



**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

July 30, 2020

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: Annual Secretarial Compliance Report under regulation 24A of SEBI (LODR) Regulations, 2015.**

With reference to the above cited subject, please find the enclosed Annual Secretarial Compliance Report pursuant to the regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2020.

Request you to take the same on your record and oblige.

Yours faithfully,

For **Tanla Solutions Limited**


Seshanuradha Chava  
VP - Legal & Secretarial  
ACS-15519

Encl: As above

**Madhu Lakhlan**  
**Company Secretary**

Address: Flat 505, Legend Cyrus  
Residence, Street No.2, Uma Nagar,  
Begumpet, Hyderabad- 500016  
Ph : 9966659684  
Email : [madhulakhlan@gmail.com](mailto:madhulakhlan@gmail.com)

To,

The Board of Directors  
Tanla Solution Limited  
Tanla Technology Center  
Madhapur, Hyderabad -500081

I, Madhu Lakhlan, Practising Company Secretary, have examined:

- (a) All the documents and records made available to me and explanation provided by Tanla Solutions Limited ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -NA
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -NA
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -NA


(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that , during the Review Period:

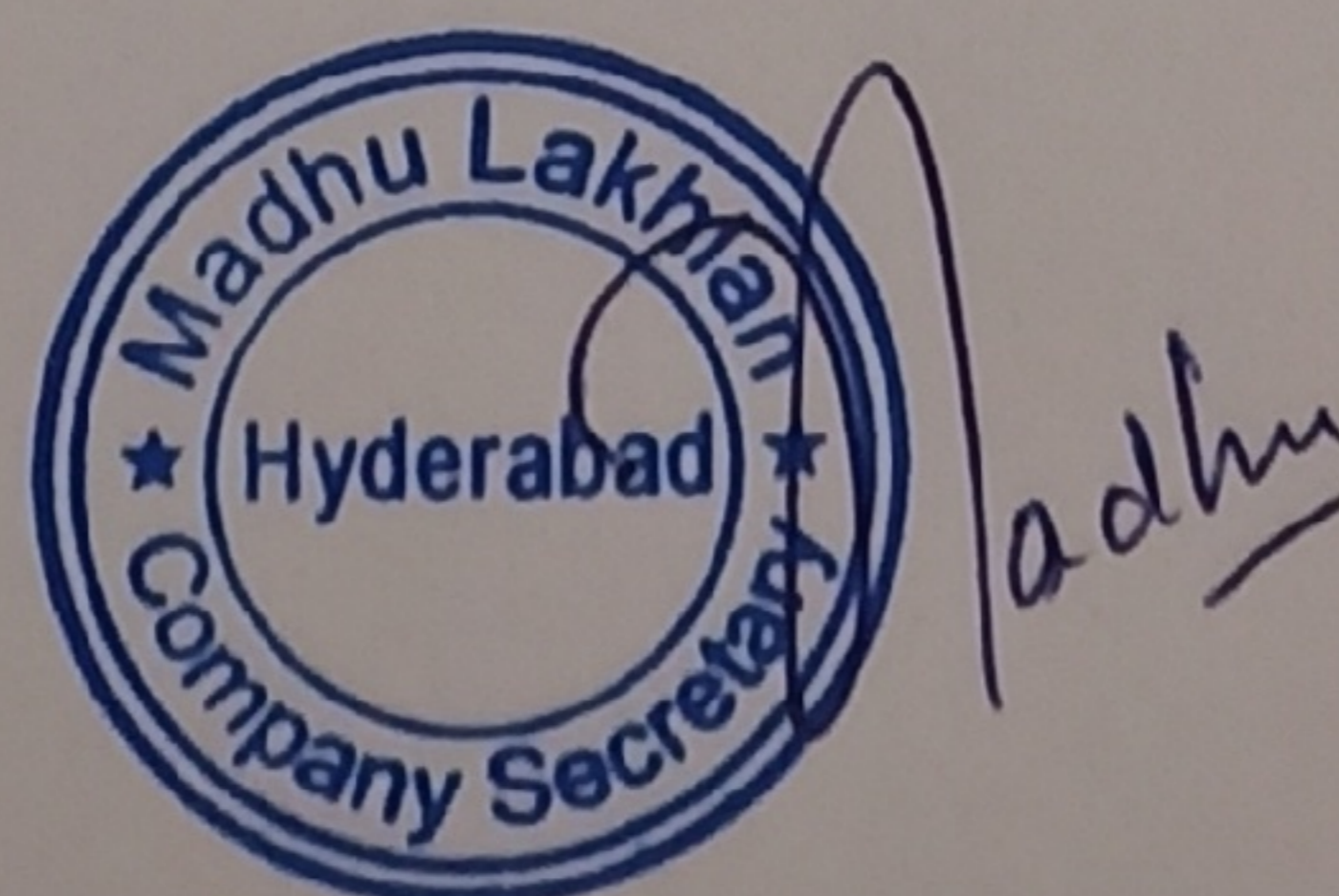
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S.No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-	-	-	-

- (b) The listed entity has maintained proper records under the provisions of the above regulations and circulars /guidelines issued thereunder in so far as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No	Action taken by	Details of violation	Details of action taken E.g- fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary
1	NSE	Non-compliance of Reg 108 of SEBI (ICDR)Regulations 2009 read along with SEBI Circular no. CIR/CFD/DIL/57/2017 dt June 15, 2017 pertaining to delay in approaching the Exchange for listing of Equity shares within 20 days from the date of allotment.	The Company had received a letter from NSE for non-compliance under Reg 108 of SEBI (ICDR) imposing a fine of Rs. 22,79,245/. The Company had paid the fine on Sep 26, 2019. However, the Company had approached NSE for waiver of the fees as the non-compliance was due to technical glitches on NEAPS portal. NSE had considered the request and waived the fine by refunding the fine paid by the Company.	The Company had timely taken action on the notice of NSE and had taken necessary action. It has also been noted that NSE has waived the penalty and refunded the fine paid by the Company.
2	NSE	Non-compliant/Delayed	The Company had received a letter from NSE	The Company had timely taken action



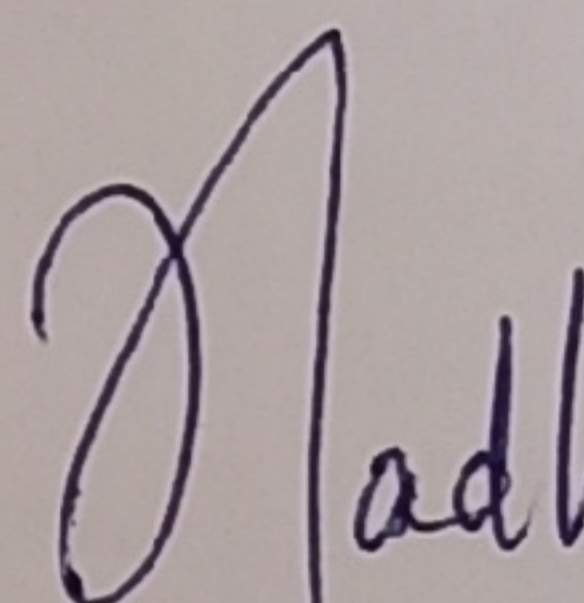

	compliance with Reg 17(1) and 18(1) of SEBI (LODR) Regulations, 2015 w.r.t Corporate Governance requirements.	for non-compliance under Reg 17(1) and 18(1) of SEBI (LODR) Regulations, 2015 imposing a fine of Rs. 3,64,000/- However, the Company had approached NSE for waiver of the fees considering the facts of the case. NSE had considered the request and accepted waiver of the fine for Reg 18 amounting to Rs.64,000/- .However, Company had paid the fine of Rs.3,00,000/- for non-compliance/delayed compliance of Reg 17.	on the notice of NSE and had taken necessary action. It has been noted that NSE has waived the penalty of Rs. 64,000/-
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports :

S.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-	-	-	-	-

Date : 30. 07.2020

Place : Hyderabad

  
  
 Madhu Lakhlan

Practicing Company Secretary  
C.P No.- 23044