



October 2, 2019

To,

| | |
|--|---|
| BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 532790 | National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: TANLA |
|--|---|

Dear Sir / Madam,

Subject: Outcome of 23rd Annual General Meeting, Voting results & Scrutinizer's Report.

Please note the 23rd Annual General Meeting (the AGM) of the Company was held yesterday i.e., September 30, 2019 at 11:40 am at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad, Telangana - 500081.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the Members of the Company transacted the business as stated in the Notice of the 23rd AGM.

| Sl. No. | Description | | | Particulars | | |
|---------|--|-------------------|-----------------------|--|--------------------|--------------|
| A | Date of AGM | | | September 30, 2019 | | |
| B | Book Closure Date | | | September 24, 2019 to September 30, 2019 (Both days inclusive) | | |
| C | Total number of Shareholders on Record Date | | | 52864 | | |
| D | No. of Shareholders present in the Meeting either in Person or through Proxy | | | 880 | | |
| | Shareholders | Present in Person | Present through Proxy | Total | Shares | % to Capital |
| | Promoter & Promoter Group | 1 | 0 | 1 | 2,49,60,502 | 17.78 |
| | Public | 654 | 225 | 879 | 43,45,967 | 3.10 |
| | Total | 655 | 225 | 880 | 2,93,06,469 | 20.88 |
| E | No. of shareholders attended the meeting through Video conferencing - No video conferencing facility was made available. | | | | | |

The cut-off date for purpose of determining the shareholders eligible to vote was Monday, September 23, 2019.

The agenda wise disclosure of voting details is enclosed as Annexure-A, the report of the Scrutinizer on remote e-voting at the AGM is enclosed as Annexure-B.



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

Further, pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, summary of the AGM held on September 30, 2019 is enclosed as Annexure-C.

Thanking you.

Yours faithfully,

For **Tanla Solutions Limited**



Seshanuradha Chava
Company Secretary and VP - Legal & Secretarial

Encl: As above

CC: National Securities Depository Limited
Central Depository Services (India) Limited
Karvy Fintech Private Limited

| | |
|---|-------------------------|
| | TANLA SOLUTIONS LIMITED |
| Date of the AGM/EGM | 30-09-2019 |
| Total number of shareholders on record date | 52864 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 1 |
| Public: | 879 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| | | | | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution No. | 1 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and of the Auditors thereon. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | 4,73,24,700 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | | 5,74,098 | 71.7921 | 5,74,098 | 0 | 100.0000 | 0.0000 | 0 | 50,289 |
| | Poll | 7,99,667 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 5,74,098 | 71.7921 | 5,74,098 | 0 | 100.0000 | 0.0000 | 0 | 50289 |
| Public- Non Institutions | E-Voting | | 2,99,24,857 | 32.4346 | 2,99,24,576 | 281 | 99.9990 | 0.0009 | 0 | 0 |
| | Poll | 9,56,40,479 | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,00,15,380 | 32.5327 | 3,00,15,099 | 281 | 99.9991 | 0.0009 | 0 | 0 |
| Total | | 14,37,64,846 | 7,61,49,178 | 52.9679 | 7,61,48,897 | 281 | 99.9996 | 0.0004 | 0 | 50289 |

Shedra



| Resolution No. | | 2 | | | | | | | | | |
|---|-------------------------------|--|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | | ORDINARY - To declare final dividend on equity shares for the financial year ended March 31, 2019. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,857 | 32.4346 | 2,99,24,786 | 71 | 99.9997 | 0.0002 | 0 | 0 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,380 | 32.5327 | 3,00,15,309 | 71 | 99.9998 | 0.0002 | 0 | 0 | |
| Total | | 14,37,64,846 | 7,61,99,467 | 53.0029 | 7,61,99,396 | 71 | 99.9999 | 0.0001 | 0 | 0 | |

| Resolution No. | | 3 | | | | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | | ORDINARY - To appoint the Statutory Auditors. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 5,70,717 | 53,670 | 91.4043 | 8.5956 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 5,70,717 | 53,670 | 91.4044 | 8.5956 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,857 | 32.4346 | 2,99,24,576 | 281 | 99.9990 | 0.0009 | 0 | 0 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,380 | 32.5327 | 3,00,15,099 | 281 | 99.9991 | 0.0009 | 0 | 0 | |
| Total | | 14,37,64,846 | 7,61,99,467 | 53.0029 | 7,61,45,516 | 53,951 | 99.9292 | 0.0708 | 0 | 0 | |

Shedra



| | | | | | | | | | | |
|---|-----------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution No. | 4 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint a Director. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,857 | 32.4346 | 2,99,24,576 | 281 | 99.9990 | 0.0009 | 0 | 0 |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,00,15,380 | 32.5327 | 3,00,15,099 | 281 | 99.9991 | 0.0009 | 0 | 0 |
| Total | 14,37,64,846 | 7,61,99,467 | 53.0029 | 7,61,99,186 | 281 | 99.9996 | 0.0004 | 0 | 0 | |

| | | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution No. | 5 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | SPECIAL - To re-appoint Mr. D. Uday Kumar Reddy DIN 00003382 as Chairman Managing Director of the Company and to fix his remuneration. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 2,61,63,207 | 55.2845 | 2,61,63,207 | 0 | 100.0000 | 0.0000 | 0 | 1,93,96,493 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 2,61,63,207 | 55.2845 | 2,61,63,207 | 0 | 100.0000 | 0.0000 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 5,70,717 | 53,670 | 91.4043 | 8.5956 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 6,24,387 | 78.0809 | 5,70,717 | 53,670 | 91.4044 | 8.5956 | 0 | 0 |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,24,184 | 573 | 99.9980 | 0.0019 | 0 | 100 |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,14,707 | 573 | 99.9981 | 0.0019 | 0 | 100 |
| Total | 14,37,64,846 | 5,68,02,874 | 39.5110 | 5,67,48,631 | 54,243 | 99.9045 | 0.0955 | 0 | 100 | |

Shades



| Resolution No. | | 6 | | | | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | | ORDINARY - To appoint Ms. Amrita Gangotra DIN 08333492 as an Independent Director of the Company. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,24,476 | 281 | 99.9990 | 0.0009 | 0 | 100 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,14,999 | 281 | 99.9991 | 0.0009 | 0 | 100 | |
| Total | 14,37,64,846 | 7,61,99,367 | 53.0028 | 7,61,99,086 | 281 | 99.9996 | 0.0004 | 0 | 100 | | |

| Resolution No. | | 7 | | | | | | | | | |
|---|-------------------------------|--|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | | ORDINARY - To appoint Dr. A.G. Ravindranath Reddy DIN 01729114 as a Director of the Company. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 0 | 6,24,387 | 0.0000 | 100.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 0 | 6,24,387 | 0.0000 | 100.0000 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,24,184 | 573 | 99.9980 | 0.0019 | 0 | 100 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,14,707 | 573 | 99.9981 | 0.0019 | 0 | 100 | |
| Total | 14,37,64,846 | 7,61,99,367 | 53.0028 | 7,55,74,407 | 6,24,960 | 99.1798 | 0.8202 | 0 | 100 | | |

W. S. S.



| Resolution No. | | 8 | | | | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | | ORDINARY - To appoint Mr. Mr. Rohit Bhasin DIN 02478962 as Independent Director of the Company. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,24,184 | 573 | 99.9980 | 0.0019 | 0 | 100 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,14,707 | 573 | 99.9981 | 0.0019 | 0 | 100 | |
| Total | 14,37,64,846 | 7,61,99,367 | 53.0028 | 7,61,98,794 | 573 | 99.9992 | 0.0008 | 0 | 100 | | |

| Resolution No. | | 9 | | | | | | | | | |
|---|-------------------------------|--|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | | ORDINARY - To appoint Mr. Sanjay Baweja DIN 00232126 as Independent Director of the Company. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,24,184 | 573 | 99.9980 | 0.0019 | 0 | 100 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,14,707 | 573 | 99.9981 | 0.0019 | 0 | 100 | |
| Total | 14,37,64,846 | 7,61,99,367 | 53.0028 | 7,61,98,794 | 573 | 99.9992 | 0.0008 | 0 | 100 | | |

Wheeler



| Resolution No. | | 10 | | | | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | | ORDINARY - To appoint Mr. Sanjay Kapoor DIN 1973450 as a Director of the Company. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 5,70,717 | 53,670 | 91.4043 | 8.5956 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 5,70,717 | 53,670 | 91.4044 | 8.5956 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,24,184 | 573 | 99.9980 | 0.0019 | 0 | 100 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,14,707 | 573 | 99.9981 | 0.0019 | 0 | 100 | |
| Total | 14,37,64,846 | 7,61,99,367 | 53.0028 | 7,61,45,124 | 54,243 | 99.9288 | 0.0712 | 0 | 100 | | |

| Resolution No. | | 11 | | | | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|-----|
| Resolution required: (Ordinary/ Special) | | SPECIAL - To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director, under Regulation 17 of SEBI LODR, 2015. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 0 | 6,24,387 | 0.0000 | 100.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 0 | 6,24,387 | 0.0000 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,24,476 | 281 | 99.9990 | 0.0009 | 0 | 100 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,14,999 | 281 | 99.9991 | 0.0009 | 0.0009 | 0 | 100 |
| Total | 14,37,64,846 | 7,61,99,367 | 53.0028 | 7,55,74,699 | 6,24,668 | 99.1802 | 0.8198 | 0 | 100 | | |

Shades



| Resolution No. | 12 | | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|--|
| Resolution required: (Ordinary/ Special) | SPECIAL - Issue of Equity Shares on a preferential basis to Mr. Kishore Annapureddy and Ms. Nishitha Nagireddy. | | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained | |
| Promoter and Promoter Group | E-Voting | 4,73,24,700 | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 4,55,59,700 | 96.2704 | 4,55,59,700 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Institutions | E-Voting | 7,99,667 | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 6,24,387 | 78.0809 | 6,24,387 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 9,56,40,479 | 2,99,24,757 | 32.4344 | 2,99,22,525 | 2,232 | 99.9925 | 0.0074 | 0 | 100 | |
| | Poll | | 90,523 | 0.0981 | 90,523 | 0 | 100.0000 | 0.0000 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 | |
| | Total | | 3,00,15,280 | 32.5325 | 3,00,13,048 | 2,232 | 99.9926 | 0.0074 | 0 | 100 | |
| Total | 14,37,64,846 | 7,61,99,367 | 53.0028 | 7,61,97,135 | 2,232 | 99.9971 | 0.0029 | 0 | 100 | | |

Wadey



BIJARNIA & ASSOCIATES

COMPANY SECRETARIES

Report of Scrutinizer on Remote e-Voting Process & Vote by Poll at 23rd Annual General Meeting

[Pursuant to section 108 and 109 of Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Sir,

Sub: Scrutinizer's Report on Remote e-voting Process & Vote by Poll conducted pursuant to the provisions of section 108 and 109 of Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for the 23rd Annual General Meeting.

The Board of Directors of Tanla Solutions Limited, ('the Company') at its meeting held on 30th August, 2019, decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions as set out in the notice of 23rd Annual General Meeting to be held on 30th September, 2019 which also includes the resolutions inserted pursuant to Board meeting dated 5th September, 2019, by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, Suman Bijarnia, Practicing Company Secretary bearing Membership Number: A52056 has been appointed as scrutinizer by the Board of Directors of the company at their meeting held on 30th August, 2019 as required under section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the Remote e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 23rd Annual General Meeting of the Company to be held on 30th September, 2019.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting by poll on the resolutions contained in the Notice and I shall make a Scrutinizer's Report of the Votes cast "In favour" or "against" the resolutions stated above, based on the reports generated from the Remote e-voting system provided by Karvy Fintech Private Limited, ("Karvy") the authorized agency to provide remote e-voting facilities, engaged by the Company and based on the voting by Poll at the Annual General Meeting.

Office at: # SR-251, Seetharam Nagar, Safilguda, Secunderabad-500047, Telangana.



The members of the company holding shares as on the cut-off date i.e., 23rd September, 2019 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

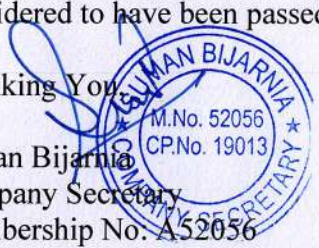
In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Friday, 27th September, 2019 at 09:00 A.M. and ends on Sunday, 29th September, 2019 at 05:00 P.M.
2. After the end of the Annual General Meeting, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the Remote e-voting website of Karvy fintech Private Limited (<https://evoting.karvy.com/>)
4. Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the company has also provided facility of voting through the physical ballot form to those members who do not have access to the remote e-voting facility. The physical ballot forms received by the Company were kept in my safe custody. My report includes the results of voting through the physical ballot forms in addition to votes casted through remote e-voting website of Karvy Fintech Private Limited by the eligible shareholders.
5. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through remote e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in my custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.

Recommendation:

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking You


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

Place: Hyderabad

Date: 30.09.2019

BIJARNIA & ASSOCIATES

COMPANY SECRETARIES

Report of Scrutinizer on Voting by Poll at 23rd Annual General Meeting

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Held on 30th September, 2019 at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad-500081.

Dear Sir,

I, Suman Bijarnia, Practicing Company Secretary bearing Membership Number: A52056, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of Tanla Solutions Limited held on 30th September, 2019 at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad-500081, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as per annexeure attached herewith.
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



Office at: # SR-251, Seetharam Nagar, Safilguda, Secunderabad-500047, Telangana.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / ~~Director~~ authorized by the Board for safe keeping.

Thanking you,



Suman Bijarnia
Company Secretary

Membership No:A52056

Certificate of Practice No: 19013

(Scrutinizer)

Hyderabad, 30th September,2019

Annexure of the Scrutinizer's Report

(1) Adoption of Annual Accounts and Reports thereon for the year ended March 31, 2019.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|------------|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 104 | 7,60,58,374 | 99.8807 |
| Total | 118 | 7,61,48,897 | 99.9996 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 4 | 281 | 0.0003 |
| Total | 4 | 281 | 0.0004 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |

(2) To declare final dividend on equity shares for the financial year ended March 31, 2019.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|------------|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 107 | 7,61,08,873 | 99.9988 |
| Total | 121 | 7,61,99,396 | 99.9999 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 2 | 71 | 0.0001 |
| Total | 2 | 71 | 0.0001 |

(iii) Invalid votes :

| Total number of members (in person or | Total number of votes cast by them |
|---------------------------------------|------------------------------------|
| | |



| | |
|---|----|
| by proxy) whose votes were declared invalid | |
| NIL | NA |

(3) **To appoint the Statutory Auditors.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|------------|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 104 | 7,60,54,993 | 99.9988 |
| Total | 118 | 35444534 | 99.9292 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 5 | 53,951 | 0.0708 |
| Total | 5 | 53,951 | 0.0708 |

(iii) Invalid votes :

| | |
|---|------------------------------------|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
| NIL | NA |

(4) **Re-appointment of Mr. D. Uday Kumar Reddy who retires by rotation.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|------------|------------------------------|---------------------------------------|
| Votes by Poll | 114 | 90,523 | 0.1188 |
| Votes by E-voting | 105 | 7,61,08,663 | 99.8808 |
| Total | 119 | 7,61,99,186 | 99.9996 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|---|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 1 | 181 | 0.00001 |



| | | | |
|--------------|---|-----|--------|
| Total | 4 | 281 | 0.0004 |
|--------------|---|-----|--------|

(iii) Invalid votes :

| | |
|---|------------------------------------|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
| 6 *(out of above favour votes) | 4,55,59,700 |

*4,55,59,700 promotor votes are not considered, being interested parties in resolution.

(5) **To re-appoint Mr. D. Uday Kumar Reddy DIN 00003382 as Chairman Managing Director of the Company and to fix his remuneration.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1594 |
| Votes by E-voting | 101 | 5,66,58,108* | 99.7451 |
| Total | 115 | 5,67,48,631 | 99.9045 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|---|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 6 | 54,243 | 0.0955 |
| Total | 6 | 54,243 | 0.0955 |

(iii) Invalid votes :

| | |
|---|------------------------------------|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
| 5 *(out of above favour votes) | 2,61,63,207 |

*2,61,63,207 promotor votes are not considered, being interested parties in resolution.

(6) **To appoint Ms. Amrita Gangotra DIN 08333492 as an Independent Director of the Company.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 104 | 7,61,08,563 | 99.8808 |
| Total | 118 | 7,61,99,086 | 99.9996 |

(ii) Voted against the resolution:



| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 4 | 281 | 0.0004 |
| Total | 4 | 281 | 0.0004 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |

(7) **To appoint Dr. A.G. Ravindranath Reddy DIN 01729114 as a Director of the Company.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|------------|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 96 | 7,54,83,884 | 99.0610 |
| Total | 110 | 7,55,74,407 | 99.1798 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 12 | 6,24,960 | 0.8202 |
| Total | 12 | 6,24,960 | 0.8202 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |

(8) **To appoint Mr. Mr. Rohit Bhasin DIN 02478962 as Independent Director of the Company.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 103 | 7,61,08,271 | 99.8805 |



| | | | |
|--------------|-----|-------------|---------|
| Total | 117 | 7,61,98,794 | 99.9992 |
|--------------|-----|-------------|---------|

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|---|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 5 | 573 | 0.0008 |
| Total | 5 | 573 | 0.0008 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |

(9) **To appoint Mr. Sanjay Baweja DIN 00232126 as Independent Director of the Company.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 103 | 7,61,08,271 | 99.8805 |
| Total | 117 | 7,61,98,794 | 99.9992 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|---|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 5 | 573 | 0.0008 |
| Total | 5 | 573 | 0.0008 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |

(10) **To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director, under Regulation 17 of SEBI LODR, 2015.**

(i) Voted in favour of the resolution:

| Number of members present and voting | Number of votes cast by | % of total number of valid votes cast |
|--------------------------------------|-------------------------|---------------------------------------|
|--------------------------------------|-------------------------|---------------------------------------|



| (in person or by proxy) | | them | |
|-------------------------|------------|--------------------|----------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 102 | 7,60,54,601 | 99.8100 |
| Total | 116 | 7,61,45,124 | 99.9288 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 6 | 54,243 | 0.0712 |
| Total | 6 | 54,243 | 0.0712 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |

(11) Issue of Equity Shares on a preferential basis to Mr. Kishore Annapureddy and Ms. Nishitha Nagireddy.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|------------|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 97 | 7,54,84,176 | 99.0614 |
| Total | 111 | 7,55,74,699 | 99.1802 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|-----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 11 | 6,24,668 | 0.8198 |
| Total | 11 | 6,24,668 | 0.8198 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |



(12) **To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director, under Regulation 17 of SEBI LODR, 2015.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|------------|------------------------------|---------------------------------------|
| Votes by Poll | 14 | 90,523 | 0.1188 |
| Votes by E-voting | 99 | 7,61,06,612 | 99.8783 |
| Total | 113 | 7,61,97,135 | 99.9971 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|----------|------------------------------|---------------------------------------|
| Votes by Poll | - | - | - |
| Votes by E-voting | 9 | 2,232 | 0.0029 |
| Total | 9 | 2,232 | 0.0029 |

(iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |





Annexure-C

PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF TANLA SOLUTIONS LIMITED HELD ON MONDAY, SEPTEMBER 30, 2019 AT 11:40 A.M. AT NOVOTEL HYDERABAD CONVENTION CENTRE, NOVOTEL & HICC COMPLEX, NEAR HITEC CITY, MADHAPUR, HYDERABAD - 500081.

Directors Present:

- | | |
|-------------------------------|------------------------------|
| 1. Mr. D. Uday Kumar Reddy | Chairman & Managing Director |
| 2. Mr. Sanjay Kapoor | Director |
| 3. Mr. Sanjay Baweja | Director |
| 4. Mr. Rohit Bhasin | Director |
| 5. Ms. Amrita Gangotra | Director |
| 6. Dr. A G Ravindranath Reddy | Director |
| 7. Ms. N Kalpana Reddy | Director |

In attendance:

- | | |
|-----------------------------------|--|
| 1. Mr. G K Srinivas | Chief Financial Officer |
| 2. Ms. Seshanuradha Chava | Company Secretary |
| 3. Mr. Deepak Goyal | Director- Karix Mobile Pvt. Ltd. |
| 4. Mr. R. Venkatanarayanan | Head of Finance- Karix Mobile Pvt. Ltd. |
| 5. Mr. Amit Agarwal | MSKA & Associates- Appointee Statutory Auditors |
| 6. Mr. M V Ratnam | M. N. Rao & Associates- Retiring Statutory Auditors |
| 7. Mr. Vishal Shah | Deloitte- Internal Auditors |
| 8. Mr. Amit Jain & Ms. Ritu Mehta | KPMG- Advisors on Accounting Process & Policies |
| 9. Mr. K.V.S. Subramanyam | BS & Company Company Secretaries LLP - Secretarial Auditors |
| 10. Mr. C.V. Koteswara Rao | Ramasamy Koteswara Rao & Co LLP - Tax Advisors |
| 11. Ms. Suman Bijarnia | Scrutinizer for the 23 rd AGM |

Member's Present:

No. of Members present : 655
No. of Members present in Proxy : 225
Total No. of Members present (In Person & Proxy) : 880

The Chairman of the Company, Mr. D. Uday Kumar Reddy, declared that the requisite quorum was present and called the meeting to order.

The 23rd Annual General Meeting (the AGM) commenced at 11:40 a.m. with a welcome note by the Company Secretary of the Company, Ms. Seshanuradha Chava. The Company Secretary announced the number of member and proxies present in the meeting. Thereafter, she invited the Chairman to dais.



The Chairman welcomed all the stakeholders of the Company to the 23rd AGM and request the all dignitaries present to introduce themselves. After a brief introduction, the Chairman thanked the retiring Independent Directors Ms. N Kalpana Reddy & Mr. RN Agarwal for their services during their association with Company.

Thereafter, the Chairman presented a brief presentation on the Company's progress and achievements including the Company's future outlook post acquisition of Karix & Gamooga. The Chairman invited for Question and Answers (Q&A) session and he replied to the same. He completed his session with a thanks to all the stakeholders present.

With the permission of the shareholders present, the Company Secretary took the AGM Notice as read. The following items of business, as per the Notice of the 23rd AGM were transacted at the meeting:

1. Adoption of Annual Accounts and Reports thereon for the year ended March 31, 2019.
2. To declare final dividend of 35% on the equity shares for the financial year 2018-19.
3. Re-appointment of Mr. D. Uday Kumar Reddy who retires by rotation.
4. To appoint the Statutory Auditors.
5. To re-appoint Mr. D. Uday Kumar Reddy (DIN: 00003382) as Chairman & Managing Director of the Company and to fix his remuneration.
6. To appoint Ms. Amrita Gangotra (DIN: 08333492) as an Independent Director of the Company.
7. To appoint Dr. A. G. Ravindranath Reddy (DIN: 01729114) as a Director of the Company.
8. To appoint Mr. Rohit Bhasin (DIN: 02478962) as Independent Director of the Company.
9. To appoint Mr. Sanjay Baweja (DIN: 00232126) as Independent Director of the Company.
10. To appoint Mr. Sanjay Kapoor (DIN: 1973450) as a Director of the Company.
11. To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director, under Section 188(f) of the Companies Act, 2013 read with rule 15 (meeting of Board and its powers) rules, 2014 and Regulation 17 of SEBI (LODR), 2015.
12. Issue of Equity Shares on a preferential basis to Mr. Kishore Annapureddy and Ms. Nishitha Nagireddy.

The Company Secretary informed that in compliance with the provisions of the Companies Act, 2013, read with applicable rules and the listing regulations the Company had extended remote e-voting facility to all its members for voting on the resolutions. The remote e-voting facility



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

commenced on September 27, 2019 at 9.00 a.m. (IST) and concluded on September 29, 2019 at 5.00 p.m. (IST). The Company had also provided the facility for voting by way of physical ballot for those shareholders who have not exercised their vote through e-voting.

Ms. Suman Bijarnia, Practicing Company Secretary (Membership No. 19013) was appointed to Scrutinize the remote e-voting process and also voting at the AGM.

The Company Secretary requested the shareholders to complete the voting by way of physical ballot.

The Company Secretary then announced that the results of the voting will be announced once the Scrutinizer submits her report, at the registered office of the Company.

The meeting was concluded at 01:10 PM with a vote of thanks by the Company Secretary.

For **Tanla Solutions Limited**

Seshanuradha Chava
Company Secretary and VP - Legal & Secretarial