

TANLA SOLUTIONS LIMITED

CIN: L72200TG1995PLC021262

TANLA TECHNOLOGY CENTRE, HITECH CITY ROAD, MADHAPUR, HYDERABAD - 500081

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NOTICE TO THE SHAREHOLDERS

Notice, is hereby given that, an EXTRAORDINARY GENERAL MEETING of the Shareholders Tanla Solutions Limited (Company), will be held at 10.00 am, on Monday, 17th September 2018, at Kaveri Ballroom, Trident, Near Cyber Towers, Madhapur, Hyderabad, Telangana 500081, to transact the following business:

1. Increase in authorized share capital of the Company:

To consider, and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the authorized share capital of the Company be increased from the existing ₹ 12,00,00,000 (Rupees twelve crore only) divided into 12,00,00,000 equity Shares of ₹ 1 each to ₹ 20,00,00,000 (Rupees twenty crore only) divided into 20,00,00,000 equity Shares of ₹ 1 each by] creation of an additional 8,00,00,000 equity Shares of ₹ 1 each.

RESOLVED FURTHER THAT, the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V for the existing Clause V thereof:

Clause V. “The authorized share capital of the Company is ₹ 20,00,00,000 (Rupees twenty crore only) divided into 20,00,00,000 (twenty crore) equity shares of ₹ 1 (Rupee one only).”

RESOLVED FURTHER THAT, Mr. D. Uday Kumar Reddy, Chairman & Managing Director and/or Company Secretary of the Company, be and are hereby severally authorized to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution.”

2. To consider and approve issue of Share Warrants to the Promoters:

To consider, and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to Section 62, read with Section 42, and other applicable provisions of the Companies Act, 2013, if any, and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the “Act”) and in

accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred to as the “ICDR Regulations”), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to create, offer, issue and allot 79,50,858 (Seventy Nine Lakhs Fifty Thousand Eight Hundred and Fifty Eight) Warrants, at such price as may be arrived at in accordance with the ICDR Regulations (“Issue Price”), to be convertible at the option of Warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equivalent number of fully paid up Equity Share of the Company of face value of ₹ 1 (Rupee One) each, ranking in all respects pari- passu with the existing equity shares of the Company, to Promoters at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 (Exercise Price), on preferential allotment basis to the Promoters in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”:



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“RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

A. The proposed allottees of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the exercise price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2009.

B. The balance 75% of the exercise price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof.

C. The proposed allottees of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of ₹ 1 (Rupee One) each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment thereof, in one or more tranches.

D. Warrants and/or the equity shares to be allotted upon conversion shall be under lock in for such periods as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

E. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

“RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the Share Warrants being allotted to the Proposed Allottees, on a preferential basis, is 14.08.2018, being the date, which is 30 (Thirty) days prior to the date of this Extra-Ordinary General Meeting.”

“RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants and listing of the Equity Shares issued on conversion of said warrants with the stock exchange(s), and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT the Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

3. Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius. (“GSO”)

To consider, and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the “SEBI (ICDR) Regulations”) to the extent applicable and approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the “Stock Exchanges”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of the Agreement executed by the Company in relation to the acquisition of 100% of the equity shares (“Sale Shares”) of Karix Mobile Private Limited (“Karix”)



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from its shareholders (“Sellers”), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, up to 2,19,99,824 (Two Crore Nineteen Lakh Ninety Nine Thousand Eight Hundred and Twenty Four) equity shares (“Equity Shares”) of face value of ₹ 1 (Rupee one only) each at a price of ₹ 56.79 (Rupees Fifty Six point Seven Nine only) each (including premium of ₹ 55.79) (Rupees Fifty Five point Seven Nine only) per equity shares for consideration other than cash (being discharge of part of purchase consideration for the Acquisition Transaction) in context of issue and allotment of equity shares of the Company aggregating to ₹ 124,93,70,005 (Rupees One Hundred Twenty- Four Crores Ninety-Three Lakhs Seventy Thousand and Five only) under Non-Promoter Category by way of preferential allotment of equity shares to Banyan Investments Limited (“GSO”) as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder.”

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to GSO by way of a preferential issue or allotment shall inter-alia be subject to the following:

- (i) The equity shares shall be issued and allotted by the Company to GSO in de-materialized form within period of 15(fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- (ii) The equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Tuesday, August 14, 2018, being 30 days prior to the date of this Extra Ordinary General Meeting (iv) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;
- (v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (vi) The equity shares so offered, issued and allotted to GSO (being the Sellers), are being issued for consideration other than cash, being discharge of part of the purchase consideration for acquisition of the Sale Shares pursuant to the Acquisition Transaction from the

Sellers, and the transfer of Sale Shares to the Company will constitute full consideration for the equity shares to be issued by the Company to GSO pursuant to this resolution; and

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and consequent proportionate change (subject to rounding off adjustments) to the number of equity shares to be allotted to GSO, finalizing the terms of definitive agreements and other related agreements/documents to be executed and amendments thereto, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and is authorised to prepare, execute and enter into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”



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4. Approval of Tanla Employee Stock Purchase Scheme 2018:

To consider and, if thought fit, to pass, the following resolution, with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the “Tanla Employee Stock Purchase Scheme 2018” (“ESPS 2018”/“Scheme”) and to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred in this resolution and under Regulation 5 of the SEBI SBEB Regulations) to create, issue, offer and allot from time to time up to 80,00,000 (Eighty Lakh) fully paid-up equity shares in the Company in aggregate of face value of ₹ 1 each, to or for the benefit of such person(s), whether working in India or out of India, who are in permanent employment of the Company and its Subsidiary Company(ies) (other than Promoters of the Company and Independent Directors), as may be decided solely by the Board under the Scheme, on such terms and conditions, as may be determined in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations.”

“RESOLVED FURTHER THAT the Board for this purpose be and is hereby authorised to issue and allot equity shares from time to time in accordance with the ESPS 2018 and to the extent permitted under SEBI SBEB Regulations.”

“RESOLVED FURTHER THAT the equity shares issued and allotted, if any, as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as sub division, consolidation of shares, rights issues, bonus issues, and others, if there is any change in the total number of paid-up Equity Shares, then the above ceiling of equity shares and the price of acquisition payable by the employee shall be deemed to be increased or decreased in line with such change in total paid up equity shares and/or face value thereof.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESPS 2018.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the share allotted under the ESPS 2018 on the Stock Exchanges, where the shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESPS 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESPS 2018 and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESPS 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/ Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

5. Approval of allotment of Shares to the Employees of the Subsidiary Company(ies) of the Company under ESPS 2018:

To consider and if thought fit, to pass, the following resolution ,with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, , the provisions of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the



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CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred in this resolution and under Regulation 5 of the SEBI SBEB Regulations) to the offer and allot from time to time, in one or more tranches of such number of fully paid-up equity shares in the Company of face value of ₹ 1 each under 'Tanla Employee Stock Purchase Scheme 2018' ("ESPS 2018"/ "Scheme") within the limit prescribed therein, to or for the benefit of the permanent employees (other than Promoter(s) and Independent Directors), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India, as may be decided solely by the Board, on such terms and conditions, as may be determined in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations."

6. Alteration of Articles of Association

To consider and if thought fit, to pass, the following resolution, with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 and all other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder as may be amended from time to time, and in terms of provisions of the memorandum of association and articles of association of the Company, consent of the members of the Company be and is hereby accorded to amend the Articles of Association by inserting the following new Article no. 160 and Article no. 161 after Article no. 159(3)

Article 160: Banyan Investments Limited shall at all times have the right ("Pre-Emptive Right") to participate in any further issuance to any Person by the Company of equity shares or securities that are optionally or compulsorily convertible into equity shares of the

Company, including warrants ("Equity Linked Instruments") (for the avoidance of doubt, it is clarified that the Pre-Emptive Right shall not extend to, and the Equity Linked Instruments shall not include any securities and/ or warrants that have been issued by the Company prior to shareholders' approval as on September 17th 2018. Banyan Investments Limited shall have the right to assign this Pre-Emptive Right to GSO Capital Partners LP or its Affiliates. Pursuant to such Pre-Emptive Right, Banyan Investments Limited will have the right to subscribe to such number of equity shares or Equity Linked Instruments of the Company which will ensure that after the issuance of equity shares or Equity Linked Instruments to such Person and a subsequent issue of equity shares or Equity Linked Instruments to Banyan Investments Limited, the proportion of shareholding held by Banyan Investments Limited in the Company remains the same as the shareholding proportion held by Banyan Investments Limited, in the Company immediately prior to such issuance.

For the above purpose, the equity shareholding of Banyan Investments Limited in the Company shall be construed on a fully diluted basis (i.e., assuming full conversion of the Equity Linked Instruments in accordance with their terms). Any issuance of Equity Linked Instruments or equity shares without offering the Pre-Emptive Right to Banyan Investments Limited as above shall be void-ab-initio. such issuance of Equity Linked Instruments and/or Equity Shares shall be in compliance with applicable law.

Article 161: Any amendment to the Articles of Association of the Company relating to such Pre-Emptive Right as defined in Article 160 shall require prior consent of the Banyan Investments Limited or its assign, and shall immediately thereafter, deliver the revised Articles of Association to Banyan Investments Limited **RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, and to take all steps and give such directions as may be necessary and as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, and as may be required by the Registrar of Companies and / or any statutory/regulatory authority or may authorize the officials of the company to give effect to the foregoing resolution."

August 24, 2018
Hyderabad

Registered Office:
Tanla Solutions Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

for Tanla Solutions Limited
Sd/-
Seshanuradha Chava
Company Secretary & VP – Legal & Secretarial



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NOTES:

1.A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.

2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("Act") in respect of the business to be transacted as per notice, is annexed hereto.

4. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Transfer Agent i.e. M/s Karvy Computershare Private Limited ("Karvy"), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.

7. The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Registrar and Transfer Agent by writing to Karvy Computershare Private Limited, (Unit: Tanla Solutions Limited), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or through e-mail at einward.ris@karvy.com.

8. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the EGM is also available on the Company's website, www.tanla.com. The physical copy(ies) of the Notice will also be available at the Company's registered office for inspection during normal

business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investorhelp@tanla.com or may write to the Company at Tanla Solutions Limited, Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, Telangana, India, for the attention of Ms. Seshanuradha Chava, Company Secretary of the Company.

9. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Karvy.

10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and/or Corporate Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days (Monday to Friday), up to and including the date of the EGM of the Company.

11. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on the resolution set forth in this notice. In this regard, the Company has agreement with KARVY COMPUTERSHARE PRIVATE LIMITED for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional.

12. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the EGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the EGM. However, the members who have casted their votes by remote e-voting prior to the date of the EGM may also attend the meeting but shall not be entitled to cast their vote again.

13. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through polling paper will not be considered.



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14. For the immediate reference, route map for reaching the venue of the EGM is attached.

The instructions for e-voting are as under:

I. A. In case a Member receives an email from Karvy [for Members

(ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User ID	For Members holding shares in Demat Form: a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits beneficiary ID For Members holding shares in Physical Form: • Event Number followed by Folio Number registered with the company.
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is provided in the enclosed Notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

(iii) After entering these details appropriately, click on “LOGIN”

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the EVENT i.e. Tanla Solutions Limited.

(vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.

(viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

(ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(x) You may then cast your vote by selecting an appropriate option and click on “Submit”.

(xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to

whose email IDs are registered with the Company/ Depository Participant(s):

(i) Launch internet browser by typing the URL: <https://evoting.karvy.com>

modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: cssumanbijarnia@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case a Member receives physical copy of the EGM Notice by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:

(i) User ID and initial password as provided in the enclosed attendance slip

(ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

II. Other Instructions

(i) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 07, 2018 (hereinafter called as “Cut-off Date”). A person who is not a Member as on the cut-off date should treat this Notice for information only.

(ii) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the Cut-off Date, i.e. Friday, September 07, 2018 only shall be entitled to avail the facility of remote e-voting / voting at the EGM.



Notice of the Extra-Ordinary General Meeting

(iii) Any person, who acquires shares and become Member of the Company after the dispatch of the Notice and holds shares as on the Cut-off Date may obtain the login ID and password by sending an e-mail request to evoting@karvy.com or calling Karvy's toll free number 1800 345 400.

(iv) The remote e-voting period commences on Friday, September 14, 2018 (9.00 a.m. IST) and ends on Sunday, September 16, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off Date, may cast their vote electronically. The e-voting module shall be forthwith blocked by Karvy for voting thereafter. Once the vote on a resolution is casted by the Member, he shall not be allowed to change it subsequently.

(v) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Venkata Kishore of Karvy Computershare Private Limited at 040-67161585 or at 1800 345 4001 (toll free).

(vi) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date.

(vii) The Board of Directors has appointed Ms. Suman Bijarnia, Practising Company Secretary (Membership No. A52056) as a Scrutiniz-

August 24, 2018
Hyderabad

Registered Office:
Tanla Solutions Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts

Item No. 1:

The Company proposes to increase the Authorized Share Capital to be able to infuse further equity capital into the Company, thus the authorized share capital of ₹ 12,00,00,000 (Rupees twelve crore only) divided into 12,00,00,000 equity Shares of ₹ 1 each to is being increased to ₹ 20,00,00,000 (Rupees twenty crore only) divided into 20,00,00,000 equity Shares of ₹ 1 each by creation of an additional 8,00,00,000 equity Shares of ₹ 1 each.

Under Section 61 of the Companies Act, 2013, the approval of the members is required to increase the authorised share capital of the Company. The increase in the authorised share capital of the Company also requires relevant amendments to be made to the Memo-

er to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes casted at the EGM by ballot paper and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company.

Thereafter, the Scrutinizer shall within 48 (forty-eight) hours from the conclusion of the EGM make a Consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman of the meeting or any person authorized by him in writing. The Results on the resolution set forth in notice shall be declared after the submission of Consolidated Scrutinizer's Report, either by Chairman of the Company or by any person authorized by him in writing, who shall countersign the same and the resolution shall be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution.

(viii) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.tanla.com) and on Karvy's website (<https://evoting.karvy.com>) after passing of the resolution and communication of the same to BSE Limited and National Stock Exchange of India Limited, where securities of the Company are listed.

for Tanla Solutions Limited
Sd/-
Seshanuradha Chava
Company Secretary & VP – Legal & Secretarial

randum of Association of the Company, which requires approval of the members of the Company by way of a Special resolution.

Copies of the Memorandum of Association of the Company and the Register of Directors, including their shareholding are available for inspection at the Registered Office of the Company on any working day (from Monday to Friday) during the working hours (9:00 AM to 6.30 PM) of the Company, up to the date of the Extra Ordinary General Meeting.

The Board recommends passing of the resolutions set out in Item No.1 in the Notice convening the meeting. None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise in the resolution.



Notice of the Extra-Ordinary General Meeting

Item No. 2:

The Company executed a definitive Share Purchase Agreement on August 20th, 2018, to acquire 100% shares of Karix, from its shareholder Banyan Investments Limited Mauritius, (BIL), for a purchase consideration of ₹ 340 Crores. The Purchase consideration will be discharged partly in cash and partly by swap of shares, i.e. issue of Tanla shares to Banyan Investments Limited. In order to retain the pre-issue shareholding, the Promoters have to subscribe to 79,50,858 (Seventy- Nine Lakhs Fifty Thousand Eight Hundred and Fifty- Eight) number of equity shares. In the Board Meeting held on August 24, 2018, the Board approved, subject to approval of shareholders, the decision to make preferential allotment of 79,50,858 (Seventy Nine Lakhs Fifty Thousand Eight Hundred and Fifty Eight) Warrants of face value of ₹ 1 (Rupee One) each, to the Promoters, at an exercise price as arrived at in accordance with the ICDR Regulations ("Issue Price"), to be convertible at the option of Warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into (1) one number of fully paid up Equity Share of the Company of ₹ 1 (Rupees One) each, per Warrant.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made there under (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The warrant holder has not sold any equity shares during the six months preceding the relevant date. The warrant holder has not subscribed to any warrants of the Company during last one year.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

1. Objects of the issue:

The Company has executed a definitive Share Purchase Agreement to acquire 100% shares of Karix. This purchase price for this acquisition will be settled partly through cash payment (from internal accruals) and partly through swap of shares. The Promoters are being allotted Warrants to enable them to retain the shareholding as on June 30th, 2018.

2. Intention of promoters/directors/ key management persons to subscribe to the offer:

The Promoters have expressed interest to subscribe to the warrants.

3. Relevant Date:

The Relevant Date for the purpose of determining the price of shares

arising out of conversion of Warrants in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is August 14th, 2018 (i.e., 30 days prior to the date of the Extra Ordinary General Meeting, i.e. 17/09/2018).

The Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations, 2009.

4. Pricing of the Issue:

The issue of Warrants and equity shares arising through issuance of Warrants will be at a price not less than higher of following:

a) The average of the weekly high and low of the Volume weighted average price of the Company's Shares quoted on the Stock Exchange during the twenty-six weeks preceding the 'relevant date'. (or)

b) The average of the weekly high and low of the Volume weighted average price of the Company's Shares quoted on a Stock Exchange during the two weeks preceding the 'relevant date'.

The price above is determined on the basis of the quotes available on the National Stock Exchange Limited, wherein the Company shares are traded highest in volume, during the preceding 26 weeks prior to the relevant date.

5. The Company hereby undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 if it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

6. Shareholding Pattern of the Company before and after the issue:

The Shareholding pattern giving the present position as also considering full allotment of Warrants to Promoters and/or Non-Promoter Group and equity shares arising out of the conversion thereof, as per Resolution of the Notice is given below:



Notice of the Extra-Ordinary General Meeting

Name of the Shareholders	Preferential Issue		Preferential Issue	Post-Issue Shareholding	
	No. of Shares held	% of Shares	No. of Share	No. of shares held	% of Shares
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian					
(a) Individuals / HUF	33815763	30.08	7950858	41766621	29.34
(b) Central Govt. / State Govt.	--	--	--	--	--
(c) Bodies Corporate	4419000	3.93	--	4419000	3.10
(d) Financial Institutions / banks	--	--	--	--	--
(e) Any Other (Specify)	--	--	--	--	--
Sub Total (A) (1)	38234763	34.01	7950858	46185621	32.44
(2) Foreign					
(a) Individuals (Non-Residents Individuals/ Foreign Individuals)	--	--	--	--	--
(b) Bodies Corporate	--	--	--	--	--
(c) Institutions	--	--	--	--	--
(d) Any Other (Specify)	--	--	--	--	--
Sub Total(A)(2)	--	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A) (1)+(A)(2)	38234763	34.01	7950858	46185621	32.44
(B) Public shareholding					
(1) Institutions					
(a) Mutual Funds/ UTI	--	--	--	--	--
(b) Financial Institutions/ Banks	197147	0.18	--	197147	0.14
(c) Central Government/ State Government(s)	--	--	--	--	--
(d) Venture Capital Funds	--	--	--	--	--
(e) Insurance Companies	--	--	--	--	--
(f) Foreign Institutional Investors	--	--	--	--	--
(g) Foreign Venture Capital Investors	--	--	--	--	--
(i) Any Others – Foreign Body Corporate	--	--	21999824	21999824	15.45
Sub-Total (B)(1)	197147	0.18	21999824	22196971	15.59
B 2 Non-institutions					
(a) Bodies Corporate	5151604	4.58	--	5151604	3.62
(b) Individuals					
(i) Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	50479334	44.90	--	50479334	35.46
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	14381866	12.79	--	14381866	10.10
(d) Others	3977238	3.54	--	3977238	2.79
Sub-Total (B)(2)	73990042	65.81	--	73990042	51.97
Total Public Shareholding (B)= (B)(1)+(B)(2)	74187189	65.99	--	96187013	67.56
TOTAL (A)+(B)	112421952	100	29950682	142372634	100



Notice of the Extra-Ordinary General Meeting

Presumption: Post Shareholding pattern has been prepared on the assumption the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

7. Proposed time within which the allotment shall be completed:

In terms of Regulation 74(1) of the ICDR Regulations, preferential allotment pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of such resolution provided that where the allotment is pending on account of pendency of any application for approval or permission by any Regulatory Authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

8. The identity of the natural persons, who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue that may be held by them and change in control, if any, in the Company consequent to the preferential issue, is as follows:

Name of the proposed allottee	Category	Pre-issue shareholding		Number of Equity warrants proposed to be allotted	Post-Issue Shareholding after conversion of the Warrants	
D Uday Kumar Reddy	Promoter	194,96,493	17.34%	39,75,429	234,71,922	16.49%
D Tanuja Reddy	Promoter	143,19,270	12.74%	39,75,429	182,94,699	12.85%
Total		3,38,15,763	30.08%	79,50,858	417,66,621	29.34%

Note: (i) Post Shareholding pattern has been prepared on the assumption that the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

(ii) The post issue paid-up capital of the Company is subject to alterations on account of exercise of options granted under existing ESOP Schemes of the Company, if any as well as under any new ESOP / ESPS Schemes and consequently the post-issue shareholding percentage of the Proposed Allottee(s) mentioned above may also stand altered.

9. Auditor's Certificate:

A Certificate from M/s. M.N. Rao & Associates, Chartered Accountants, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be placed on the website of the Company and will be available for inspection at the registered office of the company on all working days, except Saturdays, Sundays and Public Holidays, and until the date of this Extra-Ordinary General Meeting.

10. Conversion of Period:

Warrants holders shall be entitled to apply for the equity shares within specified period of 18 (eighteen) months from the date of allotment.

11. Terms of Payment:

An amount equivalent to 25 (twenty-five) per cent of the issue price shall be payable on subscription to the warrants. The warrants holders shall be entitled to apply for and be allotted, in one or more tranches, one equity share of the face value of ₹ 1 (Rupees One) each of the Company per warrant, any time after the date of allotment of such warrants. Upon exercise of the right to apply for equity shares, the warrant holders will be liable to make the payment of the balance amount, being 75 (Seventy-Five) per cent of the issue price. The amount paid will be adjusted / set off against the

issue price of the resultant equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse, and the amount paid on such warrants shall stand forfeited.

12. Lock-in:

a) Warrants, being allotted to promoter(s), shall be locked in for a period of 1(one) or 3 (three) years and the Equity Shares allotted pursuant to the conversion of these warrants shall be put under fresh lock in for a period of 1 (one) or 3 (three) years from the date of final trading approval granted in respect of such equity shares or such other period as may be prescribed by the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009.

b) Warrants allotted, if any to Non-Promoters shall be locked in for a period of 1 (one) year and the equity shares allotted pursuant to the conversion of these warrants shall be put under fresh lock in for a period of 1 (one) year from the date of trading approval granted in respect of such equity shares or such other period as may be prescribed by the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009.



Notice of the Extra-Ordinary General Meeting

13. Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern. However, there shall not be any change in the management control of the Company.

14. Change in Management/ Control:

The issue of Warrants and their conversion into equivalent number

15. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

Post 31st March, 2018 and up to the date of this Notice, the following preferential allotments have been made:

Date of allotment	No. of Securities allotted	Issue Price	No. of allottee(s)	Type of Security
-- NIL --				

None of the Key Managerial Personnel of the Company or their relatives except to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.

Item no. 3:

The Company, signed a definitive Share Purchase Agreement (SPA) to acquire 35,31,161 equity shares of ₹ 10/ each, of Karix (formerly known as mGage India private limited) and its wholly owned subsidiary from GSO Capital Partners (a Blackstone Company) at an enterprise value of ₹ 340 Crore. Purchase consideration to Sellers will be settled through payment of ₹ 112 Crores in cash and allotment of Equity Shares as mentioned in resolution of Item No - 3 in this notice and explanatory statement, subject to SEBI (ICDR) Regulations, 2009 and shareholders' approval.

The Board of Directors of the Company at its meeting held on August 24, 2018, approved to the offer, issue and allot 2,19,99,824 (Two Crore Nineteen Lakh Ninety-Nine Thousand Eight Hundred and Twenty- Four) equity shares of face value of ₹ 1 (Rupee One only) each of the Company at a price of ₹ 56.79 (Rupees Fifty Six point Seven Nine only) each (including premium of ₹ 55.79) (Rupees Fifty-Five point Seven Nine only) each equity shares by way of preferential issue of equity shares in accordance with Chapter VII of the ICDR Regulations, or a combination thereof, up to an aggregate amount of ₹ 124,93,70,005 (Rupees One Hundred Twenty- Four Crores Ninety-Three Lakhs Seventy Thousand Five only) to GSO, subject to approval of shareholders.

The disclosures under Resolution No. 3 of this Notice, as required in accordance with the Companies Act, 2013, the ICDR Regulations and other applicable Regulations/ laws in relation thereto are as under:

1.Objects of the Issue

The Company, signed a definitive Share Purchase Agreement (SPA) to acquire 35,31,161 equity shares of ₹ 10/ each, of Karix Mobile (formerly known as mGage India private limited) and its wholly owned subsidiary from GSO Capital Partners (a Blackstone Company) at an enterprise value of ₹ 340 Crore. Purchase consideration to Sellers will be settled through payment of ₹ 112 Crores in cash and allot-

of equity shares will not result in any change in the management or control of the Company. As it is proposed to issue and allot the aforesaid securities on preferential basis, special resolution is required to be passed by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009.

ment of Equity Shares as mentioned in resolution of Item No - 3 in this notice and explanatory statement, subject to SEBI (ICDR) Regulations, 2009 and shareholders' approval.

2.Number of shares and Pricing of Preferential issue:

The Company proposes to issue 2,19,99,824 (Two Crore Nineteen Lakh Ninety-Nine Thousand Eight Hundred and Twenty-Four) equity shares of face value of ₹ 1 (Rupee One only) each of the Company at a premium of ₹ 55.79 (Rupees Fifty-Five point Seven Nine only) each equity shares.

3.Basis on which the price has been arrived at:

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited in accordance with SEBI (ICDR) Regulations. For the purpose of computation of the allotment price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 26 weeks prior to the Relevant Date has been considered.



Notice of the Extra-Ordinary General Meeting

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date; or

(b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, the price per equity share, to be issued, is fixed at ₹ 56.79 (Rupees Fifty-Six point Seven Nine Only) which shall be higher than the price as computed under Regulation 76 of SEBI (ICDR)

Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 73(1) (f) and (g) of the SEBI (ICDR) Regulations.

4.Relevant Date:

The “Relevant Date” as per SEBI (ICDR) Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Tuesday, August 14, 2018, i.e. 30 days prior to the date of this Extra Ordinary General Meeting

Name of the Shareholders	Preferential Issue		Preferential Issue	Post-Issue Shareholding	
	No. of Shares held	% of Shares	No. of Share	No. of shares held	% of Shares
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian					
(a) Individuals / HUF	33815763	30.08	7950858	41766621	29.34
(b) Central Govt. / State Govt.	--	--	--	--	--
(c) Bodies Corporate	4419000	3.93	--	4419000	3.10
(d) Financial Institutions / banks	--	--	--	--	--
(e) Any Other (Specify)	--	--	--	--	--
Sub Total (A) (1)	38234763	34.01	7950858	46185621	32.44
(2) Foreign					
(a)Individuals (Non-Residents Individuals/ Foreign Individuals)	--	--	--	--	--
(b) Bodies Corporate	--	--	--	--	--
(c) Institutions	--	--		--	--
(d) Any Other (Specify)	--	--	--	--	--
Sub Total(A)(2)	--	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A) (1)+(A)(2)	38234763	34.01	7950858	46185621	32.44
(B) Public shareholding					
(1) Institutions					
(a) Mutual Funds/ UTI	--	--	--	--	--
(b) Financial Institutions/ Banks	197147	0.18	--	197147	0.14
(c) Central Government/ State Government(s)	--	--	--	--	--
(d) Venture Capital Funds	--	--	--	--	--
(e) Insurance Companies	--	--	--	--	--
(f) Foreign Institutional Investors	--	--	--	--	--
(g) Foreign Venture Capital Investors	--	--	--	--	--
(i) Any Others – Foreign Body Corporate	--	--	21999824	21999824	15.45
Sub-Total (B)(1)	197147	0.18	21999824	22196971	15.59



Notice of the Extra-Ordinary General Meeting

B 2 Non-institutions					
(a) Bodies Corporate	5151604	4.58	--	5151604	3.62
(b) Individuals					
(i) Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	50479334	44.90	--	50479334	35.46
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	14381866	12.79	--	14381866	10.10
(d) Others	3977238	3.54	--	3977238	2.79
Sub-Total (B)(2)	73990042	65.81	--	73990042	51.97
Total Public Shareholding (B)= (B)(1)+(B)(2)	74187189	65.99	--	96187013	67.56
TOTAL (A)+(B)	112421952	100	29950682	142372634	100

Notes:

(i) Post Shareholding pattern has been prepared on the assumption that the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

(ii) The post issue paid-up capital of the Company is subject to alterations on account of exercise of options granted under existing ESOP Schemes of the Company, if any as well as under any new ESOP / ESPS Schemes and consequently the post-issue shareholding percentage of the Proposed Allottee(s) mentioned above may also stand altered.

(iii) The pre-issue shareholding pattern is as on July 26, 2018.

5. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any Equity Shares pursuant to this preferential issue.

6. Proposed time within which the preferential issue shall be completed

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

7. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares [except that the GSO shall at all times have the right ("Pre-Emptive Right") to participate in any further issuance to any Person by the Company of equity shares or securities that are optionally or compulsorily convertible into equity shares of the Company, including warrants ("Equity Linked Instruments") (for the avoidance of doubt, it is clarified that the Pre-Emptive Right shall not extend to, and the Equity Linked Instruments shall not include any securities and/ or warrants that have been issued by the Company in or prior to this EGM).]

8. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

9. Valuation for consideration other than cash:

The consideration payable to GSO towards part payment of purchase consideration for the Acquisition Transaction shall be discharged by the issuance of 2,19,99,824 Equity Shares at a price of ₹ 56.79 per Equity Share aggregating to ₹ 124,93,70,005 (Rupees One Hundred Twenty- Four Crores Ninety-Three Lakhs Seventy Thousand Five only). Independent Qualified Valuer R. Bhaskaran & Co., Chartered Accountants, Chennai, Firm Registration # 008004S vide their report dated 18th May 2018 has independently valued the business of Karix. This Certificate will be made available for inspection on any working day between Monday to Friday between 9.30 AM to 6.30 PM up to the date of Extra Ordinary General Meeting.

10. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As per terms of the definitive Share Purchase Agreement executed by Company and Karix, part payment of the purchase consideration shall be discharged by allotment of shares of the Company.

The purchase consideration for the Sale Shares acquired by the Company is based on Valuation Report dated 18th May, 2018 issued by R. Bhaskaran & Co., Chartered Accountants, Chennai, Firm Registration # 008004S.

11. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations.



Notice of the Extra-Ordinary General Meeting

12. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

13. Auditors' Certificate:

The Certificate being issued by M/s. M.N. Rao & Associates, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the require-

ments contained in the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 9:00 am and 6:30 PM on all working days between Monday to Friday every week, up to the date of this EGM.

14. Other Disclosures:

- i. None of the Promoter or Directors of the Company is willful defaulter.
- ii. The Sellers / Proposed Allottees have not sold any equity shares during the six months preceding the Relevant Date.

15. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Name of the Proposed Allottees	Category	Ultimate beneficial owners	Percentage of post-preferential and QIP Issue capital to be held*	Change in control
Banyan Investments Limited	Foreign Body Corporate	<p>"Banyan Investments Limited is a private limited company incorporated in Mauritius. There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership/ controlling interest of or entitlement to more than 25% of shares or capital or profits of Banyan Investments Limited.</p> <p>Banyan Investments Limited is indirectly controlled by Blackstone Group L.P (a limited partnership incorporated in Delaware and listed on the New York Stock Exchange). Blackstone Group L.P is controlled by the Blackstone Group Management L.L.C (a limited liability corporation incorporated in Delaware), and Blackstone Group Management L.L.C is controlled by Mr. Stephen A. Schwarzman."</p>	15.45%	There will be no change in the control or composition of the Board of Directors of the Company consequent to the said issues [except that the GSO shall at all times have the right ("Pre-Emptive Right") to participate in any further issuance to any Person by the Company of equity shares or securities that are optionally or compulsorily convertible into equity shares of the Company, including warrants ("Equity Linked Instruments") (for the avoidance of doubt, it is clarified that the Pre-Emptive Right shall not extend to, and the Equity Linked Instruments shall not include any securities and/ or warrants that have been issued by the Company in or prior to this EGM).]

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing Members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, and for consideration other than cash, provided that the Members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 72(1) of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

Consent of the Members in general meeting would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, the SEBI (ICDR) Regulations and the applicable provisions of Listing Regulations for issuance of securities on preferential basis.

The resolutions as set out in Item No. 3 and the terms stated therein and in the explanatory statement hereinabove shall be subject to

the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement.

The Board, accordingly, recommends passing of the Special resolution as set out at Item No. 3 of this Notice, for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 3 of this Notice.



Notice of the Extra-Ordinary General Meeting

Item no. 4 & 5:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ Scheme. Your Company believes in rewarding its employees of the Company and its Subsidiary Company(ies), for their continuous hard work, dedication and support, which has led the Company on growth path.

The Company intends to implement a new employee stock purchase scheme i.e. Tanla Employee Stock Purchase Scheme 2018” (“ESPS 2018”/“Scheme”) with a view to retain key talents working with the Company and its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the achievement of organisational goals and to the overall corporate growth and profitability.

The Company seeks members’ approval in respect of ESPS 2018 and allotment of equity shares of the Company to the eligible permanent employees of the Company and its Subsidiary Company(ies) as decided by the Nomination and Remuneration Committee of the Board (“Committee”) from time to time in due compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (“SEBI SBEB Regulations”).

The main features of the ESPS 2018 are as under:

(a) Brief Description of the ESPS 2018:

This proposed ESPS 2018 is intended to reward the employees of the Company and its Subsidiary Company(ies) (hereinafter collectively referred to as “Company” unless the context otherwise requires) for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views equity shares as instruments that would enable the employees to get a share in the value they create for the Company and align individual objectives of employees with objectives of the Company.

The SEBI SBEB Regulations permit allotment of equity shares to employees with a lock-in period at a predetermined price.

Appreciation in the market price of shares of the Company in future, shall confer greater the value for the employee shareholder in the equity share. Your Company expects that ESPS 2018 will result in improvement of individual and group performance as a result of alignment of goals of the employees and the organization.

(b) Total number of Shares to be allotted:

80,00,000 (Eighty Lakh) equity shares of the Company having face value of ₹ 1 each fully paid-up would be available for allotment to the eligible employees of the Company under ESPS 2018, in one or more tranches, as may be determined by the Committee in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations.

Shares being under an offer for allotment not applied for and/ or pending offers cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-offer at a future date. The Committee is authorized to re-offer such Shares as per the provisions of ESPS 2018, within the overall ceiling.

(c) Identification of classes of employees entitled to participate in ESPS 2018

Following classes of employees are entitled to participate in ESPS 2018:

- a) Permanent employees and of the Company working in India or out of India;
- b) Employees defined under clause (a) and (b) above of the Subsidiary(ies), in and outside India.

Following persons are not eligible:

- a) a Promoter or belongs to the Promoter Group;
- b) an Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(d) Maximum period within which the Shares allotted shall be subject to Lock-in:

Shares allotted under ESPS 2018 would be subject to lock-in period of 1 (One) year from the date of allotment of such Share.

(e) Offer price or pricing formula:

The offer price per Share shall be equal to the face value per equity share as on date of the offer.

The eligible employee shall pay the face value of an equity share prevailing at the time of such allotment per Share allotted subject to additional payment/ recovery of applicable taxes as per applicable laws.

(f) Offer period and the process of Application:

The offer of allotment under ESPS 2018 shall be for such time period as determined by the Committee at its discretion.

(g) Appraisal process for determining the eligibility of employees under ESPS 2018:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

The employees would be offered shares under the ESPS 2018 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

(h) Maximum number of Shares to be allotted per employee and in aggregate

The number of Shares that may be allotted per employee under the Scheme shall not exceed 1% of paid-up share capital of the Company as on the date of grant.



Notice of the Extra-Ordinary General Meeting

(i) Maximum quantum of benefits to be provided per employee under the ESPS 2018

The maximum quantum of benefits underlying the shares allotted to an eligible employee shall be dependent on the maximum quantum of shares allotted and the offer price as on date of allotment of the shares.

(j) Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The ESPS 2018 shall be implemented and administered by the Company directly.

(k) Source of acquisition of shares for the implementation of the ESPS 2018.

ESPS 2018 contemplates only new issue of shares/ primary shares by the Company.

(l) The amount of loan to be provided for implementation of the ESPS 2018 by the Company to the Trust, its tenure, utilisation, repayment terms etc.

This is not contemplated under ESPS 2018.

(m) Maximum percentage of Secondary Acquisition that can be made by the Trust for the purchase of the scheme

This is not relevant under ESPS 2018.

(n) Accounting and Disclosure Policies:

The Company shall follow the 'IND AS/Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority from time to time, including the disclosure requirements prescribed therein in due compliance of Regulation 15 of the SEBI SBEB Regulations.

Consent of the members is being sought pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations.

Members are requested to note that the draft of the Scheme shall be open for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holiday(s) until the date of this Extra-ordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

The Directors recommend the resolutions for your approval.

Item No.6

The Company has agreed to purchase and acquire shares from the shareholders of Karix and as a consideration the Company has agreed to discharge the consideration to the Sellers partly by payment in cash and partly by issue of shares to Banyan Investments Limited and has also agreed to alter the Articles of Association by adding the following new Articles in the Articles of Association of the

Company after the Article 159(3).

Article 160: Banyan Investments Limited shall at all times have the right ("Pre-Emptive Right") to participate in any further issuance to any Person by the Company of equity shares or securities that are optionally or compulsorily convertible into equity shares of the Company, including warrants ("Equity Linked Instruments") (for the avoidance of doubt, it is clarified that the Pre-Emptive Right shall not extend to, and the Equity Linked Instruments shall not include any securities and/ or warrants that have been issued by the Company pursuant to approval of the shareholder approval in the EGM held on September 17th, 2018 Banyan Investments Limited shall have the right to assign this Pre-Emptive Right to GSO Capital Partners LP or its Affiliates. Pursuant to such Pre-Emptive Right, Banyan Investments Limited will have the right to subscribe to such number of equity shares or Equity Linked Instruments of the Company which will ensure that after the issuance of equity shares or Equity Linked Instruments to such Person and a subsequent issue of equity shares or Equity Linked Instruments to Banyan Investments Limited, the proportion of shareholding held by Banyan Investments Limited in the Company remains the same as the shareholding proportion held by Banyan Investments Limited, in the Company immediately prior to such issuance.

For the above purpose, the equity shareholding of Banyan Investments Limited in the Company shall be construed on a fully diluted basis (i.e., assuming full conversion of the Equity Linked Instruments in accordance with their terms). Any issuance of Equity Linked Instruments or equity shares without offering the Pre-Emptive Right to Banyan Investments Limited as above shall be void-ab-initio. such issuance of Equity linked instruments and/or Equity Shares shall be in compliance with applicable law.

Article 161: Any amendment to the Articles of Association of the Company relating to such Pre-Emptive Right as defined in Article 160 shall require prior consent of the Banyan Investments Limited or its assign, and shall immediately thereafter, deliver the revised Articles of Association to Banyan Investments Limited

Pursuant to and in terms of the provisions of Section 14 read with Section 5 and other applicable provisions of the Companies Act, 2013, any alteration in Articles of Association requires shareholders' approval by way of special resolution.

Accordingly, the approval of members of the Company is being sought by way of special resolution as set out in agenda number 6 of this Notice.

Copies of the Articles of Association of the Company are available for inspection at the Registered Office of the Company on any working day (from Monday to Friday) during the working hours (9:00 AM to 6.30 PM) of the Company, up to the date of the Extra Ordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company in-



Notice of the Extra-Ordinary General Meeting

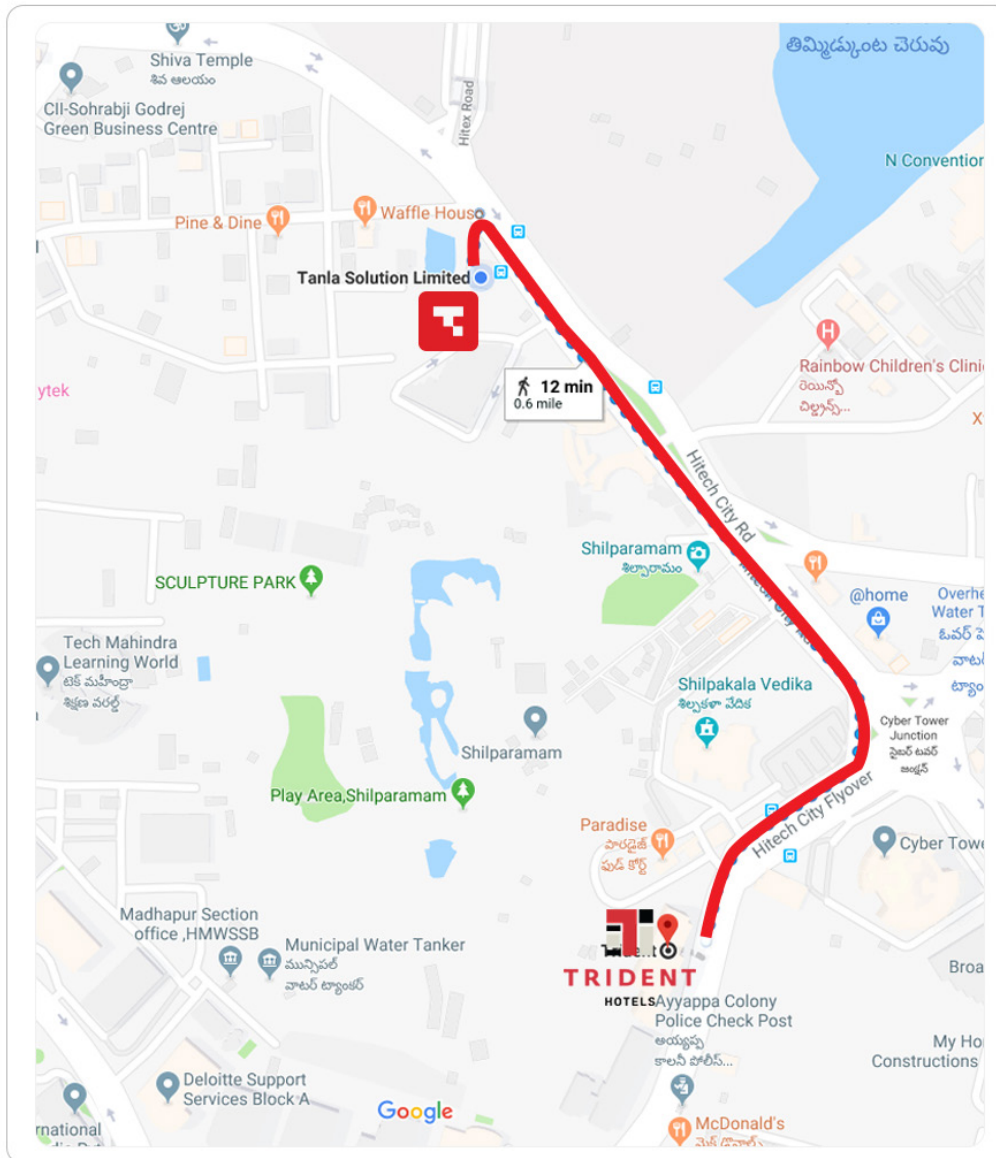
August 24, 2018
Hyderabad

for Tanla Solutions Limited
Sd/-
Seshanuradha Chava
Company Secretary & VP – Legal & Secretarial

Registered Office:
Tanla Solutions Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

ROUTE MAP:

In terms of the requirements of the Secretarial Standards on general meetings (SS-2) issued by the Institute of Company Secretaries of India, route map for the location of the venue of EGM is as under:





Notice of the Extra-Ordinary General Meeting

Tanla Solutions Limited

CIN: L72200TG1995PLC021262

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

Phone: + 91-40-40099999, Fax: +91-40-23122999

E-mail: investorhelp@tanla.com Website: www.tanla.com

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

Email Id:

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 or failing him
- 3) Mr./Ms..... having email id and

as my/our proxy to attend and vote (on a poll) either for or against each resolution for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, September 17, 2018 at 10.00 A.M. at Kaveri Ballroom, Trident, Near Cyber Towers, Madhapur, Hyderabad, Telangana 500081 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Subject Matter of the Resolution	For	Against
1	Increase in authorized share capital of the Company		
2	Issue of Share Warrants to the Promoters		
3	Issue of Equity Shares on a preferential basis to Banyan Investments Limited, Mauritius		
4	Approval of Tanla Employee Stock Purchase Scheme 2018		
5	Approval of allotment of Shares to the Employees of the Subsidiary Company(ies) of the Company under ESPS 2018		
6	Alteration of Articles of Association of the Company		

Signed this day of2018.

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Signatures of the member(s)

.....

.....

.....

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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.



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Notice of the Extra-Ordinary General Meeting

Tanla Solutions Limited

CIN: L72200TG1995PLC021262

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

Phone: + 91-40-40099999, Fax: +91-40-23122999

E-mail: investorhelp@tanla.com Website: www.tanla.com

Please fill attendance slip and hand it over at the entrance of the meeting hall

Joint shareholders may obtain additional slip at the venue of the meeting.

ATTENDANCE SLIP

SNO-
Name
Address

DP ID* / Folio No.
NO. OF SHARES HELD

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 17, 2018 AT 10.00 A.M. AT KAVERI BALLROOM, TRIDENT, NEAR CYBER TOWERS, HITECH CITY, MADHAPUR, HYDERABAD, TELGANGANA - 500081.

SIGNATURE OF THE SHAREHOLDER OR PROXY** : _____

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the User id and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the EGM Notice.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN