

**TANLA SOLUTIONS LIMITED**  
**CIN : L72200AP1995PLC021262**

**Registered Office : Tanla Technology Centre, Hi-Tech City Road, Madhapur, Hyderabad - 500081**

**PROXY FORM**  
**Form MGT-11**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): \_\_\_\_\_ No.of Shares: \_\_\_\_\_  
 Folio No./Client ID: \_\_\_\_\_ DP ID: \_\_\_\_\_

I / We being the holder of .....shares of Tanla Solutions Limited, hereby appoint:

1) Mr/Ms .....having email id..... or failing him

2) Mr/Ms.....having email id..... and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **18TH ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, September 30, 2014 at 11.30 a.m. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitech City, Madhapur, Hyderabad - 500081 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Subject Matter of the Resolution	No.of Shares held by me	For	Against
1	Adoption of Annual Accounts and Reports thereon for the year ended 31st March 2014.			
2	Re-appointment of Mr. Gautam Sabharwal who retires by rotation			
3	Appointment of M/s Ramasamy Koteswara Rao & Co., Chartered Accountants as the Statutory Auditors			
4	Remuneration payable to Mr. D. Uday Kumar Reddy, Chairman & Managing Director			
5	Appointment of Dr. A.G.Ravindranath Reddy as Independent Director			
6	Appointment of Padmabhushan Ram Narain Agarwal as Independent Director			
7	Alteration of Article No.106 of the Articles of Association			
8	Alteration of Article No.119 of the Articles of Association			

Signed this .....day of September, 2014

.....  
 Signature of first proxy holder

.....  
 Signature of second proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

2. A Proxy need not be a member of the Company.

Affix 1  
 Revenue  
 Stamp

Signature of shareholder  
 Across Revenue Stamp