

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Tanla Solutions Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	D Uday Kumar Reddy	00003382	C & ED	CEO-MD	14-Jan-2015		52	1	2	0	AC,SC	
Mr.	Ram Narain Agarwal	00003498	ID		30-Sep-2014		55	1	2	0	AC,SC,NRC	
Mr.	A.G.Ravindranath Reddy	01729114	ID		28-Sep-2018		7	2	1	2	AC,SC,NRC	
Ms.	N Kalpana Reddy	07328517	ID		28-Sep-2018		7	3	3	0	AC,NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	A.G.Ravindranath Reddy	ID	Chairperson	31-Oct-2017	
2	D Uday Kumar Reddy	C & ED	Member	31-Oct-2017	
3	Ram Narain Agarwal	ID	Member	31-Oct-2017	
4	N Kalpana Reddy	ID	Member	31-Oct-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	A.G.Ravindranath Reddy	ID	Chairperson	31-Oct-2017	
2	D Uday Kumar Reddy	C & ED	Member	30-Oct-2015	
3	Ram Narain Agarwal	ID	Member	31-Oct-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	A.G.Ravindranath Reddy	ID	Chairperson	18-May-2018	
2	Ram Narain Agarwal	ID	Member	18-May-2018	
3	N Kalpana Reddy	ID	Member	30-Oct-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
01-Nov-2018	23-Jan-2019
	07-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	82

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	01-Nov-2018	23-Jan-2019	3	Yes
Nomination & Remuneration Committee	01-Nov-2018	07-Mar-2019	2	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	82

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : Seshanuradha Chava
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.tanla.com
Terms and conditions of appointment of	Yes		www.tanla.com
Composition of various committees of	Yes		www.tanla.com
Code of conduct of board of directors and	Yes		www.tanla.com
Details of establishment of vigil mechanism/	Yes		www.tanla.com
Criteria of making payments to non-	Yes		www.tanla.com
Policy on dealing with related party	Yes		www.tanla.com
Policy for determining 'material' subsidiaries	Yes		www.tanla.com
Details of familiarization programs imparted	Yes		www.tanla.com
Contact information of the designated officials of the listed	Yes		www.tanla.com
email address for grievance redressal and	Yes		www.tanla.com
Financial results	Yes		www.tanla.com
Shareholding pattern	Yes		www.tanla.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Yes		www.tanla.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	

<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Seshanuradha Chava**
Designation : **Company Secretary & Compliance Officer**