



**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

June 17, 2019

To,

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

**Subject: Results of Postal Ballot.**

This has reference to our letter dated May 17, 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. Approval of increase to maximum number of shares to be issued per employee under the Tanla Employee Stock Purchase Scheme 2018.
2. Approval of offer of equity shares exceeding 1% of issued capital to the specified employees under the Tanla Employee Stock Purchase Scheme 2018.
3. Continuation of Directorship of Mr. Ram Narain Agarwal (DIN: 00003498)

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 and 3 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 June 17, 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).

Yours faithfully,

For **Tanla Solutions Limited**


Seshanuradha Chava  
VP - Legal & Secretarial  
ACS-15519

Company Name	TANLA SOLUTIONS LIMITED
Date of the AGM/EGM	17-06-2019
Total number of shareholders on record date	56932
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	POSTAL BALLOT
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 - Approval of increase to maximum number of shares to be issued per employee under the Tanla Employee Stock Purchase Scheme 2018.						
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	40536717	38871717	95.8926	38871717	0	100.0000	0.0000
	Poll	40536717	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	40536717	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	482584	0	0.0000	00	0	0.0000	0.0000
	Poll	482584	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	482584	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	96607350	12205617	12.6343	12202136	3481	99.9714	0.0285
	Poll	96607350	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	96607350	5789	0.0060	5789	0	100.0000	0.0000
<b>Total</b>		<b>137626651</b>	<b>51083123</b>	<b>37.1172</b>	<b>51079642</b>	<b>3481</b>	<b>99.9932</b>	<b>0.0068</b>

Resolution required: (Ordinary/ Special)		SPECIAL - Approval of offer of equity shares exceeding 1% of issued capital to the specified employees under the Tanla Employee Stock Purchase Scheme 2018.						
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	40536717	38871717	95.8926	38871717	0	100.0000	0.0000
	Poll	40536717	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	40536717	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	482584	0	0.0000	00	0	0.0000	0.0000
	Poll	482584	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	482584	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	96607350	12205617	12.6343	12202135	3482	99.9714	0.0285
	Poll	96607350	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	96607350	5789	0.0060	5789	0	100.0000	0.0000
<b>Total</b>		<b>137626651</b>	<b>51083123</b>	<b>37.1172</b>	<b>51079641</b>	<b>3482</b>	<b>99.9932</b>	<b>0.0068</b>

Resolution required: (Ordinary/ Special)		SPECIAL - Continuation of Directorship of Mr. Ram Narain Agarwal (DIN: 00003498).						
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	40536717	38871717	95.8926	38871717	0	100.0000	0.0000
	Poll	40536717	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	40536717	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	482584	0	0.0000	00	0	0.0000	0.0000
	Poll	482584	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	482584	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	96607350	12205315	12.6339	12203206	2109	99.9827	0.0172
	Poll	96607350	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	96607350	5789	0.0060	5789	0	100.0000	0.0000
<b>Total</b>		<b>137626651</b>	<b>51082821</b>	<b>37.1170</b>	<b>51030712</b>	<b>2109</b>	<b>99.9959</b>	<b>0.0041</b>

*(Handwritten Signature)*



# **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 17<sup>th</sup> May, 2019 decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions for:-

1. Approval of increase to maximum number of shares to be issued per employee under the Tanla Employee Stock Purchase Scheme 2018
2. Approval of offer of equity shares exceeding 1% of issued capital to the specified employees under the Tanla Employee Stock Purchase Scheme 2018
3. Continuation of Directorship of Mr. Ram Narain Agarwal

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 meeting vide resolution passed on 17th May, 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

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





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 10<sup>th</sup> May, 2019 and whose email ids were not registered for E-voting.
- ii. After the time fixed for closing of the e-voting on 17<sup>th</sup> June 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 17<sup>th</sup> June 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 17<sup>th</sup> June 2019 after closing of working hours, in my presence.
- vii. All Postal Ballot forms received up to the closing of working hours on 17<sup>th</sup> June 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 17<sup>th</sup> June 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.

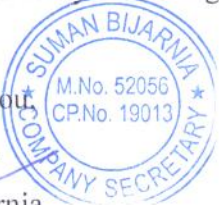
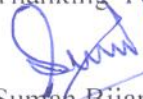
I have handed over the all related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the Postal Ballot process.

**Result:**

After the aforesaid scrutiny of the Postal Ballot Forms (NIL) 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: 17.06.2019

Annexure-I

Summary of Postal Ballot and E-Voting

Resolution	Mode	Ballots Received	Total Votes Received	Favour			Against			Invalid*	
				Ballots	Votes	% of favour of Total votes received	Ballots	Votes	% of against to Total votes Received	Ballots	Votes
1. Special Resolution for Approval of increase to maximum number of shares to be issued per employee under the Tanla Employee Stock Purchase Scheme 2018	E-Voting	83	51077334	72	51073853	99.9932	10	3481	0.0068	1	200
	Physical Ballot	22	5789	22	5789	--	--	--	--	22	5789
2. Special Resolution for Approval of offer of equity shares exceeding 1% of issued capital to the employees	E-Voting	83	51077334	71	51073852	99.9932	11	3482	0.0068	1	200
	Physical Ballot	22	5789	22	5789	--	--	--	--	22	5789


  
 SUMMA SECURITIES  
 PRIVATE LIMITED  
 \* COMPANY SECRETARY \*  
 M.No. 52056  
 CP.No. 19013



under the Tania Employee Stock Purchase Scheme 2018	E-Voting	83	51077032	77	51074923	99,9959	5	2109	0.0041	1	200
	Physical Ballot	22	5789	22	5789	--	--	--	--	22	5789

\*Physical ballots were received at the office premises of Company hence, declared as invalid.



**Suman Bijaria**  
**Company Secretary in Practice**  
**Membership No.: 52056**  
**CP No.: 19013**