at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to, the trends in the volume weighted average prices of the Equity Shares on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
- The Buyback Offer Price represents:
 - (a) Premium of 17.70% and 15.76% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding April 17, 2020, being the date of intimation to
 - $the \, Stock \, Exchanges \, for \, the \, Board \, Meeting \, to \, consider \, the \, proposal \, of \, the \, Buyback \, (\text{``Intimation Date''}).$ (b) Premium of 55.80% and 55.35% over the volume weighted average market price of the Equity Shares on
 - Premium of 48.08% over the closing price of the Equity Shares on the Stock Exchanges as on the Intimation Date
 - Premium of 55.47% over the closing price of the Equity Shares on the Stock Exchanges as on April 16,
- DETAILS OF PROMOTERS. MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER

 ${\sf NSE} \ {\sf and} \ {\sf BSE}, respectively, for two weeks \ preceding \ the \ Intimation \ {\sf Date}.$

- DETAILS The aggregate shareholding of the promoters, members of the promoter group, directors of the promoter and
 - members of the promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of the Postal Ballot Notice (i.e., April 22, 2020) and the Date (i.e., April 22, 2this Public Announcement i.e. May 26, 2020, is as follows:

Sr. No.	Name of the Shareholder	Number of	% of paid up
		Equity Shares	equity share capital
1.	Uday Kumar Reddy Dasari*	2,81,03,431	18.46
2.	D Tanuja Reddy**	2,10,88,127	13.85
3.	TNA Corporation LLP	34,79,000	2.28
4.	Mobile Techsol Private Limited****	3,15,000	0.21
5.	Veda Matha Technologies Private Limited	3,05,000	0.20
6.	Blue Green Technologies Private Limited*****	3,20,000	0.21
7.	B Venu Gopal Reddy***	2,070	Negligible
	Total	5,36,12,628	35.21

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuia Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely,

***B Venu Gopal Reddy holds directorship in Blue Green Technologies Private Limited (formerly known as Blue Green

Biotech and Pharma Private Limited), which is part of the promoter group of the Company.

- 1	ormeny known as Arka Dresswear Private Limited
****	formerly known as Blue Green Biotech and Pharma Private Limited
(ii)	None of the directors of the Company ("Directors") or key managerial personnel of the Company ("KMPs")
	hold any Equity Shares in the Company as on the date of the Postal Ballot Notice (i.e. April 22, 2020) and the

date of this Public Announcement i.e. May 26, 2020, except for the following:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari	Chairman and Managing Director	2,81,03,431	18.46
2.	AG Ravindranath Reddy	Non-Executive Director	3,000	Negligible
3.	Sanjay Kapoor	Non-Executive Director	96,866	0.06
4.	Sanjay Baweja	Independent Director	2,32,850	0.15
5.	K Srinivas Gunupudi	Chief Financial Officer	1,41,110	0.09
6.	Seshanuradha Chava	Vice President -Legal and	1,73,582	0.11
		Secretarial		

(iii) Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the promoters, members of the $promoter\ group,\ directors\ of\ the\ promoter\ and\ promoter\ group,\ where\ such\ promoter\ or\ promoter\ group\ entity\ is\ a$ Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e., April 22, 2020 and from the date of the Board Resolution till the date of this Public

1. Uc	1.1 1/				Price		Price
	Iday Kumar Reddy Dasari*	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020
	Tanuja Reddy**	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020

group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF

THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group

and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters members of the promoter group and persons in control of the Company have expressed their intention of not participating in the Buyback. Accordingly, the disclosures as required as per paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I read with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion

- immediately following the date of the Board resolution and the date on which the results of postal ballot approving the proposed Buyback be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts; as regards the Company's prospects for the year immediately following the date of the Board resolution and for
- the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution as well as from the date of the Postal Ballot Resolution:
- in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified) REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated April 22, 2020 received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below

Report of factual findings in connection with Agreed-upon Procedures related to confirming the affairs and prospects of the Company for the proposed buyback of equity shares in accordance with the requirements of the Companies Act, 2013 and Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended

The Board of Directors

Tanla Solutions Limited

Tanla Technology Centre, Hitech City Road, Madhapur Hyderabad, Telangana 500081 We, MSKA & Associates, Chartered Accountants, the Statutory Auditors of the Company, have performed the

following procedures agreed with you vide mandate letter dated March 30, 2020, in connection with the proposal of Tanla Solutions Limited ('Company') to buy-back its equity shares in pursuance of the provisions of Section 68 of the Companies Act, 2013 (the "Act") as amended and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended, ("Buyback Regulations"), approved by the Board of Directors of the Company at the Board Meeting held on April 22, 2020.

Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information," issued by the Institute of Chartered Accountants of

- We have been provided with the following documents
- Audited standalone and consolidated financial statements for the year ended March 31, 2019 Solvency declaration by the Board of Directors
- Board resolutions dated April 22, 2020 for approval of proposed buyback
- Assessment note and projected cash flow provided to the board for solvency declaration Annexure A-Statement of permissible capital payment ("Statement") and the same has been initialed for the
- identification purpose only
 Articles of association to verify authorization for buy back of securities.
- The procedures summarized below are performed solely to assist you in confirming the affairs and prospects of the

Company for the proposed buyback of shares: Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial

- statements for the year ended March 31, 2019 Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on April 22, 2020, which is sub
- Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2019 as disclosed in the accompanying Statement, with the audited standalone and $\frac{1}{2}$ consolidated financial statements of the Company for the year ended March 31, 2019;
- Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c)of the Act and Regulation 4(i) of the Buyback Regulations
- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2019;
- Examined that all the shares for buy-back are fully paid-up; Inquired if the Board of Directors of the Company, in its meeting held on April 22, 2020 has formed the opinion as
- specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buyback will be declared;
- Examined resolutions passed in the meetings of the Board of Directors i.e., on April 22, 2020;
- $\label{thm:company:equation:expect} Examined \ Director's \ declarations \ in \ respect \ of \ the \ buyback \ and \ solvency \ of \ the \ Company; \ and$ 10 Obtained necessary management representations from the company Based on the procedures performed as stated above, and according to the information, explanations provided by the
- Company, we report that: A. We have inquired into the state of affairs of the Company in relation to its latest audited standalone and
- consolidated financial statements for the year ended March 31, 2019; The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback

Regulations based on the audited standalone and consolidated financial statements for the year ended March 31,

2019: and The Board of Directors at their meeting held on April 22, 2020 have formed its opinion, as per the provisions of C. clause (x) of Schedule I to the Buyback Regulation on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and one year from the date on which the results of the shareholders with regards to the proposed buy back will be

The above procedures do not constitute either an audit or a review made in accordance with the Generally Accepted Auditing Standards in India.

Had we performed additional procedures or an audit or review of the financial statements / information provided to us in $accordance\ with\ the\ generally\ accepted\ auditing\ standards\ in\ India,\ other\ matters\ might\ have\ come\ to\ our\ attention\ that$ would have been reported to you.

We have no responsibility to update this report for events and circumstances occurring after the date of this report. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback Regulations, (i) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company, (ii) public announcement to be made to the shareholders of the Company, (iii) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the Buyback Regulations, (iv) the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and (v) for providing to the merchant banker to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. This report can be relied upon by the Manager to the Buyback. MSKA & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for

any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For MSKA & Associates, Chartered Accountants FRN: 105047W

Amit Kumar Agarwal M. No: 214198 Date: April 22, 2020

Place: Hyderabad UDIN: 20214198AAAACM4186

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares of Tanla Solutions Limited in accordance with the requirements of Section 68(2)© of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended based on audited standalone and consolidated financial statements for the year ended March 31, 2019:

	Particulars	As at Mar	ch 31, 2019
		Standalone	Consolidated
Α.	Issued subscribed and fully paid up capital as at March 31, 2019#	11,56,26,827	11,56,26,827
	(115,626,827 Equity Shares of INR 1/-each fully paid-up)		
В.	Free Reserves as at March 31, 2019*#		
	General Reserve	25,48,17,667	25,48,17,667
	Securities premium account	475,09,21,963	476,13,10,163
	Surplus in statement of Profit and Loss	177,86,25,080	111,46,25,970
	Total Free Reserves	678,43,64,710	613,07,53,800
C.	Total of Paid up Equity Share Capital and Free Reserves (A+B)	689,99,91,537	624,63,80,627
D.	Maximum amount permissible for buyback under Section 68(2)(c) of the	172,49,97,884	156,15,95,156
	Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the		
	total paid-up equity capital and free reserves)		

Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

The above calculation of the total paid-up equity share capital and free reserves as at March 31. 2019 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

AG Ravindranath Reddy

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

Uday Kumar Reddy Dasari Chairman & Managing Director DIN: 00003382

Date: April 22, 2020

DIN: 01729114 Date: April 22, 2020

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all eligible shareholders/beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the (Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

■- HDFC securities

HDFC Securities Limited

iThink Techno Campus Building-B

Alpha', 8th Floor, Opp. Crompton Greaves Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 Tel. No.: +91 22 3075 3400 Fax No.: +91 022 3075 3435 E-mail: sharmila.kambli@hdfcsec.com

Website: www.hdfcsec.com Contact Person: Sharmila Kambli

SEBI Registration No.: INZ000186937 Validity Period: Permanent (unless suspended or cancelled by SEBI)

- The Company shall request BSE, being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids
- 1.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's
- 9.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the
- tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 9.8. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 9.9. Procedure to be followed by shareholders holding Demat Shares:
 - Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
 - The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.
- For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.

9.10. Procedure to be followed by the shareholders holding Physical Shares:

- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimer signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid
- Aadhar card, voter identity card or passport. Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no.
- certificate no., distinctive no., no. of Equity Shares tendered etc. Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Private Limited (at the address mentioned at paragraph 13 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Tanla Solutions Limited – Buyback 2020". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- . The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids' Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

10. METHOD OF SETTLEMENT Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

to non-acceptance in the Buyback.

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and ir case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer
- The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due

certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. a) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the

Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be

returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any

excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned

Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share

- funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- **Buyback Regulations** 11. RECORD DATE AND SHAREHOLDER ENTITLEMENT a) As required under the SEBI Buyback Regulations, the Company has fixed June 10, 2020 as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares who are

i) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI

- eligible to participate in the Buyback b) As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due
- course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholder for participating in the Buyback. c) The Equity Shares to be bought back as a part of the Buyback is divided in two categories: (i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback
- Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakh Only); and
- (ii) General category for all other shareholders.
- d) In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the

the ratio of Buyback applicable in the category to which such shareholder belongs.

- shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder". Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and
 - E-mail: investorhelp@tanla.com In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder

Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity

with a common PAN shall be clubbed together for determining the category (Small Shareholder or General

Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories, Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately. where these Equity Shares are assumed to be held on behalf of clients. Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created

Shares in the Buyback. The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors.

due to non-participation of some other shareholders, if any, If the Buyback entitlement for any shareholder is not a

round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity

- erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and
- such approvals shall be required to be taken by such non-resident shareholders. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the
- 12. COMPLIANCE OFFICER

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

relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders

Ms. Seshanuradha Chava

Vice President - Legal & Secretarial

Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500 081 Tel: +91 40 4009 9999; Fax: +91 40 2312 2999

holding Equity Shares of the Company as on the Record Date.

13. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day KFINTECH

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)

except Saturday and Sunday and public holiday between 9:30 a.m. to 5:30 p.m. at the following address:

*The name has been changed from 'Karvv Fintech Private Limited' to 'KFin Technologies Private Limited' with effect

Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad Rangareddi TG 500032 India

Tel: +91 40 6716 2222: Fax: +91 40 2343 1551

Contact Person: M Murali Krishna

Email: tanla.buvback@kfintech.com: Website: www.kfintech.com

Investor Grievance E-mail: einward.ris@kfintech.com

SEBI Registration No.: INR000000221

Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U72400TG2017PTC117649

from December 5, 2019

14. MANAGER TO THE BUYBACK

HDFC BANK

We understand your world

HDFC Bank Limited

Investment Banking Group

Unit No. 401 & 402, 4th Floor, Tower B. Peninsula Business Park, Lower Parel Mumbai 400 013

Tel: +91 22 3395 8233. Fax: +91 22 3078 8584

E-mail: tsl.buyback@hdfcbank.com;

Website: www.hdfcbank.com Investor Grievance E-mail: investor.redressal@hdfcbank.com

SEBI Registration No.: INM000011252

Validity Period: Permanent (unless suspended or cancelled by SEBI) Contact Person: Harsh Thakkar / Ravi Sharma

CIN: L65920MH1994PLC080618

15. DIRECTOR'S RESPONSIBILITY

Uday Kumar Reddy Dasari

Chairman and Managing Director

DIN: 00003382

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for all the information

contained in this Public Announcement and for the information contained in all other advertisements, circulars,

brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of

Tanla Solutions Limited

AG Ravindranath Reddy

Director

DIN: 01729114

Date: May 26, 2020

Place: Hyderabad

CONCEPT

Seshanuradha Chava

Vice President - Legal & Secretarial

Membership No. - A15519

32.9x14cm

Tanla

TANLA SOLUTIONS LIMITED

Corporate Identity Number (CIN): L72200TG1995PLC021262

Registered Office: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081. Tel: +91 40 4009 9999 | Fax: +91 40 2312 2999 | Website: www.tanla.com | E-mail: investorhelp@tanla.com | Contact Person: Ms. Seshanuradha Chava, Vice President - Legal & Secretarial

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA SOLUTIONS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Tanla Solutions Limited (the "Company") through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or reenactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER FOR BUYBACK OF NOT EXCEEDING 1.90.12.345 (ONE CRORE NINETY LAKHS TWELVE THOUSAND THREE HUNDRED AND FORTY FIVE ONLY) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/-(INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 81/- (INDIAN RUPEES EIGHTY ONE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK AND BUYBACK PRICE

- 1.1. The board of directors of the Company ("Board") at its meeting held on April 22, 2020 ("Board Meeting") and the special resolution passed by the shareholders of the Company through postal ballot (by way of remote e-voting only) pursuant to a postal ballot notice dated April 22, 2020 ("Postal Ballot Notice"), the results of which were declared on May 23, 2020, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, have approved the buyback of the Company of its equity shares having a face value of INR 1/- (Indian Rupee One Only) each not exceeding 1,90,12,345 Equity Shares, at a price of INR 81/- (Indian Rupees Eighty One Only) ner Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size"), from all the shareholders/beneficial owners of the Equity Shares of the Company, as on June 10, 2020 ("Record Date") (for further details on in relation to the Record Date, refer to paragraph 11 of this Public Announcement), on a proportionate basis through the "tender offer" route as specified under the SEBI Buyback Regulations.
- 1.2. The Buyback is pursuant to Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, each as amended from time to time and to the extent applicable, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars or notifications, as may be applicable (hereinafter referred to as the "Buyback").
- 1.3. The maximum amount required for the Buyback will not exceed INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs, being 22.32% and 24.65% of the total paid-up capital and free reserves based on the standalone and consolidated financial statements of the Company as on March 31, 2019, respectively, which is not exceeding 25% of the aggregate of the total paid-up capital and free reserves of the Company as per latest available standalone and consolidated audited financials of the Company as on March 31,
- 1.4. Further, under the Companies Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year The Company proposes to Buyback not exceeding 1,90,12,345 Equity Shares of the Company, representing 12.49% of the total number of Equity Shares in the total existing paid-up equity capital of the Company, and 16.44% and 13.02% of the total number of Equity Shares in the total paid-up equity capital as of March 31, 2019, and March 31, 2020, respectively. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company and of the total paid-up equity capital of the Company as of March 31, 2019 and March 31, 2020.
- 1.5. The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars as may be applicable, including any further amendments thereof (such circulars hereinafter referred to as the "SEBI Circulars"). Please refer to paragraph 11 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity
- 1.6. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal financial and tax advisors for the applicable tax implications prior to participating in the Buyback
- 1.7. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of BSE Limited and National Stock Exchange of India Limited i.e., www.bseindia.com and www.nseindia.com respectively, during the period of the

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on April 22, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2019 and also as on the date of the Board Meeting and considering these, the Board decided to allocate not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 1,90,12,345 Equity Shares at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share for an aggregate amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only). Buyback is being undertaken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders:
- The Buyback, which is being implemented through the tender offer route as prescribed under the SERI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving its earning per Equity Share and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

3. BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE OF THE BUYBACK

- The Equity Shares of the Company are proposed to be bought back at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to, the trends in the volume weighted average prices of the Equity Shares on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share
- The Buyback Offer Price represents:
 - (a) Premium of 17.70% and 15.76% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding April 17, 2020, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
 - (b) Premium of 55.80% and 55.35% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.
 - (c) Premium of 48.08% over the closing price of the Equity Shares on the Stock Exchanges as on the Intimation
 - (d) Premium of 55.47% over the closing price of the Equity Shares on the Stock Exchanges as on April 16

2020, being the day preceding the Intimation Date 4. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER

The aggregate shareholding of the promoters, members of the promoter group, directors of the promoter and members of the promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of this Public Announcement i.e. May 26, 2020, is as follows

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari*	2,81,03,431	18.46
2.	D Tanuja Reddy**	2,10,88,127	13.85
3.	TNA Corporation LLP	34,79,000	2.28
4.	Mobile Techsol Private Limited****	3,15,000	0.21
5.	Veda Matha Technologies Private Limited	3,05,000	0.20
6.	Blue Green Technologies Private Limited*****	3,20,000	0.21
7.	B Venu Gopal Reddy***	2,070	Negligible
	Total	5,36,12,628	35.21

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

***B Venu Gopal Reddy holds directorship in Blue Green Technologies Private Limited (formerly known as Blue Greer Biotech and Pharma Private Limited), which is part of the promoter group of the Company.

***formerly known as Arka Dresswear Private Limited

*****formerly known as Blue Green Biotech and Pharma Private Limited

None of the directors of the Company ("Directors") or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of this Public Announcement i.e. May 26, 2020, except for the following:

- Name of the Shareholder Designation Number of % of paid **Equity Shares** up equity share capital 1. Uday Kumar Reddy Dasari Chairman and Managing Director 2,81,03,431 18.46 Non-Executive Director Negligible AG Ravindranath Reddy 3.000 Sanjay Kapoor
 Sanjay Baweja Non-Executive Director 2,32,850 0.15 5. K Srinivas Gunupudi Chief Financial Officer 1 41 110 0.09 6. Seshanuradha Chava 1,73,582 Vice President -Legal and 0.11 Secretarial
- Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e., April 22, 2020 and from the date of the Board Resolution till the date of this Public

Sr.	Name of	Aggregate number	Nature of	Minimum	Date of	Maximum	Date of
No.	shareholder	of Equity Shares	transaction	Price (INR)	Minimum	Price (INR)	Maximum
		purchased/sold			Price		Price
1.	Uday Kumar	31,42,929	Acquisition by	40	April 3,	40	April 3,
	Reddy Dasari*		conversion		2020		2020
			of warrants				1
2.	D Tanuja	31,42,929	Acquisition by	40	April 3,	40	April 3,
	Reddy**		conversion		2020		2020
			of warrants				1

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group

entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity o the Company, namely, TNA Corporation LLP. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF

THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group

and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters members of the promoter group and persons in control of the Company have expressed their intention of not participating in the Buyback. Accordingly, the disclosures as required as per paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable. NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I read with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion

- immediately following the date of the Board resolution and the date on which the results of postal ballot approving the proposed Buyback be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board resolution and for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution as well as from the date of the Postal Ballot Resolution;
- in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated April 22, 2020 received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Report of factual findings in connection with Agreed-upon Procedures related to confirming the affairs and prospects of the Company for the proposed buyback of equity shares in accordance with the requirements of the Companies Act, 2013 and Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

The Board of Directors

Tanla Solutions Limited

Tanla Technology Centre, Hitech City Road, Madhapur Hyderabad, Telangana 500081 We, MSKA & Associates, Chartered Accountants, the Statutory Auditors of the Company, have performed the

following procedures agreed with you vide mandate letter dated March 30, 2020, in connection with the proposal of Tanla Solutions Limited ('Company') to buy-back its equity shares in pursuance of the provisions of Section 68 of the Companies Act, 2013 (the "Act") as amended and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended, ("Buyback Regulations"), approved by the Board of Directors of the Company at the Board Meeting held on April 22, 2020.

Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information," issued by the Institute of Chartered Accountants of

- We have been provided with the following documents:
- Audited standalone and consolidated financial statements for the year ended March 31, 2019 Solvency declaration by the Board of Directors Board resolutions dated April 22, 2020 for approval of proposed buyback
- Assessment note and projected cash flow provided to the board for solvency declaration Annexure A-Statement of permissible capital payment ("Statement") and the same has been initialed for the
- identification purpose only Articles of ass
- The procedures summarized below are performed solely to assist you in confirming the affairs and prospects of the Company for the proposed buyback of shares:
- Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financia statements for the year ended March 31, 2019:
- Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on April 22, 2020, which is subject to approval of the shareholder of the Company;
- Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2019 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019;
- Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c)of the Act and Regulation 4(i) of the Buyback Regulations:
- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2019; Examined that all the shares for buy-back are fully paid-up:

Inquired if the Board of Directors of the Company, in its meeting held on April 22, 2020 has formed the opinion as

- specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buyback will be declared Examined resolutions passed in the meetings of the Board of Directors i.e., on April 22, 2020;
- Examined Director's declarations in respect of the buyback and solvency of the Company; and
- 10. Obtained necessary management representations from the company Based on the procedures performed as stated above, and according to the information, explanations provided by the
- Company, we report that: We have inquired into the state of affairs of the Company in relation to its latest audited standalone and
- consolidated financial statements for the year ended March 31, 2019: The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations based on the audited standalone and consolidated financial statements for the year ended March 31
- The Board of Directors at their meeting held on April 22, 2020 have formed its opinion, as per the provisions of clause (x) of Schedule I to the Buyback Regulation on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and one year from the date on which the results of the shareholders with regards to the proposed buy back will be declared.

The above procedures do not constitute either an audit or a review made in accordance with the Generally Accepted Auditing Standards in India Had we performed additional procedures or an audit or review of the financial statements / information provided to us in

accordance with the generally accepted auditing standards in India, other matters might have come to our attention tha would have been reported to you. We have no responsibility to update this report for events and circumstances occurring after the date of this report

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback Regulations, (i) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company, (ii) public announcement to be made to the shareholders of the Company, (iii) in the draf letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India BSE Limited and National Stock Exchange of India Limited, as required by the Buyback Regulations, (iv) the Centra Depository Services (India) Limited, National Securities Depository Limited, as applicable, and (v) for providing to the merchant banker to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior writter consent. This report can be relied upon by the Manager to the Buyback. MSKA & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For MSKA & Associates, FRN: 105047W

Amit Kumar Agarwal M No: 214198

Date: April 22, 2020

UDIN: 20214198AAAACM4186

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT Computation of amount of permissible capital payment towards buyback of equity shares of Tanla Solutions Limited in accordance with the requirements of Section 68(2)@of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended based on audited

standalone and consolidated financial statements for the year ended March 31, 2019:

As at March 31, 2019 Particulars Standalone A. Issued subscribed and fully paid up capital as at March 31, 2019 11,56,26,827 11,56,26,827 (115,626,827 Equity Shares of INR 1/-each fully paid-up) B. Free Reserves as at March 31, 2019* General Reserve 475,09,21,963 177,86,25,080 Securities premium account
 Surplus in statement of Profit and Loss 476,13,10,163 111,46,25,970 Total Free Reserves 613,07,53,800 624,63,80,627 156,15,95,156 C. Total of Paid up Equity Share Capital and Free Reserves (A+B) 689,99,91,537 D. Maximum amount permissible for buyback under Section 68(2)(c) of the 172.49.97.884 Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves) Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in

Section 68 of the Companies Act, 2013, as amended.

The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2019 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended

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

Uday Kumar Reddy Dasari AG Ravindranath Reddy

Chairman & Managing Director Director DIN: 00003382 DIN: 01729114 Date: April 22, 2020 Date: April 22, 2020 PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all eligible shareholders/beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Fligible Shareholders")
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

III HDFC securities

HDFC Securities Limited

iThink Techno Campus Building-B

'Alpha', 8th Floor, Opp. Crompton Greaves Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 Tel. No.: +91 22 3075 3400 Fax No.: +91 022 3075 3435 E-mail: sharmila.kambli@hdfcsec.com

Website: www.hdfcsec.com

Contact Person: Sharmila Kambli SEBI Registration No.: INZ000186937

Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U67120MH2000PLC152193

a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through

The Company shall request BSE, being the designated stock exchange ("Designated Stock Exchange"), to provide

- Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's
- 9.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible $Shareholder\,and/or\,the\,Shareholder\,Broker\,through\,which\,the\,Eligible\,Shareholder\,places\,the\,bid.$ Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the
- tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 9.8. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 9.9. Procedure to be followed by shareholders holding Demat Shares:
- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker the details of Equity Shares they intend to tender under the Buyback. The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish
- to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation
- of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no late than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the

accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted 9.10. Procedure to be followed by the shareholders holding Physical Shares:

- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, shareholders holding securities in physica form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buvback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature). notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid
- Aadhar card, voter identity card or passport. Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eliqible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no. certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Private Limited (at the address mentioned at paragraph 13 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Tanla Solutions Limited – Buyback 2020". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'
- Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

10. METHOD OF SETTLEMENT Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer
- The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE. The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant
- ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback

महाराष्ट्र सरकार पर संकट के बादल!

सुशील मिश्र नई दिल्ली, 26 मई

ग्रेस नेता राहुल गांधी महाराष्ट्र में को विड-19 महामारी के प्रबंधन में कोताही से जुड़े सवालों से खुद को और अपनी पार्टी को दूर रखने की कोशिश की जिसके बाद से नए राजनीतिक गठबंधन और संभवत: राष्ट्रपति शासन लगाए जाने विकल्प को लेकर अटकलें शुरू हो गईं। राज्य में शिवसेना के नेतृत्व वाली सरकार में कांग्रेस गठबंधन सहयोगी की भूमिका में है। कांग्रेस से पूर्व मुख्यमंत्री पृथ्वीराज चव्हाण ने भी हाल ही में टिप्पणी की थी कि महाराष्ट्र सरकार, महाविकास आघाडी नहीं बल्कि सिर्फ शिवसेना ही चला रही है जिसके बाद सियासी सरगर्मी और तेज हो गई।

सरकार को अस्थिर करने के संदेह के घेरे में राष्ट्रवादी कांग्रेस पार्टी राकांपा) भी है। पार्टी सुप्रीमो शरद पवार और उनके सहयोगी प्रफल्ल पटेल ने न केवल राज्यपाल बीएस कोश्यारी से संपर्क साधा बल्कि पटेल ने शिवसेना और कांग्रेस नेताओं के निशाने पर आए रेल मंत्री पीयूष गोयल का भी बचाव किया जिन पर प्रवासी मजदुरों को उनके गृह राज्यों में ले



कमी को लेकर तीखा प्रहार किया जा रहा है। रविवार रात को गोयल ने महाराष्ट्र के मुख्यमंत्री उद्धव ठाकरे से प्रवासी कामगारों की सुची उपलब्ध कराने के साथ ही कहा कि उनका मंत्रालय मुंबई मुख्यालय वाले मध्य रेलवे को 125 श्रमिक स्पेशल टेनें उपलब्ध कराने के लिए तैयार है। गोयल ने आगे टवीट में कहा, 'आपने कहा है कि आपके पास एक सची तैयार है इसीलिए मैं आपसे अनुरोध कर रहा हूं कि आप कपया अगले कछ घंटे के भीतर मध्य रेलवे के महाप्रबंधक को सभी जानकारी उपलब्ध कराएं मसलन ट्रेन कहां से चलेगी, ट्रेनों के अनुसार यात्रियों की सूची, उनका

मेडिकल प्रमाणपत्र और ट्रेन कहां जाएगी ताकि हम ट्रेनों के समय की योजना बना सकें। उनके कहने का अर्थ यह था कि राज्य सरकार प्रवासी मजदुरों को उनके घर भेजने के लिए कोई सुझाव दिए बगैर ही

राजनीतिक मुद्दा बना रही है।

सप्ताहांत के दौरान महाराष्ट्र सरकार और केंद्र के समर्थकों के बीच कटाक्षों का दौर जारी था। शिवसेना के वरिष्ठ नेता और राज्यसभा सांसद संजय राउत ने गोयल को संबोधित करते हुए कहा. 'महाराष्ट्र सरकार ने आपको उन श्रिमिकों की सूची दे दी है जो अपने गहराज्य वापस लौटना चाहते हैं। एक ही अनुरोध है कि ट्रेन स्टेशन तक पहुंच जाए जैसा कि पहले राज्यपाल से मिले शरद पवार -पीटीआई और प्रफुल्ल पटेल

घोषणा की गई थी गोरखपुर जाने वाली ट्रेन ओडिशा पहुंच गई थी।'

कांग्रेस ने कहा कि सरकार प्रवासी मजदूरों को भोजन और पानी उपलब्ध कराए बिना देश के दौरे पर ले जा रही है।

भाजपा के वरिष्ठ नेताओं ने गठबंधन में बदलाव से इनकार नहीं किया है। जाहिर है कि वे सही समय का इंतजार कर रहे हैं कि कब सरकार गिराई जा सकती है। राज्य में 288 सदस्यों वाली विधानसभा में बहुमत का आंकडा 144 के स्तर पर पूरा होता है। शिवसेना के पास

के पास 54 सीटें हैं। कांग्रेस और छोटे दल और निर्दलीय उम्मीदवार शिवसेना का समर्थन कर रहे हैं। अगर राकांपा भी समर्थन वापस लेती है तो शिवसेना सरकार अल्पमत में चली जाएगी। हालांकि. महाराष्ट्र महामारी के संकट से जूझ रहा है ऐसे में संभव है कि केंद्र सरकार यह घोषणा कर सकती है कि राष्ट्रपति शासन लगाया जा रहा है क्योंकि उद्धव ठाकरे के नेतृत्व वाली सरकार ने बहुमत खो दिया है। भाजपा के राज्यसभा सदस्य नारायण राणे ने राज्य में राष्ट्रपति शासन लागू करने की मांग की। राणे ने महाराष्ट्र के राज्यपाल भगत सिंह कोश्यारी से सोमवार को मुलाकात कर वैश्विक महामारी से निपटने में शिवसेना सरकार की विफलता के मद्देनजर राष्ट्रपति शासन लगाने की मांग की। वहीं शिवसेना नेता संजय राउत ने राणे की मांग पर पलटवार करते हुए कहा कि अगर राष्ट्रपति शासन लगाना ही है तो केंद्र को गुजरात के साथ शुरू करना चाहिए। उन्होंने महाराष्ट्र में शिवसेना, राकांपा और कांग्रेस की गठबंधन सरकार की 'अस्थिरता' की अटकलों को भी खारिज किया। उन्होंने कहा कि यह बेहतर होगा कि विपक्ष को क्वारंटीन में रखा जाए और महाराष्ट्र सरकार को अस्थिर करने की उनकी

आगे की रणनीति बताएं प्रधानमंत्री : राहुल गांधी

नई दिल्ली, 26 मई

कांग्रेस नेता राहुल गांधी ने आज कहा कि दो महीने से अधिक समय तक लगाए गए राष्ट्रव्यापी लॉकडाउन का मकसद विफल रहा है और यही कारण है कि प्रधानमंत्री नरेंद्र मोदी अब सार्वजनिक स्तर पर नजर नहीं आ रहे हैं।

राहुल ने यह मांग की कि सरकार आने वाले हफ्तों में कोरोनावायरस फैलने से रोकने की रणनीति के बारे राहुल गांधी, कांग्रेस नेता में भी बताए, लॉकडाउन का मौजूदा चरण 31 मई को खत्म हो रहा है. ऐसे में सरकार की क्या योजना है।

वहीं भारतीय जनता पार्टी (भाजपा) ने राहुल के लॉकडाउन असफल रहने के बयान को खारिज करते हुए कहा कि लॉकडाउन लगाए जाने से पहले कोरोनावायरस संक्रमण की दर तीन दिन में दोगुनी हो रही थी जबकि अब इसमें 13 दिन का समय लग रहा है। भाजपा नेता और केंद्रीय मंत्री प्रकाश जावडेकर ने कहा कि मोदी सरकार ने लॉकडाउन लगाने का जो फैसला लिया उसकी वजह से भारत, अमेरिका, फ्रांस और स्पेन जैसे देशों के मुकाबले संक्रमण के कम भुक्तभोगी है। उन्होंने कहा कि जब देश कोविड-19 की महामारी से जूझ रहा है तब कांग्रेस राजनीति कर रही है। उन्होंने कहा कि कोरोनावायरस को नियंत्रित करने की भारत की कोशिशों की तारीफ दुनिया भर में हो रही है। वहीं राहुल ने कहा, 'प्रधानमंत्री स्वीकार करेंगे कि उनकी पहली योजना विफल रही। प्रधानमंत्री बैक फुट पर चले गए हैं और मैं उनसे फ्रंट फुट पर खेलने का अनुरोध करता हूं।' राहुल ने कहा कि पहले जो कुछ हुआ उसकी वह आलोचना नहीं करने जा रहे हैं क्योंकि उनकी दिलचस्पी आज में और कल क्या होगा उसमें है।

कांग्रेस नेता ने कहा, 'दो महीने पहले प्रधानमंत्री ने

कहा था कि हम कोविड-19 के खिलाफ 21 दिन की लडाई लडने जा रहे हैं। यह उनकी उम्मीद थी कि हम 21 दिन में वायरस को हराएंगे।'

राहुल ने संवाददाता सम्मेलन में यह सर्वाल पूछा, 'देश में लॉकडाउन को खोलने के बारे में क्या रणनीति है ? अब बीमारी पर अंकुश लगाने के लिए वे क्या सावधानियां बरतेंगे ? वे प्रवासी मजदरों की कैसे मदद करेंगे ? राज्य सरकारों और छोटे एवं मझोले उद्योगों का समर्थन कैसे करेंगे?'

उन्होंने कहा कि उन्हें डर है कि लॉकडाउन खत्म होने वाली स्थिति

में महामारी कई गुना फैल जाएगी। कांग्रेस नेता ने गरीबों को 7,500 रुपये नकद देने की अपनी मांग दोहराई। उन्होंने कहा कि अगर सरकार 'पुंजी' के जरिये मदद नहीं करती है तो हजारों लघु और मझोले स्तर के कारोबार करने वाले लोग दिवालिया हो जाएंगे।

जावडेकर ने कहा कि 3,000 ट्रेनों में 45 लाख प्रवासी मजदूरों को उनके घर भेजा गया है। मजदूरों को नकदी देने की राहुल की मांग पर उन्होंने कहा कि भाजपा शासित राज्यों मसलन उत्तर प्रदेश और कर्नाटक ने प्रवासी मजदूरों को नकदी दी है और पूछा कि कांग्रेस शासित किस राज्य ने ऐसा किया है।

राहुल ने कहा कि राज्य सरकारें इस बीमारी के खिलाफ बहादुरी से डटी थीं लेकिन उनके प्रयास में केंद्र से कोई मदद नहीं मिल रही थी। राहुल ने कहा कि न केवल लॉकडाउन अपने मकसद को हासिल करने में विफल रहा है और इस तथ्य को प्रधानमंत्री भी स्वीकार करेंगे लेकिन हैरानी की बात यह है कि जब संक्रमण फैल रहा है तब इसे हटाया जा रहा है।

उन्होंने कहा कि फ्रांस जैसे अन्य देशों ने संक्रमण का स्तर एकदम सपाट होने पर अपना लॉकडाउन हटाया लेकिन भारत में जब संक्रमण के मामले बढ़ रहे हैं उस वक्त लॉकडाउन हटाया जा रहा है।

लॉकडाउन में श्रमिकों को भुगतान पर जवाब मांगा

सर्वोच्च न्यायालय ने मंगलवार को केंद्र से कहा कि कोविड-19 लॉकडाउन के दौरान निजी प्रतिष्ठानों को अपने श्रमिकों को पूरा पारिश्रमिक देने संबंधी गृह मंत्रालय की 29 मार्च की अधिसूचना को चुनौती देने वाली याचिकाओं में उठाए गए मुद्दे को तात्कालिकता के साथ ले। पीठ ने कहा कि इस अधिसूचना से बहुत अधिक लोग प्रभावित हैं।

न्यायमूर्ति अशोक भूषण, न्यायमूर्ति संजय किशन कौल और न्यायमूर्ति एम आर शाह के पीठ ने वीडियो कॉन्फ्रेंसिंग के जिरये इस मामले की सुनवाई करते हुए केंद्र को इन याचिकाओं पर जवाब दाखिल करने का निर्देश दिया। पीठ इस मामले पर अब अगले सप्ताह सुनवाई करेगी। पीठ ने कहा कि इन लघु उद्योगों के खिलाफ कोई दंडात्मक कार्रवाई नहीं करने संबंधी उसका अंतरिम आदेश जारी रहेगा। गृह मंत्रालय की इस अधिसूचना को सूक्ष्म, लघु और मध्यम उपक्रमों के संगठन एमएसएमई तथा कई अन्य उद्यमियों ने चुनौती दी थी। इन प्रतिष्ठानों का कहना था कि काम नहीं होने के बावजूद श्रमिकों को पूरे पारिश्रमिक का भुगतान करने का मतलब कारोबार बंद करना होगा जिसका मतलब स्थायी रूप से बेरोजगारी होगा।

सरकार पर दबाव बनाएगा बीएमएस

अर्चिस मोहन नई दिल्ली. 26 मई

राष्ट्रीय स्वयंसेवक संघ (आरएसएस) की श्रमिक संगठन इकाई भारतीय मजदुर संघ (बीएमएस) ने आज कहा कि उसके कार्यकर्ता केंद्र और राज्य सरकारों पर दबाव बनाने के लिए सभी सांसदों की मदद लेंगे ताकि श्रम संबंधी मसलों पर उनकी धारणाएं और नीतियां बदली जा सकें। बीएमएस ने कहा कि 16 से 30 जून तक भारतीय जनता पार्टी के सांसदों सहित अन्य सांसदों से संपर्क करेंगे। बीएमएस ने राज्य सरकारों द्वारा श्रम कानून में बदलाव और काम के घंटे बढाने के खिलाफ 20 मई को विरोध प्रदर्शन किया था। अपने आगामी कार्यक्रमों की योजना बनाने के लिए इसने अपने प्रमुख सीके साजी नारायणन की अध्यक्षता में 24 और 25 मई को



ऑनलाइन बैठकों का भी आयोजन किया था। बीएमएस ने अपनी बैठकों में श्रम संबंधी पांच मसले निर्धारित किए थे जिन पर वह अपना आंदोलन जारी रखेगा। ये मसले थे - प्रवासी श्रमिकों की दयनीय स्थिति, बड़ी संख्या में नौकरियों का नकसान, वेतन भुगतान से इनकार, श्रम काननों का एकतरफा स्थगन और काम का समय बढ़ाकर 12 घंटे करना तथा बेलगाम निजीकरण।

लगातार प्रयासों और आंदोलन के दबाव के कारण वह कुछ राज्य सरकारों के रवैये में हुए बदलाव की सराहना करता है। लेकिन बीएमएस ने श्रम कानूनों को स्थगित करने वाले श्रमिक विरोधी अध्यादेशों को वापस न लेने के लिए तीन राज्य सरकारों के खिलाफ नाराजगी भी जताई है। साथ ही साथ 15 राज्य सरकारों द्वारा काम का समय बढाकर 12 घंटे करने के खिलाफ भी नाराजगी जताई है। तीन राज्यों – उत्तर प्रदेश, मध्य प्रदेश और गुजरात में भाजपा शासित सरकारें हैं।

कोशिशें उलटी पड़ सकती हैं।

बीएमएस के बयान के अनुसार अपने

सांसदों से संपर्क करने के अलावा बीएमएस जून में बैठक और विरोध प्रदर्शन करेगा। सरकारों द्वारा श्रम कानुनों में लाए जा रहे बदलावों पर वह श्रमिकों को शिक्षित करने के लिए एक जन संपर्क कार्यक्रम का भी आयोजन करेगा।

श्रम कानून नहीं होंगे दरिकनार

आपको नहीं लगता कि सरकार की सिफारिश करने वाले मंत्रिसमूह की रणनीति उलट है, क्योंकि शरू में श्रमिकों को घर जाने नहीं दिया जा रहा था लेकिन आर्थिक गतिविधियां शुरू होने के बाद उन्हें घर भेजा जा रहा है?

श्रमिकों के मन में डर बैठ गया है। अब अधिकांश श्रमिक घर लौट चुके हैं और सभी सरकारें उनकी समस्याओं को दूर करने के कदम उठा रही हैं। मुझे लगता है कि यह जन-जलाई का ऐसा ही रहेगा। मॉनसून के बाद श्रमिक फिर कारखानों में लौटने लगेंगे। तब तक फैक्टरियों में कुशल और अर्द्ध-कुशल श्रमिकों की किल्लत रह

क्या सरकार श्रमबल को वापस लाने के लिए कोई प्रोत्साहन की योजना बना रही है?

श्रिमिकों में भरोसा बहाल करने की मीजूद परिस्थितियों में क्या हमें जरूरत है। भारत में मृत्यु दर कम है और असली खतरा हमारी बुर्जुग आबादी को है। मुझे लगता है कि जब तक वे काम पर लौटेंगे स्थिति में सुधार आ जाएगा।

क्या हम इसका अंदाज नहीं लगा पाए कि लॉकडाउन से असंगठित क्षेत्र के करीब ४० करोड श्रमिकों को समस्या हो सकती है?

श्रमिकों के कल्याण के लिए सुझावों

का मैं भी हिस्सा हं। हमने प्रवासी श्रमिकों के लिए राष्ट्रीय डेटाबेस बनाने की जरूरत के बारे में चर्चा की। प्रधानमंत्री कार्यालय भी इससे वाकिफ है। यह डेटाबेस तैयार करना कठिन है लेकिन इस पर काम चल रहा है।

कदम क्या होगा?

हमारी योजना प्रवासी श्रमिकों को विशिष्ट पहचान क्रमांक देने की है। हमने इस पर भी चर्चा की कि कर्मचारी भविष्य निधि और कर्मचारी राज्य बीमा योजना का लाभ उन तक कैसे पहुंचाया जाए। प्रधानमंत्री प्रवासी श्रमिकों को साामजिक सुरक्षा के दायरे में लाना सनिश्चित करना चाहते हैं।

श्रम सुधार की प्रक्रिया पर दोबारा विचार करना चाहिए? जब अटल बिहारी वाजपेयी प्रधानमंत्री बने तो उस समय 44 काननों को चार संहिताओं में सूचीबद्ध करने का निर्णय लिया गया था। इसका मकसद काननों को सरलता से समझना था। 2004 में संप्रग के सत्ता में आने के बाद यह काम अधुरा रह गया। 2014 में भाजपा के सत्ता में लौटने के बाद श्रम संहिता पर बात फिर आगे बढी

को लेकर पूरी दुनिया की नजर भारत पर है। हम निवेश आकर्षित करना चाहते हैं और श्रम कानूनों में सुधार डेटाबेस बनाने के बाद अगला की दिशा में काम कर रहे हैं। सरकार अध्यादेश लाने का

और वेतन पर संहिता को संसद की

मुंजरी भी मिल चुकी है। अब जुलाई

में संसद के सत्र में दो संहिताओं-

पेशेवर सुरक्षा एवं स्वास्थ्य और

स्वास्थ्य एवं औद्योगिक संबंध- पर

संभवतः विचार होगा। इन सुधारों

रास्ता चुन सकती है? इसकी शायद ही जरूरत होगी, क्योंकि जुलाई में संसद का मॉनसून शुरू होगा।

महामारी के बाद ऐसा नहीं लगता कि श्रम कानून में बदलाव पर पुनर्विचार की जरूरत है? हां. संगठित क्षेत्र के दायरे में और अधिक असंगठित क्षेत्र को लाने की कोशिश करेंगे। विभिन्न उपायों पर

चर्चा की जा रही है। प्रवासी मजदूरों की समस्याओं से निपटने के लिए अंतर-राज्यीय प्रवासी मजदूर कानून,

1949 निष्प्रभावी था? यह निष्प्रभावी था और हमें ऐसे कानूनों में बदलाव की जरूरत है। सबसे पहले प्रवासी मजदरों का एक राष्ट्रीय आंकडा तैयार करने की

यूपी में प्रवासी श्रमिकों को सस्ती दुकान और मकान

उत्तर प्रदेश में कोरोना संकट के कारण लौटे 26 लाख प्रवासी मजदूरों के लिए योगी सरकार सस्ती दरों पर दुकान और मकान उपलब्ध कराएगी। प्रवासी मजदुरों के लिए ये सुविधाएं उपलब्ध कराने वाले विकासकर्ताओं को प्रदेश सरकार जीएसटी सहित कई अन्य छूट देगी। प्रवासी मजदूरों के रोजगार के लिए सस्ती दरों पर दुकान और मकान बनाने के वास्ते सरकारी या नजूल की

मंगलवार को कोरोना संकट से निपटने के लिए गठित वरिष्ठ अधिकारियों की टीम 11 की बैठक करते हुए मुख्यमंत्री योगी

जमीन भी उपलब्ध कराई जाएगी।

आदित्यनाथ ने कहा कि कामगारों को सस्ती दुकान और आशियाना देने वालों को नक्शे में छूट के साथ सभी बुनियादी सुविधाएं प्रदेश सरकार देगी। प्रदेश सरकार प्रवासी मजदूरों के लिए श्रमिक सेवायोजन एवं रोजगार कल्याण आयोग (माइग्रेशन कमीशन) के गठन का ऐलान कर चुकी है। मुख्यमंत्री ने कहा कि बाहर से आने वाले सभी कामगारों की स्किलिंग कराई जा रही है और अब तक करीब 16 लाख कामगारों और श्रमिकों की स्किल मैपिंग का काम परा हो चका है। उन्होंने कहा कि इन लोगों को रोजगार या नौकरी के लिए सस्ती दर पर दुकान और आशियाना देने पर भवन कर के साथ बिजली, पानी, सीवर समेत सारी सहूलियतें प्रदेश सरकार देगी। इनके लिए दुकान या मकान बनाने वाले



फंसे प्रवासी मजदूर उत्तर प्रदेश पहुंचे

विकासकर्ताओं को नक्शे में एफएआर में भी छूट मिलेगी। योगी आदित्यनाथ ने कहा कि जिले के भीतर या बाहरी जिलों में रोजगार या नौकरी शुरू करने वाले प्रवासी मजदरों के लिए सरकार आवास सुविधाएं दिलाने में

कामगारों के लिए बडी संख्या में सस्ते और बेहतर डॉर्मिटरी और सस्ती व बेहतर दकान बनाने की योजना तेजी से बनाई जा रही है। डॉर्मिटरी व दुकानों के लिए सरकारी भवन और सरकारी भूमि भी चिह्नित की जाएंगी। राज्य सरकार को प्रदेश स्तरीय कमेटी जिले के बाहर भी प्रवासी कामगारों को रोजगार या नौकरी दिलाने में मदद करेगी। साथ ही खुद का रोजगार शुरू करने वालों को बैंक से मदद दिलाने में भी सरकार प्रमुख भूमिका निभाएगी। प्रदेश में अब तक लॉकडाउन के दौरान 82.262 औद्योगिक इकाइयों में काम करने वाले श्रमिकों को बंदी के दौरान का 1,677.36 करोड रुपये वेतन एवं मानदेय का भगतान किया गया है।

Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Fligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback

- The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI **Buyback Regulations**

11. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed June 10, 2020 as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares who are eligible to participate in the Buyback.
- As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholder for participating in the Buyback.
- The Equity Shares to be bought back as a part of the Buyback is divided in two categories
 - (i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakh Only); and (ii) General category for all other shareholders.

In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the

- number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder
- including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.
- In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder

with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based or information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately

- where these Equity Shares are assumed to be held on behalf of clients. Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by
- the shareholder as on the Record Date The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and
- such approvals shall be required to be taken by such non-resident shareholders. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders

holding Equity Shares of the Company as on the Record Date. 12. COMPLIANCE OFFICER

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

Ms. Seshanuradha Chava Vice President - Legal & Secretaria Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500 081

Tel: +91 40 4009 9999; Fax: +91 40 2312 2999

13. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day

except Saturday and Sunday and public holiday between 9:30 a.m. to 5:30 p.m. at the following address: **M**FINTECH

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)*

Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad Rangareddi

Tel: +91 40 6716 2222; Fax: +91 40 2343 1551

Contact Person: M Murali Krishna Email: tanla.buvback@kfintech.com

Website: www.kfintech.com Investor Grievance E-mail: einward.ris@kfintech.com

SEBI Registration No.: INR000000221 Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U72400TG2017PTC117649 *The name has been changed from 'Karvy Fintech Private Limited' to 'KFin Technologies Private Limited' with effect

from December 5, 2019.

MANAGER TO THE BUYBACK THOFC BANK

We understand your world

HDFC Bank Limited Investment Banking Group

Unit No. 401 & 402, 4th Floor, Tower B, Peninsula Business Park, Lower Parel Mumbai 400 013 Tel: +91 22 3395 8233, Fax: +91 22 3078 8584

E-mail: tsl.buvback@hdfcbank.com; Website: www.hdfcbank.com

Investor Grievance E-mail: investor.redressal@hdfcbank.com SEBI Registration No.: INM000011252

Validity Period: Permanent (unless suspended or cancelled by SEBI)

Contact Person: Harsh Thakkar / Ravi Sharma

CIN: L65920MH1994PLC080618 15. DIRECTOR'S RESPONSIBILITY

Sd/-

DIN: 00003382

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

For and on behalf of the Board of Directors of

Tanla Solutions Limited Sd/-Uday Kumar Reddy Dasari AG Ravindranath Reddy Chairman and Managing Director Director

Sd/-Seshanuradha Chava Vice President - Legal & Secretarial Membership No. - A15519

CONCEPT

Corporate Identity Number (CIN): L72200TG1995PLC021262

Registered Office: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081. Tel: +91 40 4009 9999 | Fax: +91 40 2312 2999 | Website: www.tanla.com | E-mail: investorhelp@tanla.com | Contact Person: Ms. Seshanuradha Chava, Vice President - Legal & Secretarial

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF FOURTY SHARES OF TANI A SOLUTIONS LIMITED FOR THE BUYBACK OF FOURTY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Tanla Solutions Limited (the "Company") through the tender offer process pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or reenactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations

OFFER FOR BUYBACK OF NOT EXCEEDING 1,90,12,345 (ONE CRORE NINETY LAKHS TWELVE THOUSAND THREE HUNDRED AND FORTY FIVE ONLY) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/-(INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 81/- (INDIAN RUPEES EIGHTY ONE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK AND BUYBACK PRICE

- 1.1. The board of directors of the Company ("Board") at its meeting held on April 22, 2020 ("Board Meeting") and the special resolution passed by the shareholders of the Company through postal ballot (by way of remote e-voting only) pursuant to a postal ballot notice dated April 22, 2020 ("Postal Ballot Notice"), the results of which were declared on May 23, 2020, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, have approved the buyback of the Company of its equity shares having a face value of INR 1/- (Indian Rupee One Only) each not exceeding 1,90,12,345 Equity Shares, at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding $INR\ 154,00,00,000/- (Indian\ Rupees\ One\ Hundred\ and\ Fifty\ Four\ Crores\ Only),\ excluding\ any\ expenses\ incurred\ or\ to\ Property of the property o$ be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size"), from all the shareholders/ beneficial owners of the Equity Shares of the Company, as on June 10, 2020 ("Record Date") (for further details on in relation to the Record Date, refer to paragraph 11 of this Public Announcement), on a proportionate basis through the "tender offer" route as specified under the SEBI Buyback Regulations.
- $1.2. \ \ The \ Buyback is pursuant to Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and 1$ other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, each as amended from time to time and to the extent applicable, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars or notifications, as may be applicable (hereinafter referred to as the "Buyback")
- 1.3. The maximum amount required for the Buyback will not exceed INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs, being 22.32% and 24.65% of the total paid-up capital and free reserves based on the standalone and consolidated financial statements of the Company as on March 31, 2019. respectively, which is not exceeding 25% of the aggregate of the total paid-up capital and free reserves of the Company as per latest available standalone and consolidated audited financials of the Company as on March 31,
- 1.4. Further, under the Companies Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year The Company proposes to Buyback not exceeding 1,90,12,345 Equity Shares of the Company, representing 12.49% of the total number of Equity Shares in the total existing paid-up equity capital of the Company, and 16.44% and 13.02% of the total number of Equity Shares in the total paid-up equity capital as of March 31, 2019, and March 31, 2020, respectively. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company and of the total paid-up equity capital of the Company as of March 31, 2019 and March 31, 2020.
- 1.5. The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars as may be applicable, including any further amendments thereof (such circulars hereinafter referred to as the "SEBI Circulars"). Please refer to paragraph 11 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback
- 1.6. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 1.7. A copy of this Public Announcement is available on the Company's website i.e., <u>www.tanla.com</u>, and is expected to be made available on the website of the SEBI i.e., <u>www.sebi.gov.in</u> and on the website of BSE Limited and National Stock Exchange of India Limited i.e., www.bseindia.com and www.nseindia.com respectively, during the period of the

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on April 22, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2019 and also as on the date of the Board Meeting and considering these, the Board decided to allocate not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 1,90,12,345 Equity Shares at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share for an aggregate amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only). Buyback is being undertaken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders:
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- (iii) The Buyback may help in improving its earning per Equity Share and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE OF THE BUYBACK

- The Equity Shares of the Company are proposed to be bought back at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to, the trends in the volume weighted average prices of the Equity Shares on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
- (ii) The Buyback Offer Price represents:
 - (a) Premium of 17.70% and 15.76% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding April 17, 2020, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
 - (b) Premium of 55.80% and 55.35% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.
 - (c) Premium of 48.08% over the closing price of the Equity Shares on the Stock Exchanges as on the Intimation
 - (d) Premium of 55.47% over the closing price of the Equity Shares on the Stock Exchanges as on April 16,

2020, being the day preceding the Intimation Date DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER

The aggregate shareholding of the promoters, members of the promoter group, directors of the promoter and members of the promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of this Public Announcement i.e. May 26, 2020, is as follows:

Sr. No.	Name of the Shareholder	Number of	% of paid up
		Equity Shares	equity share capital
1.	Uday Kumar Reddy Dasari*	2,81,03,431	18.46
2.	D Tanuja Reddy**	2,10,88,127	13.85
3.	TNA Corporation LLP	34,79,000	2.28
4.	Mobile Techsol Private Limited****	3,15,000	0.21
5.	Veda Matha Technologies Private Limited	3,05,000	0.20
6.	Blue Green Technologies Private Limited*****	3,20,000	0.21
7.	B Venu Gopal Reddy***	2,070	Negligible
	Total	5,36,12,628	35.21

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely,

***B Venu Gopal Reddy holds directorship in Blue Green Technologies Private Limited (formerly known as Blue Green

Biotech and Pharma Private Limited), which is part of the promoter group of the Company. ****formerly known as Arka Dresswear Private Limited

*****formerly known as Blue Green Biotech and Pharma Private Limited

None of the directors of the Company ("Directors") or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of this Public Announcement i.e. May 26, 2020, except for the following:

- Name of the Shareholde Designation Number of % of paid up equity share capital Uday Kumar Reddy Dasari Chairman and Managing Director 2.81.03.431 Non-Executive Director Negligible 96 866 3. Sanjay Kapoor Non-Executive Director 4. Sanjay Baweja 2.32.850 Independent Director K Srinivas Gunupud Chief Financial Office 6. Seshanuradha Chava Vice President -Legal and 1,73,582 0.11 Secretarial
- (iii) Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e., April 22, 2020 and from the date of the Board Resolution till the date of this Public

	Name of shareholder	Aggregate number of Equity Shares purchased/sold	Nature of transaction	Minimum Price (INR)	Date of Minimum Price	Maximum Price (INR)	Date of Maximum Price
1.	Uday Kumar Reddy Dasari*	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020
2.	D Tanuja Reddy**	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of

promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters, members of the promoter group and persons in control of the Company have expressed their intention of not participating in the Buyback. Accordingly, the disclosures as required as per paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable. NO DEFAULTS

In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I read with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinior

- immediately following the date of the Board resolution and the date on which the results of postal ballot approving the proposed Buyback be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board resolution and for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution as well as from the date of the Postal Ballot Resolution;
- in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated April 22, 2020 received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Report of factual findings in connection with Agreed-upon Procedures related to confirming the affairs and prospects of the Company for the proposed buyback of equity shares in accordance with the requirements of the Companies Act, 2013 and Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

The Board of Directors

Tanla Solutions Limited

Tanla Technology Centre, Hitech City Road, Madhapur Hyderabad, Telangana 500081 We, MSKA & Associates, Chartered Accountants, the Statutory Auditors of the Company, have performed the

following procedures agreed with you vide mandate letter dated March 30, 2020, in connection with the proposal of Tanla Solutions Limited ('Company') to buy-back its equity shares in pursuance of the provisions of Section 68 of the Companies Act, 2013 (the "Act") as amended and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended, ("Buyback Regulations"), approved by the Board of Directors of the Company at the Board Meeting held on April 22, 2020.

Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information," issued by the Institute of Chartered Accountants of

We have been provided with the following documents:

- Audited standalone and consolidated financial statements for the year ended March 31, 2019
- Solvency declaration by the Board of Directors Board resolutions dated April 22, 2020 for approval of proposed buyback
- Assessment note and projected cash flow provided to the board for solvency declaration
- Annexure A-Statement of permissible capital payment ("Statement") and the same has been initialed for the
- The procedures summarized below are performed solely to assist you in confirming the affairs and prospects of the Company for the proposed buyback of shares:
- Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2019:
- Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on April 22, 2020, which is subject to approval of the shareholder of the Company;
- Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2019 as disclosed in the accompanying Statement, with the audited standalone and
- consolidated financial statements of the Company for the year ended March 31, 2019; Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c)of the Act and Regulation 4(i) of the Buyback Regulations:
- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2019: Examined that all the shares for buy-back are fully paid-up:
- Inquired if the Board of Directors of the Company, in its meeting held on April 22, 2020 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company
- will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buyback will be declared:
- Examined resolutions passed in the meetings of the Board of Directors i.e., on April 22, 2020; Examined Director's declarations in respect of the buyback and solvency of the Company; and
- 10. Obtained necessary management representations from the company Based on the procedures performed as stated above, and according to the information, explanations provided by the
- We have inquired into the state of affairs of the Company in relation to its latest audited standalone and consolidated financial statements for the year ended March 31, 2019: The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view
- properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations based on the audited standalone and consolidated financial statements for the year ended March 31
- The Board of Directors at their meeting held on April 22, 2020 have formed its opinion, as per the provisions of clause (x) of Schedule I to the Buyback Regulation on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and one year from the date on which the results of the shareholders with regards to the proposed buy back will be The above procedures do not constitute either an audit or a review made in accordance with the Generally Accepted

Auditing Standards in India Had we performed additional procedures or an audit or review of the financial statements / information provided to us in

accordance with the generally accepted auditing standards in India, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events and circumstances occurring after the date of this report. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback Regulations, (i) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company, (ii) public announcement to be made to the shareholders of the Company, (iii) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India BSE Limited and National Stock Exchange of India Limited, as required by the Buyback Regulations, (iv) the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and (v) for providing to the merchant banker to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. This report can be relied upon by the Manager to the Buyback. MSKA & Associates shall not be liable to the Company or to any other concerned for any claims. liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For MSKA & Associates, Chartered Accountants FRN: 105047W

Amit Kumar Agarwal

M. No: 214198

Date: April 22, 2020

UDIN: 20214198AAAACM4186

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT Computation of amount of permissible capital payment towards buyback of equity shares of Tanla Solutions Limited in accordance with the requirements of Section 68(2)@of the Companies Act. 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended based on audited

standalone and consolidated financial statements for the year ended March 31, 2019:

As at March 31, 2019 Consolidated A. Issued subscribed and fully paid up capital as at March 31, 2019 (115,626,827 Equity Shares of INR 1/-each fully paid-up) 11.56.26.827 11,56,26,82 B. Free Reserves as at March 31, 2019** 25.48.17.667 25.48.17.667 General Reserve · Securities premium account 475,09,21,963 Surplus in statement of Profit and Loss 613,07,53,800 678.43.64.710 Total Free Reserves C. Total of Paid up Equity Share Capital and Free Reserves (A+B) D. Maximum amount permissible for buyback under Section 68(2)(c) of the 172,49,97,884 156,15,95,156 Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves) *Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in

Section 68 of the Companies Act. 2013, as amended.

The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2019 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as ame

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

Uday Kumar Reddy Dasari AG Ravindranath Reddy Chairman & Managing Director Director DIN: 00003382 DIN: 01729114 Date: April 22, 2020 Date: April 22, 2020

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all eligible shareholders/beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").
- 9.2. The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.
- 9.3. For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

HDFC securities

HDFC Securities Limited

iThink Techno Campus Building-B

'Alpha', 8th Floor, Opp. Crompton Greaves Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 Tel. No.: +91 22 3075 3400 Fax No.: +91 022 3075 3435 E-mail: sharmila.kambli@hdfcsec.com;

Contact Person: Sharmila Kambli

SEBI Registration No.: INZ000186937

Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U67120MH2000PLC152193 The Company shall request BSE, being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who

from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition

wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE

- Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during norma trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's
- 9.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- . Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 9.8. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 9.9. Procedure to be followed by shareholders holding Demat Shares:
- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker the details of Equity Shares they intend to tender under the Buyback.
- The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.
- For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the

accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity

Shareholder shall be deemed to have been accepted. .10. Procedure to be followed by the shareholders holding Physical Shares:

- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in buyback offer/open offer/exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimer signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature). notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid
- Aadhar card, voter identity card or passport. Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no. certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to delive the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Private Limited (at the address mentioned at paragraph 13 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Tanla Solutions Limited – Buyback 2020". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'
- Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

10. METHOD OF SETTLEMENT Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfe
- The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- The Fligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.

- e) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to solit the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
- The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI **Buyback Regulations**

11. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed June 10, 2020 as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares who are eligible to participate in the Buyback.
- As per the SERI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholder for participating in the Buyback
- The Equity Shares to be bought back as a part of the Buyback is divided in two categories (i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity
- Shares as on Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakh Only); and (ii) General category for all other shareholders. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the $number of Equity \, Shares \, which \, the \, Company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, of \, Equity \, Shares \, entitled \, as \, per \, the \, company \, proposes \, to \, buyback \, or \, number \, or \,$ shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small
- benefit a large number of public shareholders, who would get classified as "small shareholder" Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would

In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with commor PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date
- The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders holding Equity Shares of the Company as on the Record Date.

12. COMPLIANCE OFFICER

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

Ms. Seshanuradha Chava Vice President - Legal & Secretarial

Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081 Tel: +91 40 4009 9999; Fax: +91 40 2312 2999

E-mail: investorhelp@tanla.com

13. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day | Place: Hyderabad

 $except \, Saturday \, and \, Sunday \, and \, public \, holiday \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, the \, following \, address: \, and \, between \, 9:30 \, a.m. \, to \, 5:30 \, p.m. \, at \, between \, and \, between \, an$

KFINTECH

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)* Selenium Tower B. Plot No. - 31 & 32. Financial District Nanakramguda. Serilingampally Hyderabad Rangareddi.

Tel: +91 40 6716 2222; Fax: +91 40 2343 1551

Contact Person: M Murali Krishna Email: tanla.buyback@kfintech.com

Website: www.kfintech.com

Investor Grievance E-mail: einward.ris@kfintech.com SEBI Registration No.: INR000000221

Validity Period: Permanent (unless suspended or cancelled by SEBI) **CIN:** U72400TG2017PTC117649

*The name has been changed from 'Karvy Fintech Private Limited' to 'KFin Technologies Private Limited' with effect from December 5, 2019.

MANAGER TO THE BUYBACK

HDFC BANK We understand your world

HDFC Bank Limited

Investment Banking Group Unit No. 401 & 402, 4th Floor, Tower B, Peninsula Business Park, Lower Parel Mumbai 400 013

Tel: +91 22 3395 8233. Fax: +91 22 3078 8584

E-mail: tsl.buvback@hdfcbank.com: Website: www.hdfcbank.com

Investor Grievance E-mail: investor.redressal@hdfcbank.com

SEBI Registration No.: INM000011252 Validity Period: Permanent (unless suspended or cancelled by SEBI)

Contact Person: Harsh Thakkar / Ravi Sharma

CIN: L65920MH1994PLC080618

misleading information

Sd/-

DIN: 00003382

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

> For and on behalf of the Board of Directors of **Tanla Solutions Limited**

Sd/-Uday Kumar Reddy Dasari Chairman and Managing Director

AG Ravindranath Reddy Director DIN: 01729114

Sd/-Seshanuradha Chava Vice President - Legal & Secretarial Membership No. - A15519

CONCEPT

GREAVES

⊘ ALKEM ALKEM LABORATORIES LIMITED CIN: L00305MH1973PLC174201 Registered Office: 'Alkem House' Senanati Bapat Marg, Lower Parel, Mumbai 400 013. Phone: +91 22 3982 9999 Fax: +91 22 2495 2955 Website: www.alkemlabs.com

NOTICE Pursuant to Regulation 47 read with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice is hereby given that a meeting of Board of Directors of the Company is scheduled to be held on Friday, 05th June, 2020, inter alia, to consider and approve the Standalone and Consolidated Audited Financial Results/ Statements of the Company for the

31st March, 2020. This information is also available on the Company's website at www.alkemlabs.com and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

quarter and financial year ended

For ALKEM LABORATORIES LIMITED Manish Narang President - Legal, Company Secretary & Compliance Office Place: Mumbai Date: 26th May, 2020



CIN: L29130TZ1972PLC000649

Regd. Office: 304-A, Trichy Road, Singanallur, Coimbatore-641 005. Tamil Nadu Tel: +91-422-4545745 Fax: +91-422-4545700 Émail: cs@shanthigears.murugappa.com, Website: www.shanthigears.com

Extract of Audited Financial Results for the Quarter and Year ended 31 March 2020

SI No	PARTICULARS	Quarter ended 31.03.2020	Quarter ended 31.03.2019	Year ended 31.03.2020	Year ended 31.03.2019
1	Total income from operations	43.41	62.67	248.82	253.48
2	Profit for the period before tax	0.49	7.66	32.69	42.46
3	Profit for the period after tax	1.29	6.01	25.19	33.35
4	Total Comprehensive Income for the period	0.40	6.19	24.30	33.53
5	Equity share capital	7.67	8.17	7.67	8.17
6	Reserves (Other Equity)			220.95	293.91
7	Earnings Per Share (in ₹)				
	Basic:	0.17	0.74	3.28	4.08
	Diluted:	0.17	0.74	3.28	4.08
Not	•				

The above is an extract of the detailed format of Quarterly / Yearly Financial Results filed with the Stock Exchanges under Regulation 33 of SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/ Yearly Results are available on the Stock exchange websites www.bseindia.com, www.nseindia.com and on the Company's website www.shanthigears.com

For Shanthi Gears Limited Place : Chennai L. Ramkumar Chairman Date : 26 May 2020



State Project Implementation Unit, Uttarakhand (A Unit for Implementing World Bank Funded Project-UKWDP) Government Industrial Training Institute (Women) Campus 26-EC Road, Dehradun – 248001. Email- spiuukwdp@gmail.com

CORRIGENDUM No. 6 (EXTENTION IN BID SUBMISSION)

Name of Project: Uttarakhand Workforce Development Project (UKWDP)
All prospective bidders are hereby informed that the bid Submission dates for the packages mentioned below has already been extended thrice due to the unprecedented conditions prevailing in the country. Due to the numerous representation received from the prospective bidders requesting for extension, the last date of submission of the technical bid is further

extended as per the table below.						
Bid Ref No.	Bid submission		lopening	Bid submission	Bid opening	
	date (As per Corrigendum No 4) date		date	date		
For Fitter Trade	29th May 2020,11a	ım	29th May	16th June 2020,11am	23rd June	
IN-SPIU-	uploading on		2020,4pm	uploading on	2020,4pm	
UKWFDP-154891	www.uktenders.go	v.in		www.uktenders.gov.in		
-GO-RFB-01	29th May 2020, 2p	29th May 2020, 2pm		23rd June 2020, 2pm		
	Physical submission	n		Physical submission		
	at SPIU office			at SPIU office		
For Electrician	30th May 2020,11a	ım	30th May	17th June 2020,11am	24th June	
Trade IN-SPIU-	uploading on		2020,4pm	uploading on	2020,4pm	
UKWFDP-154891	www.uktenders.go	v.in		www.uktenders.gov.in		
-GO-RFB-02	30th May 2020, 2p	m		24th June 2020, 2pm		
	Physical submission	n		Physical submission		
	at SPIU office			at SPIU office		
It is further informed	It is further informed that this may be treated as the last and final extension and no further date					

extension shall be done. All prospective bidders are informed to work actively to ensure the timely bid submission. Further as per the above table, a window of additional seven(7) days is being provided for hardcopy submission of documents, failing which the bid will not be admitted. The rest of the terms and conditions shall remain unchanged.

Note: This corrigendum will be uploaded on websites www.uktenders.gov.in and

GREAVES COTTON LIMITED

Corporate Identity Number: L99999MH1922PLC000987 Registered Office: Unit No. 701, 7th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla (W), Mumbai - 400070;

Telephone: +91 - 22 - 62211700; **Fax:** +91 - 22 - 62217499 E-mail: investorservices@greavescotton.com Website: www.greavescotton.com

Mumbai

26th May, 2020

Notice is hereby given pursuant to Regulation 47 read with Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that a meeting of the Board

of Directors of the Company will be held on Friday, 5th June, 2020, inter alia, to consider and approve the audited financial results (standalone and consolidated) of the Company for the quarter and year ended 31st March, 2020. For Greaves Cotton Limited

Atindra Basu Head- Legal, Internal Audit & Company Secretary

This notice is also available in the Investor Relations section of the Company's website www.greavescotton.com and Corporate Announcement section of the stock exchanges' website www.nseindia.com and www.bseindia.com

Mutual Funds Aditya Birla Sun Life Mutual Fund



Aditya Birla Sun Life AMC Limited (Investment Manager for Aditya Birla Sun Life Mutual Fund) Registered Office: One India Bulls Centre, Tower 1, 17th Floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013. Tel.: 4356 8000. Fax: 4356 8110/8111. CIN: U65991MH1994PLC080811

Addendum No. 08 /2020

Notice-cum-Addendum to the Scheme Information Document and Key Information Memorandum of Aditya Birla Sun Life Short Term Fund

Change in Exit Load

NOTICE IS HEREBY GIVEN THAT, the exit load of Aditya Birla Sun Life Short Term Fund, an open ended short term debt scheme investing in instruments such that the Macaulay duration of the portfolio is between 1-3 years ('the Scheme') will be revised as under with effect from Thursday, May 28. 2020:

Existing Exit Load	Revised Exit Load	
In respect of each purchase / switch-in of Units, upto 15% of the units may be redeemed / switched-out without any exit load from the date of allotment.		
Any redemption in excess of the above limit shall be subject to the following exit load:	Nil	
- For redemption / switch-out of units on or before 180 days from the date of allotment: 0.50% of applicable NAV		
- For redemption /switch-out of units after 180 days from the date of allotment: Nil		

The revised load structure will be applicable to all investments made on or after Thursday, May 28, 2020.

Aditya Birla Sun Life AMC Limited reserves the right to increase/decrease/introduce a load at any time in future on a prospective basis. However, such increase/decrease/introduction would be subject to the limits prescribed under the SEBI (Mutual Funds) Regulations, 1996.

All other features and terms & conditions of the Scheme shall remain unchanged.

This Notice-cum-Addendum forms an integral part of the Scheme Information Document / Key Information Memorandum issued for the Scheme read with the addenda issued thereunder.

For Aditya Birla Sun Life AMC Limited (Investment Manager for Aditya Birla Sun Life Mutual Fund)

Authorised Signatory

Date: May 26, 2020 Place: Mumbai

Mutual Fund investments are subject to market risks, read all scheme related documents carefully.

— TENDER CARE —

— Advertorial

HYDROCARBON EXPLORATION BENEATH DIBRU-SAIKHOWA NATIONAL PARK BY OIL

he Ministry of Environment, Forest and Climate Change (MoEF&CC) has accorded environmental clearance for extension drilling & testing of Hydrocarbons at 7 (seven) locations under Dibru-Saikhowa National Park Area, north West of Baghjan PML in District Tinsukia in the state of Assam to Oil India Limited. This information as per statutory requirement was published as a Newspaper advertisement for information of all concerned stakeholders. It has been observed that post publication of the advertisement certain section of the stakeholders have expressed their concern assuming that OIL will be operating inside the national park. In this regard, OIL management would like to share the following information for the benefit of all stakeholders so that they can be reassured that OIL's operations will have no impact on the Dibru-Saikhowa National Park Area.

1.In order to tap the hydrocarbon resources underneath the Dibru-Saikhowa National Park, OIL had approached statutory bodies for obtaining necessary permissions in the year 2016 on the basis of the Extended Reach Drilling (ERD) technology, which will enable OIL to drill for hydrocarbon without drilling inside the national park

2.OIL went through an elaborate process for obtaining the necessary approvals from statutory bodies like MoEF&CC after fulfilling the stringent guidelines and adhering to various compliances and establishing the fact that OIL will not enter the Dibru-Saikhowa National Park Area.

3.OIL will be able to accomplish this task of exploring hydrocarbon reserves under the Dibru-Saikhowa National Park by use of the Extended Reach Drilling (ERD) technology. ERD techniques are extensively used to intersect hydrocarbon targets far from the surface or areas of the reservoir which otherwise are difficult to access. By using this technology wells can be drilled up to a depth of approx. 4 kilometres from the existing well plinth without entering the protected area. Through ERD technology, OIL will reach the target depth of around 3.5 Kms beneath the surface of the National Park without carrying out any drilling activity inside the national park. This is a state of the art technology where Drilling will take place around at an average more than 1.5 kilometres outside the demarcated area of the national park where OIL already is carrying out hydrocarbon exploration since last fifteen years (Baghjan area). OIL once again reiterates that no disturbance to the environment and Dibru-Saikhowa national park is envisaged due to use of ERD technology.

MAJOR POLICY INITIATIVES FOR INDUSTRIAL WORKER HOUSING ANNOUNCED BY HSIDC

n its 362nd meeting held under the Chairmanship of Sh. Rajesh Khullar, IAS, PSCM to Govt. of Haryana accorded in to Govt. of Haryana accorded in principle approval for the provi-



sion of 10 percent increase in FAR for Industrial Housing Component for the general industry located in the industrial Estate of HSIIDC as well as in principle approval for policy for allotment of Industrial Worker's Housing Units/dormitories on leasehold basis. The housing facility created with 10 percent increased FAR shall be used by the workers of that particular unit and provision for proper social distancing norms shall be made. Sh. Anurag Agarwal, IAS, MD / HSIIDC informed that these proposal's have been considered in view of post COVID-19 scenario.

ONGC AND NTPC SIGN MOU TO SET UP **JOINT VENTURE FOR RENEWABLE ENERGY BUSINESS**

il and Natural Gas Corporation Limited (ONGC) and NTPC Itd are planning to set up a Joint Venture Company for Renewable Energy business. The two Maharatnas entered into a Memorandum of Understanding (MoU) on 21 May 2020 in Delhi to formalize this arrangement. The MoU will enable both companies to achieve their targets in Renewable Energy business. The MOU was signed by ONGC Director (Finance) and In-charge Business Development and Joint Ventures Subhash Kumar and Director (Commercial) NTPC, A K Gupta. ONGC CMD Shashi Shanker and NTPC CMD Mr. Gurdeep Singh (on Virtual conferencing) along with the Directors of two public enterprises witnessed the occasion. As per the MoU, NTPC and ONGC will explore and set up Renewable Power assets including offshore wind, in India and overseas, and explore opportunities in the fields of sustainability, storage, E-mobility and ESG (Environmental, Social and Governance) compliant projects. ONGC has a renewable portfolio of 176 MW comprising of 153 MW wind power and 23 MW of solar. Through this collaboration with NTPC, ONGC envisages significant growth in its presence in the Renewable Power sector as outlined in its Energy Strategy 2040 document. Similarly, NTPC, with a 920 MW of installed Renewable power capacity in its portfolio with about 2300 MW of Renewable Energy projects under construction and aspiring to reach 32 GW by 2032, will benefit from this tie up by expanding its footprint in offshore wind and overseas Renewable energy projects as well.

RAVI DADHICH TAKES OVER AS DIRECTOR (HR) - DELHI TRANSCO LTD

avi Dadhich, a dynamic and result oriented bureaucrat of DANICS (1996 batch) has taken over as Director (HR) of Delhi Transco Limited. An alumnus of Maharaja College Jaipur - University of Rajasthan, Dadhich has done his post graduation in Sociology. During his illustrious career



spanning over twenty five years, Shri Dadhich has held many challenging postings in Delhi as well as in Lakshadweep. His first posting was as SDM - Preet Vihar Delhi. Among the other few important postings Shri Dadhich has held in Government of NCT of Delhi include as Officer on Special Duty to Hon'ble Lieutenant Governor, Additional Secretary to Hon'ble Chief Minister, Member (Administration)

-Delhi Urban Shelter Improvement Board, Secretary to Minister (Transport) and Additional Commissioner (Food and Civil Supplies). In Lakshadweep, he has been Additional District Magistrate, Director (Tourism) and CEO, District Panchayat. Dadhich has also worked with Delhi Development Authority and New Delhi Municipal Council and has vast experience of urban development sector. In addition to his duties with Delhi Transco Limited. Shri Dadhich is also holding the responsibilities of Registrar - Guru Gobind Singh Indraprasth University, General Manager (Delhi Tourism), Special Secretary (Power & Finance) and Director (HR) of IPG-CL, PPCL and DPCL.



िकुबार, 27 मां, 2020 अभ्यय-प्रामां कृतकार विस्ता क्रिया विस्ता क्रिया विस्ता क्रिया विस्ता शिक्ष विस्ता शिक्स Next



आंध्र - तेलंगाना डेली हिन्दी मिलाप, ईरतबाद | www.webmilap.



कोविड-19 अस्पतालों से प्रतिदिन 1 टन जैविक कचरा

भारतादना 2 जा देवार प्रश्नी के प्रकार के प्रकार के प्रकार के किए के प्रकार के प्रकार

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year, 27 Hd. 2020 7

Next

स्वयान अन्यस्था स्वास्थ्य है, इस मूर्ग (क्लाप के प्रका) (क्लाप जीवार्य और राज क्षेत्रे लगी। पूरण बार्ग्य की माहेशानी के परवारी अञ्चलत से नाम पात्र औं भारत ने जनकी जायीयक विशेषास्त्र करवालार पूर्ट के बार्ग्यों अञ्चल भेज दिया।

बाबू के खिलाफ जनहित याचिका

पोलावरम परियोजना का निर्माण

2021 तक होगा पूरा : जगन

अवराजने, 26 गई-(विलाप क्रेस्स)



दयाकर राव ने किया रोजगार गारंटी कार्यों का निरीक्षण



सीवकात्मात्र, 28 वहं (विभाग देशक) भार के पात के पात करा कारी पहले और ता दो ती होता. भार के पात करा कारी पहले और ता दो ती होता है। भार के पात करा कारी पहले करा के पात करा के पात करा के पात के स्वार्थ में साम्याद्वार प्राथम के पात के पात करा कारों के ती होता है। भार के पात करा कारा कारा के ती होता है। भार के पात करा कारा कारा के ती होता है। भार के पात करा कारा के ती होता है। भार के पात करा कारा के ती होता के पात कारा कारा के ती होता है। भार कारा के पात कारा के ती होता के पात कारा की है। भारत के पात कारा कारा के ती है। अपने कारा कारा के दूर के पात कारा की है।

प्लाज्मा थेरेपी ट्रॉयल के लिए स्विम्स को दी गई अनुमति

स्थित स्था की दी गई अनुनाति किंदुर, 24 मी-मिलार केका जिसके के से केदका इस्टेस्ट्र अंक विकार व्यक्ति तीमका के इंटिएर स्वादील और विकार मिट (अधिकादार) रे प्यान्त पीटी इंट्राप्त की अपूर्ण के दे के प्रारम्का पीटी किंद्र प्राप्त की की इंट्राप्त की अपूर्ण की कर के प्राप्त कार्य की इस्टेस प्राप्त पार्ट की के इस्टेस प्राप्त की अपूर्ण की कार्य कार्य की किंद्र प्राप्त कार्य कार्य को किंद्र की किंद्र की अपूर्ण की किंद्र की अपूर्ण कार्य की किंद्र कार्य राजाना संग्रीक कर समस्य संग्रीत दीरियों को इस्टेस किंप्य आग्रण।

दक्षिण तेलंगाना के साथ अन्याय

रमणा दीक्षितुलू ने की सनसनीखेज टिप्पणी



महानाडू से पूर्व तेदेपा को लग सकता है झटका

तीन विधायक छोड सकते हैं साथ



परिवार को उन्हें कर की वा कि को अन्य परवार प्रशास कर वा प्रशास है कि का प्रशास कर का प्रशास कर का प्रशास कर का प्रशास कर का प्रशास का प

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Corporate Identity Number (CIN): L72200TG1995PLC021262

Registered Office: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081. Tel: +91 40 4009 9999 | Fax: +91 40 2312 2999 | Website: www.tanla.com | Contact Person: Ms. Seshanuradha Chava, Vice President - Legal & Secretarial

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA SOLUTIONS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

FINANCIAL EXPRESS

This Public Announcement (the "Public Announcement") is made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Tanla Solutions Limited (the "Company") through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or reenactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER FOR BUYBACK OF NOT EXCEEDING 1,90,12,345 (ONE CRORE NINETY LAKHS TWELVE THOUSAND THREE HUNDRED AND FORTY FIVE ONLY) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/-(INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 81/- (INDIAN RUPEES EIGHTY ONE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

DETAILS OF THE BUYBACK AND BUYBACK PRICE

- 1.1. The board of directors of the Company ("Board") at its meeting held on April 22, 2020 ("Board Meeting") and the special resolution passed by the shareholders of the Company through postal ballot (by way of remote e-voting only) pursuant to a postal ballot notice dated April 22, 2020 ("Postal Ballot Notice"), the results of which were declared on May 23, 2020, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, have approved the buyback of the Company of its equity shares having a face value of INR 1/- (Indian Rupee One Only) each not exceeding 1,90,12,345 Equity Shares, at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size"), from all the shareholders/ beneficial owners of the Equity Shares of the Company, as on June 10, 2020 ("Record Date") (for further details on in relation to the Record Date, refer to paragraph 11 of this Public Announcement), on a proportionate basis through the "tender offer" route as specified under the SEBI Buyback Regulations.
- 1.2. The Buyback is pursuant to Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, each as amended from time to time and to the extent applicable, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 2016 and such other circulars or notifications, as may be applicable (hereinafter referred to as the "Buyback").
- 1.3. The maximum amount required for the Buyback will not exceed INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs, being 22.32% and 24.65% of the total paid-up capital and free reserves based on the standalone and consolidated financial statements of the Company as on March 31, 2019, 7. respectively, which is not exceeding 25% of the aggregate of the total paid-up capital and free reserves of the Company as per latest available standalone and consolidated audited financials of the Company as on March 31.
- 1.4. Further, under the Companies Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 1,90,12,345 Equity Shares of the Company, representing 12.49% of the total number of Equity Shares in the total existing paid-up equity capital of the Company, and 16.44% and 13.02% of the total number of Equity Shares in the total paid-up equity capital as of March 31, 2019, and March 31, 2020, respectively. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company and of the total paid-up equity capital of the Company as of March 31, 2019 and March 31, 2020.
- 1.5. The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars as may be applicable, including any further amendments thereof (such circulars hereinafter referred to as the "SEBI Circulars"). Please refer to paragraph 11 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback
- 1.6. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 1.7. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of BSE Limited and National Stock Exchange of India Limited i.e., www.bseindia.com and www.nseindia.com respectively, during the period of the

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on April 22, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2019 and also as on the date of the Board Meeting and considering these, the Board decided to allocate not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 1,90,12,345 Equity Shares at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share for an aggregate amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only). Buyback is being undertaken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- (iii) The Buyback may help in improving its earning per Equity Share and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE OF THE BUYBACK

2020, being the day preceding the Intimation Date.

The Equity Shares of the Company are proposed to be bought back at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to, the trends in the volume weighted average prices of the Equity Shares on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

(ii) The Buyback Offer Price represents:

- (a) Premium of 17.70% and 15.76% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding April 17, 2020, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- (b) Premium of 55.80% and 55.35% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.
- (c) Premium of 48.08% over the closing price of the Equity Shares on the Stock Exchanges as on the Intimation
- (d) Premium of 55.47% over the closing price of the Equity Shares on the Stock Exchanges as on April 16.
- DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER
- (i) The aggregate shareholding of the promoters, members of the promoter group, directors of the promoter and
- members of the promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of this Public Announcement i.e. May 26, 2020, is as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari*	2,81,03,431	18.46
2.	D Tanuja Reddy**	2,10,88,127	13.85
3.	TNA Corporation LLP	34,79,000	2.28
4.	Mobile Techsol Private Limited****	3,15,000	0.21
5.	Veda Matha Technologies Private Limited	3,05,000	0.20
6.	Blue Green Technologies Private Limited*****	3,20,000	0.21
7.	B Venu Gopal Reddy***	2,070	Negligible
	Total	5,36,12,628	35.21

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

***B Venu Gopal Reddy holds directorship in Blue Green Technologies Private Limited (formerly known as Blue Green Biotech and Pharma Private Limited), which is part of the promoter group of the Company.

****formerly known as Arka Dresswear Private Limited

*****formerly known as Blue Green Biotech and Pharma Private Limited (ii) None of the directors of the Company ("Directors") or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the

date of this Public Announcement i.e. May 26, 2020, except for the following:

- Name of the Shareholder Number of Designation % of paid **Equity Shares** up equity share capital Uday Kumar Reddy Dasari Chairman and Managing Director 2.81,03,431 18.46 2. AG Ravindranath Reddy Non-Executive Director 3,000 Negligible 96,866 Sanjay Kapoor Non-Executive Director 0.15 Sanjay Baweja Independent Director 2.32.850 K Srinivas Gunupudi Chief Financial Officer 1.41.110 0.09 Seshanuradha Chava Vice President -Legal and 1,73,582 0.11
- Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e., April 22, 2020 and from the date of the Board Resolution till the date of this Public Announcement.

	Name of shareholder	Aggregate number of Equity Shares purchased/sold	Nature of transaction	Minimum Price (INR)	Date of Minimum Price	Maximum Price (INR)	Date of Maximum Price
1.	Uday Kumar Reddy Dasari*	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020
2.	D Tanuja Reddy**	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

INTENTION OF THE PROMOTERS. MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group

and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters, members of the promoter group and persons in control of the Company have expressed their intention of not participating in the Buyback. Accordingly, the disclosures as required as per paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable. NO DEFAULTS

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

redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend

due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY As required by clause (x) of Schedule I read with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion

- immediately following the date of the Board resolution and the date on which the results of postal ballot approving the proposed Buyback be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts:
- as regards the Company's prospects for the year immediately following the date of the Board resolution and for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution as well as from the date of the Postal Ballot Resolution:
- (iii) in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated April 22, 2020 received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Report of factual findings in connection with Agreed-upon Procedures related to confirming the affairs and prospects of the Company for the proposed buyback of equity shares in accordance with the requirements of the Companies Act, 2013 and Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

The Board of Directors

Tanla Solutions Limited Tanla Technology Centre, Hitech City Road, Madhapur Hyderabad, Telangana 500081

We, MSKA & Associates, Chartered Accountants, the Statutory Auditors of the Company, have performed the

following procedures agreed with you vide mandate letter dated March 30, 2020, in connection with the proposal of Tanla Solutions Limited ('Company') to buy-back its equity shares in pursuance of the provisions of Section 68 of the Companies Act, 2013 (the "Act") as amended and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended, ("Buyback Regulations"), approved by the Board of Directors of the Company at the Board Meeting held on April 22, 2020.

Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information," issued by the Institute of Chartered Accountants of

We have been provided with the following documents:

Audited standalone and consolidated financial statements for the year ended March 31, 2019 Solvency declaration by the Board of Directors

Board resolutions dated April 22, 2020 for approval of proposed buyback

- Assessment note and projected cash flow provided to the board for solvency declaration
- Annexure A-Statement of permissible capital payment ("Statement") and the same has been initialed for the identification purpose only

Articles of association to verify authorization for buy back of securities.

The procedures summarized below are performed solely to assist you in confirming the affairs and prospects of the Company for the proposed buyback of shares:

- Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2019; Examined authorization for buyback from the Articles of Association of the Company, approved by Board of
- Directors in its meeting held on April 22, 2020, which is subject to approval of the shareholder of the Company; Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained
- earnings as at March 31, 2019 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019; Examined that the amount of capital payment for the buyback as detailed in the Statement is within the
- permissible limit computed in accordance with section 68(2)(c)of the Act and Regulation 4(i) of the Buyback Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the
- Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2019; Examined that all the shares for buy-back are fully paid-up;

- Inquired if the Board of Directors of the Company, in its meeting held on April 22, 2020 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buyback will be declared;
- Examined resolutions passed in the meetings of the Board of Directors i.e., on April 22, 2020;

Examined Director's declarations in respect of the buyback and solvency of the Company; and Obtained necessary management representations from the company.

Company, we report that: A. We have inquired into the state of affairs of the Company in relation to its latest audited standalone and consolidated financial statements for the year ended March 31, 2019;

Based on the procedures performed as stated above, and according to the information, explanations provided by the

- The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations based on the audited standalone and consolidated financial statements for the year ended March 31,
- C. The Board of Directors at their meeting held on April 22, 2020 have formed its opinion, as per the provisions of clause (x) of Schedule I to the Buyback Regulation on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and one year from the date on which the results of the shareholders with regards to the proposed buy back will be

The above procedures do not constitute either an audit or a review made in accordance with the Generally Accepted Auditing Standards in India Had we performed additional procedures or an audit or review of the financial statements / information provided to us in

accordance with the generally accepted auditing standards in India, other matters might have come to our attention that would have been reported to you. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback Regulations, (i) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company, (iii) public announcement to be made to the shareholders of the Company, (iii) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the Buyback Regulations, (iv) the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and (v) for providing to the merchant banker to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. This report can be relied upon by the Manager to the Buyback. MSKA & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. For MSKA & Associates,

Chartered Accountants FRN: 105047W

Amit Kumar Agarwal

M. No: 214198 Date: April 22, 2020

Place: Hyderabad

UDIN: 20214198AAAACM4186 ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

standalone and consolidated financial statements for the year ended March 31, 2019:

Computation of amount of permissible capital payment towards buyback of equity shares of Tanla Solutions Limited in accordance with the requirements of Section 68(2)@of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended based on audited

As at March 31, 2019 **Particulars** Standalone Consolidated A. Issued subscribed and fully paid up capital as at March 31, 2019¹ 11.56.26.827 11.56.26.827 (115,626,827 Equity Shares of INR 1/-each fully paid-up) B. Free Reserves as at March 31, 2019* · General Reserve 25,48,17,667 25,48,17,667 475.09.21.963 476.13.10.163 Securities premium account 177,86,25,080 Surplus in statement of Profit and Loss 111,46,25,970 Total Free Reserves 678,43,64,710 613,07,53,800 C. Total of Paid up Equity Share Capital and Free Reserves (A+B) 624,63,80,627 689,99,91,537 D. Maximum amount permissible for buyback under Section 68(2)(c) of the 172,49,97,884 156,15,95,156 Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves) Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended. *The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2019 for buyback of

equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind. AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended For and on behalf of the Board of Directors

Tanla Solutions Limited

Uday Kumar Reddy Dasari AG Ravindranath Reddy Chairman & Managing Director Director DIN: 00003382 DIN: 01729114 Date: April 22, 2020 Date: April 22, 2020 Unquote

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

The Buyback is open to all eligible shareholders/beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").

9.2. The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.

9.3. For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

HDFC securities

HDFC Securities Limited

iThink Techno Campus Building-B

'Alpha', 8th Floor, Opp. Crompton Greaves Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 Tel. No.: +91 22 3075 3400 Fax No.: +91 022 3075 3435 E-mail: sharmila.kambli@hdfcsec.com; Website: www.hdfcsec.com

Contact Person: Sharmila Kambli SEBI Registration No.: INZ000186937 Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U67120MH2000PLC152193 . The Company shall request BSE, being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In

case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's

9.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. 9.8. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the

trading session and will be updated at specific intervals during the tendering period. 9.9. Procedure to be followed by shareholders holding Demat Shares:

 Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.

For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

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

9.10. Procedure to be followed by the shareholders holding Physical Shares:

- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting* dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

 d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Private Limited (at the address mentioned at paragraph 13 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Tanla Solutions Limited - Buyback 2020". One copy of the TRS will be retained by Registrar to the Buyback and it will

provide acknowledgement of the same to the Shareholder Broker. e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'.

Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

10. METHOD OF SETTLEMENT Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary

b) The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.

transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE. d) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant

("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.

The Demat Shares bought back would be transferred directly to the demat account of the Company opened for

the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be

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FINANCIAL EXPRESS

STRIKE IN NETHERLANDS

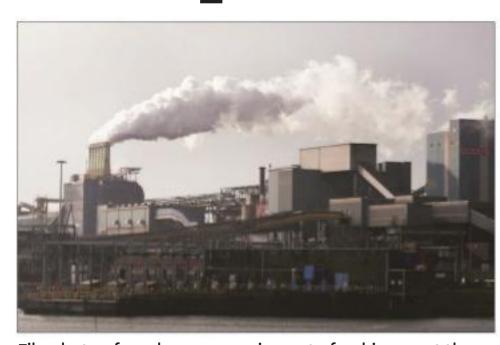
Workers block doors of Tata Steel plant

Protest at co's main IJmuiden plant is prelude to major action in coming weeks, say labour representatives

TOBY STERLING & BART MEIJER Amsterdam, May 26

A GROUP OF AROUND 100 striking workers blocked the doors at Tata Steel's main IJmuiden plant in the Netherlands on Tuesday morning, in what labour representatives said was a spontaneous move and a prelude to major action in the coming weeks.

Workers at the Dutch subsidiary have been unhappy since the departure last week of their CEO Theo Henrar, which prompted an angry response as he was seen as a strong advocate against Tata's plans to cut around 1,000 jobs in the Netherlands. Frits van Wieringen, the spokesman of the company's works council, said Tues-



File photo of smoke seen coming out of a chimney at the Tata Steel plant in Ijmuiden, Netherlands

day's unplanned strike had not affected production, but that the council expected a "major action" in the short term.

"People are so angry, this situation is certain to escalate", he said. Tata Steel Netherlands' Central Works Council (CWC) has said it fears that Tata Steel Europe aimed to cut its Dutch operations in order to save its loss-making British business.

The company's Dutch officials could not be immediately reached for comment.

Labour union FNV said it

would stage a large rally on June 4, at which Tata's Dutch employees would decide on strikes and possible further actions."We are gearing up for a huge fight", FNV spokesman Roel Berghuis said.

"We want guarantees on job security, and an end to plans to integrate Dutch and British operations", he said.

Tata Steel Europe employs 21,500 people, including 9,000 at IJmuiden in the Netherlands and 8,500 in Britain.

—REUTERS

Suzlon seeks looser terms on debt recast deal

to loosen some of the key conditions of a two-month-old debt restructuring deal, in a setback to long-awaited settlement agreed just two months ago, people familiar with the matter

asked for replacing about ₹2.5 billion interest due for the quarter ending June 30 with convertible debt due in 20 years, the people said, asking not to be named as the information is not public. Suzlon has also asked for

The wind-turbine maker has three more months to make a key milestone payment that the company missed, the people said, without providing more

pany declined to comment.

Arepresentative for the com-—BLOOMBERG

INTERVIEW: PRASHANT JAIN, joint managing director & CEO, JSW Energy

'Privatisation of discoms is an opportunity'

opportunities thrown up by the recent reform measures taken by the government, and the improvement in economic activities with partial relaxations of lockdown restrictions. Prashant Jain, joint managing director & CEO of JSW Energy, said in an exclusive interview with Vikas Srivastava, that measures announced by the government such as privatisation of discoms and commercial mining in coal will help improve the investment climate. Edited

JSW Energy is keen to seize

Your average realisation/per unit for power sold in the March quarter increased to ₹4.4/ kWh from ₹4.3/kWh a year ago, but on the full-year basis, it has fallen by 6%. How do you see the power demand scenario panning out in the coming quarters?

excerpts:

The majority of our longterm contracts enable passthrough of fluctuations in fuel costs and exchange rates. Hence, the realisation, going ahead, will depend on movement in coal prices, the rupee and merchant prices.

Do you see any recovery in spot prices of power with the summer round the corner?

The spot price trajectory will depend on the demand pick-up in the upcoming quarters, which is contingent upon the pace of recovery of economic activities. We would like to steadily increase the proportion of long-term power purchase agreement (PPA) in our off-take mix opportunistically, which will help us minimise our cash flow volatility.

Net power generation in the March quarter was down 3% y-o-y to 4.1 billion units due to lower offtake under PPA, which was down 15% on year. How do you see it in coming quarters?

Power demand over the short-term is expected to be muted due to subdued economic activities. However, the medium-term outlook is intact, as rapid urbanisation and stabilisation of various schemes undertaken by the government such as "Power for All" and "24 x 7 Power" is expected to spur the demand. With universal household electrification nearly complete in the country, the latent power demand from rural India should also get unlocked.

Your plan to have long-term contracts share to over 90% seems to be taking longer than expected. It was 81% this quarter. Given the current situation and the focus on renewables, do you expect to tie up for around 90% of your generation via PPAs this year?

The open capacity of around 300 MW at Ratnagiri should be tied up under the long-term PPA, once the JSW Steel's expansion at Dolvi completes. With this, our long-term PPAs will be close to 90% of our sales.

What has been the impact of Covid-19 on demand and what is your forecast for FY21?

If you look at the power demand in the March quarter of 2020, it went up by 1.9% because of strong and healthy demand in January and February, which went up by 3.8% and 11.8%, respectively. But in

the Stock Exchange and can be accessed at www.nseindia.com and the Company at www.herofincorp.com.

March, it came down to 8.4%. In fact, in the last week of March it went down by 27%. However, since then it has been improving.In April it was down by 23%, and in first 15 days of May it was down by 19%; so there is an improving trend from the last week of March to May first week.

We believe as the lockdown is eased, power demand will recover. The scenario for FY21 will depend on economic recovery defined by three factors — how the MSMEs are going to perform, the issue of migrant labour, and the rate of spread of Covid-19. So, it will be a hazardous guess to make for future demand, because majority of the big industrial demand comes from the captive power.

Are you interested in discoms being privatised in the Union **Territories?**

We would like to evaluate as

and when such opportunities come out. I am confident the measures taken by the government are steps in the right direction, the power sector is bleeding at this point of time due to poor health of discoms. So, if they are privatised and commercial mining in coal is allowed, both the problems financial losses of discoms and coal shortage — faced by power

Do you think the discoms' privatisation model can be replicated in major cities and

sector will be addressed.

There are very good examples in front of us like Delhi, Mumbai, Kolkata and Ahmedabad (for privatisation). I believe it may not solve the entire problem, but it is a step the in right direction. The need of the hour is quick and prompt execution. We believe the government is keen on doing it, but power being a

state subject, it requires proactive steps by the states as well. I think government was having its own share of problems and the current crisis has only accentuated it. This is a very good opportunity for states to come forward and undertake the reforms, especially since part of their higher borrowing limit is linked to reforms in the power sector.

Do you think one-grid-onetariff policy is viable?

I think we are far from that due to the federal structure where alignment among all the states is tough. But I see if there is privatisation of the discoms and the consumers are given the choice to select the generator or the supplier, there will be real reform in the sector. The transparency will bring more investors, who are at present not interested to invest in the sector. These reforms will bolster investment as well as help India become a \$5-trillion economy.

How do you see the opening up of commercial mining in coal? As many as 50 assets are going to be auctioned off soon. We will look at the logistics

costs as our thermal plants are strategically located for dependence on imported coal. So, we will have to see if it will make economic sense to switch over to domestic coal.

If it will, we will either participate in tenders or tie up with someone participating in commercial mining, who would be willing to supply to us. We would be looking at Odisha-based mines for our Vijayanagar plant while, for Maharashtra, we would also look at western coal fields.

Year ended

Year ended

Bata bets big on e-commerce channel

New Delhi, May 26

FE BUREAU

BATA WILL STRENGTHEN its online presence to drive sales as the company expects more consumers to shift to e-commerce in the days to come. The firm's online store Bata.in is witnessing an escalation in demand, said India CEO Sandeep Kataria. As part of the efforts, Bata

has widened its portfolio on Amazon, Flipkart, Myntra, and has also rolled out WhatsApp shopping across the country - a feature that was tested over the past two weeks. Consumers can shop from homes via Whats App chat with Bata stores located in their neighbourhood.

"Sales, at least in the shortterm, will move online," Kataria said at a virtual press briefing on Tuesday. Bata India's net profit declined to ₹37.60 crore in the three months to March from ₹88.26 crore in Q4 FY2019, primarily due to the lockdowninduced disruption in operations. As of May 25, nearly 809 stores that form about 53% of the company's total store count are operational in the country. Recovery, however, is being led by stores located in residential areas, while footfalls in highstreet stores have been miniThe company has rolled out WhatsApp shopping across the country

mal. In terms of geographical area, Tier-III, -IV and -V towns are leading business revival. Although consumer demand has been picking up gradually every week for the last three weeks, Bata is not looking at giving discounts.

"The business is currently in the revival phase. The next phase will be revitalisation and then it will thrive. In the first phase, the demand will be needbased," said Kataria. The company expects products priced below ₹1,000 to sell more in the initial phases.

amid the pandemic, Bata India has launched 'work from home' and 'easy-wash' footwear collection. It has no plans to increase product prices at least in the short-term. The company has put store expansion plans on hold for the next three to six months. However, capital expenditure in factories will continue. CFO, Bata Group, Alberto Toni said the company would continue to invest in the India market.

CITI: Debt restructuring package need of the hour

FE BUREAU Chennai, May 26

CONFEDERATION OF INDIAN Textile Industry (CITI), the apex body for Indian textile and clothing sector, has demanded a debt restructuring package and further extension of moratorium period till March 31,2021.

Welcoming the recent monetary measures announced by the RBI governor, CITI chairman T Rajkumar said: "The foremost demand of the textile and clothing industry was a debt-restructuring package, the only solution to all the financial problems being faced by the industry. The textile industry needs one-time To cater to consumer needs restructuring to make it viable and vibrant in view of the emerging international oppor-

> tunities to replace China." Rajkumar stressed that repo rate cuts initiated by the RBI on several occasions in the last one year had not been fully transmitted by banks to borrowerswhatever passed on were minuscule. The textile and clothing industry wants the banks to be advised to transfer full benefits of RBI's recent and earlier reporate reductions.



Particulars

Hero FinCorp Limited

Registered office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 Corporate office: 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 Tel. No: 011-49487150, Fax: 011-49487197-98, Website: www.herofincorp.com CIN: U74899DL1991PLC046774

Audited Standalone Financial Results for the year ended March 31, 2020 (All amount in Rupees crores unless otherwise stated) Half year ended | Half year ended

		March 31, 2020	March 31, 2020 March 31, 2019		March 31, 2019
		(Audited#)	(Audited#)	(Audited)	(Audited)
1	Total Income From Operations	2,019.25	1,414.37	3,702.62	2,492.52
2	Net Profit for the period (before tax and exceptional items)	236.34	283.35	480.93	413.66
3	Net Profit for the period before tax (after exceptional items)	236.34	283.35	480.93	413.66
4	Net Profit for the period after tax (after exceptional items)	145.35	184.95	310.17	268.37
5	Total Comprehensive income for the period [Comprising Profit/(loss) for the period (after tax) and other comprehensive income(after tax)]	145.66	184.60	309.22	267.02
6	Paid up Equity Share Capital	121.54	114.15	121.54	114.15
7	Net worth	4,527.47	3,666.51	4,527.47	3,666.51
8	Debt Equity ratio	4.50	4.45	4.50	4.45
9	Earning per share (of Rs. 10 each)				
	I). Basic :*	12.56	17.90	26.98	25.97
	ii). Diluted :*	12.40	17.86	26.79	25.92

Figures for the half year ended March 31, 2020 and March 31, 2019 are the balancing figures between audited figures in respect of full financial year and published year to date figures upto the end of first half year of the relevant

Place: New Delhi

Date: May 25, 2020

financial year. The above is an extract of detailed format of annual financial results filed with the Stock Exchange under Regulation 52 of the SEBI (Listing and Other Disclosure Requirements) Regulation, 2015. The full

format of the annual financial results are available on the websites of the stock exchange at www.nseindia.com and the Company at www.herofincorp.com For the items referred in sub-clauses (a), (b), (d), and (e) of the Regulation 52 (4) of the SEBI (Listing and other Disclosure Requirements) Regulations, 2015 the pertinent disclosures have been made to

The financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016, prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder and the other accounting principles generally accepted in India. Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

The financial results for the year ended March 31, 2020 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 25, 2020

For and on behalf of the Board Renu Munial Managing Director

Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the

Buyback. In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements

pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same

Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI

Buyback Regulations.

11. RECORD DATE AND SHAREHOLDER ENTITLEMENT As required under the SEBI Buyback Regulations, the Company has fixed June 10, 2020 as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares who are eligible to participate in the Buyback.

As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholder for participating in the Buyback. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

(i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakh Only); and

(ii) General category for all other shareholders.

In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder

with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity

The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders holding Equity Shares of the Company as on the Record Date.

12. COMPLIANCE OFFICER

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

Ms. Seshanuradha Chava

Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081 Tel: +91 40 4009 9999; Fax: +91 40 2312 2999

E-mail: investorhelp@tanla.com Chairman and Managing Director DIN: 00003382 In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Date: May 26, 2020 Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day Place: Hyderabad

except Saturday and Sunday and public holiday between 9:30 a.m. to 5:30 p.m. at the following address:

KFINTECH

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)* Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad Rangareddi

Tel: +91 40 6716 2222; Fax: +91 40 2343 1551 Contact Person: M Murali Krishna

Email: tanla.buyback@kfintech.com; Website: www.kfintech.com

Investor Grievance E-mail: einward.ris@kfintech.com SEBI Registration No.: INR000000221

Validity Period: Permanent (unless suspended or cancelled by SEBI) CIN: U72400TG2017PTC117649

*The name has been changed from 'Karvy Fintech Private Limited' to 'KFin Technologies Private Limited' with effect from December 5, 2019. MANAGER TO THE BUYBACK

THOFC BANK

We understand your world **HDFC Bank Limited**

Uday Kumar Reddy Dasari

Investment Banking Group Unit No. 401 & 402, 4th Floor, Tower B, Peninsula Business Park, Lower Parel Mumbai 400 013

Tel: +91 22 3395 8233, Fax: +91 22 3078 8584 E-mail: tsl.buyback@hdfcbank.com;

Website: www.hdfcbank.com Investor Grievance E-mail: investor.redressal@hdfcbank.com SEBI Registration No.: INM000011252

Validity Period: Permanent (unless suspended or cancelled by SEBI)

Contact Person: Harsh Thakkar / Ravi Sharma CIN: L65920MH1994PLC080618 15. DIRECTOR'S RESPONSIBILITY

contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for all the information

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

AG Ravindranath Reddy Director

DIN: 01729114

Seshanuradha Chava Vice President - Legal & Secretarial Membership No. - A15519

financiales, epan, in

Vice President - Legal & Secretarial

13. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

CONCEPT



Corporate Identity Number (CIN): L72200TG1995PLC021262

Registered Office: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081. Tel: +91 40 4009 9999 | Fax: +91 40 2312 2999 | Website: www.tanla.com | E-mail: investorhelp@tanla.

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TANLA SOLUTIONS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Tanla Solutions Limited (the "Company") through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or reenactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified

in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations. OFFER FOR BUYBACK OF NOT EXCEEDING 1,90,12,345 (ONE CRORE NINETY LAKHS TWELVE THOUSAND THREE HUNDRED AND FORTY FIVE ONLY) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 1/-(INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 81/- (INDIAN RUPEES EIGHTY ONE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH

1. DETAILS OF THE BUYBACK AND BUYBACK PRICE

THE TENDER OFFER PROCESS

- 1.1. The board of directors of the Company ("Board") at its meeting held on April 22, 2020 ("Board Meeting") and the special resolution passed by the shareholders of the Company through postal ballot (by way of remote e-voting only) pursuant to a postal ballot notice dated April 22, 2020 ("Postal Ballot Notice"), the results of which were declared on May 23, 2020, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, have approved the buyback of the Company of its equity shares having a face value of INR 1/- (Indian Rupee One Only) each not exceeding 1,90,12,345 Equity Shares, at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size"), from all the shareholders/ beneficial owners of the Equity Shares of the Company, as on June 10, 2020 ("Record Date") (for further details on in relation to the Record Date, refer to paragraph 11 of this Public Announcement), on a proportionate basis through the "tender offer" route as specified under the SEBI Buyback Regulations.
- 1.2. The Buyback is pursuant to Article 3 of the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, each as amended from time to time and to the extent applicable, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars or notifications, as may be applicable (hereinafter referred to as the "Buyback").
- 1.3. The maximum amount required for the Buyback will not exceed INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs, being 22.32% and 24.65% of the total paid-up capital and free reserves based on the standalone and consolidated financial statements of the Company as on March 31, 2019, respectively, which is not exceeding 25% of the aggregate of the total paid-up capital and free reserves of the Company as per latest available standalone and consolidated audited financials of the Company as on March 31,
- 1.4. Further, under the Companies Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 1,90,12,345 Equity Shares of the Company, representing 12.49% of the total number of Equity Shares in the total existing paid-up equity capital of the Company, and 16.44% and 13.02% of the total number of Equity Shares in the total paid-up equity capital as of March 31, 2019, and March 31, 2020, respectively. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company and of the total paid-up equity capital of the Company as of March 31, 2019 and March 31, 2020.
- 1.5. The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars as may be applicable, including any further amendments thereof (such circulars hereinafter referred to as the "SEBI Circulars"). Please refer to paragraph 11 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity
- 1.6. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 1.7. A copy of this Public Announcement is available on the Company's website i.e., www.tanla.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of BSE Limited and National Stock Exchange of India Limited i.e., www.bseindia.com and www.nseindia.com respectively, during the period of the

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on April 22, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2019 and also as on the date of the Board Meeting and considering these, the Board decided to allocate not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 1,90,12,345 Equity Shares at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share for an aggregate amount not exceeding INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only). Buyback is being undertaken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback. Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving its earning per Equity Share and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without

additional investment. BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE OF THE BUYBACK

- The Equity Shares of the Company are proposed to be bought back at a price of INR 81/- (Indian Rupees Eighty One Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to, the trends in the volume weighted average prices of the Equity Shares on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
- (ii) The Buyback Offer Price represents:
 - (a) Premium of 17.70% and 15.76% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding April 17, 2020, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
 - Premium of 55.80% and 55.35% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date. (c) Premium of 48.08% over the closing price of the Equity Shares on the Stock Exchanges as on the Intimation
 - (d) Premium of 55.47% over the closing price of the Equity Shares on the Stock Exchanges as on April 16,
- 2020, being the day preceding the Intimation Date. 4. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND
- DETAILS
- The aggregate shareholding of the promoters, members of the promoter group, directors of the promoter and members of the promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of this Public Announcement i.e. May 26, 2020, is as follows:

DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of paid up equity share capital
1.	Uday Kumar Reddy Dasari*	2,81,03,431	18.46
2.	D Tanuja Reddy**	2,10,88,127	13.85
3.	TNA Corporation LLP	34,79,000	2.28
4.	Mobile Techsol Private Limited****	3,15,000	0.21
5.	Veda Matha Technologies Private Limited	3,05,000	0.20
6.	Blue Green Technologies Private Limited*****	3,20,000	0.21
7.	B Venu Gopal Reddy***	2,070	Negligible
	Total	5,36,12,628	35.21

"Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

***B Venu Gopal Reddy holds directorship in Blue Green Technologies Private Limited (formerly known as Blue Green Biotech and Pharma Private Limited), which is part of the promoter group of the Company.

****formerly known as Arka Dresswear Private Limited

*****formerly known as Blue Green Biotech and Pharma Private Limited (ii) None of the directors of the Company ("Directors") or key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company, as on the date of the Postal Ballot Notice (i.e., April 22, 2020) and the date of this Public Announcement i.e. May 26, 2020, except for the following:

- Sr. Name of the Shareholder Designation Number of % of paid **Equity Shares** up equity share capital 18.46 Uday Kumar Reddy Dasari Chairman and Managing Director 2,81,03,431 2. AG Ravindranath Reddy Non-Executive Director 3,000 Negligible Sanjay Kapoor Non-Executive Director 96,866 0.06 Independent Director 2,32,850 0.15 Sanjay Baweja 0.09 K Srinivas Gunupudi Chief Financial Officer 1,41,110 Seshanuradha Chava Vice President -Legal and 1,73,582 0.11 Secretarial
- Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e., April 22, 2020 and from the date of the Board Resolution till the date of this Public Announcement.

-3000	Name of shareholder	Aggregate number of Equity Shares purchased/sold	Nature of transaction	Minimum Price (INR)	Date of Minimum Price	Maximum Price (INR)	Date of Maximum Price
1.	Uday Kumar Reddy Dasari*	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020
2.	D Tanuja Reddy**	31,42,929	Acquisition by conversion of warrants	40	April 3, 2020	40	April 3, 2020

*Uday Kumar Reddy Dasari is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. Uday Kumar Reddy Dasari is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

**D Tanuja Reddy is one of the promoters of the Company and holds directorship in certain promoter group entities of our Company, namely, Mobile Techsol Private Limited (formerly known as Arka Dresswear Private Limited) and Veda Matha Technologies Private Limited. D Tanuja Reddy is a partner of promoter group entity of the Company, namely, TNA Corporation LLP.

5. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group

and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters, members of the promoter group and persons in control of the Company have expressed their intention of not participating in the Buyback. Accordingly, the disclosures as required as per paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable.

NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY As required by clause (x) of Schedule I read with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion

- immediately following the date of the Board resolution and the date on which the results of postal ballot approving the proposed Buyback be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board resolution and for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution as well as from the date of the Postal Ballot Resolution:
- in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

8. REPORT BY THE COMPANY'S STATUTORY AUDITOR The text of the report dated April 22, 2020 received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Report of factual findings in connection with Agreed-upon Procedures related to confirming the affairs and prospects of the Company for the proposed buyback of equity shares in accordance with the requirements of the Companies Act, 2013 and Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

The Board of Directors

Tanla Solutions Limited Tanla Technology Centre, Hitech City Road, Madhapur Hyderabad, Telangana 500081

We, MSKA & Associates, Chartered Accountants, the Statutory Auditors of the Company, have performed the following procedures agreed with you vide mandate letter dated March 30, 2020, in connection with the proposal of

Tanla Solutions Limited ('Company') to buy-back its equity shares in pursuance of the provisions of Section 68 of the Companies Act, 2013 (the "Act") as amended and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended, ("Buyback Regulations"), approved by the Board of Directors of the Company at the Board Meeting held on April 22, 2020.

Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information," issued by the Institute of Chartered Accountants of We have been provided with the following documents:

statements for the year ended March 31, 2019;

- Audited standalone and consolidated financial statements for the year ended March 31, 2019 Solvency declaration by the Board of Directors
- Board resolutions dated April 22, 2020 for approval of proposed buyback Assessment note and projected cash flow provided to the board for solvency declaration
- Annexure A-Statement of permissible capital payment ("Statement") and the same has been initialed for the
- identification purpose only Articles of association to verify authorization for buy back of securities.
- The procedures summarized below are performed solely to assist you in confirming the affairs and prospects of the
- Company for the proposed buyback of shares: Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial
- Examined authorization for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on April 22, 2020, which is subject to approval of the shareholder of the Company; Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained
- earnings as at March 31, 2019 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019;
- Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c)of the Act and Regulation 4(i) of the Buyback
- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2019; Examined that all the shares for buy-back are fully paid-up;
- Inquired if the Board of Directors of the Company, in its meeting held on April 22, 2020 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting and the date on which the results of the shareholders' resolution with regard to the proposed
- buyback will be declared: Examined resolutions passed in the meetings of the Board of Directors i.e., on April 22, 2020;
- Examined Director's declarations in respect of the buyback and solvency of the Company; and Obtained necessary management representations from the company. Based on the procedures performed as stated above, and according to the information, explanations provided by the
- Company, we report that: A. We have inquired into the state of affairs of the Company in relation to its latest audited standalone and
- consolidated financial statements for the year ended March 31, 2019; The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback

Regulations based on the audited standalone and consolidated financial statements for the year ended March 31,

C. The Board of Directors at their meeting held on April 22, 2020 have formed its opinion, as per the provisions of clause (x) of Schedule I to the Buyback Regulation on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and one year from the date on which the results of the shareholders with regards to the proposed buy back will be

The above procedures do not constitute either an audit or a review made in accordance with the Generally Accepted Auditing Standards in India.

Had we performed additional procedures or an audit or review of the financial statements / information provided to us in accordance with the generally accepted auditing standards in India, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events and circumstances occurring after the date of this report. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback Regulations, (i) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company, (ii) public announcement to be made to the shareholders of the Company, (iii) in the draft. letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the Buyback Regulations, (iv) the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and (v) for providing to the merchant banker to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. This report can be relied upon by the Manager to the Buyback. MSKA & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For MSKA & Associates. Chartered Accountants FRN: 105047W

Amit Kumar Agarwal

M. No: 214198 Date: April 22, 2020 Place: Hyderabad

UDIN: 20214198AAAACM4186 ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares of Tanla Solutions Limited in accordance with the requirements of Section 68(2)@of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended based on audited standalone and consolidated financial statements for the year ended March 31, 2019:

Particulars	As at Marc	As at March 31, 2019		
SAME OF THE PROPERTY OF THE PR	Standalone	Consolidated		
A. Issued subscribed and fully paid up capital as at March 31, 2019" (115,626,827 Equity Shares of INR 1/-each fully paid-up)	11,56,26,827	11,56,26,827		
B. Free Reserves as at March 31, 2019**				
General Reserve	25,48,17,667	25,48,17,667		
Securities premium account	475,09,21,963	476,13,10,163		
Surplus in statement of Profit and Loss	177,86,25,080	111,46,25,970		
Total Free Reserves	678,43,64,710	613,07,53,800		
C. Total of Paid up Equity Share Capital and Free Reserves (A+B)	689,99,91,537	624,63,80,627		
D. Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	172,49,97,884	156,15,95,156		

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

"The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2019 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind. ASI prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of the Board of Directors

Tanla Solutions Limited AG Ravindranath Reddy Uday Kumar Reddy Dasari Chairman & Managing Director DIN: 00003382 DIN: 01729114 Date: April 22, 2020 Date: April 22, 2020

Unquote PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

. The Buyback is open to all eligible shareholders/beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").

9.2. The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.

9.3. For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

HDFC securities

HDFC Securities Limited

iThink Techno Campus Building-B

'Alpha', 8th Floor, Opp. Crompton Greaves Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 Tel. No.: +91 22 3075 3400 Fax No.: +91 022 3075 3435 E-mail: sharmila.kambli@hdfcsec.com; Website: www.hdfcsec.com

Contact Person: Sharmila Kambli SEBI Registration No.: INZ000186937

Validity Period: Permanent (unless suspended or cancelled by SEBI) CIN: U67120MH2000PLC152193

- The Company shall request BSE, being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker. Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids.
- 9.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's
- 9.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible
- Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid. . Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 9.8. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 9.9. Procedure to be followed by shareholders holding Demat Shares:
 - a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
 - The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation
- For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares
- In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.

9.10. Procedure to be followed by the shareholders holding Physical Shares:

- a) In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature). notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid
- Aadhar card, voter identity card or passport. Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Private Limited (at the address mentioned at paragraph 13 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Tanla Solutions Limited - Buyback 2020". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

10. METHOD OF SETTLEMENT Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.

www.readwhere.com

भारत के सामने सबसे भीषण मंदी का संकट: क्रिसिल

नई दिल्ली, 26 मई (भाषा)।

साख निर्धारण कंपनी क्रिसिल ने मंगलवार को कहा कि भारत अब तक की सबसे खराब मंदी की स्थिति का सामना कर रहा है। उसने कहा कि आजादी के बाद यह चौथी और उदारीकरण के बाद पहली मंदी है और संभवतया सबसे भीषण है।

रेटिंग एजंसी के अनुसार कोरोना महामारी फैलने से रोकने के लिए जारी पूर्णबंदी से अर्थव्यवस्था में चालु वित्त वर्ष में 5 फीसद की गिरावट आने की आशंका है। क्रिसिल ने भारत के जीडीपी (सकल घरेलू उत्पाद) के आकलन के बारे में कहा कि पहली तिमाही (अप्रैल से जून) में 25 फीसद की बड़ी गिरावट की आशंका है। वास्तविक आधार पर करीब 10 फीसद जीडीपी स्थायी तौर पर खत्म हो सकती है। ऐसे में हमने महामारी से पहले जो वृद्धि दर देखी है, अगले तीन वित्त वर्ष तक उसे देखना या हासिल करना मुश्किल होगा। उपलब्ध आंकड़ों के अनुसार पिछले 69 साल में देश में केवल तीन बार- 1957-58, 1965-66 और 1979-80 में मंदी की स्थित आई है। इसके

लिए हर बार कारण एक ही था और वह था मानसून का झटका जिससे खेतीबाड़ी पर असर पड़ा, फलस्वरूप अर्थव्यवस्था का बड़ा हिस्सा प्रभावित हुआ।

क्रिसिल ने कहा कि 2020-21 में मंदी कुछ भिन्न है। इस बार कृषि के मोर्चे पर राहत है। और यह मानते हुए कि मानसून सामान्य रहेगा, यह झटके को कुछ मंद कर सकता है। प्रवृत्ति के अनुसार इसमें वृद्धि का अनुमान है। पूर्णबंदी से आर्थिक गतिविधियां बुरी तरह प्रभावित हुई हैं। इससे चालू वित्त वर्ष की पहली तिमाही सर्वाधिक प्रभावित हुई। न केवल गैर-कृषि कार्यों बल्कि शिक्षा, यात्रा और पर्यटन समेत अन्य सेवाओं के लिहाज से पहली तिमाही बदतर रहने की आशंका है। इसका प्रभाव आने वाली तिमाहियों पर भी दिखेगा। रोजगार और आय पर प्रतिकृल असर पड़ेगा क्योंकि इन क्षेत्रों में बड़ी संख्या में लोगों को कामकाज मिला हुआ है। उन राज्यों में भी आर्थिक गतिविधियां लंबे समय तक प्रभावित रह सकती हैं जहां कोविड-19 के मामले ज्यादा हैं और उससे निपटने के लिए लंबे समय

तक बंद जारी रखा जा सकता है।

रेटिंग एजंसी ने कहा कि इन सबका असर आर्थिक आंकड़ों पर दिखने लगा है। यह शुरुआती आशंका से कहीं अधिक है। मार्च में औद्योगिक उत्पादन में 16 फीसद से अधिक की गिरावट आई। अप्रैल में निर्यात में 60.3 फीसद की गिरावट आई। नए दूरसंचार ग्राहकों की संख्या 35 फीसद कम हुई है। रेल के जरिए माल ढुलाई में सालाना आधार पर 35 फीसद की गिरावट आई है।

क्रिसिल के अनुसार इससे पहले 28 अप्रैल को हमने वृद्धि दर के अनुमान को 3.5 फीसद से कम कर 1.8 फीसद किया था। उसके बाद से स्थिति और खराब हुई है। हमारा अनुमान है कि गैर-कृषि जीडीपी में 6 फीसद की गिरावट आई। हालांकि कृषि से कुछ राहत मिलने की उम्मीद है और इसमें 2.5 फीसद वृद्धि का अनुमान है। सरकार के आर्थिक पैकेज बारे में क्रिसिल ने कहा कि इसमें अर्थव्यवस्था को राहत देने के लिए अल्पकालीन उपायों का अभाव है लेकिन कई महत्त्वपूर्ण सुधार किए गए हैं, जिनका असर मध्यम अवधि में देखने को मिल सकता है।

डॉलर के मुकाबले रुपया 29 पैसे मजबूत

मुंबई, 26 मई (भाषा)।

अमेरिकी डॉलर के मुकाबले रुपया मंगलवार को 29 पैसे मजबूत होकर 75.66 पर बंद हुआ। दुनिया की अन्य प्रमुख मुद्राओं की तुलना में डॉलर के कमजोर होने और कोरोना महामारी रोकने के लिए बंद में ढील बढ़ने से वृद्धि को गति मिलने की उम्मीद से रुपए में तेजी आई।

अंतरबैंक विदेशी विनिमय बाजार में रुपया सुधार के साथ प्रति डॉलर 75.69 पर खुला और कारोबार के दौरान मजबूत बना रहा। अंत में यह पिछले बंद भाव के मुकाबले 29 पैसे मजबूत होकर 75.66 पर बंद हुआ। अमेरिकी डॉलर के मुकाबले रुपया शुक्रवार को 75.95 पर बंद हुआ था। विदेशी मुद्रा कारोबारियों के अनुसार दुनिया की अन्य प्रमुख मुद्राओं की तुलना में डॉलर के कमजोर होने और दुनिया भर में बंद में ढील देने से निवेशकों की धारणा मजबूत हुई और स्थानीय मुद्रा को मजबूती मिली। शेयर बाजार के अनंतिम आंकड़ों के मुताबिक विदेशी संस्थागत निवेशक पूंजी बाजार में शुद्ध विक्रेता रहे। उन्होंने शुक्रवार को 1,353.90 करोड़ रुपए के शेयर बेचे। एचडीएफसी सिक्योरिटीज के सलाह प्रमुख देवर्ष वकील ने कहा कि अर्थव्यवस्था को दोबारा खोलने की उम्मीद में निवेशकों की भावनाएं मबजूत हुईं।

कोरोना मरीजों के मामले बढ़ने की चिंता में सूचकांक 63 अंक टूटा

मुंबई, 26 मई (भाषा)।

कोविड-19 के मामलों में तेजी से बढोतरी की रपट के बीच शेयर बाजारों में मंगलवार को शुरुआती अच्छीखासी बढ़त गायब हो गई और बंबई शेयर बाजार का सूचकांक जहां 63 अंक के नुकसान के साथ बंद हुआ वहीं नेशनल स्टॉक एक्सचेंज का निफ्टी लंगभग स्थिर रहा। देश में इस महामारी के तेजी से फैलने से अर्थव्यवस्था को उबारने की उम्मीदों को झटका लग सकता है।

बंबई शेयर बाजार का 30 शेयरों वाला सूचकांक दिन के उच्च स्तर से करीब 574 अंक नीचे आ गया। अंत में यह 63.29 अंक या 0.21 फीसद के नकसान से 30,609.30 अंक पर बंद हुआ। नेशनल स्टॉक एक्सचेंज का निफ्टी 10.20 अंक या 0.11 फीसद के नुकसान से 9,029.05 अंक पर बंद हुआ।

सूचकांक की कंपनियों में भारती एअरटेल का शेयर सबसे अधिक छह फीसद ट्ट गया। टीसीएस, बजाज फाइनेंस, सनफार्मा, टेक महिंद्रा, इन्फोसिस और हीरो मोटोकॉर्प के शेयर भी नुकसान में रहे। दूसरी ओर टाइटन, अल्ट्राटेक सीमेंट, इंडसइंड बैंक, नेस्ले इंडिया

और आइटीसी में लाभ दर्ज हुआ। व्यापक बाजार रुख के उलट बीएसई मिडकैप और रमॉलकैप 1.21 फीसद तक लाभ में रहे। वैश्विक बाजारों में सकारात्मक रुख के बावजुद स्थानीय बाजारों की धारणा कमजोर रही।

जियोजित फाइनेंशियल सर्विसेज के शोध प्रमुख विनोद नायर ने कहा कि शुरुआती कारोबार में एक फीसद से अधिक की बढ़त के साथ खुलने के बाद बाजार नकारात्मक रुख के साथ लगभग स्थिर बंद हुआ। अतिरिक्त प्रोत्साहन उपायों और धीरे-धीरे वैश्विक अर्थव्यवस्था खलने के बीच दिनया के अन्य बाजारों का रुख सकारात्मक था। उन्होंने कहा कि भारत में कोरोना के मामले तेजी से बढ़ रहे हैं। इससे बंद को लेकर अनिश्चितता की स्थिति बन रही है।

अन्य एशियाई बाजारों में चीन में शंघाई कम्पोजिट, हांगकांग का हैंगसेंग, जापान का निक्की और दक्षिण कोरिया का कॉस्पी उल्लेखनीय बढ़त के साथ बंद हुए। शुरुआती कारोबार में यूरोपीय बाजार 1.76 फीसद तक के लाभ में थे। ब्रेंट कच्चा तेल वायदा 1.58 फीसद की बढ़त के साथ 36.09 डॉलर प्रति बैरल पर पहंच गया।

उबर इंडिया करेगी 600 लोगों की छंटनी

छत्तीसगढ़ में लाख की खेती को मिलेगा कृषि का दर्जा

टीवीएस मोटर ने की कर्मियों के वेतन में कटौती

नई दिल्ली, 26 मई (भाषा)।

रायपुर, 26 मई (भाषा)।

आनलाइन टैक्सी बुकिंग मंच उबर ने मंगलवार को कहा कि वह भारत में अपने 600 कर्मचारियों की छंटनी कर रही है। यह देश में कंपनी के कुल कर्मचारियों की एक चौथाई संख्या है।

कंपनी का कहना है कि कोरोना महामारी की वजह से कारोबार को बड़ा झटका लगा है, इसलिए उसे यह कदम उठाना पड़ रहा है। इससे कुछ दिन पहले उबर की प्रतिद्वंद्वी ओला ने भी अपने 1,400 कर्मचारियों को हटाने की घोषणा की थी। ओला ने टैक्सी सेवा के साथ वित्तीय और खाद्य व्यवसाय में यह छंटनी की है। उबर ने ई-मेल से पुछे गए सवाल के जवाब में कहा कि जिन लोगों की छेंटनी की जा रही है उनमें ड्राइवर, सवारी परिचालन सहायता और भारत में कंपनी के अन्य परिचालनों के कर्मचारी शामिल हैं।

उबर इंडिया व दक्षिण एशिया प्रसीडेंट प्रदीप परमेश्वरन ने कहा कि कोविड-19 के प्रभाव और

छत्तीसगढ़ के मुख्यमंत्री भूपेश बघेल ने लाख की

खेती को कृषि का दर्जा देने वाले प्रस्ताव को अपनी

सहमति दे दी है। राज्य के वरिष्ठ अधिकारियों ने

मंगलवार को यहां बताया कि छत्तीसगढ़ में लाख की

फायदेमंद बनाने के उद्देश्य से वन विभाग द्वारा इस

संबंध में प्रस्तुत प्रस्ताव को उपयुक्त और किसानों के

लिए लाभकारी मानते हुए अपनी सहमित प्रदान कर दी

है। अधिकारियों ने बताया कि मुख्यमंत्री ने सहमति

प्रदान करते हुए कृषि, वन और सहकारिता विभाग को

समन्वय कर लाख और इसके जैसी अन्य लाभकारी

उपज को कृषि में शामिल करने का प्रस्ताव मंत्रिपरिषद

की अगली बैठक में रखने का निर्देश दिया है। उन्होंने

बताया कि राज्य में लाख की खेती को कृषि का दर्जा

टीवीएस मोटर कंपनी ने कोरोना महामारी के

कारण छह महीने की अवधि के लिए अपने

कर्मचारियों के वेतन में 20 फीसद तक की कटौती की

है। कंपनी ने इस साल मई से अक्तूबर तक शुरुआती

स्तर के कर्मचारियों को छोड़कर कार्यकारी स्तर पर

टीवीएस मोटर कंपनी के एक प्रवक्ता ने बताया कि

अप्रत्याशित संकट के मद्देनजर कंपनी ने छह महीने

(मई से अक्तूबर, 2020) के लिए विभिन्न स्तरों पर

मुख्यमंत्री भूपेश बघेल ने लाख की खेती को

खेती को अब कृषि का दर्जा मिलेगा।

नई दिल्ली, 26 मई (भाषा)।

वेतन कटौती का फैसला किया है।

इसमें सुधार को लेकर अनिश्चितता की स्थिति को देखते हुए उबर इंडिया दक्षिण एशिया के समक्ष अपने कार्यबल के आकार को कम करने के अलावा और कोई विकल्प नहीं रह गया। इसे देखते हुए कंपनी के ड्राइवर, समर्थन स्टाफ और अन्य कार्य क्षेत्रों से करीब 600 पूर्णकालिक कर्मचारियों पर प्रभाव पड़ा है। हटाए जा रहे हर कर्मचारी को दस हफ्ते का वेतन, छह माह का स्वास्थ्य बीमा, नौकरी ढूंढ़ने में मदद, लैपटाप पास रखने का विकल्प और उबर के 'प्रतिभाष-कोष' में

नाम चढ़वाने का विकल्प देगी। उन्होंने कहा कि यह इस महीने पहले घोषित की गई वैश्विक रोजगार कटौती घोषणा का हिस्सा है। उबर ने इस माह की शुरुआत में ग्राहक सहायता और भर्ती टीम में कम से कम 6,700 पूर्णकालिक कर्मचारियों की कमी करने की घोषणा की थीं। जोमेटो, स्वैगी और शेयरचैट जैसी कुछ अन्य सूचना व संचार प्रौद्योगिकी के आधार पर सेवाएं देने वाली कंपनियां भी

अपने कर्मचारियों की छंटनी की घोणाएं कर चुकी हैं।

मिलने से लाख उत्पादन से जुड़े कृषकों को भी

सहकारी समितियों से अन्य कृषकों की तरह सहजता

खेती की अपार संभावनाएं हैं। यहां के कृषकों द्वारा

कुसुम, पलाश और बेर के वृक्षों में परंपरागत रूप से

लाख की खेती की जाती रही है। लेकिन व्यवस्थित और

आधुनिक तरीके से लाख की खेती न होने की वजह से कृषकों को लागत के एवज में अपेक्षित लाभ नहीं मिल

पाता है। उन्होंने बताया कि वन विभाग ने लाख की खेती

को लाभकारी बनाने के उद्देश्य से इसे कृषि का दर्जा देने

और कृषि सहकारी समितियों के माध्यम से अन्य कृषकों

की तरह लाख की खेती करने वाले किसानों को भी ऋण

उपलब्ध कराने का सुझाव दिया था। साथ ही मुख्यमंत्री

को भी प्रस्ताव को स्वीकार करने का आग्रह किया

था।अधिकारियों ने बताया कि मुख्यमंत्री ने वन विभाग

वेतन में अस्थाई कटौती की है। प्रवक्ता ने कहा कि

श्रमिक स्तर पर काम करने वालों के वेतन में कोई

कटौती नहीं होगी। वरिष्ठ कार्यकारी स्तर पर 15 से

20 फीसद तक वेतन कटौती होगी. जबकि कनिष्ठ

को देश भर में अपने सभी विनिर्माण संयंत्रों में

परिचालन फिर से शुरू कर दिया है। कंपनी के चार

विनिर्माण संयंत्र हैं। इनमें से तीन भारत में (तमिलनाड़

में होसुर, कर्नाटक में मैसूर और हिमाचल प्रदेश में

नालागढ) हैं। एक इंडोनेशिया के कारवांग में है।

इससे पहले कंपनी ने बताया था कि उसने छह मई

कार्यकारी स्तर पर पांच फीसद वेतन कम होगा।

के इस प्रस्ताव पर अपनी सहमति दे दी है।

अधिकारियों ने बताया कि छत्तीसगढ़ में लाख की

से ऋण उपलब्ध हो सकेगा।

इंडिया रेटिंग्स की रिपोर्ट

राज्यों के राजकोषीय व राजस्व घाटे में बड़े उछाल की आशंका

मुंबई, 26 मई (भाषा)।

कोरोना महामारी के कारण 2020-21 में आर्थिक घाटे में तेज उछाल आने का अनुमान है। इंडिया रेटिंग्स की एक रिपोर्ट में कहा गया है कि राज्यों का राजस्व घाटा बढ़कर जीडीपी के 2.8 फीसद पर पहुंचने के साथ उनका सम्मिलित राजकोषीय घाटा उछलकर सकल घरेल उत्पाद (जीडीपी) के 4.5 फीसद यानी 8.5 लाख करोड़ रुपए रह सकता है।

कोरोना बीमारी को रोकने के लिए पिछले नौ सप्ताह से जारी पूर्णबंदी के

कारण अर्थव्यवस्था का पहिया लगभग थम प्रभावित हुई है। यह सब ऐसे समय हुआ गया। ऐसे में केंद्र ने संसाधन के मोर्चे पर राज्यों को राहत देने के लिए कर्ज सीमा 3 फीसद से बढाकर 5 फीसद करने की अनुमति दे दी। केंद्र ने स्वयं अपनी उधारी सीमा में 4.2 लाख करोड़ रुपए की वृद्धि की है। लेकिन ज्यादातर राज्य पूरे 5 फीसद चालु वित्त वर्ष में राज्यों की सकल और (राज्य जीडीपी) तक कर्ज लेने के लिए पात्र नहीं होंगे। इसका कारण इस छट के फीसद और 3.3 फीसद रहने का अनुमान प्रदर्शन पर निर्भर है। ये सुधार हैं– राशन साथ आर्थिक सुधारों के मामले में कुछ है। राज्यों की 3 फीसद कर्ज सीमा (राज्य शर्तों को भी परा करना है। कोरोना

है जब पिछले दो साल से अर्थव्यवस्था में नरमी थी। इस पर नौ सप्ताह की पूर्णबंदी से अर्थव्यवस्था का 80 फीसद से अधिक हिस्सा पूरी तरह से थम गया।

इंडिया रेटिंग्स की रिपोर्ट के अनुसार शुद्ध बाजार उधारी क्रम से जीडीपी का 4.4 सुधार वाले क्षेत्रों में से तीन के मामले में जीडीपी का) के आधार पर वे कुल 6.4 महामारी के कारण अर्थव्यवस्था बुरी तरह । लाख करोड रुपए तक कर्ज ले संकते थे। । कारोबार सुगमता आदि।

अब जब इस सीमा को 2 फीसद बढ़ा दिया गया है, वे चालु वित्त वर्ष में 4.28 लाख करोड़ रुपए का अतिरिक्त कर्ज ले सकते हैं। लेकिन बढ़ाई गई कर्ज सीमा में से केवल 0.5 फीसद तुरंत और बिना किसी शर्त के है जबकि शेष 1.5 फीसद कर्ज केंद्र द्वारा निर्धारित राज्यों के कम-से-कम चार कार्ड के मोर्चे पर सुधार (एक देश-एक राशन कार्ड), बिजली वितरण में सुधार,

Year ended

Year ended



Particulars

Hero FinCorp Limited

Registered office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 Corporate office: 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 Tel. No: 011-49487150, Fax: 011-49487197-98, Website: www.herofincorp.com CIN: U74899DL1991PLC046774

Audited Standalone Financial Results for the year ended March 31, 2020 (All amount in Rupees crores unless otherwise stated)

Half year ended Half year ended

March 31, 2020 March 31, 2019 March 31, 2020 March 31, 2019 (Audited#) (Audited#) (Audited) (Audited) 1,414.37 3,702.62 2,492.52 Total Income From Operations 2.019.25 Net Profit for the period (before tax and exceptional items) 236.34 283.35 480.93 413.66 236.34 283.35 480.93 413.66 Net Profit for the period before tax (after exceptional items) 145.35 184.95 310.17 268.37 Net Profit for the period after tax (after exceptional items) 184.60 309.22 267.02 Total Comprehensive income for the period [Comprising Profit/(loss) 145.66 for the period (after tax) and other comprehensive income(after tax)] Paid up Equity Share Capital 121.54 114.15 121.54 114.15 4.527.47 3,666.51 Net worth 4,527.47 3,666.51 4.45 4.50 Debt Equity ratio Earning per share (of Rs. 10 each) I). Basic : 12.56 17.90 26.98 25.97 ii). Diluted: * 12.40 17.86 26.79 25.92

"not annualised for the half year ended

Figures for the half year ended March 31, 2020 and March 31, 2019 are the balancing figures between audited figures in respect of full financial year and published year to date figures upto the end of first half year of the relevant financial year

The above is an extract of detailed format of annual financial results filed with the Stock Exchange under Regulation 52 of the SEBI (Listing and Other Disclosure Requirements) Regulation, 2015. The full format of the annual financial results are available on the websites of the stock exchange at www.nseindia.com and the Company at www.herofincorp.com.

For the items referred in sub-clauses (a), (b), (d), and (e) of the Regulation 52 (4) of the SEBI (Listing and other Disclosure Requirements) Regulations, 2015 the pertinent disclosures have been made to the Stock Exchange and can be accessed at www.nseindia.com and the Company at www.herofincorp.com.

The financial results of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016, prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder and the other accounting principles generally accepted in India. Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

The financial results for the year ended March 31, 2020 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 25, 2020

For and on behalf of the Board Renu Munjal

Managing Director

Place: New Delhi Date: May 25, 2020

Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.

The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same

Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

11. RECORD DATE AND SHAREHOLDER ENTITLEMENT

As required under the SEBI Buyback Regulations, the Company has fixed June 10, 2020 as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares who are eligible to participate in the Buyback.

As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholder for participating in the Buyback.

The Equity Shares to be bought back as a part of the Buyback is divided in two categories: (i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakh Only); and

(ii) General category for all other shareholders.

In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder

with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity

The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by

The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and

such approvals shall be required to be taken by such non-resident shareholders. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders

12. COMPLIANCE OFFICER

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

Ms. Seshanuradha Chava

Vice President - Legal & Secretarial

Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad - 500 081 Tel: +91 40 4009 9999; Fax: +91 40 2312 2999

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a

the shareholder as on the Record Date.

holding Equity Shares of the Company as on the Record Date.

to 5:00 p.m.:

E-mail: investorhelp@tanla.com

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9:30 a.m. to 5:30 p.m. at the following address:

KFINTECH

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)* Selenium, Tower B. Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad Rangareddi

Tel: +91 40 6716 2222: Fax: +91 40 2343 1551

Contact Person: M Murali Krishna Email: tanla.buyback@kfintech.com;

Website: www.kfintech.com Investor Grievance E-mail: einward.ris@kfintech.com

SEBI Registration No.: INR000000221 Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U72400TG2017PTC117649

*The name has been changed from 'Karvy Fintech Private Limited' to 'KFin Technologies Private Limited' with effect from December 5, 2019.

MANAGER TO THE BUYBACK

THDFC BANK We understand your world

HDFC Bank Limited Investment Banking Group

Unit No. 401 & 402, 4th Floor, Tower B, Peninsula Business Park, Lower Parel Mumbai 400 013

Tel: +91 22 3395 8233, Fax: +91 22 3078 8584

E-mail: tsl.buyback@hdfcbank.com; Website: www.hdfcbank.com

Investor Grievance E-mail: investor.redressal@hdfcbank.com

SEBI Registration No.: INM000011252 Validity Period: Permanent (unless suspended or cancelled by SEBI)

Contact Person: Harsh Thakkar / Ravi Sharma

CIN: L65920MH1994PLC080618

15. DIRECTOR'S RESPONSIBILITY

Uday Kumar Reddy Dasari

Chairman and Managing Director

DIN: 00003382

Date: May 26, 2020

Place: Hyderabad

contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for all the information

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

> AG Ravindranath Reddy Director DIN: 01729114

Seshanuradha Chava Vice President - Legal & Secretarial Membership No. - A15519

CONCEPT

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అయ్యం. కావీ లాక్డరౌన్ అమల్లోకి వర్సాక 13 రోజుల్లో రెట్టింపు అవుకున్నాయి. కాబట్టి లాక్డరౌన్ విజయవంతమైనట్లో –కేంద్రమంత్రి ప్రకాశ్ జవదేకర్

లాక్డౌన్-డే 65

లాక్డౌన్లలోనూ ఆగని ప్రమాదాలు

- 1,201 ఘటనల్లో 486 మంది మృతి
- ಐದುನೆಲಲ್ಲಿ 6,235 ಯಾಕ್ಸಿಡಿಂಟ್ಟು

హైదరాబాద్, నమస్టే తెలంగాణ: రోడ్లు భద్రత నిబంధనలపై అ శాహన లేకపోవడం, మితిమీరిన వేగంతో చాహనాలు నదుపద వల్ల రాష్ట్రంలో రోడ్ను ప్రమాదాలు పెరుగుతున్నాయి. మార్చి 28 నుంచి మే 20 వరకు 50 రోజుల లాకిహెన్ సమయంలో రహదారు hereas threef stells as easy, for a two moto bear. In the day of any amount of the stell gasterer which are black and the stell as the stell as the con-traction. In the stell as the stellar as the stell

కేరళలో చిక్కుకున్న తెలుగు ప్రజలు

హైదరాబాద్కు పంపాలని అభ్యర్థనలు

అమరుల కుటుంబాలకు ఉద్యోగాలు రైతులకు కేంద్రం ప్యాకేజీ పబ? శిక్షణ ఇచ్చి పైవేటు సంస్థల్లో కొలువులు

• శిక్షకు ఇద్ది, ప్రైవిలు చర్చారా కాయిత్రిలు ప్రావరాలకే, మక్కడి పంగాంజ దీనుకేందా ముధ్దరి కేంద్ర ఎక జూర్ల కుబంలాలను కేంద్రమైన కెదరనే స్వాట్ కాణకారా అయ్యార్లు, అయేయాక్ల కుబంలాలో, ప్రభుతోక కోశాకంటే కొందేకి ప్రయత్న జర్మోగాలు పోలిందు. దెల్లోగాలు లేందుకే కూడు ఈ మందికి జర్మోగాలు పోలింగాలు, పిల్లోనే కుమర్లికి కూడులో, కూడు ఈ మందికి జర్మోగాలు కోలింగాలు, పిల్లింగో ఇంట్లుగా, గూరోక్సర్ ఒక్కరికి జర్మోగాలు లేరులాయి, మీద్రంలో కూడులో, గూరోక్సర్ ఒక్కరికి జర్మాగాలు లేరులాయి, మీద్రంలోనే కూడిలు అయేయా మందికి మార్గంలో అయేయింది. ఎందర్ నాయక్ రౌరవతో 18 మంది అమరుల కుంటుండాలో 18 మంది ప్రైవేటు ఉద్యోగాల్లో చేరేందుకు అంగీకరించారు. దాంతో సొసైటీ ఫర్ సైలవాలాలో సిక్మురిటీ కొన్నిల్ (ఎస్స్ఎఎస్స్), సీబం తెలంగాణతో ఒప్పందం కుడుర్వుకొని శిక్షణ జర్చింది. అందులో 16 మందికి వివిధ కంపెనీల్లో ఉద్యోగాలకు నియామక పణ్రాలను మార్చి 18న సీఆర్చీఎఫ్ డీజ్ మహేశ్వరి అందతేశారు.

2021 నాటికి పోలవరం పూర్తి

ఏపీ సీఎం వైఎస్ జగన్హోహన్రెడ్డి

జు ఎట గెట్ ప్రమేట జాగుప్పాటారుల్ను ప్రాహకాలకే. ముస్తే ఉందాంజా గాలిగాన్ నిలిందు పోలయం ప్రాంత్యం ముందు 2011 గాటి ప్రాంత్రప్పికును సినీ సీఎం పైఎస్ జుగుప్పానవిడ్డి ప్రస్తుం. ఆరేష్టుల్లోని న్యాంత్ర బ్యాంత్రులో ముంగోతారం వ్యవసాయం, అనుబంధరంగాల్లు ఉందిన మేజోను తన పదమ్మలో అయన మాజ్వరాలు. రాయలనీమ కుర్మ మూర ఇకు ఈ . 27వేల కోట్లతో ప్రాంత్యలు నిర్మిస్తానునే ప్రాంత్రంతారు.

చంద్రబాబు 'లాక్డ్ సౌన్' ఉల్లంఘన

ఏపీ హైకోర్బలో పిల్

కరువుఛాయ కనుమరుగు!



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• నేడు రైతు సంఘం ఆందోళనలు

హైదరాబాద్, నమస్తేకింగాణ: కేంద్రప్రభువ్యం పైకులకు మక్వేక ప్యాకేజ్ ప్రకటింది. రుజమాఫీ చేయాలని దేమాందేవేస్తా జుదవారం రాష్ట్రవాస్త్ర నిర సవలకు తెలంగాణ వైకు సంఘం పిలుపునిర్చింది.

రైమునంఘం అధ్యక్షులు పీ జంగారిశ్రీ, ప్రధానవార్య దర్శ జీ సాగర్ మంగకవారం ఈ పేరకు ఒక ప్రకటన విదుదల చేశారు. ప్రధానమంతి ప్రకటించిన రూ.20 విదుదల దేశారు. ప్రదానముంత్రి ప్రకటించిన దూ.20 లక్షల కోట్ల ప్యాకేజీలో వైతంగా కొంత్రనా స్టుమి జనం కలుగుతుందని అశించామని ఏర్కొన్నారు. ఆర్థి కమంత్రి వ్యవసారు అనుబంధ రంగాలను మాత్రమే ప్యాకేజీ ప్రకటించి వైతాంగాన్ని శ్రీత్ర నిరాతకు గురిచే సిందని ఆవేదన ప్రక్రంచేశారు. కేంద్ర ప్రభుత్వ శ్రీరుకు

సీందన ఎదిద వ్యక్తందిశారు. కేంద్ర ప్రయత్న తరును సరిసరాన అయామారం రాష్ట్రాప్లులో అత్వ మండల స్థాయిల్లో నీరిసరలు చేస్తూలని పిలుస్తునల్పన్ను తెలిపారు. ప్రజాంగాన్న ఆటకోమానికి కేంద్ర ప్రయ త్వమ కుణాలు మాధ్రమే, తెలిగే పరుల కుణాలు జ వ్యాపరి కోరావం. ప్రతు కరోహా పరుగాన్న రూ. 18 వేం పే పిలాబాని, ప్రతం బాఖులు, సురూ సమ్మమరికి రాలు, బీమా బోసన్ బ్యూలని దేమాంద్ చేశారు.

10-30 మీట్ల లోతులో ఉందే (సారాలు కూల మూడు గోలాది ప్రస్టారికా 10 కి.మీ. కూడు లోతాది ప్రస్టారికో 10 కి.మీ. కూడు లోతులో 13 కాతు అదే 1338 కందర్లు కూడు అదే 1550 కి.మీ. కూడు (మాత్రు) మంద్రంలో ఉందారి. (మాత్రు) మంద్రంలో పర్యాలు (మాత్రు) మంద్రంలో పర్యాలు 13-30 మీట్లు మీట్లులో గతంలో 23.4 ఇతు మీట్లులో ఉందే మేర్లుకు ప్రస్తాలు వరిగి, 29 ఇళా వర్ పరుమ్మాలు.

ఇకపై స్విగ్గీలో మామిడి పండ్లు

ఒప్పందం కుదుర్చుకున్న సెర్బ్

💮 తెలంగాణ స్టేట్ టెక్సాలజీ సర్విసెస్ లిమిటెడ్

💮 తెలంగాణ స్టేట్ టెక్మాలజీ సర్వసెస్ లిమిటెడ్

గాడిన పడుతున్న నిర్మాణరంగం

మేముందు ప్రేశంథమ్మడ, దైవన నిర్మాణ పర్యాణం కళోతా ధయంతో మృష్టేశాలకు వరుకాల్పికలు అన్నారు. కార్మకల 1955 ప్రామంర్వాలో ఒక పెల్ల నిర్మాణ పర్యాలను వేరమ్మడ్న, దాలీల్ కొరక వముక్కం నిర్మాణలు 6 నెలలు అయ్యం కాపోర్టక్క అర్హాలు మన్ 1950లను పర్యమున్న మర్గుత్తున్న అర్ధితు

ద్వా వర్యాయ చేరున్ను చూలి గొండువున్ని కిరిమారు పరియా అన్ను గాలానికి చార్లలో ముట్టు ప్రభామ చేస్తుంది. మీట్ ముట్టు పరియా మార్చికి ముట్టు ప్రభామ చేస్తుంది. మీట్లు ప్రభామ చేస్తుంది. మీట్లు ప్రభామ చేస్తుంది. మీట్లు ప్రభామ చేస్తుంది. మీట్లు ప్రభామ చేస్తుంది. ప్రభామ చేస్తుంది. మీట్లు ప్రశామ చేస్తుంది. మీట్లు మీట్లు మీట్లు ప్రశామ చేస్తుంది. మీట్లు ప్రశామ మీట్లు ప్రశామ చేస్తుంది. మీట్లు ప్రశామ మీట్లు ప్

MEINTECH

HDFC BANK

Tanla Technology Center Hi-tech city Road, Madhapur, Hyderabad, India - 500081

CIN: L72200TG1995PLC021262

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

CERTIFIED TRUE OF THE SPECECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF TANLA SOLUTIONS LIMITED ("THE COMPANY") THROUGH POSTAL BALLOT ON MAY 23, 2020.

SUB: APPROVAL FOR BUYBACK OF EQUITY SHARES

"RESOLVED THAT pursuant to Article 3 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") (including reenactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and/ or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the board of directors of the Company ("Board", which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- (Indian Rupee One Only) each ("Equity Shares"), not exceeding 1,90,12,345 Equity Shares (representing 12.49% of the total number of Equity Shares in the total existing paid-up equity capital of the Company and 16.44% and 13.02% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2019 and March 31, 2020, respectively,) at a price of INR 81/- (Indian Rupees Eight One Only) per Equity Share ("Buyback Offer Price"), which represents premium of 55.47% over the closing price of the Equity Shares on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on April 16, 2020 being the day preceding the date when intimation for the Board meeting was sent to NSE and BSE, payable in cash for an aggregate maximum amount of INR 154,00,00,000/- (Indian Rupees One Hundred and Fifty Four Crores Only), excluding any expenses incurred or to be incurred for the buyback viz. buyback tax, brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size") which represents 22.32% and 24.65% of the aggregate of the Company's paid-up capital and free reserves as per the latest available standalone and consolidated audited financials of the Company for the year ended as on March 31, 2019, respectively, from all the shareholders/ beneficial owners of the Equity Shares of the Company, as on a record date to be subsequently decided by the Board ("Record Date"), through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback").

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined- in the SEBI Buyback



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Regulations ("Small Shareholders"), whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICY-CELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/ DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable and the Company shall approach either NSE or BSE, as may be required, for facilitating the same.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any director(s)/ officer(s)/ authorised representative(s)/ committee i.e., Buyback Committee of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of Buyback, the mechanism for the Buyback, the schedule of activities, the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback; appointment of designated stock exchange and other intermediaries/ agencies, as may be required, for the implementation of the Buyback; preparation, approving, signing and filing of the public announcement, the draft letter of offer, letter of offer and post-buyback public announcement with the SEBI, BSE, NSE and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder; and to initiate all necessary actions with respect to opening, operation and closure of necessary accounts including escrow account with a bank, entering into agreement(s), release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with the SEBI, RBI, BSE, NSE, Registrar of Companies, Depositories and/ or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buyback any Equity Shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Buyback Committee be and are hereby severally empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorised by the Board may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or



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for matters consequential to the Buyback without seeking any further consent or approval of the shareholders 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."

//CERTIFIED TRUE COPY//

For Tanla Solutions Limited

Seshanuradha Chava

VP - Legal & Secretarial

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