



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

May 17, 2019

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: Outcome of the Board Meeting – approval of Postal Ballot Notice.

With reference to the notice issued on May 14, 2019 we would like to inform you that the Board of Directors of the Company at their meeting held on May 17, 2019 have approved the “Postal Ballot Notice” seeking the approval of Shareholders of the Company for following items –

1. Approval of increase to maximum number of shares to be issued per employee under the Tanla Employee Stock Purchase Scheme 2018
2. Approval of offer of equity shares exceeding 1% of issued capital to the specified employees under the Tanla Employee Stock Purchase Scheme 2018.
3. Continuation of Directorship of Mr. Ram Narain Agarwal (DIN: 00003498)

The Postal Ballot notice will be sent to the shareholders whose name appears on the Company’s Register of Members and the list of beneficial owners received from NSDL / CDSL as on the “Cut-off” date 10th May 2019. The Company has engaged the services of Karvy Fintech Private Limited for the purpose of providing e-voting facility to Members. The voting through Postal Ballot and e-voting will commence from 9.00 a.m. (IST) on Sunday, 19th May 2019 and will end at 5.00 p.m. (IST) on Monday, 17th June 2019.

Ms. Suman Bijarnia, Proprietor - Bijarnia & Associates, Company Secretary, Hyderabad has been appointed by the Board as the Scrutinizer to conduct the Postal Ballot process.

The above documents are also available on the website of the Company: www.tanla.com

Request you to take the same on record and oblige.

Yours faithfully,
for **Tanla Solutions Limited**




Seshanuradha Chava
VP - Legal & Secretarial
ACS-15519

Encl.: Notice of Postal Ballot



TANLA SOLUTIONS LIMITED

CIN: L72200TG1995PLC021262

Regd. Office: Tanla Technology Centre, Hitec City Road, Hyderabad – 500 081.

Phone: + 91-40-40099999, Fax: +91-40-23122999

Website: www.tanla.com E-mail: investorhelp@tanla.com

To
The Members of the Company,

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Notice is hereby given to the members, pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”), which shall include any statutory modifications, amendments or re-enactments thereto) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), which shall include any statutory modifications, amendments or re-enactments thereto) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) executed with the stock exchanges on which equity shares of the Company are listed for seeking Shareholders’ consent to pass the proposed Special Resolutions as set out below by way of Postal Ballot.

The Board of Directors of the Company has proposed to obtain the consent of the Shareholders for the matter as considered in the Resolutions appended below. Thus, in terms of Section 110 of the Act read with the Rules, to facilitate wider participation in the approval process by the Shareholders residing at different locations, it is proposed to obtain their consent by way of Postal Ballot instead of convening a General Meeting of the Shareholders. The Resolution is appended below and the Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolutions is also annexed.

You are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and return the form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address of the Scrutinizer i.e. on or before the close of working hours (05.00 P.M.) on 17th June 2019.

In accordance with the provisions of Listing Regulations and that of the Rules, the Company has provided e-voting facility to its members and has engaged Karvy Fintech Private Limited, an agency authorised by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The Scrutinizer will submit report to the Chairman, after the completion of the scrutiny. The result of the Postal Ballot and Remote e-voting will be declared by the Chairman on receipt of the report from the Scrutinizer on 17th June 2019 at the Registered Office of the Company at Tanla Technology Centre, Hitec City Road, Madhapur, Hyderabad-500081, Telangana.

The results shall also be announced to the Stock Exchange and be made available on Company’s website. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.



SPECIAL BUSINESS

1. Approval of increase to maximum number of shares to be issued per employee under the Tanla Employee Stock Purchase Scheme 2018:

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

“RESOLVED THAT in partial modification of earlier special resolution at agenda item number 4 & 5 passed by the members of the Company on 17th September 2018 approving the “Tanla Employee Stock Purchase Scheme 2018” (“ESPS 2018”/“Scheme”) and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 7 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded to increase in the maximum number of shares to be issued per employee and in aggregate under the ESPS 2018 to 33,00,000 equity shares of face value of Rs.1/- each fully paid up of the Company in terms of the ESPS 2018 and Applicable Laws.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the ESPS 2018 from time to time as permitted under and in due compliance with provisions of the Companies Act, 2013 and the SEBI SBEB Regulations and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid amendments in ESPS 2018 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

2. Approval of offer of equity shares exceeding 1% of issued capital to the specified employees under the Tanla Employee Stock Purchase Scheme 2018:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6(3)(d) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI



SBEB Regulations”) and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company, and the shareholder resolution dated 17th September 2018 approving the ‘Tanla Employee Stock Purchase Scheme 2018’ (hereinafter referred to as the “ESPS 2018”/ “Scheme”), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to offer such number of equity shares to the following proposed employee under ESPS 2018 resulting in allotment of such number of equity shares in the Company in aggregate which may be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of offer of equity shares, on such terms and conditions, as may be determined in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations.

Name of the Employee	Designation	No. of equity shares offered
Deepak Satyaprakash Goyal	Director – Karix Mobile Private Limited	32,40,000

3. Continuation of Directorship of Mr. Ram Narain Agarwal:

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Ram Narain Agarwal (DIN 00003498), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company up to 29th September 2019 being the date of expiry of his current term of office.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

17th May 2019
Hyderabad

for Tanla Solutions Limited
Sd/-
Seshanuradha Chava
Company Secretary & VP – Legal

Registered Office:

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



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted through Postal Ballot is annexed hereto and forms part of this notice.
2. A copy of this notice has been placed on the website of the Company www.tanla.com and shall remain on the website until the last date for receipt of the Postal Ballots from the shareholders.
3. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
4. The Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 10th May 2019.
5. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or remote e-voting. If members are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and remote e-voting, then voting done through valid Physical Ballot shall prevail and voting done by remote e-voting will be treated as invalid.
7. The Company has appointed Ms. Suman Bijarnia (ACS No. 52056 & C.P. No: 19013), Proprietor - Bijarnia & Associates, Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The scrutinizer will submit the report after completion of the scrutiny and the results of the Postal Ballot will be displayed at the Registered Office of the Company. The results of the Postal Ballot will also be posted on the Company's website www.tanla.com besides communicating to the stock exchanges on which the shares of the Company are listed.
8. Shareholders are requested to read carefully the instructions printed on the Postal Ballot Form, return the form duly completed in the attached self-addressed pre-paid postage envelope, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on the 17th June 2019, ("**Last Date**"). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
9. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or down load from the link <https://evoting.karvy.com/> or from the website of the Company www.tanla.com or seek duplicate Postal Ballot Form from Karvy Fintech Private Limited , Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.
10. The Scrutinizer will submit the report to the Chairman or any other authorized person after the completion of scrutiny and the results of voting will be announced by Chairman or by any director or Company Secretary on 17th June 2019 and will also be displayed on Company website www.tanla.com and will be communicated to Stock Exchange as on said date.



11. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 5.00 P.M. up to 17th June 2019.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
13. Please note that any Postal Ballot Form(s) received after the Last Date (i.e. 17th June 2019) will be treated as not having been received.
14. In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.
15. The last date specified for receipt of the Business Reply Envelope with Postal Ballot Form or Remote e-voting i.e. Sunday, 17th June 2019 (5:00 PM IST) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
16. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.



The instructions for the members for remote e-voting are as under:

- i. The voting period begins at 9.00 A.M. on 19th May 2019 and ends at 5.00 P.M. on 17th June 2019. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 10th May 2019 (End of Day) may cast their votes electronically. The remote e-voting module shall be disabled by Karvy Fintech Private Limited for voting thereafter.
- ii. The e-voting period shall commence on 19th May 2019 and ends on 17th June 2019. During this period, Members holding shares either in physical form or in dematerialized form as on cut-off date i.e. 10th May 2019 may cast their vote electronically. The remote e-voting module shall be disabled by Karvy Fintech Private Limited for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
- iii. The voting rights of the Members shall be in proportion to their shares held on cut-off date i.e. 10th May 2019. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of authorization.
- iv. In case of any queries you may contact Ms. Seshanuradha Chava, Company Secretary & Compliance Officer at investorhelp@tanla.com or Contact No 040-40099999
- v. Institutional Members (other than Individual, HUF, NRI etc.) are required to send a scanned copy of relevant Board Resolution / authorization letter to the scrutinizer via email to cssumanbijarnia@gmail.com with a copy to evoting@karvy.com
- vi. The shareholders should log on to the e-voting website <https://evoting.karvy.com> during the voting period.
- vii. Click on the “Shareholders” tab.
- viii. Now select the “TANLA SOLUTIONS LIMITED” from the drop-down menu and click on “SUBMIT”.
- ix. Now enter your User-ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- x. Next enter the Image Verification as displayed and Click on Login
- xi. If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and voted on an earlier voting of any company, then your existing password is to be used.
- xii. If you are a first-time user follow the steps given below:



INSTRUCTIONS FOR E-VOTING

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the Login credentials (i.e., User Id & Password) mentioned on the email /Postal Ballot Form received by you.

In case you are already registered with Karvy, you can use your existing user id and password for casting your vote.

User-ID	For Members holding Shares in Demat Form (Electronic Mode): - For NSDL: 8 Character DP-ID (Starts with "IN") followed by 8 Digits Client ID. - For CDSL: 16 Digits beneficiary ID. For Members holding Shares in Physical Form: - Event Number followed by Folio Number registered with the Company.
Password	Your Unique Password is printed on the Postal Ballot Form / via email forwarded through the Electronic Notice.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. Members can cast their vote online
From: Sunday, 19th May 2019 (9.00 AM IST)
To: Monday, 17th June 2019 (5.00 PM IST)
Thereafter the e-voting module will be disabled by Karvy for voting.
4. After entering these details appropriately, click on "LOGIN".
5. Members holding shares in Demat/Physical form will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of the Company or any other company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the Secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, system will prompt to select the "EVENT" i.e., Tanla Solutions Limited.
8. On the voting page, you will see Resolution Description and against the same the option "FOR/AGAINST/ABSTAIN" for voting. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on



"OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you have voted on the resolution, you will not be allowed to modify your vote.

9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the resolution of its Board of Directors / authority Letter authorizing the person to represent in terms of Section 113 of the Companies Act, 2013 read with rules mentioned therein, Shareholder voting through e-voting mode should send a scanned copy (PDF/JPG Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on cssumanbijarnia@gmail.com with a copy marked to evoting@karvy.com

10. Please contact Karvy toll free No. 1-800-34-54-001 for any further clarifications or may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User manual for Members available at the "Downloads" section of <https://evoting.karvy.com>.

11. Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.

12. Members holding shares either in physical form or in dematerialized form may cast their vote electronically.

13. Those Members who have not registered their email ID, are requested to register their e-mail id with their respective Depository Participant, in case the shares are held in demat mode and in case the shares are held in physical form to the Registrar and Transfer Agent (R&TA), Karvy Fintech Private Limited, Unit: Tanla Solutions Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Seri Lingampally Mandal, Hyderabad – 500 032.



Explanatory Statements under Section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 and the Regulation 6(2) of the SEBI SBEB Regulations.

Item no. 1

The Company had implemented equity-based compensation plans namely the Tanla Employee Stock Purchase Scheme 2018 (“ESPS 2018”) pursuant to shareholder approval vide resolutions dated 17th September 2018 for approval of the ESPS 2018. The ESPS 2018 was implemented with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. A variation is now sought in maximum number of shares to be issued per employee and in aggregate under the ESPS 2018.

The ESPS 2018 prior to this amendment provided for a maximum number of shares equalling 1% of the paid-up capital of the Company per employee and in aggregate. By efflux of time, it is observed that the pre-amended provision on per employee share limit is not viable for the Company going ahead. It is now sought to have an increase in the maximum number of shares issued under ESPS 2018 per employee and in aggregate to allow for offers under ESPS 2018 to certain employees. No change in terms of existing share offered to employees is sought and such amendment shall only be brought into effect for offers made in the future.

Given the nature of proposed amendment, it is not detrimental to the interests of existing offeree-employees.

As per provisions of Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations 2014 (SEBI SBEB Regulations), a company may vary the terms of any employee stock purchase plan provided that such variation is not prejudicial to the interests of the employees and that the proposal is approved by the members by way of a special resolution.

Given the details of variation, rationale thereof and beneficiaries of such variation, as per SEBI SBEB Regulations, your approval is sought for the proposed variations /amendments to the ESPS 2018 in the lines stated above.

Features of the ESPS 2018 remain the same as originally approved except as stated above. However, the important features are reproduced in terms of SEBI SBEB Regulations, as under:

(a) Brief Description of the ESPS 2018:

This proposed ESPS 2018 is intended to reward the employees of the Company and its Subsidiary Company(ies) (hereinafter collectively referred to as “Company” unless the context otherwise requires) for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views equity shares as instruments that would enable the employees to get a share in the value they create for the Company and align individual objectives of employees with objectives of the Company.

The SEBI SBEB Regulations permit allotment of equity shares to employees with a lock-in period at a predetermined price.



Appreciation in the market price of shares of the Company in future, shall confer greater the value for the employee shareholder in the equity share. Your Company expects that ESPS 2018 will result in improvement of individual and group performance as a result of alignment of goals of the employees and the organization.

(b) Total number of Shares to be allotted:

80,00,000 (Eighty Lakh) equity shares of the Company having face value of Re. 1/- each fully paid-up would be available for allotment to the eligible employees of the Company under ESPS 2018, in one or more tranches, as may be determined by the Committee in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations.

Shares being under an offer for allotment not applied for and/or pending offers cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-offer at a future date. The Committee is authorized to re-offer such Shares as per the provisions of ESPS 2018, within the overall ceiling.

(c) Identification of classes of employees entitled to participate in ESPS 2018

Following classes of employees are entitled to participate in ESPS 2018:

- a) Permanent employees and of the Company working in India or out of India;
- b) Directors of the Company, whether whole-time or not; and
- c) Employees defined under clause (a) and (b) above of the Subsidiary(ies), in and outside India.

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(d) Maximum period within which the Shares allotted shall be subject to Lock-in:

Shares allotted under ESPS 2018 would be subject to lock-in period of 1 (One) year from the date of allotment of such Share.

(e) Offer price or pricing formula:

The offer price per Share shall be equal to the face value per equity share as on date of the offer.

The eligible employee shall pay the face value of an equity share prevailing at the time of such allotment per Share allotted subject to additional payment/ recovery of applicable taxes as per applicable laws.

(f) Offer period and the process of Application:

The offer of allotment under ESPS 2018 shall be for such time period as determined by the Committee at its discretion.



The offer shall be accepted by the employees by a written application to the Company along with the offer price expressing his/ her desire to have such shares allotted in such manner and on such format as may be prescribed by the Committee from time to time. The offer shall lapse if not responded adequately within the specified offer period.

(g) Appraisal process for determining the eligibility of employees under ESPS 2018:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

The employees would be offered shares under the ESPS 2018 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

(h) Maximum number of Shares to be allotted per employee and in aggregate

The number of Shares that may be allotted per employee under the Scheme previously was not more than 1% of the paid-up capital of the Company. It is now proposed to increase such limit and have it to not exceed 3% (33,00,000 in number of equity shares).

(i) Maximum quantum of benefits to be provided per employee under the ESPS 2018

The maximum quantum of benefits underlying the shares allotted to an eligible employee shall be dependent on the maximum quantum of shares allotted and the offer price as on date of allotment of the shares.

(j) Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The ESPS 2018 shall be implemented and administered by the Company directly.

(k) Source of acquisition of shares for the implementation of the ESPS 2018

ESPS 2018 contemplates only new issue of shares/ primary shares by the Company.

(l) The amount of loan to be provided for implementation of the ESPS 2018 by the Company to the Trust, its tenure, utilisation, repayment terms etc.

This is not contemplated under ESPS 2018.

(m) Maximum percentage of Secondary Acquisition that can be made by the Trust for the purchase of the scheme

This is not relevant under ESPS 2018.

(n) Accounting and Disclosure Policies:

The Company shall follow the 'IND AS/Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority from time to time, including the disclosure requirements prescribed therein in due compliance of Regulation 15 of the SEBI SBEB Regulations.



Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 7 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

The Directors recommend the resolutions for your approval.

Item no. 2

The Company had implemented equity-based compensation plans namely the Tanla Employee Stock Purchase Scheme 2018 (“ESPS 2018”) pursuant to shareholder approval vide resolutions dated 17th September 2018 for approval of the ESPS 2018. The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. ESPS 2018 is being implemented keeping in view the incentivization requirements of the key employees through equity-based compensation.

It is imperative that the current teams led by following personnel have substantial interest in the business and for that reason offer of as many equity shares under ESPS 2018 have been proposed to retain and incentivize driving performance, leading to improved corporate growth and profitability:

Name	Designation
Deepak Satyaprakash Goyal	Director – Karix Mobile Private Limited

In the background above, approval of the shareholders is being sought for the issuance, to the persons named and identified above, of such number of equity shares of the Company, being equal to or more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

Accordingly, your Board recommends passing of the resolutions as set out in the accompanying notice.

Item No. 3:

The Members of the Company at the Eighteenth Annual General Meeting held on September 30, 2014 had appointed Mr. Ram Narain Agarwal (DIN: 00003498) as the Independent Directors of the Company for a term of five (5) consecutive years commencing from September 30, 2014 and expiring on September 29, 2019.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.



Mr. Ram Narain Agarwal has already attained the age of seventy-five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of their directorships with effect from April 1, 2019 up to September 29, 2019 being the date of expiry of their current term of office, will be required to be passed.

The Board of Directors, at its meeting held on 17th May 2019 has unanimously decided the continuation of directorships of Mr. Ram Narain Agarwal with effect from 1st April 2019 to 29th September 2019 being the date of expiry of their current term of office.

Profile and justification for continuation of the directorship for Mr. Ram Narain Agarwal is stated below:

Mr. Ram Narain Agarwal (DIN: 00003498)

Mr. Ram Narain Agarwal, born on 24-07-1941 is a renown Indian Scientist who worked as Program Director (AGNI) and as a Director, Advanced Systems Laboratory and DRDO. He is a Distinguished Scientist. He has four decades of experience in Missile Technology.

He holds Bachelor's degree in Engineering from Madras Institute of Technology, a Masters Degree in Engineering from Aero-Indian Institute of Science, Bangalore and also holds Fellow Membership in the Indian National Academy of Engineering and Aeronautical Society of India.

He is the recipient of Padmashree in the year 1990 and Padmabhushan in the year 2000.

Mr. Ram Narain Agarwal also serves on the Board of Agni Renewable Energies Limited and does not hold any post of Chairman/Member of Committee of other Companies. He holds 5,100 shares of the Company.

Mr. Ram Narain Agarwal has been an active member of the Board and the Board Committees of which he is a member. He brings independent judgement on the Board of the Company and his continued association will be valuable and positive. With his expertise, skills and knowledge, particularly in the field of holding P&L accounts, he articulates and provides his valuable guidance and inputs in all matters pertaining to the financial statements. Mr. Ram Narain Agarwal is physically fit and current with finance and business matters.

Details of Mr. Ram Narain Agarwal's attendance at the Board, Committee and General Meetings held during the last three financial years are given below:

Financial Year	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Annual General Meeting	Sitting Fees
2018-19	1/7	1/4	1/3	Yes	Rs. 50,000
2017-18	3/4	3/4	2/2	Yes	Rs. 1,35,000
2016-17	4/5	3/4	1/1	Yes	Rs. 1,25,000



The Directors recommend the Special Resolution as set out at Item No. 3 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

Copies of all documents relevant to the above resolutions at Item No 1, 2 & 3 will be available for inspection during the office hours at the Registered office of the Company till the date of conclusion of voting.

17th May 2019
Hyderabad

for Tanla Solutions Limited
Sd/-
Seshanuradha Chava
Company Secretary & VP – Legal

Registered Office:

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

Enclosed:

1. Postal Ballot Form
2. Self-addressed - Business Reply Envelope



TANLA SOLUTIONS LIMITED

CIN: L72200TG1995PLC021262

Regd. Office: Tanla Technology Centre, Hitec City Road, Hyderabad – 500 081.

Phone: + 91-40-40099999, Fax: +91-40-23122999

Website: www.tanla.com E-mail: investorhelp@tanla.com

POSTAL BALLOT FORM

1.	Name(s)of shareholder(s) (including Joint holders, if any) (in Block Letters)	
2.	Registered address of the sole/first named shareholder	
3.	Registered folio No/DO ID No./Client ID No.* (* Applicable to investors holding Shares in dematerialized form)	
4.	Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

Sl. No.	Description	No. of Shares held	I / We assent to the resolution	I / We dissent to the resolution
1	Approval of increase to maximum number of shares to be issued per employee under the Tanla Employee Stock Purchase Scheme 2018			
2	Approval of offer of equity shares exceeding 1% of issued capital to the specified employees under the Tanla Employee Stock Purchase Scheme 2018			
3	Continuation of Directorship of Mr. Ram Narain Agarwal (DIN: 00003498)			

Place:

Date:

(Signature of the Member/Beneficial Owner)

Note: Please read the instructions given overleaf before exercising your vote, below User ID and password are to be used for e-voting through URL <https://evoting.karvy.com> from 9:00 AM on Sunday, the 19th May, 2019 to 5:00 PM on Monday, the 17th day of June, 2019 as detailed in the Notice of Postal Ballot.

EVSN (E-voting Sequence Number)	User ID	Password



INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration Rules, 2014), assent or dissent of the Shareholders in respect of the Resolutions contained in the postal ballot notice is being sought through the postal ballot process.
2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed book post. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the postal ballot form is dispatched to the Scrutinizer.
3. The attached self-addressed book post bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.
5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
6. Incomplete, unsigned or incorrectly filed postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.
7. Duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on 17th June 2019. Postal ballot forms received after this date will be strictly treated as if reply from the shareholder has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/authority. If the postal ballot form is signed by 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Voting Rights shall be reckoned on the paid-up value of the equity shares registered in the name of the shareholders as on 10th May 2019.
10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self-addressed book post as the book post will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.
11. There will be one postal ballot form for every 'Registered Folio', irrespective of the number of joint holders.
12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7.
13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad-500081. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
15. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at www.tanla.com