

Quarterly Compliance Report on Corporate Governance as per Clause 49 of the Listing Agreement

Name of the Company: TANLA SOLUTIONS LIMITED

Quarter ending on: June 30, 2013

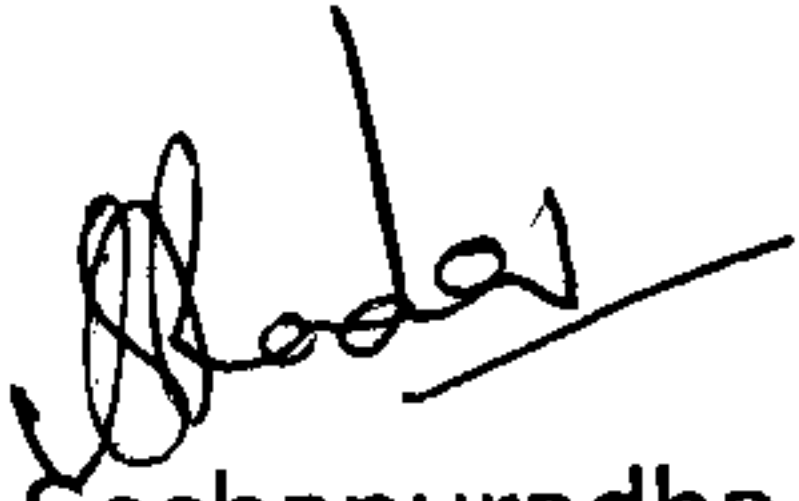
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	491		
(A) Composition of Board	49 (IA)	NO	Mr. Abhishek Khaitan, Independent Director resigned from the Board w.e.f. May 21, 2013
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	....
(C) Other provisions as to Board and Committees	49 (IC)	YES	....
(D) Code of Conduct	49 (ID)	YES	....
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	....
(B) Meeting of Audit Committee	49 (IIB)	YES	....
(C) Powers of Audit Committee	49 (IIC)	YES	....
(D) Role of Audit Committee	49 II(D)	YES	....
(E) Review of Information by Audit Committee	49 (IIE)	YES	....
III. Subsidiary Companies	49 (III)	N.A	....
IV. Disclosures	49 (IV)		....
(A) Basis of related party transactions	49 (IV A)	YES	Will be disclosed in the next Annual Report
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Going Concern Basis. No change in the Accounting Policy
(C) Board Disclosures	49 (IV C)	YES	....
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	....
(E) Remuneration of Directors	49 (IV E)	NA	Will be disclosed in the next Annual Report

(F) Management	49 (IV F)	NA	Will be disclosed in next Annual Report
(G) Shareholders	49 (IV G)	YES	
V. CEO/CFO Certification	49 (V)	YES	....
VI. Report on Corporate Governance	49 (VI)	YES	Will be disclosed in the next Annual Report
VII. Compliance	49 (VII)	YES	Will be disclosed in the next Annual Report

Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Tanla Solutions Limited


 CS Seshanuradha Chava
 AGM – Legal & Secretarial

