



Tanla Platforms Limited

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

CIN: L72200TG1995PLC021262



+91-40-40099999



91-40-23122999



info@tanla.com



www.tanla.com

Date: May 27, 2024

To,

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

Dear Sir / Madam,

Sub: Scrutinizer’s Report of the Postal Ballot

In continuation to our letter dated April 26, 2024, titled ‘Postal Ballot Notice’ for seeking consent of the members of the Company by way of Special Resolutions in respect of the below detailed items of agenda through remote e-voting process.

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

The remote e- voting process concluded on May 27, 2024, at 5.00 pm (IST) and the Scrutinizer has submitted his report dated May 27, 2024 on the results of the Postal Ballot. Based on the report of the Scrutinizer, we submit that the Members of the Company have accorded their approval in respect of the above Resolutions with requisite majority.

Report of the Scrutinizer is enclosed and the same is also hosted on the Company's website www.tanla.com

We request you to take the above information on record.

Thanking you

Yours faithfully,

For **Tanla Platforms Limited**

Digitally signed by
SESHANURA
CHAVA
DHA CHAVA
Date: 2024.05.27
22:28:58 +05'30'

Seshanuradha Chava
General Counsel and Company Secretary
ACS-15519

Encl: As above

Scrutinizer's Report

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

To,
The Chairperson
Tanla Platforms Limited,
Tanla Technology Centre, Hitech City Road,
Madhapur, Hyderabad – 500081.

Dear Sir,

Sub.: Scrutinizer's Report for passing of Resolutions through Postal Ballot (Remote E-Voting Process).

I, Mahadev Tirunagari, Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the postal ballot (remote e-voting) pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars), Secretarial standards- 2 (SS-2) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for passing of Special Resolutions as mentioned under Item No. 1 to Item no. 4 as set out in the Notice of Postal Ballot of the Company dated **25 April 2024**.

In this regard, I report that:

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot (remote e-voting) on the resolutions contained in the Postal Ballot Notice of the Company. My responsibility as a Scrutinizer for the Postal Ballot (remote e-voting) is restricted to make a Scrutinizer's Report of the votes cast in "**favour**" or "**against**" the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) ('KFIN'), the agency engaged by the company to provide remote e-voting facility.
2. In accordance with the provisions of the Circulars, the Postal Ballot Notice of the company dated **Thursday, 25 April 2024** along with Explanatory Statement was dispatched through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on **Friday, 26 April 2024**. The said notice was dispatched on the basis of Register of Members made available by the KFin



Mahadev Tirunagari
Company Secretary in Practice & Insolvency Professional

Sri Venkateswara Nilayam, Plot No-10, II Floor,
Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

Technologies Limited (Formerly known as KFin Technologies Private Limited) ('KFIN'), Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depository's viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **19 April 2024**.

3. As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has published two advertisements, one in Financial Express and the other in Mana Telangana on 27 April 2024.
4. In terms of the aforesaid Notice, voting through Postal Ballot (Remote e-voting) was kept from **Sunday, 28 April 2024 (9:00A.M.) to Monday, 27 May 2024 (05:00 P.M.)**.
5. The voting rights of members were considered in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **19 April 2024**.
6. As required under the said rules, after the conclusion of the time fixed for casting the votes using e-voting facility, the votes cast under remote e-voting facility were unblocked on the website of KFIN in the presence of Mr. Rajiv Patha and Ms. Vaishnavi Kuna who are not in employment with the Company and were diligently scrutinized. They have signed below in confirmation of the votes being unblocked in their presence.

P. Rajiv

Rajiv Patha

Vaishnavi

Vaishnavi Kuna

7. Summary of the Postal Ballot(remote e-voting) is as follows:

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

- I. Voted **In Favour** of the Resolution:

Voted in favour of the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	600	6,13,41,183	88.08%

[Signature]



Mahadev Tirunagari
Company Secretary in Practice & Insolvency Professional

Sri Venkateswara Nilayam, Plot No-10, II Floor,
Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

II. Voted **Against** the resolution:

Voted against the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	163	82,95,725	11.91%

III. **Abstained** from voting:

Particulars	No of members who abstained from voting	Number of votes held by them
Postal Ballot (Remote E-voting)	10	371

IV. **Invalid** Votes:

Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
Postal Ballot (Remote E-voting)	0	0

Based on the aforesaid result, Special Resolutions as contained in Item No. 1 set forth in the notice has been passed with requisite Majority.

Resolution No. 2: To approve grant of employee stock options to the employees of the Subsidiary Company of the Company under 'TPL Stock Options Scheme 2024'.

I. Voted **In Favour** of the Resolution:

Voted in favour of the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	591	6,13,40,709	88.08%



Mahadev Tirunagari
Company Secretary in Practice & Insolvency Professional

Sri Venkateswara Nilayam, Plot No-10, II Floor,
Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

II. Voted **Against** the resolution:

Voted against the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	168	82,96,006	11.91%

III. **Abstained** from voting:

Particulars	No of members who abstained from voting	Number of votes held by them
Postal Ballot (Remote E-voting)	13	564

IV. **Invalid** Votes:

Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
Postal Ballot (Remote E-voting)	0	0

Based on the aforesaid result, Special Resolutions as contained in Item No. 2 set forth in the notice has been passed with requisite Majority.

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

I. Voted **In Favour** of the Resolution:

Voted in favour of the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	599	6,13,81,491	88.14%



Mahadev Tirunagari
Company Secretary in Practice & Insolvency Professional

Sri Venkateswara Nilayam, Plot No-10, II Floor,
Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

II. Voted **Against** the resolution:

Voted against the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	161	82,55,139	11.85%

III. **Abstained** from voting:

Particulars	No of members who abstained from voting	Number of votes held by them
Postal Ballot (Remote E-voting)	12	649

IV. **Invalid** Votes:

Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
Postal Ballot (Remote E-voting)	0	0

Based on the aforesaid result, Special Resolutions as contained in Item No. 3 set forth in the notice has been passed with requisite Majority.

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

I. Voted **In Favour** of the Resolution:

Voted in favour of the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	594	6,13,53,981	88.10%



Mahadev Tirunagari
Company Secretary in Practice & Insolvency Professional

Sri Venkateswara Nilayam, Plot No-10, II Floor,
Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

II. Voted **Against** the resolution:

Voted against the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	165	82,82,652	11.89%

III. **Abstained** from voting:

Particulars	No of members who abstained from voting	Number of votes held by them
Postal Ballot (Remote E-voting)	13	646

IV. **Invalid** Votes:



Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
Postal Ballot (Remote E-voting)	0	0

Based on the aforesaid result, Special Resolutions as contained in Item No. 4 set forth in the notice has been passed with requisite Majority.

The register, all other papers and relevant records relating to postal ballot (remote e-voting) will remain in my safe custody until the Chairperson considers, approves.

Thanking you,

Yours faithfully



Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681, CP No: 7350
UDIN: F006681F000462774

Place: Hyderabad
Date: 27 May 2024