

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



Name of the Company: **TANLA SOLUTIONS LIMITED**
 Quarter ended on: **June 30, 2015**

| Particulars | Clause | Compliance Status | Remarks |
|---|-------------|-------------------|---|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | NO | The Company is yet to appoint a Woman Director |
| (B) Independent Directors | 49 (IIB) | YES | |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | YES | Will be disclosed in the corresponding Annual Report |
| (D) Other provisions as to Board and Committees | 49 (IID) | YES | |
| (E) Code of Conduct | 49 (IIE) | YES | |
| (F) Whistle Blower Policy | 49 (IIF) | YES | Will be disclosed in the corresponding Annual Report |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | YES | |
| (B) Meeting of Audit Committee | 49 (IIIB) | YES | |
| (C) Powers of Audit Committee | 49 (IIIC) | YES | Will be disclosed in the corresponding Annual Report |
| (D) Role of Audit Committee | 49 (IIID) | YES | Will be disclosed in the corresponding Annual Report |
| (E) Review of Information by Audit Committee | 49 (IIIE) | YES | |
| IV. Nomination and Remuneration Committee | 49 (IV) | YES | |
| V. Subsidiary Companies | 49 (V) | YES | There are no material non-listed Indian subsidiary company |
| VI. Risk Management | 49 (VI) | YES | Will be disclosed in the corresponding Annual Report |
| VII. Related Party Transactions | 49 (VII) | YES | Will be disclosed in the corresponding Annual Report |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | YES | Will be disclosed in the corresponding Annual Report |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | YES | Going Concern Basis. No change in the Accounting Policy |
| (C) Remuneration of Directors | 49 (VIII C) | YES | Will be disclosed in the corresponding Annual Report |
| (D) Management | 49 (VIII D) | YES | The detailed Management Discussion & Analysis will form part of corresponding Annual Report |
| (E) Shareholders | 49 (VIII E) | YES | Will be disclosed in the corresponding Annual Report |
| (F) Proceeds from public issues, rights issue, preferential issues, etc., | 49 (VIII I) | N.A. | |
| IX. CEO/CFO Certification | 49 (IX) | YES | |
| X. Report on Corporate Governance | 49 (X) | YES | Will be disclosed in the corresponding Annual Report |
| XI. Compliance | 49 (XI) | YES | Will be disclosed in the corresponding Annual Report |

For Tanla Solutions Limited

Seshanuradha Chava
 AVP – Legal & Secretarial

