

# Tanla Solutions Limited

CIN: L72200TG1995PLC021262

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

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## FORM NO. MGT- 11 PROXY FORM

[Pursuant to the provisions of 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:

Registered Address: E-mail ID:

Folio No./Client ID: DP ID:

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

1. Mr./Ms..... having e-mail ID ..... or failing him
2. Mr./Ms..... having e-mail ID ..... or failing him
3. Mr./Ms..... having e-mail ID ..... and

as my/our proxy to attend and vote (on a poll/e-voting) either for or against each resolution for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 11.30 a.m. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad – 500 081, any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Subject Matter of the Resolution	For	Against
1	Adoption of Annual Accounts and Reports thereon for the year ended March 31, 2019		
2	To declare final dividend of 35% on the equity shares for the financial year 2018-19		
3	Re-appointment of Mr. D. Uday Kumar Reddy who retires by rotation		
4	To appoint the Statutory Auditors		
5	To re-appoint Mr. D. Uday Kumar Reddy (DIN: 00003382) as Chairman & Managing Director of the Company and to fix his remuneration		
6	To appoint Ms. Amrita Gangotra (DIN: 08333492) as an Independent Director of the Company		
7	To appoint Dr. A. G. Ravindranath Reddy (DIN: 01729114) as a Director of the Company		
8	To appoint Mr. Rohit Bhasin (DIN: 02478962) as Independent Director of the Company		
9	To appoint Mr. Sanjay Baweja (DIN: 00232126) as Independent Director of the Company		
10	To appoint Mr. Sanjay Kapoor (DIN: 1973450) as a Director of the Company		
11	To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director, under Section 188(f) of the Companies Act, 2013 read with rule 15 (meeting of Board and its powers) rules, 2014 and Regulation 17 of SEBI (LODR), 2015		
12	**Issue of Equity Shares on a preferential basis to Mr. Kishore Annapureddy and Ms. Nishitha Nagireddy		

\*\*This particular agenda was approved in the Board meeting held on September 5, 2019, however the same forms part of this Notice as it was approved before the dispatch of Notice of the 23<sup>rd</sup> Annual General Meeting.

Signed this .....day of .....2019.

\_\_\_\_\_  
Signatures of the member(s)

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Affix a  
₹ 1/-  
Revenue  
Stamp

Notes:

- a) Proxy need not be a member of the Company.
- b) The Proxy Form in order to be effective shall be duly filled in and signed by the member(s) across revenue Stamp and should reach the Company's Registered Office: Tanla Solutions Limited, Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad - 500 081 at least 48 hours before the commencement of the Annual General Meeting (i.e. on Saturday, September 28, 2019 before 11:30 a.m.).
- c) Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- d) It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.