



**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

April 06, 2019

To,

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: <b>532790</b>	National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: <b>TANLA</b>
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Dear Sir / Madam,

**Subject: Results of Postal Ballot**

This has reference to our letter dated March 07, 2019 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the members by way of special resolution vide postal ballot / electronic voting with respect to the following items of 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).
2. To approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.
3. To 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.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Resolutions 1, 2, 3 and 4 as mentioned above have been passed by the members of the company with requisite majority.

The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on April 06, 2019.

Please find enclosed the voting results and scrutinizer's report. The same will also be made available on the Company's website at [www.tanla.com](http://www.tanla.com).

This is for your information and records.

Yours Sincerely,

For **Tanla Solutions Limited**


Seshanuradha Chava  
VP - Legal & Secretarial  
ACS-15519

Company Name	TANLA SOLUTIONS LIMITED
Date of the AGM/EGM	April 06, 2019
Total number of shareholders on record date	58434
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	POSTAL BALLOT Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius. ("GSO"), the entity owned by GSO Capital Partners (a Blackstone 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
Promoter and Promoter Group	E-Voting	38871717	38134763	98.1041	38134763	0	100.0000	0.0000
	Poll	38871717	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	38871717	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	262916	0	0.0000	00	0	0.0000	0.0000
	Poll	262916	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	262916	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	73587319	8156213	11.1291	8151334	4879	99.9401	0.0598
	Poll	73587319	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	73587319	4987	0.0068	4987	0	100.0000	0.0000
Total		112721952	46295963	41.0709	46291084	4879	99.9895	0.0105

Resolution required: (Ordinary/ Special)	SPECIAL - To approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.							
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
Promoter and Promoter Group	E-Voting	38871717	38134763	98.1041	38134763	0	100.0000	0.0000
	Poll	38871717	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	38871717	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	262916	0	0.0000	00	0	0.0000	0.0000
	Poll	262916	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	262916	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	73587319	8156213	11.1291	8151322	4891	99.9400	0.0599
	Poll	73587319	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	73587319	4987	0.0068	4987	0	100.0000	0.0000
Total		112721952	46295963	41.0709	46291072	4891	99.9894	0.0106



Resolution required: (Ordinary/ Special)		SPECIAL - To seek approval under Section 180 (1) (a) of the Companies Act, 2013.						
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
Promoter and Promoter Group	E-Voting	38871717	38134763	98.1041	38134763	0	100.0000	0.0000
	Poll	38871717	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	38871717	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	262916	0	0.0000	00	0	0.0000	0.0000
	Poll	262916	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	262916	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	73587319	8156213	11.1291	8151412	4801	99.9411	0.0588
	Poll	73587319	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	73587319	4987	0.0068	4987	0	100.0000	0.0000
<b>Total</b>		<b>112721952</b>	<b>46295963</b>	<b>41.0709</b>	<b>46291162</b>	<b>4801</b>	<b>99.9896</b>	<b>0.0104</b>

Resolution required: (Ordinary/ Special)		SPECIAL - 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.						
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
Promoter and Promoter Group	E-Voting	38871717	38134763	98.1041	38134763	0	100.0000	0.0000
	Poll	38871717	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	38871717	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	262916	0	0.0000	00	0	0.0000	0.0000
	Poll	262916	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	262916	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	73587319	8156213	11.1291	8151322	4891	99.9400	0.0599
	Poll	73587319	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	73587319	4987	0.0068	4987	0	100.0000	0.0000
<b>Total</b>		<b>112721952</b>	<b>46295963</b>	<b>41.0709</b>	<b>46291072</b>	<b>4891</b>	<b>99.9894</b>	<b>0.0106</b>



# **Bijarnia & Associates**

## **Company Secretaries**

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### **Report of Scrutinizer on Remote e-Voting and Postal Ballot Process**

[Pursuant to section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 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 E-voting & Postal Ballot process conducted pursuant to the provisions of section 108 and 110 of Companies Act, 2013 ('the Act') read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014.**

The Board of Directors of Tanla Solutions Limited, ('the Company') at its meeting held on 7th March, 2019 decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions for:-

1. Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius. ("GSO"), the entity owned by GSO Capital Partners (a Blackstone Company).
2. To approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.
3. To 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.

Pursuant to the provisions of section 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 ('the Rules');

I, Suman Bijarnia, Practicing Company Secretary bearing Membership Number:A52056, CP:19013 has been appointed as the scrutinizer by the Board of Directors of the company at their

Address: # SR-251 SEETHARAM NAGAR SAFILGUDA, SECUNDERABAD-500056



meeting vide resolution passed on 7th March, 2019 as required under section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Rules, for the purpose of scrutinizing the e-voting process and postal ballot process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as aforesaid.

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 Postal Ballot on the resolutions mentioned above. I shall make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the postal ballot received by the Company & report generated from the Remote e-voting system provided by Karvy Fintech Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company.

In this regard, I submit my report as under:

- i. The Company has completed, the dispatch of all Postal Ballot Forms along with postage prepaid book post, including voting by electronic means (e-voting), to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on 1<sup>st</sup> March, 2019 and whose email ids were not registered for E-voting.
- ii. After the time fixed for closing of the e-voting on April 6, 2019, a final electronic report of the e-voting was generated by me by accessing the data available to me from the Remote e-voting website of Karvy Fintech Private Limited (<https://evoting.karvy.com/>). Data regarding the e-votes was diligently scrutinized.
- iii. All physical postal ballots received till the time fixed for closing of the Postal Ballot on April 6<sup>th</sup>, 2019, were diligently scrutinized and reconciled with the records maintained by the Company through Karvy Fintech Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
- iv. Particulars of all the Postal Ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- v. The Postal Ballot forms were kept under safe custody in a separate ballot box before commencing the scrutiny of such postal ballot forms.
- vi. The Ballot box was opened on April 6<sup>th</sup>, 2019, after closing of working hours, in my presence.


- vii. All Postal Ballot forms received up to the closing of working hours on April 6<sup>th</sup>, 2019, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- viii. No envelopes containing postal ballot forms were received after the closing of working hours on April 6<sup>th</sup>, 2019.
- ix. I did not find any defaced or mutilated ballot paper.

A summary of the postal ballot voting including voting by electronic means in respect of passing of the resolution stated above through Postal Ballot is enclosed as Annexure-I to this report.

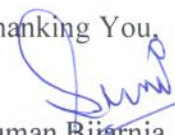
I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the Postal Ballot process.

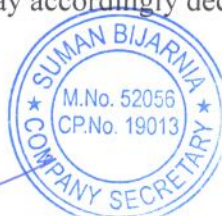
**Result:**

After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the e-Voting results, I report that the Resolutions stated above have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

The Chairman may accordingly declare the result of voting of Postal Ballot and e-voting.

Thanking You,

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



Place: Hyderabad  
Date: 06.04.2019

Annexure-I

Summary of Postal Ballot and E-Voting

Resolution	Mode	Ballots Received	Total Votes Received	Favour			Against			Invalid	
				Ballots	Votes	% of favour valid votes of Total valid votes received	Ballots	Votes	% of against valid votes to Total valid votes Received	Ballots	Votes
Special Resolution for Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius. ("GSO"), the entity owned by GSO Capital Partners (a Blackstone Company).	E-Voting	79	46290976	73	46286097	99.9895	6	4879	0.0105	0	0
	Physical Ballot	17	4987	17	4987	100	-	-	-	-	-
Special Resolution to approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013	E-Voting	79	46290976	72	46286085	99.9894	8	4891	0.0106	0	0
	Physical Ballot	17	4987	17	4987	100	-	-	-	-	-
Special resolution to seek approval under	E-Voting	79	46290976	74	46286175	99.9896	6	4801	0.0104	0	0



Section 180 (1) (a) of the Companies Act, 2013	Physical Ballot	17	4987	17	4987	100	-	-	-	-
Special Resolution to increase in the Limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate	E-Voting	79	46290976	72	46286085	99.9894	8	4891	0.0106	0
	Physical Ballot	17	4987	17	4987	100	8	4891	0.010566	0

  
Suman Bijarnia

Company Secretary in Practice  
Membership No.: 52056  
CP No.: 19013

