

September 18, 2017

To,

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, Block – G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051.
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Dear Sir/Madam,

Ref: Scrip Code: 532790 (BSE), TANLA (NSE).
Sub: Outcome of 21st Annual General Meeting, Voting results & Scrutinizer's Report.

This is with reference to our earlier letter dated July 28, 2017 regarding the 21st Annual General Meeting (AGM) of the Company held today i.e. September 18, 2017.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), this is to inform you that the Members of the Company transacted the business as stated in the Notice of 21st AGM, dated July 28, 2017.

Sl. No.	Description	Particulars		
A	Date of AGM	September 18, 2017		
B	Total number of shareholders on record (cut-off) date (September 05, 2016)	64,951		
C	Number of shareholders present in Meeting either in person or through proxy	741		
D	Shareholders	Present in Person & Proxy	Equity Shares	% to Capital
	Promoter & Promoter Group	2	28779596	25.94
	Public	739	6665019	6.01
	Total	741	35444615	31.95
E	Number of shareholders attended the meeting through video conferencing: Promoter & Promoter Group: <i>Not applicable</i> Public: <i>Not applicable</i>			

The cut-off date for purpose of determining the shareholders eligible to vote was Friday, September 08, 2017.



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

Further, pursuant to Regulation 30 of the Listing Regulation, summary of the 21st AGM proceedings is enclosed as Annexure-C.

For TANLA SOLUTIONS LIMITED



Seshanuradha Chava
VP - Legal & Secretarial
ACS - 15519



Encl: a/a

CC: National Securities Depositor Limited
Central Depositor Services (India) Limited
Karvy Computershare Private Limited

Details of Voting Results of Poll & Remote E-voting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Voting Results

Date of AGM/EGM/ Declaration of Results	18 th September, 2017
Total Number of shareholders as on record date (18.09.2017)	64,951
No: of Shareholders present in the meeting either in person or through proxy :	741
Promoters and Promoters Group:	2
Public:	739
No: of shareholders attended the meeting through video conferencing Promoters and Promoters Group Public	Not Applicable

1. Details of the Agenda: Item 1 -

Sl. No	Agenda	Resolution type (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal ballot / Remote E-voting)
1.	Adoption of Audited financial statements for the year ended 31 st March, 2017 along with Directors' and Auditors' Report	Ordinary	Remote E-voting & Poll

Whether promoter/promoter group are interested in the agenda /resolution?
NO

[Handwritten Signature]



Details of Result for the said Resolution:

Category	Mode of voting	No: of Shares held (1)	No: of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	E-Voting	32331835	-	-	-	0	-	-
	Poll		28779596	89.0132	28779596	0	100	-
	Postal Ballot (if applicable)	32331835	-	-	-	-	-	-
	Total		28779596	89.0132	28779596	0	100	0
Public Institutional holders	E-Voting	183722	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	183722	-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - others	E-Voting	78422467	5946310	7.5824	5946310	0	100	-
	Poll		718709	0.9165	718709	0	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	78422467	6665019	8.4989	6665019	-	100	-
TOTAL		110938024	35444615	31.9499	35444615	-	100	-

(Handwritten Signature)



2. Details of the Agenda: Item 2 –

Sl. No	Agenda	Resolution type (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal ballot / Remote E-voting)
2.	Declaration of Dividend on Equity Shares for Financial year ended 31 st March, 2017	Ordinary	Remote E-voting & Poll
Whether promoter/promoter group are interested in the agenda /resolution? Promoters are interested to the extent of their Shareholding			

Details of Result for the said Resolution:

Category	Mode of voting	No: of Shares held	No: of Votes Polled	% of Votes polled on outstanding shares	Number of Votes in favour	Number of votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter & Promoter Group	E-Voting	3,23,31,835	-	-	-	0	100	0
	Poll		28779596	89.0132	28779596	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3,23,31,835	28779596	89.0132	28779596	-	100	0
Public Institutional holders	E-Voting	183722	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	183722	-	-	-	-	-	-
Public - others	E-Voting	78422467	5946310	7.5824	5946229	81	99.9986	0.0013
	Poll		718709	0.9165	718709	0	100.0000	0.0000



	Postal Ballot (if applicable)		-		-		-		-
	Total		6665019	8.4989	6664938		81		99.9988
TOTAL		110938024	35444615	31.9499	35444534		81		99.9998
									0.0012
									0.0002

3. Details of the Agenda: Item 3 –

Sl. No	Agenda	Resolution type (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal ballot / Remote E-voting)
3.	Appointment of Director in place of Mr. Mr. D. Uday Kumar Reddy (DIN: 00003382), who retires by rotation and, being eligible, offered himself for re-appointment.	Ordinary	Remote E-voting & Poll
Whether promoter/promoter group are interested in the agenda /resolution?			
Mr. D. Uday Kumar Reddy Reddy is interested to the extent of his shareholding.			

Details of Result for the said Resolution:

Category	Mode of voting	No: of Shares held	No: of Votes Polled	% of Votes polled on outstanding shares	Number of Votes in favour	Number of votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	E-Voting	32331835	-	-	-	-	100	0
	Poll		28779596	89.0132	28779596	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	32331835	28779596	89.0132	28779596	0	100	0



Public Institutional holders	E-Voting Poll	183722	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - others	Total	183722	-	-	-	-	-	-
	E-Voting Poll		5946210	7.5823	5946210	0	100.0000	0.0000
	Postal Ballot (if applicable)	78422467	-	-	-	-	-	-
	Total	78422467	6664919	8.4988	6664919	0	100	0
TOTAL		110938024	35444515	31.9498	35444515	0	100.0000	0.0000

4. Details of the Agenda: Item 4 -

Sl. No	Agenda	Resolution type (Ordinary / Special)	Ordinary	Mode of Voting (Show of hands / Poll / Postal ballot / Remote E-voting)
4.	Appointment of M.N.Rao & Associates, Chartered Accountants (Firm Registration No.005386S), as Statutory Auditors, for the F. Y. 2017-18			Remote E-voting & Poll
Whether promoter/promoter group are interested in the agenda /resolution? NO				



Details of Result for the said Resolution:

Category	Mode of voting	No: of Shares held	No: of Votes Polled	% of Votes polled on outstanding shares	Number of Votes in favour	Number of votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(3)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter & Promoter Group	E-Voting	32331835	0	0.0000	00	0	0.0000	0.0000
	Poll		28779596	89.0132	28779596	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	32331835	28779596	89.0132	28779596	0	100	0
Public Institutional holders	E-Voting	183722	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	183722	-	-	-	-	-	-
Public - others	E-Voting		5946310	7.5824	5946258	52	99.9991	0.0008
	Poll	78422467	718709	0.9165	718709	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	78422467	6665019	8.4989	6664967	52	99.9992	0.0008
TOTAL		110938024	35444615	31.9499	35444563	52	99.9999	0.0001



5. Details of the Agenda: Item 5 –

Sl. No	Agenda	Resolution type (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal ballot / Remote E-voting)
5.	Approval of remuneration of Mr. D.Uday Kumat Reddy, Chairman and Managing Director of the Company for further period of three years	Special	Remote E-voting & Poll
Whether promoter/promoter group are interested in the agenda /resolution?			
Mr. D.Uday Kumat Reddy is interested to the extent of his shareholding.			

Details of Result for the said Resolution:

Category	Mode of voting	No: of Shares held	No: of Votes Polled	% of Votes polled on outstanding shares	Number of Votes in favour	Number of votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	E-Voting	(4)	0	$(3)=[(2)/(1)]*100$	(4)	0	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	Poll	32331835	28779596	89.0132	28779596	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	32331835	28779596	89.0132	28779596	0	100	0
Public Institutional holders	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	183722	-	-	-	-	-	-
	Total	183722	-	-	-	-	-	-




Public - others	E-Voting		78422467	5946258	7.5823	5946076	182	99.9969	0.0030
	Poll	Postal Ballot (if applicable)							
	78422467	718709		718709	0.9165	718709	0	100.0000	0.0000
	Total	6664967		6664785	8.4988	6664785	182	99.9973	0.0027
TOTAL		110938024		35444563	31.9499	35444381	182	99.9995	0.0005

for Tanla Solutions Limited

Seshanuradha Chava
VP – Legal & Secretarial
ACS 15519

Hyderabad, 18th September, 2017



Kritika Sharma
Company Secretary

Report of Scrutinizer on Remote e-Voting Process & Vote by Poll at 21st 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 21st Annual General Meeting.

The Board of Directors of Tanla Solutions Limited, ('the Company') at its meeting held on 28th July, 2017, 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 21st Annual General Meeting to be held on 18th September, 2017 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, Kritika Sharma, Practicing Company Secretary bearing Membership Number: A39335 has been appointed as scrutinizer by the Board of Directors of the company at their meeting held on 28th July, 2017 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 requisites majority for passing of resolutions as contained in the notice convening the 21st Annual General Meeting of the Company to be held on 18th September, 2017.



Office at: #501, R.K. Vipanchi, Hyderguda, Hyderabad-500 029, Telangana

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 Computershare Private Limited, 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.

The members of the company holding shares as on the cut-off date i.e., 8th September, 2017 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, 15th September, 2017 at 09:00 A.M. and ends on Sunday, 17th September, 2017 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 Computershare 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 Computershare 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,


Kritika Sharma
Company Secretary



Membership No: A39335

Certificate of Practice No: 14671

Place: Hyderabad

Date: 18.09.2017

Annexure of the Scrutinizer's Report

(a) Adoption of Audited financial statements for the year ended 31st March, 2017 along with Directors' and Auditors' Report

(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	56	29498305	100
Votes by E-voting	39	5946310	100
Total		5946310	100

(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	-	-	-
Total	-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	300

(b) Declaration of Dividend on Equity Shares for Financial year ended 31st March, 2017

(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	56	29498305	100
Votes by E-voting	38	5946229	99.9986
Total	94	35444534	-

(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	81	0.0014
Total	1	81	-

(iii) Invalid votes :



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	300

(c) **Appointment of Director in place of Mr. Mr. D. Uday Kumar Reddy (DIN: 00003382), who retires by rotation and, being eligible, offered himself for re-appointment.**

(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	56	29498305	100
Votes by E-voting	38	5946210	100
Total	94	35444515	-

(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	-	-	-
Total	-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	300

(iv) Abstained

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(d) **Appointment of M.N.Rao & Associates, Chartered Accountants (Firm Registration No.005386S), as Statutory Auditors, for the F.Y. 2017-18**

(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	56	29498305	100
Votes by E-voting	38	5946258	99.99



Total	94	35444563	-
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(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	52	0.0009
Total	1	52	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	300

(e) **Approval of remuneration of Mr. D.Uday Kumat Reddy, Chairman and Managing Director of the Company for further period of three years**

(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	56	29498305	100
Votes by E-voting	36	5946076	99.99
Total	92	35444381	-

(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	182	0.0031
Total	2	182	0.0031

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	300

(iv) Abstained

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	52

Arjun Sharma


ANNEXURE-C

PROCEEDINGS OF 21ST ANNUAL GENERAL MEETING OF TANLA SOLUTIONS LIMITED HELD ON MONDAY, 18TH SEPTEMBER, 2017 AT 11:30 A.M. AT HALL NO. 1 & 2, NOVOTEL HYDERABAD CONVENTION CENTRE, NOVOTEL & HICC COMPLEX, NEAR HITECH CITY, MADHAPUR, HYDERABAD – 500 081.

Directors Present:

- | | |
|-------------------------------|------------------------------|
| 1. Mr. D Uday Kumar Reddy | Chairman & Managing Director |
| 2. Mr. Ram Narain Agarwal | Independent Director |
| 3. Dr. A G Ravindranath Reddy | Independent Director |
| 4. Ms. Kalpana Reddy | Independent Director |

In attendance:

- | | |
|---|---|
| 1. Mr. G K Srinivas | Chief Financial Officer |
| 2. Ms. Seshanuradha Chava | Company Secretary |
| 3. Mr. C V Koteswara Rao | Outgoing Statutory Auditor |
| 4. Mr. M.V.Ratnam (Partner, M.N.Rao & Associates) | Statutory Auditor |
| 5. Mr. R Ramakrishna Gupta | M/s. R & A Associates, Secretarial Auditors |
| 6. Ms. Kritika Sharma | Scrutinizer, Practicing Company Secretary |

MEMBER'S PRESENT:

No. of Members present : 534
No. of Members present in Proxy : 207
Total No. of Members present (In Person & Proxy) : 741

The Meeting commenced at 11:30 A.M.

Requisite quorum pursuant to Section 103 of the Companies Act, 2013 being present, the meeting was called to order. The Chairman delivered the speech and addressed the shareholders.

Mr. D Uday Kumar Reddy, Chairman & Managing Director, Chairman of the Meeting welcomed the Members and conducted the proceedings of the AGM.

The Company had provided the e-voting facility to enable its Members to cast their vote electronically and also provided ballot voting facility to the Members present in person or through proxies at the AGM to vote in proportion to the shares held by them, who have not voted through remote voting earlier.




The Company Secretary read the Auditor's Report and the AGM Notice. The following items of business, as per the Notice of the 21st AGM dated September 18, 2017 were transacted at the meeting:

1. Adoption of Audited Financial Statements (both Standalone and Consolidated Financial Statements) for the financial year ended March 31, 2017 and reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).
2. To declare final dividend of 25% for the financial year 2016-17 (Ordinary Resolution).
3. Re-appointment of Mr. D. Uday Kumar Reddy, who retires by rotation, and being eligible, offers himself for the re-appointment (Ordinary Resolution).
4. Appointment of M/s. M.N.Rao & Associates, Chartered Accountants as the Statutory Auditors (Ordinary Resolution).
5. Approval of remuneration payable to Mr. D. Uday Kumar Reddy, Chairman & Managing Director (Ordinary Resolution).

The Chairman informed the shareholders that Ms. Kritika Sharma, Practicing Company Secretary was appointed as Scrutinizer for conducting the voting in fair and transparent manner and to report on the voting results for the items as per the notice of 21st AGM. The Chairman also authorised the Company Secretary on behalf of the Board, to declare the results of voting. The Scrutinizers report was received and accordingly all the resolutions as set out in the Notice of the 21st AGM were declared as passed by requisite majority.

The meeting was concluded with a vote of thanks by the Company Secretary of the meeting.

For TANLA SOLUTIONS LIMITED



Seshanuradha Chava
VP - Legal & Secretarial
ACS - 15519