



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

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

Date: April 26, 2024

To,

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

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

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 and in continuation of our submission dated April 25, 2024, please find enclosed a copy of the Postal Ballot Notice seeking approval of Members of the Company for-

S. No.	Description of Special Resolution
1.	Approval of ‘TPL Stock Options Scheme 2024’.
2.	To approve grant of employee stock Options to the employees of the subsidiary Company of the Company under ‘TPL Stock Options Scheme 2024’.
3.	Approval of secondary acquisition of shares through Trust route for the implementation of ‘TPL Stock Options Scheme 2024’.
4.	Approval for Provision of money by the Company for purchase of its own Shares by the Trust under the ‘TPL Stock Options Scheme 2024’.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs and SEBI, the Notice of the Postal Ballot is being sent by electronic mode to those Members whose name appeared in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, as on the cut-off date i.e. Friday, April 19, 2024 and whose e-mail addresses are registered with the Company/ Depositories.

The e-voting period will commence from Sunday, April 28, 2024 at 9.00 a.m. (IST) and ends on Monday, May 27, 2024 at 5.00 p.m. (IST). The results of the postal ballot will be announced on or before May 29, 2024.

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

We request you to take the above information on record.

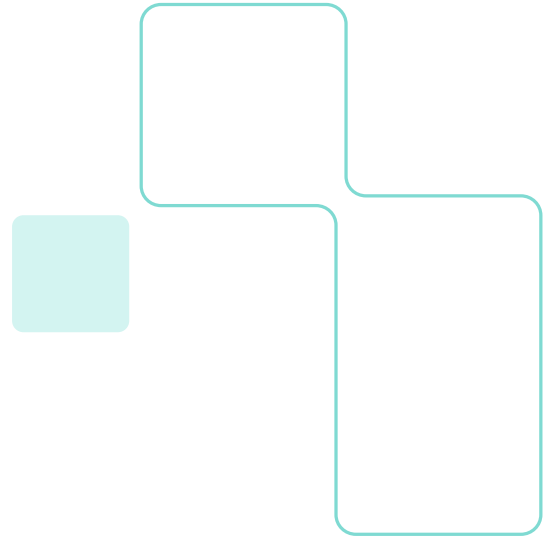
Thanking you

Yours faithfully,
For **Tanla Platforms Limited**

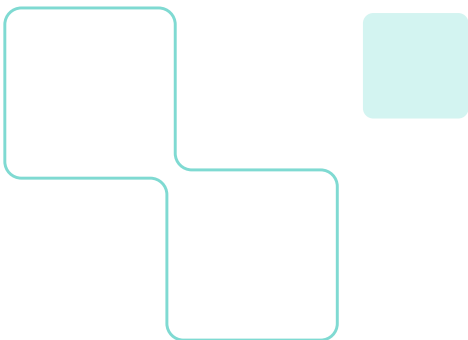
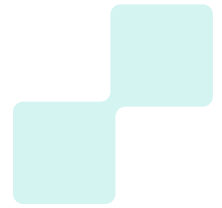
SESHANURA Digitally signed by
SESHANURADHA CHAVA
DHA CHAVA Date: 2024.04.26
18:26:54 +05'30'

Seshanuradha Chava
General Counsel and Company Secretary
ACS-15519

Encl: As above



Postal Ballot Notice



Tanla Platforms Limited

Tanla Technology Centre,
Madhapur, Hyderabad,
Telangana, India - 500081

CIN: L72200TG1995PLC021262



+91-40-40099999



91-40-23122999



investorhelp@tanla.com



www.tanla.com



Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

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

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

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

In terms of the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "**the Rules**" for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations read with MCA Circulars and applicable SEBI Circulars, the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on April 19, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Kfin Technologies Limited ("**KFintech**").

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

Commencement of e-voting period	9.00 a.m. IST on Sunday, April 28, 2024
Conclusion of e-voting period	5.00 p.m. IST on Monday, May 27, 2024

The e-voting facility will be disabled by KFintech immediately after 5.00 p.m. IST on Monday, May 27, 2024, and will be disallowed thereafter. The results of the postal ballot will be announced on or before May 29, 2024.

The results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock



Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.tanla.com/> and on the website of KFin Technologies Limited at <https://www.kfintech.com>.

The last date of e-voting, i.e. May 27, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

SPECIAL BUSINESS:

Item No. 1: Approval of 'TPL Stock Options Scheme 2024'

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

"RESOLVED that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction of '**TPL Stock Options Scheme 2024**' ("**ESOP 2024**" or "**Scheme**") and implementation through an irrevocable employee welfare trust namely '**TPL ESOP Trust**' ("**Trust**") to be set-up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding **26,00,000** (Twenty-Six Lakhs) employee stock options ("**Options**") to the eligible permanent employees of the Company, exclusively working in India or outside, as determined in terms of the Scheme, exercisable into not more than **26,00,000** (Twenty-Six Lakhs) equity shares of face value of ₹ 1/- (Rupee One Only) each fully paid-up ("**Shares**"), to be sourced from the secondary acquisition by the Trust, where one option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme."

"RESOLVED FURTHER that the Shares as specified hereinabove shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank *pari passu* in all respects with the then existing Shares of the Company."

"RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options granted or Shares are issued by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Options granted or Shares to be issued."



“RESOLVED FURTHER that in case the Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.”

“RESOLVED FURTHER that the trustees of the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Act and rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.”

“RESOLVED FURTHER that the Company and the Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Scheme.”

“RESOLVED FURTHER that the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.”

Item No. 2: To approve grant of employee stock Options to the employees of the subsidiary Company of the Company under ‘TPL Stock Options Scheme 2024’.

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

“RESOLVED that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions the consent of the members’ of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock Options (**“Options”**) under of **‘TPL Stock Options Scheme 2024’ (“ESOP 2024” or “Scheme”)** to the eligible permanent employees of the subsidiary company of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2024, within the ceiling of total number of Options



and equity shares, as specified in ESOP 2024 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme."

Item No. 3 - Approval of secondary acquisition of shares through Trust route for the implementation of 'TPL Stock Options Scheme 2024'

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

"RESOLVED that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members be and is hereby accorded to acquire not exceeding **26,00,000** (Twenty-Six Lakhs) equity shares of face value of ₹ 1/- (Rupee One Only) each fully paid-up ("**Shares**"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of '**TPL Stock Options Scheme 2024**' ("**ESOP 2024**" or "**Scheme**"), through an irrevocable employee welfare trust namely '**TPL ESOP Trust**' ("**Trust**") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws."

"RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved."

"RESOLVED FURTHER that the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations."

Item No. 4 -Approval for Provision of money by the Company for purchase of its own Shares by the Trust under the 'TPL Stock Options Scheme 2024'

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

"RESOLVED that pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**LODR Regulations**"), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such



approvals, permissions and sanctions, consent of the members be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely '**TPL ESOP Trust**' ("**Trust**") to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of ₹ 1/- (Rupee One Only) each fully paid-up ("**Shares**"), from secondary acquisition for implementation of '**TPL Stock Options Scheme 2024**' ("**ESOP 2024**" or "**Scheme**").

"RESOLVED FURTHER that the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations."

"RESOLVED FURTHER that the loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust."

"RESOLVED FURTHER that subject to the broad terms above, the Board and Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution."

Notes:





- 1) The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 to 4 is annexed to the Postal Ballot Notice.
- 2) As per the MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
- 3) The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on April 19, 2024. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
- 4) Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on April 19, 2024, being the Cut-off Date fixed for the purpose.
- 5) All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. May 27, 2024. Members may send their requests to investorhelp@tanla.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.



- 6) Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
- 7) Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com.
- 8) **The instructions for E-voting are as under:**
 - i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
<u>Individual members holding securities in demat mode with NSDL</u>	<p>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e., '<i>Tanla Platforms Limited</i>', or e-voting service provider, i.e., KFin. vi. Members will be re-directed to KFin's website for casting their vote during the e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. v. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e., Tanla Platforms Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period.



	<p>C. NSDL Mobile App</p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p><u>Individual members holding securities in demat mode with CDSL</u></p>	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com.</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p> <p>ii. Provide Demat Account Number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘Tanla Platforms Limited’ or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
<p>Individual members login through their demat accounts / Website of Depository Participant(s)</p>	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, members will be redirected</p>



	<p>to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against Tanla Platforms Limited or KFin.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.</p>
<p>Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <p>i. Launch internet browser by typing the URL: https://evoting.kfintech.com/.</p> <p>ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>iii. After entering these details appropriately, click on "LOGIN".</p> <p>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v. Members would need to login again with the new credentials.</p> <p>vi. On successful login, the system will prompt the member to select the</p>



Type of member	Login Method
	<p>"EVEN", viz., 'Tanla Platforms Limited and click on "Submit".</p> <p>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</p> <p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xii. Corporate/ Institutional members (corporate / FIs / FII's / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to mahadev.pcs@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p>
<p>Members whose e-mail IDs are not registered with the Company / Depository Participants(s)</p>	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p>



Type of member	Login Method
	<p>Name KFIN Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>

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

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com>.

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

KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can



download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

Date: April 25, 2024
Place: Hyderabad

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

Sd/-
Seshanuradha Chava
General Counsel & Company Secretary
M. No. A15519

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



EXPLANATORY STATEMENT

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

Item Nos. 1, 2 and 3:

The Company believes that performance-linked equity compensation schemes are an effective tool to reward the talents working with the Company or subsidiary company of the Company. Further, equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of the rewards with the long-term value creation for the shareholders. It also helps in creating ownership culture, and to retain, motivate and attract talents considering growing business.

At this juncture, the Company has transited to the next phase of leveraging market opportunities, business growth including addressing of business competitions which has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources having leadership qualities, or holding critical roles as required in the businesses. Further, given the nature of the business, the Company is required to stay aligned with the sector/ industry wherein most of the cases, equity compensation is made attractive for eligible personnel with deep discount from the prevailing market price subject to meeting of predefined mandatory performance conditions.

Given the background above, it is thought expedient to implement performance-linked employee stock option scheme wherein employee stock options ("**Options**") will be granted to the eligible employees with predefined mandatory performance conditions and the equity shares of face value of ₹ 1/- (Rupee One Only) each of the Company ("**Shares**") required for the implementation of the proposed scheme, shall be sourced from secondary acquisition. This will help the Company not only to reward the eligible employees but also by the very nature of the Scheme i.e. predefined mandatory performance conditions, ultimately creates value for the shareholders while no further equity dilution.

Further, in case the scheme involves secondary acquisition, then as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), it shall be mandatory for the Company to implement such scheme through a trust. Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors of the Company ("**Board**") have approved the draft of **TPL Stock Options Scheme 2024'** ("**ESOP 2024**" or "**Scheme**") subject to your approval, in their respective meeting held on April 24, 2024 and April 25, 2024 and also approved a trust deed of an irrevocable employee welfare trust namely '**TPL ESOP Trust**' ("**Trust**") to be set-up by the Company. Further, the ESOP 2024 shall be administered through the Trust and supervised by the Committee. The contemplated secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2024 are given as under:

a. Brief Description of the scheme:

Keeping the view of aforesaid objectives, the ESOP 2024 contemplates grant of Options to the eligible permanent employees of the Company and/ or subsidiary company of the Company, exclusively working in India or outside India, as determined in terms of the Scheme and in due



compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to get benefit in line with creation of value for the shareholders.

The Committee shall act as the compensation committee. The Committee of the Company shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

b. Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **26,00,000** (Twenty-Six Lakhs). Each Option when exercised would be converted into one equity share of face value of ₹ 1/- (Rupee One Only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c. Identification of classes of employees entitled to participate in the scheme:

Subject to determination or selection by the Committee, following classes of employees are eligible being:

- a. A permanent employee of the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group; or
- c. an employee as defined in sub-clauses (a) or (b), of a subsidiary Company in India or outside India;

but does not include

- i. an employee who is a Promoter or belongs to the Promoter Group; or
- ii. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;
- iii. an Independent Director;

The Committee while granting the Options to any eligible Employee(s) of any subsidiary company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.



d. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than the minimum vesting period of **1 (one) year** and not later than maximum vesting period of **7 (Seven) years** from the date of grant.

The vesting conditions including performance parameters /conditions for vesting will be decided by the Committee from time to time.

The exact vesting schedule within this band of vesting shall be determined by the Committee and shall be specified to the Employees at the time of grant of Stock Options.

The Committee shall have the power to select the performance parameters for an employee or class thereof depending on the specific roles and the relative weightages assigned to each parameter. The specific Vesting Conditions subject to which Vesting would take place shall be specified in the letter of grant issued to the eligible employee at the time of grant.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible Employee who has been granted benefits under ESOP 2024 is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company or a holding company or an associate company of the Company, prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the Grant.

e. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than **7 (Seven) years** from the date of grant.

f. Exercise price or pricing formula:

The Exercise Price per Option shall be the face value of equity shares of the Company as on date of grant.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of **7 (seven)** years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of grant. All the vested Options can be exercised by the Option grantee at one time or at various points of time within the Exercise Period. In case of death or permanent incapacity, the Committee may at its discretion allow such further period which shall not be more than 12 months from the date of death or permanent incapacity.

The vested Options shall be exercisable by the eligible employees by a written application to the Trust/ Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be



entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Scheme per Employee per grant and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed 50,000 Options.

j. Maximum quantum of benefits to be provided per employee under the scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

k. Route of the scheme implementation:

The Scheme shall be implemented and administered by the Trust of the Company.

l. Source of acquisition of shares under the scheme:

The Scheme contemplates acquisition of Shares not exceeding **26,00,000** (Twenty-Six Lakhs) from the secondary acquisition through the Trust.

m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilize the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:



All the Shares i.e **26,00,000** (Twenty-Six Lakhs), approx. 2% of paid-up capital, reserved under the Scheme shall be acquired by secondary acquisition which shall be well within the statutory limit as prescribed under the SBEB Regulations.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.

r. Period of lock-in:

The Shares issued/transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A draft copy of the Scheme is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

In this background, the Company seeks your approval by way of a special resolutions as set forth in the agenda item nos. 1 to 3 of the Notice, in terms of (i) Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOP 2024 through Trust route; (ii) Regulation 6(3)(c) of the SBEB Regulations, for extending and granting the Options under the Scheme to the eligible permanent employees of its subsidiary company, working in India or outside India; and (iii) Regulation 6(3)(a) of the SBEB Regulations, for secondary



acquisition of 26,00,000 (Twenty-Six Lakhs) equity shares by Trust for the implementation of the Scheme.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Scheme.

Item no 4:

The Company intends to implement performance-linked equity compensation scheme namely '**TPL Stock Options Scheme 2024**' ("**ESOP 2024**" or "**Scheme**") for which approval is sought from the members in separate resolutions at Item Nos. 1, 2 and 3. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely '**TPL ESOP Trust**' ("**Trust**") to be set up by the Company. The proposed Scheme contemplates acquisition of equity shares ("**Shares**") of the Company from secondary acquisition.

Further, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- a) A permanent employee of the Company, who is exclusively working in India or outside India; or
- b) a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group; or
- c) an employee as defined in sub-clauses (a) or (b), of a subsidiary Company in India or outside India;

but does not include

- (i) an employee who is a Promoter or belongs to the Promoter Group; or
- (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;
- (iii) an Independent Director;

ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:



It is contemplated that designated trustee shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable employee welfare trust with the name "TPL ESOP Trust" ("Trust") to be set-up by the Company having its principal office at Tanla Technology Centre, Hitech City Road, Madhapur Hyderabad - 500081.

Details of the Trustee:

S No	Name	Address	Occupation	Nationality
1	KP Corporate Solutions Ltd.	S.No.256/254, Bungalow No. 2, Green Park Society, Behind Anand Park, Baner, Pune - 411007	ESOP Management Consultant, Corporate Trustee and Corporate Compliance Services	Indian

The Trustee has no relationship with the promoters, directors, or key managerial personnel of the Company.

iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel and directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations.

v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

vi. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives



are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

In this background, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 4 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

Date: April 25, 2024
Place: Hyderabad

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

Sd/-
Seshanuradha Chava
General Counsel & Company Secretary
M. No. A15519

Registered Office:
Tanla Platforms Limited
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