

# **TANLA SOLUTIONS LIMITED**

**CIN: L72200AP1995PLC021262**

Regd. Office: Tanla Technology Centre, Hi-Tech City Road, Hyderabad – 500 081.

Phone: + 91-40-40099999, Fax: +91-40-23122999

Website: [www.tanla.com](http://www.tanla.com) E-mail: [investorhelp@tanla.com](mailto:investorhelp@tanla.com)

**To**  
**The Members of the Company**

## **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013,**

Notice is hereby given to the members, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), including any statutory modifications, amendments or re-enactments for time being in force and Regulation 44 of the listing agreement executed with the stock exchanges where the shares of the Company are listed for seeking Shareholders’ consent to pass the proposed Special Resolution as set out below by way of Postal Ballot.

The Board of Directors of the Company have proposed to obtain approval of Shareholders for the Resolution appended below by way of Postal Ballot so as to facilitate wider participation of the Shareholders residing at different locations instead of convening a General Meeting of the Shareholders. The Resolution along with Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolution setting out material facts and the reasons is annexed to the Notice.

You are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and record your assent or dissent therein by filling necessary details and affixing your signature at the designated place and return the same in original, in the enclosed self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 P.M.) on 27/06/2017. You have the option to vote either by Postal Ballot or through Remote e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

### **SPECIAL BUSINESS**

#### **Item No.1: Re-classification of the promoters of the company**

To consider and if thought fit, to give assent / dissent to the following Resolution as Special Resolution:

**RESOLVED** that pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), consent of the Members be and is hereby accorded for re-classification of Mr. Gautam Sabharwal’s shareholding in the company, from Promoter category to Non-Promoter category.

**RESOLVED FURTHER** that Mr. Gautam Sabharwal seeking re-classification will not:

- have any special rights through formal or informal agreements.
- hold more than 10% of the paid-up capital of the Company.
- act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.
- shall not, directly or indirectly, exercise control, over the affairs of the entity.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.”

By Order of the Board  
for **TANLA SOLUTIONS LIMITED**

**Sd/-**  
**Seshanuradha Chava**  
**AVP – Legal & Secretarial**  
**ACS 15519**

Registered Office:

Tanla Technology Centre,  
Hitech City Road, Madhapur,  
Hyderabad-500081,  
Telangana, India.

Date: 18.05.2017

Place: Hyderabad

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted through postal ballot is annexed hereto and forms part of this notice.
2. A copy of this notice has been placed on the website of the Company [www.tanla.com](http://www.tanla.com) and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
3. The postal ballot form and the self addressed business reply envelope are enclosed for use of members.
4. The notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 19/05/2017.
5. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or remote e-voting. If members are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and remote e-voting, then voting done through valid Physical Ballot shall prevail and voting done by remote e-voting will be treated as invalid.
7. The Company has appointed Mr. K.V.S.Subramanyam, (C.P. No: 4815) Practicing Company Secretary, Hyderabad, as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The scrutinizer will submit the report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company. The results of the postal ballot will also be posted on the Company's website [www.tanla.com](http://www.tanla.com) besides communicating to the stock exchanges where the shares of the Company are listed.
8. Shareholders are requested to read carefully the instructions printed on the postal ballot form, and return the form duly completed in the attached self-addressed pre-paid postage envelope, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on the 27/06/2017, ("**Last Date**"). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
9. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or down load from the link <https://evoting.karvy.com/> or from the website of the Company [www.tanla.com](http://www.tanla.com) or seek duplicate Postal Ballot Form from Karvy Computer Share Private

Limited , Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.

10. The Scrutinizer will submit the report to the Chairman or any other authorized person after the completion of scrutiny and the results of voting will be announced by Chairman or by any director or Company Secretary on or before 30/06/2017 and will also be displayed on Company website [www.tanla.com](http://www.tanla.com) and will be communicated to Stock Exchange as on said date.
11. The resolutions, if approved, will be passed effectively on the date of declaration of results.
12. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 5.00 P.M. up to 27/06/2017.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
14. Please note that any postal ballot form(s) received after the Last Date (i.e. 27/06/2017) will be treated as not having been received.
15. In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote E-Voting"). The instructions for electronic voting are annexed to this Notice.
16. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

**The instructions for the members for remote e-voting are as under:**

- i. The voting period begins at 09:00 A.M. on 29/05/2017 and ends at 05:00 P.M. on 27/06/2017. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 19/05/2017 (End of Day) may cast their votes electronically.
- ii. The e-voting period shall commence on 29/05/2017 and ends on 27/06/2017. During this period, Members holding shares either in physical form or in dematerialized form as on cut-off date i.e. 19/05/2017 may cast their vote electronically. The remote e-voting module shall be disabled by Karvy Computer Share Private Limited for voting thereafter. Once the vote on a resolution is cast by a Member he or she will not be allowed to change it.

- iii. The voting rights of the Members shall be in proportion to their shares held on cut-off date i.e. 19/05/2017. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of authorization.
- iv. In case of any queries you may contact Ms. Seshanuradha Chava, Company Secretary at [investorhelp@tanla.com](mailto:investorhelp@tanla.com) or Contact No 040 – 40099999
- v. Institutional Members (other than Individual, HUF, NRI etc) are required to send a scanned copy of relevant Board Resolution / authorization letter to the scrutinizer via e-mail to [kvs@rsfcs.com](mailto:kvs@rsfcs.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com)
- vi. The shareholders should log on to the e-voting website <https://evoting.karvy.com> during the voting period.
- vii. Click on the “Shareholders” tab.
- viii. Now select the “TANLA SOLUTIONS LIMITED” from the drop down menu and click on “SUBMIT”.
- ix. Now enter your User-ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- x. Next enter the Image Verification as displayed and Click on Login
- xi. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and voted on an earlier voting of any company, then your existing password is to be used.
- xii. If you are a first time user follow the steps given below:

## **INSTRUCTIONS FOR E-VOTING**

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the Login credentials (i.e., User Id & Password) mentioned on the email /Postal Ballot Form received by you.  
In case you are already registered with Karvy, you can use your existing user id and password for casting your vote.

User-ID	For Members holding Shares in Demat Form (Electronic Mode):  - For NSDL: 8 Character DP-ID (Starts with "IN") followed by 8 Digits Client ID.  - For CDSL: 16 Digits beneficiary ID.  For Members holding Shares in Physical Form:  - Event Number followed by Folio Number registered with the Company.
Password	Your Unique Password is printed on the Postal Ballot Form / via email forwarded through the Electronic Notice.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. Members can cast their vote online  
From: Monday, May 29, 2017 (9.00 a.m.)  
To: Wednesday, June 27, 2017 (5.00 p.m.)  
Thereafter the e-voting module will be disabled by Karvy for voting.
4. After entering these details appropriately, click on "LOGIN".
5. Members holding shares in Demat/Physical form will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of the Company or any other company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the Secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, system will prompt to select the "EVENT" i.e., Tanla Solutions Limited.

8. On the voting page, you will see Resolution Description and against the same the option "FOR/AGAINST/ABSTAIN" for voting. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you have voted on the resolution, you will not be allowed to modify your vote.

9. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / authority Letter authorizing the person to represent in terms of Section 113 of the Companies Act, 2013 read Shareholder voting through e-voting mode should send a scanned copy (PDF/JPG Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on [kvs@rsfcs.com](mailto:kvs@rsfcs.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

10. Please contact Karvy toll free No. 1-800-34-54-001 for any further clarifications or may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User manual for Members available at the "Downloads" section of <https://evoting.karvy.com>.

11. Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.

12. Members holding shares either in physical form or in dematerialized form may cast their vote electronically.

13. Those Members who have not registered their email ID, are requested to register their e-mail id with their respective Depository Participant, in case the shares are held in demat mode and in case the shares are held in physical form to the Registrar and Transfer Agent (R&TA), Karvy Computershare Private Limited, Unit: Tanla Solutions Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Seri Lingampally Mandal, Hyderabad – 500 032.

**ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE  
EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

**AGENDA ITEM No. 1:**

The members are hereby informed that Mr. Gautam Sabharwal has requested for re-classification of his shareholding from promoter category to Non Promoter category. He does not hold any interest in the company other than shareholding. The said promoter holds 73,30,600 (6.82%) equity shares of Rs.1/- each in aggregate as on date.

Pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of Members is required by way of Special Resolution for re-classification of Promoters.

The Board of Directors of the Company recommends the aforesaid resolution to be passed as a Special Resolution through Postal Ballot.

None of the Directors, Key Managerial Personnel other than Mr. Gautam Sabharwal along with his relatives are concerned or interested in the said resolution.

**Sd/-  
Seshanuradha Chava  
AVP – Legal & Secretarial  
ACS 15519**

**Registered Office:**

Tanla Technology Centre,  
Hitech City Road, Madhapur,  
Hyderabad-500081,  
Telangana, India

Date: 18.05.2017

Place: Hyderabad



**TANLA SOLUTIONS LIMITED**

**CIN: L72200AP1995PLC021262**

Regd. Office: Tanla Technology Centre, Hi-Tech City Road, Hyderabad – 500 081.

Phone: + 91-40-40099999, Fax: +91-40-23122999

Website: www.tanla.com E-mail: investorhelp@tanla.com

**POSTAL BALLOT FORM**

Serial No.

1. Name and Registered address  
of the Sole/first named :

2. Name(s) of the joint shareholder(s) if any :  
3. Registered Folio/DPID and Client ID No :  
4. No. of shares held :

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

<b>Description</b>	<b>No. of Shares held</b>	<b>I / We assent to the resolution</b>	<b>I / We dissent to the resolution</b>
Re-classification of the promoters of the company			

**Place :**

**Date :**

**(Signature of the Shareholder)**

Note: Please read the instructions given overleaf before exercising your vote, below User ID and password are to be used for e-voting through URL <https://evoting.karvy.com> from 9:00 AM on Monday, the 29<sup>th</sup> May, 2017 to 5:00 PM on Tuesday, the 27<sup>th</sup> June, 2017 as detailed in the Notice of Postal Ballot.

<b>EVS (E-voting Sequence Number)</b>	<b>User ID</b>	<b>Password</b>

## **INSTRUCTIONS:**

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration Rules, 2014), assent or dissent of the Shareholders in respect of the Resolutions contained in the postal ballot notice is being sought through the postal ballot process.
2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed book post. Postage will be borne and paid by the Company. However envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the postal ballot form is dispatched to the Scrutinizer.
3. The attached self-addressed book post bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.
5. The consent must be accorded by recording the assent in the column '**FOR**' and dissent in the column '**AGAINST**' by placing tick mark (✓) in the appropriate column.
6. Incomplete, unsigned or incorrectly filed postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.
7. Duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on **27/06/2017**. Postal ballot forms received after this date will be strictly treated as if reply from the shareholder has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/authority. If the postal ballot form is signed by 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Voting Rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholders as on 19.05.2017.
10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self-addressed book post as the book post will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.
11. There will be one postal ballot form for every 'Registered Folio', irrespective of the number of joint holders.
12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7.
13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad-500081. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
15. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at **[www.tanla.com](http://www.tanla.com)**.