



**Tanla Solutions Limited**  
Tanla Technology Center  
Hi-tech city Road, Madhapur,  
Hyderabad, India - 500081  
CIN: L72200TG1995PLC021262

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

Date: May 23, 2020

To,

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

**Subject: E-Voting results of Postal Ballot.**

Pursuant to the provision of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company had conducted the process of postal ballot (by way of remote e-voting) as per the notice of postal ballot dated April 22, 2020, for seeking, *inter alia*, the approval of the shareholders of the Company by way of a special resolution, for the buyback of equity shares of the Company.

We wish to inform you that based on the scrutinizer's report, all the special resolutions as set out in the postal ballot notice dated April 22, 2020 have been passed by the shareholders with the requisite majority. The said resolution shall be deemed to have been passed on May 23, 2020 i.e. the last date of e-voting. In this connection, please find enclosed the following:

- Scrutinizer's Report.
- E-Voting results under Regulation 44(3) of the SEBI (Listing Regulations) 2015.

This is for your information and for dissemination to the general public at large. The same will also be made available on the Company's website at [www.tanla.com](http://www.tanla.com).

Yours faithfully,

**For Tanla Solutions Limited**

**Seshanuradha Chava**  
**VP - Legal & Secretarial**  
**ACS-15519**

# BIJARNIA & ASSOCIATES

## COMPANY SECRETARIES

### **Report of Scrutinizer on Postal Ballot and Process through Remote E-Voting only**

[Pursuant to section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman  
Tanla Solutions Limited  
Technology Centre, Hi-tech City Road,  
Madhapur,  
Hyderabad-500081.

Sir,

**Sub: Scrutinizer's Report on postal ballot by way of remote e-voting process conducted pursuant to the provisions of section 108 and 110 of Companies Act, 2013 ('the Act') read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and in reference with the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India, seeking approval of the shareholders of Tanla Solutions Limited (the "Company") for APPROVAL FOR BUYBACK OF EQUITY SHARES by way of special resolution through remote e-voting only**

1. Pursuant to the provisions of section 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014. The Board of Directors of Tanla Solutions Limited, ('the Company') at its meeting held on 22<sup>nd</sup> April, 2020, decided to provide to the members of the Company, a facility to exercise their voting rights through e-voting only as per General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India for approval of following resolution as mentioned in the Postal Ballot notice dated 22<sup>nd</sup> April 2020:-

1.1 Special Resolution for approval of Buyback of its fully paid-up equity shares having a face value of INR 1/- (Indian Rupee One Only) each, 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

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# BIJARNIA & ASSOCIATES

## COMPANY SECRETARIES

2. I, Suman Bijarnia, Practicing Company Secretary bearing Membership Number:A52056, CP:19013 has been appointed as the scrutinizer by the Board of Directors of the Company at their meeting vide resolution passed on 22<sup>nd</sup> April, 2020 as required under section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Rules, for the purpose of scrutinizing the postal ballot process by way of e-voting only in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as aforesaid.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means for Postal Ballot. I shall make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the Remote e-voting system provided by KFin Technologies Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company.

In this regard, I submit my report as under:

- i. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only and hard copy of the postal ballot notice along with postal ballot forms and pre-paid business envelope have not been sent to the members for this postal ballot.
- ii. The Company has completed sending the emails of Postal Ballot Notice for voting by electronic means (e-voting) only, to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on 17<sup>th</sup> April, 2020 (Friday) and whose email ids were registered for e-voting.
- iii. As per the MCA General Circular No. 17/2020 dated April 13, 2020; the Company has also provided the facility of temporarily registering the email id to those shareholders who have not registered their email id's. In this regard, the Company had also published advertisements in the Business Line (English version) and Andhra Jyoti (Telugu version) dated April 18, 2020 describing the procedure for registering the email ids with the Company / Depository Participants.
- iv. After the time fixed for closing of the e-voting on 23<sup>rd</sup> May, 2020, a final electronic report of the e-voting was generated by me by accessing the data available to me from the remote e-voting website of KFin Technologies Private Limited (<https://evoting.karvy.com/>), the RTA of the Company. Data regarding the e-votes was diligently scrutinized.

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# BIJARNIA & ASSOCIATES

## COMPANY SECRETARIES

- v. Particulars of all the Postal Ballot electronic votes received from the Members have been entered in an electronic register separately maintained for the purpose.
- vi. The votes casted under e-voting were unblocked at New Delhi on Saturday, May 23<sup>rd</sup>, 2020 in the presence of two witnesses Mrs Sumitra Devi and Mr Mukul Bagaria, who are not the employees of the Company.

A summary of the postal ballot voting by way of remote electronic means only, in respect of passing of the resolution stated above is enclosed as Annexure-I to this report.

### **Result:**

After the aforesaid scrutiny of the result of postal ballot by way of e-voting only, I report that the Resolution stated above have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

The Chairman may accordingly declare the result of voting of Postal Ballot by way of remote e-voting only.

Thanking You,



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Suman Bijarnia  
Company Secretary  
Membership No: A52056  
Certificate of Practice No: 19013

Place: New Delhi  
Date: 23.05.2020

# BIJARNIA & ASSOCIATES

COMPANY SECRETARIES

## Annexure-I

### Summary of Postal Ballot by way of e-voting only

Item1 :- Special Resolution for approval of Buyback of its fully paid-up equity shares having a face value of INR 1/- (Indian Rupee One Only) each, 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.

Resolution	Mode	Ballots Received	Total Votes Received	Favour			Against			Invalid/abstained votes	
				Ballots	Votes	% of favour valid votes of Total valid votes received	Ballots	Votes	% of against valid votes to Total valid votes Received	Ballots	Votes
Approval of Buyback	E-Voting	133	4,68,48,906	128	4,68,48,102	99.9983	5	804	0.0017	-	-
Total		133	4,68,48,906	128	4,68,48,102	99.9983	5	804	0.0017	-	-



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**Suman Bijarnia**

**Scrutinizer**

**Company Secretary in Practice**

**Membership No.: 52056 CP No.: 19013**

**Date: 23.05.2020**

Office at: # G-1, Lake View Apartment, Road No 11, Banjara Hills, Hyderabad-500034, Telangana.

<b>Company Name</b>	TANLA SOLUTIONS LIMITED
<b>Date of the AGM/EGM</b>	
<b>Total number of shareholders on record date</b>	49662
<b>No. of shareholders present in the meeting either in person or</b>	
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0

Resolution required: (Ordinary/ Special)	SPECIAL - APPROVAL FOR BUYBACK OF EQUITY SHARES.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53610558	0	0.0000	00	0	0.0000	0.0000
	Poll	53610558	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	53610558	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	22290449	21999824	98.6962	21999824	0	100.0000	0.0000
	Poll	22290449	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22290449	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	76356550	24849082	32.5435	24848278	804	99.9967	0.0032
	Poll	76356550	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	76356550	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>152257557</b>	<b>46848906</b>	<b>30.7695</b>	<b>46848102</b>	<b>804</b>	<b>99.9983</b>	<b>0.0017</b>

  
