



Tanla Platforms Limited
(Formerly Known as 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 20, 2021

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 Madam/Sir,

Subject: Notice of the Postal Ballot

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), please find enclosed Notice of Postal Ballot/ E-voting (“Notice”) being sent to the shareholders, seeking their approval by way of Special Resolutions for the matters set out in the Notice dated May 19, 2021.

Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (the “Companies Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, September 28, 2020 and December 31, 2020 respectively, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), the Company is sending this Notice in electronic form only and hard copy of the Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this Postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system.

The Notice is being sent to those shareholders whose names appear in the register of members/ list of beneficial owners, as on the close of working hours on May 14, 2021 (Friday) i.e., cut off date, as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together referred to as “**Depositories**”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, the registrar and share transfer agent of the Company (“**KFintech**”).

The shareholders whose e-mail addresses are not registered are requested to register their e-mail addresses and mobile numbers by following the procedure specified in the Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 and its Rules and MCA Circulars, the Company is only offering E-voting facility to the shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited to provide E-voting facility.



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The E-voting period begins at 09:00 a.m. IST on May 21, 2021 (Friday) and ends at 05:00 p.m. IST on June 19, 2021 (Saturday). 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. May 14, 2021 (Friday) may cast their votes through E-voting facility.

The Notice will also be available on the Company's website www.tanla.com.

Request you to take the same on record and oblige.

Yours faithfully,

For **Tanla Platforms Limited**
(Formerly known as Tanla Solutions Limited)



Seshanuradha Chava
General Counsel & Chief Regulatory Officer
ACS-15519

TANLA PLATFORMS LIMITED



(formerly known as Tanla Solutions Limited)

CIN: L72200TG1995PLC021262

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

Phone: + 91-40-4009 9999, Fax: +91-40-2312 2999

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

Notice of Postal Ballot

Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and MCA Circulars (as defined below)

Dear Shareholders,

This notice ("**Notice**") is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, September 28, 2020 and December 31, 2020 respectively, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), seeking approval of the shareholders of Tanla Platforms Limited (the "**Company**") to the proposed special resolutions appended through postal ballot by way of remote e-voting only.

The board of directors of the Company ("**Board**") at its meeting held on May 19, 2021 ("**Board Meeting**") has, subject to the approval of the shareholders of the Company by way of a special resolution through the postal ballot (by remote e-voting) and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the introduction of Restricted Stock Unit Scheme titled as Tanla Platforms Limited - Restricted Stock Unit Plan 2021 ("RSU 2021" or "Plan"), to create and grant stock options not exceeding 30,00,000 (Thirty Lakhs only) stock options, each convertible into one (1) equity share of the Company having face value of Re.1/- (Rupee One only) per equity share, to the employees of Tanla Platforms and its subsidiary(ies) An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act and ("**Explanatory Statement**"), setting out the material facts and the reasons is appended hereto.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Ms. Madhu Lakhlan, Practicing Company Secretary (CP No. 23044), Madhu Lakhlan & Company, Hyderabad who will act as the scrutinizer (the "**Scrutinizer**") for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

In compliance with Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only ("**E-voting**"). The Company has engaged services of KFin Technologies Private Limited as its agency for providing E-voting facility to shareholders of the Company. In compliance with the requirements of the MCA Circulars, hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this

postal ballot and shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through E-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting.

The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot voting process in a fair and transparent manner. The results of the postal ballot will be announced on or before June 21, 2021 (Monday) and will be displayed on the website of the Company (www.tanla.com) and intimated to BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**") (the NSE together with the BSE are referred to as the "**Stock Exchanges**") where the Equity Shares of the Company are listed and shall also be intimated to KFin Technologies Private Limited, the registrar and share transfer agents of the Company.

SPECIAL BUSINESSSES:

ITEM 1. APPROVAL OF TANLA PLATFORMS LIMITED - RESTRICTED STOCK UNIT PLAN 2021.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Circular CIR/CFD/Policy Cell/2/2015 dated 16th June 2015 issued by Securities and Exchange Board of India (hereinafter referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI guidelines, in accordance with the Memorandum of Association and the Articles of Association of the Company and subject to 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, the approval of the members of the Company be and is hereby accorded to the introduction of '**Tanla Platforms Limited- Restricted Stock Unit Plan 2021**' ("RSU 2021" or "Plan") authorising 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 exercise its powers, including the powers,



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conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 30,00,000 (Thirty Lakhs) restricted stock units ("RSUs") in the nature of employee stock options thereunder, in one or more tranches, from time to time, to the eligible permanent employees including Directors of the Company whether whole-time or not (other than the employee who is promoter or person belong to the promoter group, independent directors of the Company and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), which upon exercise shall not exceed in aggregate 30,00,000 (Thirty Lakhs) equity shares of face value of Re. 1 each fully paid-up of the Company, where one RSU upon exercise shall entitle to one equity share of the Company, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEB Regulations and the provisions of the RSU 2021 as prevail from time to time."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking, and others, if any additional equity shares are to be issued by the Company to the shareholders, the ceiling as foresaid of RSUs and equity shares shall be deemed to increase in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment as determined by the Board/ Nomination and Remuneration Committee as per provisions of SEBI SBEB Regulations."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and to the extent allowed exercise price payable by the grantees under the RSU 2021 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1 (Rupees One) per equity share bears to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees."

"RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee be and is hereby authorised to take requisite steps for listing of the equity shares allotted under RSU 2021 on the Stock Exchange(s) where the equity shares of the Company are listed."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI SBEB Regulations and other applicable laws to the extent relevant and applicable to the RSU 2021."

"RESOLVED FURTHER THAT the the Board/ Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Banker(s) and such other appropriate agencies, if required, being incidental to the effective implementation and administration of Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

ITEM 2. APPROVAL OF GRANT OF RESTRICTED STOCK UNITS UNDER 'TANLA PLATFORMS LIMITED- RESTRICTED STOCK UNIT PLAN 2021' TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY(IES) OF THE COMPANY.

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

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 6(3) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Circular CIR/CFD/Policy Cell/2/2015 dated 16th June 2015 issued by Securities and Exchange Board of India (hereinafter referred as "SEBI SBEB Regulations"), RBI guidelines, and in accordance with the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of the **'Tanla Platforms Limited- Restricted Stock Unit Plan 2021' ("RSU 2021" or "Plan")** and subject to 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, approval of the members of the Company be and is hereby accorded authorising 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 exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant such number of restricted stock units ("RSUs") in the nature of employee stock options under the Plan, in one or more tranches, from time to time, to the eligible permanent employees including Directors whether whole-time or not (other than the employee who is promoter or person belong to the promoter group, independent directors of the Company and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the subsidiary company(ies) of the Company, whether in or outside India, within the overall and individual limits of the Plan as amended from time to time, where one RSU upon exercise shall entitle the grantee to one equity share of face value of Re. 1 each fully paid-up of the Company, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEB Regulations and the provisions of the RSU 2021 as prevail from time to time."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee shall have the same rights, duties, authority and powers as to administration, accounting, disclosure and other compliances in the connection with RSUs granted to any eligible employee/ director of its subsidiary company(ies) as contemplated in the resolutions seeking approval of the RSU 2021."

By order of the Board of Directors of

Tanla Platforms Limited

Sd/-

Seshanuradha Chava

General Counsel and Chief Regulatory Officer

M No.: A15519

Place: Hyderabad

Date: May 19, 2021



Notice of Postal Ballot

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act and Regulation 6(2) SEBI SBEB Regulations in respect of proposed special resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
 2. The Notice is being sent to all the shareholders, whose names appear in the register of members/ list of beneficial owners, as on the close of working hours on May 14, 2021 (Friday) i.e., cut off date, as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together referred to as "Depositories") and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, the registrar and share transfer agent of the Company ("KFinTech"). Any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only. A copy of this Notice will also be available on the Company's website (www.tanla.com), on the website of KFinTech (<https://evoting.karvy.com>) and at the relevant sections of the websites of the stock exchanges on which the Equity Shares of the Company are listed.
 3. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 and its Rules and MCA Circulars, the Company is only offering E-voting facility to the shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited to provide E-voting facility.
 4. In view of the ongoing threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:
 - i) In light of the MCA Circulars, for remote E-voting for this postal ballot, shareholders who have not registered their email addresses and in consequence the E-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>. Shareholders may also visit the website of the Company (www.tanla.com) and click on the "Postal ballot-email registration" and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for E-voting along with the user-id and the password to enable E-voting for this postal ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.
 - ii) It is clarified that for permanent registration of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
 - iii) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
 5. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before June 21, 2021 and will be displayed on the website of the Company (www.tanla.com) and intimated to Stock Exchanges and shall also be intimated to KFinTech.
 6. The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on May 14, 2021 (Friday). A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut off date (i.e., May 14, 2021) only shall be entitled to avail the facility of E-voting.
 7. The E-voting period begins at 09:00 a.m. IST on May 21, 2021 (Friday) and ends at 05:00 p.m. IST on June 19, 2021 (Saturday). 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. May 14, 2021 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter.
 8. The last date for the E-voting i.e., June 19, 2021 (Saturday) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company (www.tanla.com) until the last date for the E-voting.
 9. For any clarifications, shareholders holding Equity Shares of the Company may contact Ms. Seshanuradha Chava, General Counsel and Chief Regulatory Officer at Telephone No.: +91 40 4009 9999; Email ID: investorhelp@tanla.com.
- The instructions for the members for remote e-voting are as under:**
- i) **The e-voting period begins at 9.00 A.M. IST on Friday, May 21, 2021 and ends at 5.00 P.M. IST on Saturday, June 19, 2021.** During this period shareholder of the Company holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date, i.e. May 14, 2021 (End of Day) may cast their votes electronically. The remote E-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter. Once the vote on a resolution is cast by a shareholder, he or she will not be allowed to change it.



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- ii) The voting rights of the shareholders shall be in proportion to their Equity Shares held on cut-off date i.e. May 14, 2021. Voting rights in the 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.
- iii) In case of any queries you may contact Ms. Seshanuradha Chava, General Counsel and Chief Regulatory Officer at investorhelp@tanla.com or Contact No.: 040- 4009 9999.
- iv) Institutional shareholders (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 madhu@madhulakhlan.com with a copy to evoting@kfintech.com.
- v) The shareholders should log on to the E-voting website <https://evoting.kfintech.com> during the voting period.
- vi) Click on the "Shareholders" tab.
- vii) Now select the "TANLA PLATFORMS LIMITED" from the dropdown menu and click on "SUBMIT".
- viii) Now enter your User-ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding Equity Shares in physical form should enter Folio Number registered with the Company.
- ix) Next enter the Image Verification as displayed and Click on Login.
- x) If you are holding shares in demat form and had logged on to <https://evoting.kfintech.com> and voted on an earlier voting of any company, then your existing password is to be used.
- xi) 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.kfintech.com>.
2. Enter the login credentials (i.e., user-id and password) mentioned on the e-mail received by you.

In case you are already registered with KFin Technologies Private Limited, you can use your existing user id and password for casting your vote. User-ID for shareholders holding Equity Shares in demat form (Electronic Mode):

- a) For NSDL: 8 Character DP-ID (Starts with "IN") followed by 8 Digits Client ID.
- b) For CDSL: 16 Digits beneficiary ID.
- c) 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 forwarded through the electronic notice via e-mail.

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: Friday, May 21, 2021 (9.00 AM IST)

To: Saturday, June 19, 2021 (5.00 PM IST)

Thereafter the e-voting module will be disabled by KFin Technologies Private Limited for voting.

4. After entering these details appropriately, click on "LOGIN".
5. Shareholders 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 KFin Technologies Private Limited's 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 Platforms 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 Equity Shares held by companies, trusts, societies, etc., a scanned copy (PDF/JPG format) of 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 together with attested specimen signature of the duly authorized signatory(ies), should be sent to the Scrutinizer through e-mail on madhu@madhulakhlan.com with a copy marked to evoting@kfintech.com.
10. Please contact KFin Technologies Private Limited at 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.kfintech.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. Shareholders holding Equity Shares either in physical form or in dematerialized form may cast their vote electronically.



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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), KFin Technologies Private Limited, Unit: Tanla Platforms Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Seri Lingampally Mandal, Hyderabad – 500 032

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. [1] & [2]

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. It is thought expedient to attract and retain key management personnel including Director(s) whether whole-time or not, of the Company and of its subsidiary company(ies) (hereinafter referred to as “Employees”) with a view to achieve and maintain sustained corporate growth and profitability. At the same time, it is essential to motivate and incentivise such Employees for their hard work, dedication and commitment. With a view to achieve these objectives, your Company intends to implement ‘**Tanla Platforms Limited-Restricted Stock Unit Plan 2021**’ (“RSU 2021” / “Plan”) which is in the nature of an employee stock option plan with salient features explained below.

Accordingly, the Nomination and Remuneration Committee of the Board and the Board of the Company (“Board”) at their respective meetings held May 17, 2021 and May 19, 2021 had approved the Plan subject to your approval.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), the Company seeks your approval for the implementation of the Plan and grant of RSUs to the eligible Employees.

The main features of the RSU 2021 are as under:

a) Brief description of the RSU 2021:

The Company proposes to introduce RSU 2021 with a view to give targeted benefit to the eligible Employees of the Company or its subsidiary companies by giving a share in the value they create in future. The RSU 2021 contemplates grant of restricted stock units (“RSUs”) in the nature of employee stock options, at the face value but subject to achievement of performance condition(s) as determined from time to time. Due to higher benefit potential per RSU it seems an effective equity based plan that may protect Employee benefits against price fluctuations helping in Employee retention and it also results in lesser equity dilution for the existing shareholders.

Every grant of RSU shall be followed by vesting. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested RSUs within the predefined exercise period. The Company shall issue shares upon exercise of vested RSUs subject to payment of exercise price and satisfaction of consequential tax obligations.

The Nomination and Remuneration Committee (“Committee”) of the Company shall administer RSU 2021. All questions of interpretation of the RSU 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in RSU 2021.

b) Total number of options/ RSUs to be granted:

The total number of RSUs to be granted under RSU 2021 shall not exceed 30,00,000 (Thirty Lakhs) which upon exercise shall be convertible into 30,00,000 (Thirty Lakhs) equity shares of the Company of Re. 1 each fully paid up.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the RSUs granted. In this regard, the Committee shall adjust the number and to the extent allowed the price of the RSUs in such a manner that the total value of the RSUs remains the same after any such corporate action. Accordingly, if any additional RSUs are issued by the Company to the RSU grantees for making such fair and reasonable adjustment, the ceiling of RSUs and shares aforesaid shall be deemed to be modified accordingly.

c) Identification of classes of Employees entitled to participate in RSU 2021

Following classes of Employees are entitled to participate in RSU 2021:

- i) a permanent employee of the Company working in India or outside India;
- ii) a director of the Company, whether whole-time or not; or
- iii) an employee, as defined in sub-clauses (i) or (ii) in this Para, of a Subsidiary Company, in India or outside, *but excludes*-
 - 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 any-body corporate, directly or indirectly holds more than 10% of the outstanding shares of the Company;
 - c) An independent director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Requirements of vesting and period of vesting

RSUs granted under the Plan would vest on the basis of continuation of employment as on relevant date of vesting as a pre-requisite condition. Additional vesting conditions may be imposed based on individual or corporate performance parameters as decided by the Committee at the time of grant of RSUs which shall be communicated to the individual Employees.

RSUs granted under this Plan would vest not earlier than minimum vesting period of 1 (One) year, or such other minimum vesting as may be prescribed under the applicable Law/Regulations but not later than maximum vesting period of 7 (Seven) years from the date of grant of such RSUs. 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 RSUs.

e) Maximum period within which the options/ RSUs shall be vested:

RSUs granted under the Plan shall vest not later than a maximum of 7 (seven) years from the date of grant of RSUs, or such other shorter period as may be prescribed by the Committee at time of grant.

f) Exercise price or pricing formula:

The exercise price per RSU shall be the face value of underlying share as on date of exercise of such RSU.



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g) Exercise period and the process of exercise:

In case of continuation of employment/ service, Vested options shall be exercised by the grantee within the maximum exercise period of 1 (One) year from the date of last vesting of RSUs, or such other shorter period as may be prescribed by the Committee at time of grant.

The Plan envisages shorter exercise periods than that specified above in case of separation from employment/ service on account of specified reasons. In case of termination for cause, there shall not be any exercise period as all the vested RSUs shall lapse forth with.

The vested RSUs, as permitted under the Plan, shall be exercisable by the Employees by a written application to the Company expressing their desire to exercise such RSUs in such manner and in such format and in such numbers as may be prescribed by the Committee from time to time. The vested RSUs shall lapse, if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of Employees under RSU 2021:

The appraisal process for determining the eligibility of the Employees shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company/ its subsidiary, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance and such other parameters as may be decided by the Committee from time to time.

i) Maximum number of options/ RSUs to be issued per employee and in aggregate:

The maximum number of RSUs that may be granted under RSU 2021 to any eligible Employee per grant and in aggregate shall be lesser than 1% (One Percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

j) Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than by way of grant of RSUs is envisaged under the Plan.

k) Implementation or administration of the RSU 2021:

RSU 2021 shall be implemented and administered directly by the Company without forming or involving any trust.

l) Source of acquisition of shares under the RSU 2021:

RSU 2021 envisages issue of primary shares against exercise of vested RSUs.

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:

RSU 2021 envisages direct implementation without intervention of any trust and thus, this is not applicable.

n) Maximum percentage of secondary acquisition:

RSU 2021 envisages issue of primary shares and there is no contemplation of secondary acquisition.

o) Accounting and Disclosure Policies:

The Company shall follow the prevailing Accounting Standard IND-AS 102 for accounting of employee share-based payments as notified by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option/ RSU valuation:

The Company shall adopt 'fair value method' for valuation of RSUs as prescribed under applicable Accounting Standard notified by the competent authorities from time to time.

q) Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value at any time due to any regulatory or other requirement, 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 RSUs and the impact of this difference on profits and on earning per share (EPS) of the Company shall also be disclosed in the Directors' report.

Your consent is sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations.

A draft copy of RSU 2021 is available on the Company's website (www.tanla.com) to facilitate online inspection till the date of announcement of the results of this Postal Ballot

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 determined lawfully, if any, under RSU 2021.

In the light of above, your Board recommends your approval of item numbers [1] and [2] of the Notice as special resolutions.

By order of the Board of Directors of

Tanla Platforms Limited

Sd/-

Seshanuradha Chava

General Counsel and Chief Regulatory Officer

M No.: A15519

Place: Hyderabad

Date: May 19, 2021