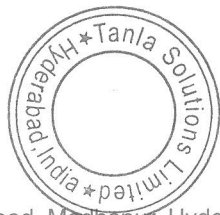


**Quarterly Compliance Report on Corporate Governance as per Clause 49 of the Listing Agreement**

**Name of the Company: TANLA SOLUTIONS LIMITED**

**Quarter ending on: March 31, 2012**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	491		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	---
(C) Other provisions as to Board and Committees	49 (IC)	YES	---
(D) Code of Conduct	49 (ID)	YES	---
<b>II. Audit Committee</b>	49 (II)		---
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	---
(B) Meeting of Audit Committee	49 (IIB)	YES	---
(C) Powers of Audit Committee	49 (IIC)	YES	---
(D) Role of Audit Committee	49 II(D)	YES	---
(E) Review of Information by Audit Committee	49 (IIE)	YES	---
<b>III. Subsidiary Companies</b>	49 (III)	N.A	---
<b>IV. Disclosures</b>	49 (IV)		---
(A) Basis of related party transactions	49 (IV A)	YES	Will be disclosed in the next Annual Report




**Tanla Solutions Limited**

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(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Going Concern Basis.No change in the Accounting Policy
(C) Board Disclosures	49 (IV C)	YES	---
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	---
(E) Remuneration of Directors	49 (IV E)	N.A	Will be disclosed in the next Annual Report
(F) Management	49 (IV F)	N.A	Will be disclosed in the next Annual Report
(G) Shareholders	49 (IV G)	YES	---
V. CEO/CFO Certification	49 (V)	YES	---
VI. Report on Corporate Governance	49 (VI)	YES	Will be disclosed in the next Annual Report
VII. Compliance	49 (VII)	YES	Will be disclosed in the next Annual Report

For Tanla Solutions Limited



CS Seshanuradha Chava  
AGM - Legal & Secretarial

