



We understand your world

## Investment Banking

Peninsula Business Park,  
4th Floor, Tower B, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
Tel.: 022 - 3395 8150 Fax : 022 - 3078 8584  
Email: [investmentbanking@hdfcbank.com](mailto:investmentbanking@hdfcbank.com)  
Website: [www.hdfcbank.com](http://www.hdfcbank.com)

Date: May 27, 2020

To,

**BSE Limited**

Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Scrip: 532790

Dear Sirs,

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

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

The Company has appointed HDFC Bank Limited as the merchant banker to the Buyback (“**Manager to the Buyback**”) to manage the Buyback.

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

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

In this regard, we as Manager to the Buyback, submit a copy of the Public Announcement that has been published in the aforesaid newspapers.

You are requested to kindly take the same on record.

**For HDFC Bank Limited**

**Authorised Signatory**  
**Name: Ajay Pancholi**  
**Designation: Head – Equity Capital Markets**

**Enclosures:** As above



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

#### 11. RECORD DATE AND SHAREHOLDER ENTITLEMENT

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

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

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

#### 12. COMPLIANCE OFFICER

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

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

#### 13. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

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

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

**KFINTECH**

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

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

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

Contact Person: M Murali Krishna

Email: tanla.buyback@kfinfintech.com;

Website: www.kfinfintech.com

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

SEBI Registration No.: INR00000221

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

CIN: U72400TG2017PTC117649

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

#### 14. MANAGER TO THE BUYBACK

**HDFC BANK**

We understand your world

**HDFC Bank Limited**

Investment Banking Group

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

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

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

Website: www.hdfcbank.com

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

SEBI Registration No.: INM000011252

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

Contact Person: Harsh Thakkar / Ravi Sharma

CIN: L65920MH1994PLC080618

#### 15. DIRECTOR'S RESPONSIBILITY

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

For and on behalf of the Board of Directors of

**Tanla Solutions Limited**

Sd/-  
**Uday Kumar Reddy Dasari**  
Chairman and Managing Director  
DIN: 00003382

Sd/-  
**AG Ravindranath Reddy**  
Director  
DIN: 01729114

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

Date: May 26, 2020

Place: Hyderabad