

NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th (Twenty Fourth) Annual General Meeting of the Members of Tanla Solutions Limited will be held on Friday, September 25, 2020 at 03:00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS(ES):

1. Adoption of Financial Statements.

To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and of the Auditors thereon.

2. Appointment of Dr. AG Ravindranath Reddy (DIN: 01729114) as Director liable to retire by rotation.

To appoint a Director in place of Dr. AG Ravindranath Reddy (DIN: 01729114), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS(ES):

3. Change in the name of the Company.

*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “*Tanla Solutions Limited*” to “*Tanla Platforms Limited*”.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “Tanla Solutions Limited” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “*Tanla Platforms Limited*”.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may be deemed fit.

4. Re-designation of Mr. Uday Kumar Reddy (DIN: 00003382) as Executive Chairman & CEO.

*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“RESOLVED THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’), and the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 read with Schedule V to the Act, the Articles of Association of the Company and in terms of the Special Resolution passed by members in the 23rd Annual General Meeting with respect to re-appointment of Mr. D Uday Kumar Reddy (DIN: 00003382) as Chairman & Managing Director of the Company, the consent of the members be and is hereby accorded to change the designation of Mr. D Uday Kumar Reddy from Chairman and Managing Director to Chairman, Whole-time Director and Chief Executive Officer and designated as Executive Chairman & Chief Executive Officer of the Company with effect from September 01, 2020 for the remaining period of his tenure of five years originally commencing from October 01, 2019, subject to review of his tenure by Board of Directors from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

5. To appoint Mr. Rahul Khanna (DIN:07997083) as an Independent Director of the Company.

*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rahul Khanna (DIN:07997083), who was appointed by the Board of Directors as an Additional Director under the category of Non-Executive & Independent Director on July 17, 2020 and who holds office as Independent Director up to the conclusion of ensuing annual general meeting and has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of the SEBI (LODR) Regulations, 2015, as amended and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from the date of the ensuing annual general meeting and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s)/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. To appoint Mr. Deepak Satyaprakash Goyal (DIN:01755263) as an Executive Director of the Company.

*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to provisions of sections 196, 197 read with Schedule V and rules issued thereunder and such other applicable provisions, if any, of the Companies Act 2013 and SEBI (Listing Regulations) 2015, as amended from time to time thereto and the Articles of Association of the Company and such modifications, variations as may be approved and acceptable and subject to such other requisite approvals as may be required in this regard, Mr. Deepak Satyaprakash Goyal (DIN: 01755263) who was appointed by the Board of Directors as an Additional Director under the category of Executive Director on July 17, 2020 and who holds office as such up to the conclusion of ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Deepak Satyaprakash Goyal as an Executive Director of the Company, be and is hereby appointed as an Executive Director and shall be designated as Chief Business Officer of the Company for a period of 5 (five) years, with effect from the date of the ensuing annual general meeting.

RESOLVED FURTHER THAT any of the Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

7. To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director through his consulting firm:

*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and regulation 17 of SEBI (LODR) regulations, 2015, and on the basis of the recommendation of the Nomination and Remuneration Committee of the Company, consent of the members of the Company be and is hereby accorded to remunerate Mr. Sanjay Kapoor (DIN: 01973450), Non-executive Director of the Company, through M/s. Z-Axis Management Consultants & Strategic Advisors LLP (hereinafter referred to as “Consulting Firm”) an amount not exceeding Rs 18,00,000/- per month (Rupees Eighteen lakhs only) as fixed consultation charges excluding applicable taxes and a variable pay not exceeding Rs.5,00,00,000/- (Rupees Five crores only) excluding applicable taxes for every period of 12 months as per terms and conditions mentioned in the contract executed between the Company and his Consulting firm and as approved by the Board, pursuant to the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any of the Director/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Date: September 01, 2020
Place: Hyderabad

For and on behalf of the Board of
Tanla Solutions Limited

Registered Office:

Tanla Solutions Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad - 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

Sd/-
Seshanuradha Chava
General Counsel & Chief Regulatory Officer
M. No. - A15519

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting and the attendant enablers for conducting of the AGM
3. A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of the members of the Company are dispensed with. Accordingly the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice.
4. Corporate members are requested to send to the Company a duly certified copy of the Board Resolution/authorization letter, authorizing their representative(s) to attend the AGM through VC/OAVM and vote on their behalf through remote e-voting. The said resolution/authorization letter shall be sent to the Scrutinizer by email through its registered email address to csumanbijarnia@gmail.com with a copy marked to evoting@kfintech.com.
5. Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015, the information about the Directors proposed to be appointed /re- appointed is given in the **Annexure -1** to the notice.
6. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed hereto.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from September 19, 2020 to September 25, 2020.
8. Members holding shares in physical form are requested to avail the demat facility in order to ensure timely and efficient delivery of corporate actions and announcements. Further the Members holding shares in physical form are also requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents of the Company namely M/s. KFin Technologies Private Limited (hereinafter referred to as “**KFintech**”) having its Office at Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032 quoting their folio Numbers.
9. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank account details, ECS mandates, nominations, power of attorney, change of address/ name etc. to their depository participant only and not to the Company or its Registrar and Transfer Agent. The said nominations will be automatically reflected in the Company’s records.
10. Non-Resident Indian Members are requested to inform KFintech, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / KFintech.

13. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following: evoting@kfintech.com
15. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report for the year ending 31st March 2020 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.
16. Members may also note that the Notice of the 24th AGM and the Annual Report for FY 2019-20 will also be available on the Company’s website www.tanla.com/investors.html, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Private Limited i.e www.evoting.kfintech.com. For any communication, the shareholders may also send requests to the Company’s email id: investorhelp@tanla.com.
17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
18. Since the AGM is being held through VC/OAVM, the Route Map is not annexed in this Notice.
19. The Members can join the AGM, 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
20. Up to 1000 members will be able to join on a FIFO basis to the AGM.
21. There will be no restrictions on account of FIFO entry into AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
22. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is pleased to provide its members, facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by KFin Technologies Private Limited. The procedure for participating in the e-voting is given below:

Instructions for the members attending the AGM through VC/OAVM.

1. Member will be provided with a facility to attend the AGM through video conferencing platform provided by M/s. KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and **click on the “video conference”** and access the shareholders/members login by using the remote e-voting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. **AGM Questions prior to AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only if the shareholder continues to hold the shares as of cut-off date benpose. The facility to post questions shall commence on September 24, 2020 at 9.00 AM and will close on September 24, 2020 at 5.00 PM.
7. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM conference.
8. **Speaker Registration during AGM session:** In case of decision to allow the Q&A session in the meeting, members may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on September 22, 2020 at 9.00 AM and will close on September 24, 2020 at 5.00 PM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

Instructions for the members for e-voting during the AGM session:

1. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

Procedure for remote e-voting through electronic means:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.

- vii. On successful login, the system will prompt you to select the EVENT i.e. Tanla Solutions Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at cssumanbijarnia@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL_EVENT No.'
- xii. Members can cast their vote online from September 22, 2020 (9.00 a.m.) till September 24, 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).

Other Instructions:

- i. Members can also update their mobile number and e-mail id in their user profile details of the folio which may be used for sending future communication(s).
- ii. Any person, who becomes a member of the Company after sending of the notice of the meeting and holding shares as on the cut-off date i.e. September 18, 2020 may write to e-voting@karvy.com or to the company at investorhlep@tanla.com requesting for User ID and password. On receipt of User ID and password the steps from (i) to (xiii) mentioned above should be followed for casting their vote, if the member is already registered with Karvy e-voting platform then he/she can use his/her existing User ID and password for casting the vote through remote e-voting.
- iii. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date September 18, 2020.
- iv. The Board of Directors has appointed Ms. Suman Bijarnia, Practicing Company Secretary (Certificate of Practice Number 19013) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- vi. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolution(s).
- vii. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.tanla.com and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with section 110 of the Companies Act, 2013

Item No. 3:

The members of the Company may kindly be informed that, the Board of Directors of the Company at their meeting held on August 12, 2020 has decided to change the name of the Company from Tanla Solutions Limited to Tanla Platforms Limited.

The Board is of the opinion that the new name of the Company i.e. Tanla Platforms Limited reflects the major source of revenue of the Company i.e through Platform.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company accordingly commends the special resolution as set out in Item No. 3 of this Notice for your approval.

Item No. 4:

The shareholders had approved the re-appointment of Mr. Uday Kumar Reddy as Chairman and Managing Director of the Company along with the remuneration and other terms and conditions of re-appointment for a period of 5 (Five) years, with effect from October 1, 2019 at the 23rd Annual General Meeting of the Company held on September 30, 2019.

Statement required under Part II of Section II of Schedule V to the Companies Act 2013 was provided under Explanatory Statement to the Notice of the 23rd Annual General Meeting.

Considering Mr. Uday Kumar Reddy's persistent endeavour in strengthening the operations, his insights in developing and implementing business strategies, managing the Company's overall operations and resources, it is now proposed that he is appointed as Chief Executive Officer and that his designation be changed from Chairman and Managing Director to Chairman, Whole-time Director and Chief Executive Officer of the Company and be designated as 'Executive Chairman & Chief Executive Officer'.

With the recommendation of the Nomination and Remuneration Committee the Board of Directors, at its meeting held on September 01, 2020, approved the change in designation of Mr. Uday Kumar Reddy to Executive Chairman & Chief Executive Officer of the Company with effect from September 01, 2020 for the remaining period of his tenure of five years originally commencing from October 01, 2019, subject to the approval of the shareholders.

Except Mr. D Uday Kumar Reddy and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Mr. Rahul Khanna (DIN:07997083) was appointed as an Additional Director under the category of Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from July 17, 2020. He holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the association of Mr. Rahul Khanna would be beneficial to the Company.

Accordingly, it is proposed to appoint Mr. Rahul Khanna as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Mr. Rahul Khanna is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as an Independent Director.

The Company has also received declaration from Mr. Rahul Khanna that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Rahul Khanna fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Additional information of Mr. Rahul Khanna whose appointment as Independent Directors is proposed at Item No. 5, is provided in the "**Annexure I**" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Rahul Khanna and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

Mr. Deepak Satyaprakash Goyal (DIN:01755263) was appointed as an Additional Director under the category of Executive Director as per the provisions of Section 196, 197 read with Schedule V and rules issued thereunder and such other applicable provisions, if any, of the Companies Act 2013 and SEBI (Listing Regulations) 2015, on the Board of the Company with effect from July 17, 2020. He holds office as an Executive Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the association of Mr. Deepak Satyaprakash Goyal would be beneficial to the Company.

Mr. Deepak Satyaprakash Goyal will not draw any remuneration from the Company, however he draws remuneration from Karix Mobile Private Limited (formerly known as Tanla Corporation Private Limited) a whollyowned subsidiary of Tanla Solutions Limited as an Executive Director.

Accordingly, it is proposed to appoint Mr. Deepak Satyaprakash Goyal as an Executive Director and shall be designated as Chief Business Officer of the Company to hold office for period of 5 (five) consecutive years on the Board of the Company.

Additional information of Mr. Deepak Satyaprakash Goyal whose appointment as Executive Directors is proposed at Item No. 6, is provided in the "**Annexure I**" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Deepak Satyaprakash Goyal and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7:

As per Regulation 17 (6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a listed entity is required to obtain the approval of members of the Company every year by way of Special Resolution for payment of remuneration to a single Non-Executive Director exceeding 50% of the total remuneration payable to all Non-Executive Directors of the Company.

Further, as per the provision of Section 188 (1) (f) of the Companies Act, 2013 and rules issued thereunder, consent of the members of the Company by way of a resolution is required to be obtained, where a Director or relative of a Director is appointed to an office or a place of profit under the Company or a subsidiary of the Company.

At present, Company is availing the professional services from Mr. Sanjay Kapoor through his Consulting firm M/s. Z-Axis Management Consultants & Strategic Advisors LLP. The Company is paying remuneration by way of consultancy fees for availing the professional services as per the terms and conditions executed between the Company and M/s. Z-Axis Management Consultants & Strategic Advisors LLP. The details of the material terms of the Contract are as follows:

| S No. | Particulars | Remarks |
|-------|--|--|
| 1 | Nature and material terms/Particulars of the contract or arrangement | Partnership of Digital Projects and Brand building and networking. |
| 2 | Maximum value of transactions | Monthly fixed remuneration of Rs. 18 lakhs and variable remuneration not exceeding Rs. 5 crores for a period of every 12 months. The fixed and variable remuneration mentioned above are excluding applicable taxes. |
| 3 | Name of the related party | Z-Axis Management Consultants & Strategic Advisors LLP |
| 4 | Relationship | LLP in which the Director of the Company is a Designated Partner/Partner. |

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors concurs that taking into consideration the contribution and expertise of Mr. Sanjay Kapoor, it is desirable to avail the services and remunerate by way of paying consultancy fees as mentioned in the resolution set out at Item no. 7 of the notice.

Except Mr. Sanjay Kapoor and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Date: September 01, 2020
Place: Hyderabad

For and on behalf of the Board of
Tanla Solutions Limited

Registered Office:

Tanla Solutions Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad - 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

Sd/-
Seshanuradha Chava
General Counsel & Chief Regulatory Officer
M. No. - A15519

Annexure-1
Additional Information

(Details of the Directors proposed to be appointed/ re-appointed pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial Standards on General meetings).

| Particulars | Dr. A. G. Ravindranath Reddy | Mr. Rahul Khanna | Mr. Deepak Satyaprakash Goyal |
|--|--|---|---|
| Date of Birth. | 18-06-1957 | 18-12-1974 | 31-10-1971 |
| Date of appointment on the Board. | 29-01-2014 | 17-07-2020 | 17-07-2020 |
| Qualification, Experience & Expertise. | <p>A. G. Ravindranath Reddy is a Fellow Company Secretary, a Postgraduate in Commerce and a Graduate in Law. Dr. AGR is a Corporate Consultant for the past 28 years, specialising in corporate laws, economic laws, foreign exchange laws, corporate restructuring, etc.</p> <p>Dr. AGR specialises in legal and court proceedings, handling public issues, coordinating amalgamation proceedings, advising on BIFR matters, negotiating and drafting various agreements (joint venture agreements, agreement of sale, sale deed, construction agreement, shareholders agreements, etc.) and implementation and compliance of corporate governance.</p> | <p>Mr. Rahul Khanna has 19 years of experience investing in global Publicly Listed Companies.</p> <p>He is Chief Investment Officer at Habrok Capital Management LLP, which he joined in 2005, and is responsible for managing the Habrok Fund. Before Habrok, Rahul worked at Fidelity International in Europe, and Aditya Birla Sunlife Asset Management in India. He holds an MBA from London Business School.</p> | <p>Mr. Deepak Satyaprakash Goyal comes with an experience of more than 25 years in scaling, diversifying, and transforming businesses of different size and scale across the IT and Telecom domain.</p> <p>Mr. Goyal joined Karix Mobile Private Limited (previously known as Air2Web) in 2006 as Vice President - Sales and became COO in the year 2013. He has been instrumental in driving revenue growth and establishing Karix as the market leader in India.</p> <p>Earlier Mr. Goyal worked in General Management roles with companies like Tulip Telecom, Free Markets Inc. and Wyse Technology. Mr Goyal is a Computer Science Engineer from Amravati University. He has also completed MBA in Marketing from Fore School of Management in 1997.</p> |
| Directorship in other Companies. | <ol style="list-style-type: none"> 1. E To E Transportation Infrastructure Private Limited 2. Ramky Infrastructure Limited 3. Rockwell Industries Limited 4. Karix Mobile Private Limited (Formerly known as Tanla Corporation Private Limited) 5. Vijayanagar Sugar Private Limited | <ol style="list-style-type: none"> 1. HCMR India Private Limited 2. Habrok India Advisors Private Limited | <ol style="list-style-type: none"> 1. Karix Mobile Private Limited (Formerly known as Tanla Corporation Private Limited) |
| Number of Shares held in the Company. | 3000 | Nil | 37,24,261 |
| Disclosure of Inter-se relationship between Directors and KMP's. | No inter-se relationship between Directors and KMP's | No inter-se relationship between Directors and KMP's | No inter-se relationship between Directors and KMP's |

| | | | |
|---|-----|-----|-----|
| Membership of Committees in other Companies. | 3 | Nil | Nil |
| Chairmanships of Committees in other Companies. | Nil | Nil | Nil |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person. | Nil | Nil | Nil |
| Number of Board meetings attended during the year. | 11 | NA | NA |