



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

March 07, 2019.
Hyderabad.

To,

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

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

With reference to the notice issued on March 04, 2019, we would like to inform you that the Board of Directors of the Company at their meeting held on March 07, 2019 have approved the “Postal Ballot Notice” seeking approval of the shareholders of the company for the following items-

1. Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius., the entity owned by GSO Capital Partners (a Blackstone Company).
2. Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.
3. Seek approval under Section 180 (1) (a) of the Companies Act, 2013.
4. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

The Postal Ballot notice will be sent to the shareholders whose name appears on the Company’s Register of Members and the list of beneficial owners received from NSDL / CDSL as on the “Cut-off” date 1st March 2019. The Company has engaged the services of Karvy Fintech Private Limited for the purpose of providing e-voting facility to Members. The voting through Postal Ballot and e-voting will commence from 9.00 a.m. (IST) Friday, 08.03.2019 and will end on 5.00 p.m. (IST) Saturday, 06.04.2019.

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

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

Request you to take the same on record and oblige.

Yours faithfully,
For **Tanla Solutions Limited**




Seshanuradha Chava
VP - Legal & Secretarial
ACS-15519

Encl.: Notice of Postal Ballot

TANLA SOLUTIONS LIMITED

CIN: L72200TG1995PLC021262

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

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

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



To
The Members of the Company,

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

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

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

You are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and return the form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address of the Scrutinizer i.e. on or before the close of working hours (05.00 P.M.) on 6th April 2019.

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

The Scrutinizer will submit report to the Chairman, after the completion of the scrutiny. The result of the Postal Ballot and Remote e-voting will be declared by the Chairman on receipt of the report from the Scrutinizer on 6th April 2019 at the Registered Office of the Company at Tanla Technology Centre, Hitec City Road, Madhapur, Hyderabad-500081, Telangana.

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

SPECIAL BUSINESS

1. Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius, the entity owned by GSO Capital Partners (a Blackstone Company)

The Members are requested to consider, and if thought fit, to pass the following resolution as a **Special Resolution**: "**RESOLVED THAT** in supersession of the Resolution passed at the Extra Ordinary General Meeting of the Company held on 17th September, 2018 and pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "**Act**"), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "**SEBI (ICDR) Regulations**") to the extent applicable and approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of the Agreement executed by the Company in relation to the acquisition of 100% of the equity shares ("**Sale Shares**") of Karix Mobile Private Limited ("**Karix**") from its shareholders, Banyan Investments Limited Mauritius, the entity owned by GSO Capital Partners (a Blackstone Company) ("**BIL**") collectively known as "**Sellers**" (hereinafter referred to as "**Acquisition Transaction**") and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, up to 2,19,99,824



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(Two Crore Nineteen Lakh Ninety Nine Thousand Eight Hundred and Twenty Four) equity shares ("Equity Shares") of face value of ₹. 1/- (Rupee one only) each at a premium of ₹. 55.79 (Rupees Fifty-Five point Seven Nine only) each Equity Shares for consideration other than cash (being discharge of part of purchase consideration for the Acquisition Transaction) to the Seller in context of issue and allotment of equity shares of the Company aggregating to ₹. 124,93,70,005 (Rupees One Hundred Twenty-Four Crores Ninety-Three Lakhs Seventy Thousand and Five only) under Non-Promoter Category by way of preferential allotment of equity shares to BIL as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder."

"RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to BIL by way of a preferential issue or allotment shall inter-alia be subject to the following: (i) The equity shares shall be issued and allotted by the Company to BIL in de-materialized form within period of 15(fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;

(ii) The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;

(iii) The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Thursday, 7th March 2019, being 30 days prior to date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Forms or E-voting;

(iv) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;

(v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

(vi) The equity shares so offered, issued and allotted to BIL (being the Seller), are being issued for consideration other than cash, being discharge of part of the purchase consideration for acquisition of the Sale Shares pursuant to the Acquisition Transaction from the Sellers, and the transfer of Sale Shares to the Company will constitute full consideration for the equity shares to be issued by the Company to BIL pursuant to this resolution; and

(vii) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved here in above."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and consequent proportionate change (subject to rounding off adjustments) to the number of equity shares to be allotted to BIL, finalizing the terms of definitive agreements and other related agreements/documents to be executed and amendments thereto, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and is authorised to prepare , execute and enter into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

2. To approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to borrow from time to time, from one or more persons, banks, financial institutions, firms, bodies-corporate or other parties, all such sums of moneys as they may deem fit, by way of loans, debentures, deposits, overdraft, cash credit, external commercial borrowings, guarantees, letters of credit or any other line of credit, whether the same be secured or unsecured, notwithstanding the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of



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the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors shall not exceed the aggregate of the paid-up capital and free reserves of the Company by more than the sum of ₹.800,00,00,000/- (Rupees Eight Hundred Crore only).”

“RESOLVED FURTHER THAT, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage and/or charge all or any of the movable or immovable properties, both present and future or whole or substantially the whole of the undertaking or the undertakings of the Company for securing any loan, deposit, debentures, cash credit, overdraft, guarantee, letters of credit or any other line of credit obtained or as may be obtained from one or more persons, firms, bodies corporate, banks, financial institutions or other parties, together with interest, cost, charges, expenses and any other money payable by the Company in respect of such borrowings.”

3. To seek approval under Section 180 (1) (a) of the Companies Act, 2013:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to sell or otherwise dispose of the immovable property(ies) or undertaking(s) of the company on which charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, are created by the Company, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions and any Lending Agencies or bodies/ Security Trustees/ Agents, for the purpose of securing any borrowing, loans and/or advances already obtained or that may be obtained, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted/to be constituted by the Board and/ or any Member of such Committee with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid Resolution.”

4. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 800 Crores (Rupees Eight Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

7th March 2019
Hyderabad

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

Registered Office:

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



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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted through postal ballot is annexed hereto and forms part of this notice.

2. A copy of this notice has been placed on the website of the Company www.tanla.com and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.

3. The postal ballot form and the self-addressed business reply envelope are enclosed for use of members.

4. The Notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 1st March 2019.

5. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.

6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or remote e-voting. If members are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and remote e-voting, then voting done through valid Physical Ballot shall prevail and voting done by remote e-voting will be treated as invalid.

7. The Company has appointed Ms. Suman Bijarnia (ACS No. 52056 & C.P. No: 19013), Proprietor - Bijarnia & Associates, Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The scrutinizer will submit the report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company. The results of the postal ballot will also be posted on the Company's website www.tanla.com besides communicating to the stock exchanges on which the shares of the Company are listed.

8. Shareholders are requested to read carefully the instructions printed on the postal ballot form, return the form duly completed in the attached self-addressed pre-paid postage envelope, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on the 6th April 2019, ("Last Date"). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.

9. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the link <https://evoting.karvy.com/> or from the website of the Company www.tanla.com or seek duplicate Postal Ballot Form

from Karvy Fintech Private Limited, Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.

10. The Scrutinizer will submit the report to the Chairman or any other authorized person after the completion of scrutiny and the results of voting will be announced by Chairman or by any director or Company Secretary on or before 6th April 2019 and will also be displayed on Company website www.tanla.com and will be communicated to Stock Exchange as on said date.

11. The resolutions, if approved, will be passed effectively on the date of declaration of results.

12. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 5.00 P.M. up to 6th April 2019.

13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

14. Please note that any postal ballot form(s) received after the Last Date (i.e. 6th April 2019) will be treated as not having been received.

15. In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.

16. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

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

i. The voting period begins at 9.00 A.M. on 8th March 2019 and ends at 5.00 P.M. on 6th April 2019. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 1st March 2019 (End of Day) may cast their votes electronically. The remote e-voting module shall be disabled by Karvy Fintech Private Limited for voting thereafter.

ii. The e-voting period shall commence on 8th March 2019 and ends on 6th April 2019. During this period, Members holding shares either in physical form or in dematerialized form as on cut-off date i.e. 1st March 2019 may cast their vote electronically. The remote e-voting module shall be disabled by Karvy Fintech Private Limited for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.



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iii. The voting rights of the Members shall be in proportion to their shares held on cut-off date i.e. 1st March 2019. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of authorization.

iv. In case of any queries you may contact Ms. Seshanuradha Chava, Company Secretary & Compliance Officer at investorhelp@tanla.com or Contact No 040-40099999

v. Institutional Members (other than Individual, HUF, NRI etc.) are required to send a scanned copy of relevant Board Resolution / authorization letter to the scrutinizer via email to cssumanbijarnia@gmail.com with a copy to evoting@karvy.com

vi. The shareholders should log on to the e-voting website <https://evoting.karvy.com> during the voting period.

vii. Click on the "Shareholders" tab.

viii. Now select the "TANLA SOLUTIONS LIMITED" from the drop-down menu and click on "SUBMIT".

ix. Now enter your User-ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

x. Next enter the Image Verification as displayed and Click on Login

xi. If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and voted on an earlier voting of any company, then your existing password is to be used.

xii. If you are a first-time user follow the steps given below:

INSTRUCTIONS FOR E-VOTING:

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

2. Enter the Login credentials (i.e., User Id & Password) mentioned on the email /Postal Ballot Form received by you.

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

User-ID

For Members holding Shares in Demat Form (Electronic Mode):

- For NSDL: 8 Character DP-ID (Starts with "IN") followed by 8 Digits Client ID.
- For CDSL: 16 Digits beneficiary ID.
- For Members holding Shares in Physical Form:
- Event Number followed by Folio Number registered with the Company.

Password

Your Unique Password is printed on the Postal Ballot Form / via email forwarded through the Electronic Notice.

Captcha

Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

3. Members can cast their vote online

From: Friday, 8th March 2019 (9.00 AM IST)

To: Saturday, 6th April 2019 (5.00 PM IST)

Thereafter the e-voting module will be disabled by Karvy for voting

4. After entering these details appropriately, click on "LOGIN".

5. Members holding shares in Demat/Physical form will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of the Company or any other company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the Secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.

7. On successful login, system will prompt to select the "EVENT" i.e., Tanla Solutions Limited.

8. On the voting page, you will see Resolution Description and against the same the option "FOR/AGAINST/ABSTAIN" for voting. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you have voted on the resolution, you will not be allowed to modify your vote.

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

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



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

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

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts:

Item No. 1:

The Company had signed a definitive Share Purchase Agreement (SPA) to acquire 35,31,161 equity shares of ₹. 10/ each, of Karix Mobile (formerly known as mGage India) from its shareholder Banyan Investments Limited (Mauritius) owned by GSO Capital Partners (a Blackstone Company) (“BIL”) at an enterprise value of ₹. 340 Crore. Purchase consideration to BIL will be settled through payment of ₹. 112 Crores in cash and allotment of ₹. 125 Crores worth of Tanla stock at a price of ₹. 56.79 per Equity Share, subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI (ICDR) Regulations”) and the shareholders’ approval.

The Board of Directors of the Company at its meeting held on August 24, 2018, approved to the offer, issue and allot 2,19,99,824 (Two Crore Nineteen Lakh Ninety-Nine Thousand Eight Hundred and Twenty-Four) equity shares of face value of ₹ 1/- (Rupee One only) each of the Company at a premium of ₹. 55.79 (Rupees Fifty-Five point Seven Nine only) each equity shares by way of preferential issue of equity shares in accordance with Chapter V of the SEBI (ICDR) Regulations, or a combination thereof, up to an aggregate amount of ₹. 124,93,70,005 (Rupees One Hundred Twenty-Four Crores Ninety-Three Lakhs Seventy Thousand and Five only) to BIL, subject to approval of shareholders.

Accordingly, Shareholders’ approval for issue and allotment of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius (“GSO”) was obtained in the Extra Ordinary General Meeting held on September 17, 2018. The In-principle approvals were received from NSE & BSE on September 21, 2018, & September 24, 2018, respectively. But the acquisition of shares of Karix and issuing shares to GSO could not be completed pending regulatory approval. On the basis of an intimation received from the concerned regulator, it is understood that the proposed transaction may be completed by the parties, hence resolution no.1 is being proposed

The disclosures under Resolution No. 1 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations and other applicable Regulations in relation thereto are as under:

1. Objects of the Issue

The Company had signed a definitive Share Purchase Agreement (SPA) to acquire 35,31,161 equity shares of ₹. 10/ each, of Karix Mobile (formerly known as mGage India) from its shareholder - Banyan Investments Limited (Mauritius), the entity owned by GSO Capital Partners (a Blackstone Company) (“BIL”) at an enterprise value of ₹. 340 Crore (“Acquisition Transaction”). Purchase consideration to BIL will be settled through payment of ₹. 112 Crores in cash and allotment of ₹. 125 Crores worth of Tanla stock at a price of ₹. 56.79 per Equity Share, subject to the SEBI (ICDR) Regulations and the shareholders’ approval.

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue 2,19,99,824 (Two Crore Nineteen Lakh Ninety-Nine Thousand Eight Hundred and Twenty-Four) each equity shares of face value of ₹. 1/- (Rupee One only) each of the Company at a premium of ₹. 55.79 (Rupees Fifty-Five point Seven Nine only) each equity shares.

3. Basis on which the price has been arrived at:

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited (“NSE”). In accordance with SEBI (ICDR) Regulations, for the purpose of computation of the allotment price per equity share, the relevant price on National Stock Exchange of India Limited has been considered, as NSE had higher trading volume during the 26 weeks preceding the Relevant Date.

In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date; or

(b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, the price per equity share, to be issued, is fixed at ₹. 56.79 (Rupees Fifty-Six point Seven Nine Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations.

4. Relevant Date:

The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Thursday, 7th March 2019, being the date thirty days prior to the date on which the shareholders’ resolution is passed.



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5. Shareholding Pattern before and after the Preferential Issue

Name of the Shareholders	Pre-Preferential Issue		Preferential Issue	Post-Preferential Issue	
	No. of Shares held	% of Shares	No. of Share	No. of shares held	% of Shares
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian					
(a) Individuals / HUF	33,815,763	30.00	-	33,815,763	25.10
(b) Central Govt. / State Govt.	--	--	--	--	--
(c) Bodies Corporate	4,419,000	3.92	--	4,419,000	3.28
(d) Financial Institutions / banks	--	--	--	--	--
(e) Any Other (Specify)	--	--	--	--	--
Sub Total (A) (1)	38,234,763	33.92	-	38,234,763	28.38
(2) Foreign					
(a) Individuals (Non-Residents Individuals/ Foreign Individuals)	--	--	--	--	--
(b) Bodies Corporate	--	--	--	--	--
(c) Institutions	--	--	--	--	--
(d) Any Other (Specify)	--	--	--	--	--
Sub Total(A)(2)	-	0	--	0	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	38,234,763	33.92	--	38,234,763	28.38
(B) Public shareholding	--	--	--	--	--
(1) Institutions	--	--	--	--	--
(a) Mutual Funds/ UTI	--	--	--	--	--
(b) Financial Institutions/ Banks	44,113	0.04	--	44,113	0.03
(c) Central Government/ State Government(s)	--	--	--	--	--
(d) Venture Capital Funds	--	--	--	--	--
(e) Insurance Companies	--	--	--	--	--
(f) Foreign Institutional Investors	--	--	--	--	--
(g) Foreign Venture Capital Investors	85,886	0.08	--	85,886	0.06
(i) Any Others – Foreign Body Corporate	--	--	21,999,824	21,999,824	16.33
Sub-Total (B)(1)	129,999	0.12	21,999,824	22,129,823	16.43
B2 Non-institutions					
(a) Bodies Corporate	3,700,292	3.28	--	3,700,292	2.75
(b) Individuals					
(i) Individuals -i. Individual shareholders holding nominal share capital up to ₹ 2 lakh	46,850,714	41.56	--	46,850,714	34.78
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	20,405,515	18.10	--	20,405,515	15.15
(d) Others	3,400,669	3.02	--	3,400,669	2.52
Sub-Total (B)(2)	74,357,190	65.97	--	74,357,190	55.19
Total Public Shareholding (B)= (B)(1)+(B)(2)	74,487,189	66.08	--	96,487,013	71.62
TOTAL (A)+(B)	112,721,952	100.00	21,999,824	134,721,776	100.00



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6. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any Equity Shares pursuant to this preferential issue.

7. Proposed time within which the preferential issue shall be completed

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares [except that the BIL shall at all times have the right ("Pre-Emptive Right") to participate in any further issuance to any Person by the Company of equity shares or securities that are optionally or compulsorily convertible into equity shares of the Company, including warrants ("Equity Linked Instruments") (for the avoidance of doubt, it is clarified that the Pre-Emptive Right shall not extend to, and the Equity Linked Instruments shall not include any securities and/ or warrants that have been issued by the Company in or prior to this Postal Ballot process).]

9. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Pursuant to special resolution passed by the members of the company under section 62 of Companies Act, 2013 in the EGM dated 17th September 2018, and in- principle approvals received from NSE and BSE on 21.09.2018 and 24.09.2018 respectively, promoters were allotted 79,50,858 Warrants at ₹40 each on preferential basis as per SEBI (ICDR) Regulations. The details of allottees are as follows-

Sl. No.	Name of the Allottee	No. of Warrants
1	D. Uday Kumar Reddy	39,75,429
2	D. Tanuja Reddy	39,75,429
Total		79,50,858

10. Valuation for consideration other than cash:

The consideration payable to BIL towards part payment of purchase consideration for the Acquisition Transaction shall be discharged by the issuance of 2,19,99,824 Equity Shares at a price of ₹. 56.79/- per Equity Share aggregating to ₹. 124,93,70,005 (Rupees One Hundred Twenty- Four Crores Ninety-Three Lakhs Sev-

enty Thousand and Five only).

As per Regulation 163 (3) of the SEBI (ICDR) Regulations, the Independent Qualified Valuer R. Bhaskaran & Co., Chartered Accountants, Chennai, Firm Registration # 008004S vide their Report dated 7th March 2019 has independently valued the business of Karix. This Certificate will be made available for inspection on any working day between Monday to Friday between 9.30 AM to 6.30 PM from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 6th April 2019.

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As per terms of the definitive Share Purchase Agreement executed by the Company and Karix Mobile Private Limited, part payment of the purchase consideration shall be discharged by allotment of shares of the Company, resulting in a global renowned fund owning shares of the Company.

The purchase consideration for the shares acquired by the Company is based on Valuation Report dated 7th March 2019 issued by R. Bhaskaran & Co., Chartered Accountants, Chennai, Firm Registration # 008004S.

12. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations.

13. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

14. Auditors' Certificate:

The Certificate being issued by M/s. M.N. Rao & Associates, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations and will be kept open for inspection at the Registered Office of the Company between 9:00 AM and 6:30 PM on all working days between Monday to Friday every week, from the date of dispatch of the Postal Ballot Notice till Saturday, April 06, 2019.

15. Other Disclosures:

i. None of the Promoter or Directors of the Company is willful defaulter.

ii. The Seller / Proposed Allottees have not sold any equity shares during the six months preceding the Relevant Date.

iii Details of class or classes of persons to whom the allotment is proposed to be made (as per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014): as mentioned in point #16 below

iv Amount which the company intends to raise by way of such securities [Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]: the shares are being allotted for consideration other than cash



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16. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Name of the Proposed Allottees	Category	Ultimate beneficial owners	Percentage of post-preferential and QIP Issue capital to be held*	Change in control
Banyan Investments Limited	Foreign Body Corporate	<p>"Banyan Investments Limited is a private limited company incorporated in Mauritius. There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership/ controlling interest of or entitlement to more than 25% of shares or capital or profits of Banyan Investments Limited.</p> <p>Banyan Investments Limited is indirectly controlled by Blackstone Group L.P (a limited partnership incorporated in Delaware and listed on the New York Stock Exchange). Blackstone Group L.P is controlled by the Blackstone Group Management L.L.C (a limited liability corporation incorporated in Delaware), and Blackstone Group Management L.L.C is controlled by Mr. Stephen A. Schwarzman."</p> <p>As the Ultimate beneficiary of the issue is not a natural person, the details of the KMP of Banyan Investments Limited (BIL) are as follows:</p> <ol style="list-style-type: none"> 1) Jayeshkumar Sheth 2) Olivier Larose 3) M. Noozhab Tooreea 4) Christopher M. Manfre 	16.33%	There will be no change in the control or composition of the Board of Directors of the Company consequent to the said issues [except that the BIL shall at all times have the right ("Pre-Emptive Right") to participate in any further issuance to any Person by the Company of equity shares or securities that are optionally or compulsorily convertible into equity shares of the Company, including warrants ("Equity Linked Instruments") (for the avoidance of doubt, it is clarified that the Pre-Emptive Right shall not extend to, and the Equity Linked Instruments shall not include any securities and/ or warrants that have been issued by the Company in or prior to this Postal Ballot process).]

Pursuant to Section 62(1)(c) of the Act, further equity shares may be issued to persons other than the existing Members of the Company as specified in Section 62(1)(a) of the Act, and for consideration other than cash, provided that the Members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

Consent of the Members in form a special resolution would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, the SEBI (ICDR) Regulations and the applicable provisions of Listing Regulations for issuance of securities on preferential basis.

The resolutions as set out in Item No. 1 and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believe that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No. 1 of this Notice, for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 1 of this Notice.

Item No. 2 & 3:

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company.

In order to meet the increased requirements of funds in future, which may arise on account of long-term working capital requirement, capital expenditure or the expansion plan / program of the Company, the Company may require to raise further loans / borrowings from financial institutions, banks and others. Accordingly, it is proposed to increase the limits of borrowings to ₹. 800 Crore beyond the limits permitted under the Section 180(1)(c) of the Companies Act, 2013.



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Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favour of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of its movable and immovable properties.

Additionally, in order to enable the Board to sell or dispose the movable or immovable Property(ies) and any other asset(s), on which mortgage(s) / charge(s) / hypothecation was/will be created, the consent of the Shareholders by means of Special Resolution is required under section 180(1)(a) of Companies Act, 2013.

Accordingly, the Resolution Nos. 2 & 3 are proposed to obtain necessary consent of the Company in term of the provision of Sections 180(1) (c) and 180(1)(a) of the Companies Act, 2013.

In view of the above, the Board of Directors recommends passing of resolutions under Item nos. 2 and 3 as Special Resolutions.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.

Item No. 4:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2018, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹ 399.25 Crore while one hundred per cent of its free reserves and securities premium account amounts to ₹. 654.15 Crore. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹. 654.15 Crore. As on 31st March 2018, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to ₹. 54.10 Crore.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons

or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Copies of all documents relevant to the above resolutions at Item No 1, 2, 3 & 4 will be available for inspection during the office hours at the Registered office of the Company till the date of conclusion of voting.

7th March 2019
Hyderabad

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

Registered Office:

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



TANLA SOLUTIONS LIMITED

CIN: L72200TG1995PLC021262

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

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

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

POSTAL BALLOT FORM

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

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

Description	No. of Shares held	I / We assent to the resolution	I / We dissent to the resolution
Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius., the entity owned by GSO Capital Partners (a Blackstone Company)			
Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013			
Seek approval under Section 180 (1) (a) of the Companies Act, 2013			
Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate			

Place:

Date:

(Signature of the Member/Beneficial Owner)

Note: Please read the instructions given overleaf before exercising your vote, below User ID and password are to be used for e-voting through URL <https://evoting.karvy.com> from 9:00 AM on Friday, the 8th March, 2019 to 5:00 PM on Saturday, the 6th day of April, 2019 as detailed in the Notice of Postal Ballot.

EVSN (E-voting Sequence Number)	User ID	Password



Notice of Postal Ballot

INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration Rules, 2014), assent or dissent of the Shareholders in respect of the Resolutions contained in the postal ballot notice is being sought through the postal ballot process.

2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed book post. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the postal ballot form is dispatched to the Scrutinizer.

3. The attached self-addressed book post bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.

5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.

6. Incomplete, unsigned or incorrectly filed postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.

7. Duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on 6th April 2019. Postal ballot forms received after this date will be strictly treated as if reply from the shareholder has not been received.

8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/authority. If the postal ballot form is signed by 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.

9. Voting Rights shall be reckoned on the paid-up value of the equity shares registered in the name of the shareholders as on 1st March 2019.

10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self-addressed book post as the book post will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.

11. There will be one postal ballot form for every 'Registered Folio', irrespective of the number of joint holders.

12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate

postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7.

13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.

14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad-500081. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.

15. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at www.tanla.com