

29<sup>th</sup> June 2017

Hyderabad

To,

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

Dear Madam/Sir,

**Sub:** Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting results

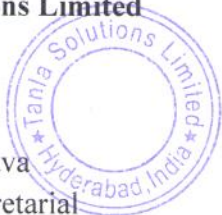
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to inform you that the members of the Company have approved resolution for 'Re-classification of the promoters of the Company' as stated in the notice dated 18<sup>th</sup> May 2017.

The summarized voting result of the postal ballot process (through e-voting and postal ballot), in the prescribed format, along with a copy of the Scrutinizer's Report are enclosed herewith.

Request you to take the same on record and oblige.

Thanking you,

For **Tanla Solutions Limited**



Seshanuradha Chava  
VP - Legal & Secretarial  
ACS 15519

**POSTAL BALLOT VOTING RESULTS**

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

|                                                                                                      |                         |
|------------------------------------------------------------------------------------------------------|-------------------------|
| Company Name                                                                                         | TANLA SOLUTIONS LIMITED |
| Date of the Postal Ballot Notice                                                                     | 18-May-17               |
| Total number of shareholders on record date (May 19, 2017)                                           | 63430                   |
| Voting-<br>Start Date                                                                                | May 29, 2017            |
| End Date                                                                                             | June 27, 2017           |
| No. of shareholders present in the meeting either in person or through Promoters and Promoter Group: | NA                      |
| Public:                                                                                              | NA                      |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:    | NA                      |
| Public:                                                                                              | NA                      |

| SPECIAL - Re-classification of the Promoters of the Company               |                               |                        |                         |                                                            |                              |                            |                                                        |                                                      |  |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|--|
| Resolution required: (Ordinary/ Special)                                  | Yes                           |                        |                         |                                                            |                              |                            |                                                        |                                                      |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes                           |                        |                         |                                                            |                              |                            |                                                        |                                                      |  |
| 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                      |                        | 0                       | 0.0000                                                     | 00                           | 00                         | 0.0000                                                 | 0.0000                                               |  |
|                                                                           | Poll                          |                        | 0                       | 0.0000                                                     | 00                           | 00                         | 0.0000                                                 | 0.0000                                               |  |
|                                                                           | Postal Ballot (if applicable) | 36210196               | 23815764                | 65.7709                                                    | 23815764                     | 0                          | 100.0000                                               | 0.0000                                               |  |
| Public- Institutions                                                      | E-Voting                      |                        | 0                       | 0.0000                                                     | 00                           | 00                         | 0.0000                                                 | 0.0000                                               |  |
|                                                                           | Poll                          |                        | 0                       | 0.0000                                                     | 00                           | 00                         | 0.0000                                                 | 0.0000                                               |  |
|                                                                           | Postal Ballot (if applicable) | 688019                 | 1101394                 | 1.5603                                                     | 1098354                      | 3040                       | 99.7239                                                | 0.2760                                               |  |
| Public- Non Institutions                                                  | E-Voting                      |                        | 0                       | 0.0000                                                     | 00                           | 00                         | 0.0000                                                 | 0.0000                                               |  |
|                                                                           | Poll                          |                        | 0                       | 0.0000                                                     | 00                           | 00                         | 0.0000                                                 | 0.0000                                               |  |
|                                                                           | Postal Ballot (if applicable) | 70587570               | 1172777                 | 1.6614                                                     | 1172777                      | 0                          | 100.0000                                               | 0.0000                                               |  |
| <b>Total</b>                                                              |                               | <b>107485785</b>       | <b>26089935</b>         | <b>24.2729</b>                                             | <b>26086895</b>              | <b>3040</b>                | <b>99.9883</b>                                         | <b>0.0117</b>                                        |  |

The number of votes polled in favor of the Special Resolution are 2,60,86,895 (99.99% of the total valid votes). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.



# K.V.S. Subramanyam

Company Secretary in Practice

To,

The Chairman & Managing Director / Company Secretary  
Tanla Solutions Limited

Dear Sir,

## SCRUNITINIZER'S REPORT

I, K. V. S. Subramanyam, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Tanla Solutions Limited ("TSL" or "the Company") for scrutinizing the postal ballot process (including e-voting) to seek approval of the Members by way of special resolution for Re-classification of Promoters, as mentioned in the Postal Ballot Notice dated May 18, 2017 ("Notice") and wish to submit my report as hereunder:

1. The Company has appointed Karvy Computershare Private Limited ("Karvy") to provide e-voting facility to its Members.
2. On May 26, 2017 the Notice along with annexures was sent to all members whose names appeared on the Register of Members as on May 19, 2017 either by registered post or e-mail. A public notice to that effect was also released in Financial Express (English language) and in Mana Telangana (regional language – Telgu) newspapers on 27.05.2017.
3. The voting period (by e-voting as well as postal ballot) commenced on May 29, 2017 from 9.00 A.M. and concluded on June 27, 2017 at 5.00 P.M.
4. Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company as on May 19, 2017.



5. Particulars of all the postal ballot forms received from the Members at address provided in the self-addressed postage prepaid business reply envelope up to the cut off time i.e. June 27, 2017 at 5.00 P.M. have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.
6. The votes cast through e-voting up to June 27, 2017 at 5.00 P.M. were downloaded from Karvy's website and unblocked at 2.30 P.M. on June 28, 2017 in presence of two witnesses Mr. Nagaraju and Mr. / Ms. Medha residing at Hyderabad who are not in employment of the Company.
7. The names of the Members their shareholding and specimen signatures on the postal Ballot forms have been verified with the data and specimen signature records as maintained by Karvy Computershare Private Limited, Registrar and Transfer Agent (RTA) /as provided by the Depositories.
8. In respect of Members who have been exercised their voting rights through both postal ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. Nil envelopes containing postal ballot forms received after 5.00 P.M. on June 27, 2017 were not considered for scrutiny and the same have been kept separately.
10. 237 (Two Hundred and Thirty Seven Only) envelopes containing postal ballot forms, returned undelivered, were not opened and the same have been kept separately.
11. I have not found any mutilated postal ballot forms.



12. In general and for your information, I carried out such scrutiny as I considered necessary for the purpose of Postal Ballot including e-voting.

Based on the above, I have compiled the results of the voting by postal ballot / e-voting in respect of

1. Special Resolution for Re-classification of Promoters as contained in the Notice and the same is furnished as under:

| Particulars                         | No. of Ballots |          | Total | No. of equity shares |           | Total       |
|-------------------------------------|----------------|----------|-------|----------------------|-----------|-------------|
|                                     | Postal Ballot  | E-voting |       | Postal Ballot        | E-voting  |             |
| Total Numbers of Members voted      | 36             | 76       | 112   | 2,49,88,541          | 11,32,194 | 2,61,20,735 |
| Less: Invalid votes / abstain votes | -              | 3        | 3     | -                    | 30,800    | 30,800      |
| Total Number of Valid votes         | 36             | 73       | 109   | 2,49,88,541          | 11,01,394 | 2,60,89,935 |

Voted in **FAVOUR** of the Resolution:

| Particulars                                | Number of Members voted | Number of votes cast in favour of the resolution | Percentage of valid votes cast |
|--------------------------------------------|-------------------------|--------------------------------------------------|--------------------------------|
| Votes received through Postal Ballot forms | 36                      | 2,49,88,541                                      |                                |
| Votes received through e-voting            | 67                      | 10,98,354                                        |                                |
| Total                                      | 103                     | 2,60,86,895                                      | 99.99                          |





Voted AGAINST the Resolution:

| Particulars                                         | Number of Members voted | Number of votes cast against the resolution | Percentage of valid votes cast |
|-----------------------------------------------------|-------------------------|---------------------------------------------|--------------------------------|
| Votes received through physical Postal Ballot forms | -                       | -                                           |                                |
| Votes received through e-voting                     | 6                       | 3,040                                       |                                |
| Total                                               | 6                       | 3,040                                       | 0.01                           |

Based on the foregoing, the resolution as outlined hereinabove may be considered as carried by the requisite majority of Members under the applicable provisions of the Companies Act, 2013.

The relevant records relating to postal ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman & Managing Director / Company Secretary considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.

  
(K.V.S. Subramanyam)  
  
Company Secretary in Practice  
FCS No. 5400  
C.P No: 4815

Place: Hyderabad

Date: June 29, 2017