#### FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# **Annual Return**

(other than OPCs and Small Companies)

| Form language      | English         | Hindi         |
|--------------------|-----------------|---------------|
| Refer the instruct | ion kit for fil | ing the form. |

| ī  | REGISTRATION   | AND  | OTHER  | DETAILS |
|----|----------------|------|--------|---------|
| ١. | KEGIS I KA HON | AIND | OHILIX | DEIAILO |

| I. REGISTRATION AND OTHER   | RDETAILS                |         |                               |
|---|-------------------------|---------|-------------------------------|
| (i) * Corporate Identification Number (Cl   | IN) of the company      | L72200  | TG1995PLC021262 Pre-fill      |
| Global Location Number (GLN) of the   | he company              |         |                               |
| * Permanent Account Number (PAN)  | ) of the company        | AABCT5  | 5004H                         |
| (ii) (a) Name of the company  |                         | TANLA   | PLATFORMS LIMITED             |
| (b) Registered office address   |                         |         |                               |
| Tanla Technology Centre, Hitech City<br>Hyderabad<br>Telangana<br>500081<br>India | y Road, Madhapur NA     |         |                               |
| (c) *e-mail ID of the company   |                         | anuradi | ha.chava@tanla.com            |
| (d) *Telephone number with STD co   | ode                     | 040400  | 99999                         |
| (e) Website   |                         | www.ta  | nla.com                       |
| (iii) Date of Incorporation   |                         | 28/07/1 | 995                           |
| (iv) Type of the Company  | Category of the Company |         | Sub-category of the Company   |
| Public Company  | Company limited by shar | es      | Indian Non-Government company |
| (v) Whether company is having share ca  | pital                   | es (    | ) No                          |
| (vi) *Whether shares listed on recognized   | d Stock Exchange(s)     | es (    | ○ No                          |

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name                      | Code  |
|--------|--|-------|
| 1      | BSE Limited                              | 1     |
| 2      | National Stock Exchange of India Limited | 1,024 |

| <u> </u>   |                                     |
|--|-------------------------------------|
| (b) CIN of the Registrar and Transfer Agent  | L72400TG2017PLC117649 Pre-fill      |
| Name of the Registrar and Transfer Agent   |                                     |
| KFIN TECHNOLOGIES LIMITED  |                                     |
| Registered office address of the Registrar and Transfer Agents                                 |                                     |
| Selenium, Tower B, Plot No- 31 & 32, Financial District, N<br>anakramguda, Serili ngampally NA |                                     |
| (vii) *Financial year From date 01/04/2023 (DD/MM/YYY  | (Y) To date 31/03/2024 (DD/MM/YYYY) |
| (viii) *Whether Annual general meeting (AGM) held  | Yes O No                            |
| (a) If yes, date of AGM  |                                     |
| (b) Due date of AGM 30/09/2024   |                                     |
| (c) Whether any extension for AGM granted  | ○ Yes ● No                          |
| I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPA  | NY                                  |
| *Number of business activities 1   |                                     |

|   | Main<br>Activity<br>group code | Description of Main Activity group | Business<br>Activity<br>Code | Jacob passing a substitution of the substituti | % of turnover of the company |
|---|--------------------------------|------------------------------------|------------------------------|--|------------------------------|
| 1 | J                              | Information and communication      | J8                           | Other information & communication service activities   |                              |

# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 15 Pre-fill All

| S.No | Name of the company              | CIN / FCRN            | Holding/ Subsidiary/Associate/<br>Joint Venture | % of shares held |
|------|----------------------------------|-----------------------|---|------------------|
| 1    | Karix Mobile Private Limited     | U70100TG1998PTC054527 | Subsidiary                                      | 100              |
| 2    | Tanla Mobile Asia Pacific Pte. L |                       | Subsidiary                                      | 100              |

| 3  | Gamooga Softtech Private Lim      | U72200TG2011PTC072375 | Subsidiary | 100 |
|----|-----------------------------------|-----------------------|------------|-----|
| 4  | Tanla Digital Labs Private Limit  | U72900TG2019PTC137708 | Subsidiary | 100 |
| 5  | Tanla Digital (India) Private Lin | U72900TG2021PTC152756 | Subsidiary | 100 |
| 6  | Tanla Digital Labs FZ-LLC         |                       | Subsidiary | 100 |
| 7  | Tanla Foundation                  | U85300TG2021NPL152867 | Subsidiary | 100 |
| 8  | Tanla Mobile Middle East LLC      |                       | Subsidiary | 100 |
| 9  | ValueFirst Digital Media Privato  | U64202DL2003PTC122688 | Subsidiary | 100 |
| 10 | ValueFirst Connect Private Lim    | U74999DL2007PTC160440 | Subsidiary | 100 |
| 11 | Communique Technology Solu        | U93000DL2009PTC194694 | Subsidiary | 100 |
| 12 | Transcendent Communication        | U93000DL2009PTC194660 | Subsidiary | 100 |
| 13 | Instacamp Marketing Private L     | U52590HR2008PTC038232 | Subsidiary | 100 |
| 14 | Octane Marketing Private Limi     | U51101DL2007PTC158669 | Subsidiary | 100 |
| 15 | ValueFirst Digital Media Pte Lir  |                       | Subsidiary | 100 |

# IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

#### (a) Equity share capital

| Particulars                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares             | 200,000,000        | 134,459,860    | 134,459,860        | 134,459,860     |
| Total amount of equity shares (in Rupees) | 200,000,000        | 134,459,860    | 134,459,860        | 134,459,860     |

Number of classes

1

| Class of Shares                           | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of equity shares                   | 200,000,000        | 134,459,860    | 134,459,860        | 134,459,860     |
| Nominal value per share (in rupees)       | 1                  | 1              | 1                  | 1               |
| Total amount of equity shares (in rupees) | 200,000,000        | 134,459,860    | 134,459,860        | 134,459,860     |

#### (b) Preference share capital

| Particulars                                      | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|--|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares                | 0                  | 0              | 0                  | 0               |
| Total amount of preference shares<br>(in rupees) | 0                  | 0              | 0                  | 0               |

Number of classes

0

| Class of shares                              | Authorised capital | Issued<br>capital | Subscribed capital | Paid up capita |
|--|--------------------|-------------------|--------------------|----------------|
| Number of preference shares                  |                    |                   |                    | GP LALEN       |
| Nominal value per share (in rupees)          |                    |                   |                    |                |
| otal amount of preference shares (in rupees) |                    |                   |                    |                |
| c) Unclassified shows a state                |                    |                   |                    | 1              |

(c) Unclassified share capital

| Particulars                         | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares |                    |
|                                     | 0                  |

## (d) Break-up of paid-up share capital

| Class of shares                              | N        | umber of st | nares     | Total<br>nominal<br>amount | Total<br>Paid-up<br>amount | Total<br>premium |
|--|----------|-------------|-----------|----------------------------|----------------------------|------------------|
| Equity shares                                | Physical | DEMAT       | Total     |                            |                            |                  |
| At the beginning of the year                 | 123,313  | 134,277,044 | 134400357 | 134,400,35                 | 134,400,3                  | 5                |
| Increase during the year                     | 0        | 145,416     | 145416    | 59,503                     | 59,503                     | 0                |
| i. Pubic Issues                              | 0        | 0           | 0         | 0                          | 0                          | 0                |
| ii. Rights issue                             | 0        | 0           | 0         | 0                          | 0                          | 0                |
| iii. Bonus issue                             | 0        | 0           | 0         | 0                          | 0                          |                  |
| v. Private Placement/ Preferential allotment | 0        | 0           | 0         | 0                          | 0                          | 0                |
| /. ESOPs                                     | 0        | 59,503      | 59503     | 59,503                     | 59,503                     | 0                |
| i. Sweat equity shares allotted              | 0        | 0           | 0         | 0                          | 0                          | 0                |
| ii. Conversion of Preference share           | 0        | 0           | 0         | 0                          | 0                          | )                |
| iii. Conversion of Debentures                | 0        | 0           | 0         | 0                          | 0                          |                  |
| a. GDRs/ADRs                                 | 0        | 0           | 0         | 0                          | 0 (                        | )                |

| x. Others, specify                  |         | 85,913      | 85913          | 0           | 0          | 0 |
|-------------------------------------|---------|-------------|----------------|-------------|------------|---|
| Decrease during the year            | 85,913  | 0           | 85913          | 0           | 0          | 0 |
| i. Buy-back of shares               | 0       | 0           | 0              | 0           | 0          | 0 |
| ii. Shares forfeited                | 0       | 0           | 0              | 0           | 0          | 0 |
| iii. Reduction of share capital     | 0       | 0           | 0              | 0           | 0          | 0 |
| iv. Others, specify                 | 85,913  | 0           | 85913          | 0           | 0          |   |
| Demineralization of Physical Shares | 00,510  |             | 00010          |             | Ů          |   |
| At the end of the year              | 37,400  | 134,422,460 | 134459860      | 134,459,860 | 134,459,86 |   |
|                                     | TERL IN |             | - 77 7 - 77.51 |             |            |   |
| Preference shares                   |         |             |                |             |            |   |
| At the beginning of the year        | 0       | 0           | 0              | 0           | 0          |   |
| Increase during the year            | 0       | 0           | 0              | 0           | 0          | 0 |
| i. Issues of shares                 | 0       | 0           | 0              | 0           | 0          | 0 |
| i. Re-issue of forfeited shares     | 0       | 0           | 0              | 0           | 0          | 0 |
| ii. Others, specify                 |         |             |                |             |            |   |
| Decrease during the year            | 0       | 0           | 0              | 0           | 0          | 0 |
| . Redemption of shares              | 0       | 0           | 0              | 0           | 0          | 0 |
| i. Shares forfeited                 | 0       | 0           | 0              | 0           | 0          | 0 |
| ii. Reduction of share capital      | 0       | 0           | 0              | 0           | 0          | 0 |
| v. Others, specify                  |         |             |                |             |            |   |
| at the end of the year              | 0       | 0           | 0              | 0           | 0          |   |

SIN of the equity shares of the company

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(ii) Details of stock split/consolidation during the year (for each class of shares)

| Separate sheet attached for details of transfers  O Yes O No  Details of transfer exceeds 10, option for submission as a separate sheet attachment or submission edia may be shown.  Date of the previous annual general meeting  Date of registration of transfer (Date Month Year)  Type of transfer  1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Debentures of Shares of Shares of Debentures of Debenture of Shares of Share | (iii)              |
|--|--------------------|
| After split / Consolidation  Face value per share  After split / Consolidation  Face value per share    Number of shares   |                    |
| After split / Consolidation  Face value per share    Details of shares/Debentures Transfers since closure date of last financial year f the first return at any time since the incorporation of the company) *   |                    |
| i) Details of shares/Debentures Transfers since closure date of last financial year the first return at any time since the incorporation of the company) *  Nil [Details being provided in a CD/Digital Media]   |                    |
| ii) Details of shares/Debentures Transfers since closure date of last financial year if the first return at any time since the incorporation of the company).*  Nil [Details being provided in a CD/Digital Media]   |                    |
| Nil  [Details being provided in a CD/Digital Media]  |                    |
| Nil [Details being provided in a CD/Digital Media]   |                    |
| Nii  [Details being provided in a CD/Digital Media]  Separate sheet attached for details of transfers  Yes  No  Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission at a separate sheet atta | ar (or in the c    |
| Separate sheet attached for details of transfers  Yes No  te: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission dia may be shown.  Date of the previous annual general meeting  Type of transfer  1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Units Transferred  Amount per Share/ Debenture/Unit (in Rs.)  ansferor's Name  |                    |
| te: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission at a separate sheet attachment or submission at a separate sheet attachment or submission att | lot Applicable     |
| Date of the previous annual general meeting  Date of registration of transfer (Date Month Year)  Type of transfer  1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Debentures (Debenture)  Amount per Share/Debenture/Unit (in Rs.)  edger Folio of Transferor  ansferor's Name  |                    |
| Type of transfer  1 - Equity, 2- Preference Shares, 3 - Debentures, 4 -  umber of Shares/ Debentures/ nits Transferred  Amount per Share/ Debenture/Unit (in Rs.)  edger Folio of Transferor   | sion in a CD/Digit |
| Type of transfer  1 - Equity, 2- Preference Shares, 3 - Debentures, 4 -  umber of Shares/ Debentures/ nits Transferred  Amount per Share/ Debenture/Unit (in Rs.)  ansferor's Name   |                    |
| umber of Shares/ Debentures/ nits Transferred  Amount per Share/ Debenture/Unit (in Rs.)  edger Folio of Transferor  ansferor's Name   |                    |
| edger Folio of Transferor  ansferor's Name   | 4 - Stock          |
| ansferor's Name  |                    |
| - Curana   |                    |
| Surname middle name  |                    |
| Surname middle name first nam  | ame                |
| dger Folio of Transferee   |                    |

| Transferee's Name  |                               |             |            |  |  |  |  |
|--|-------------------------------|-------------|------------|--|--|--|--|
|  | Surname                       | middle name | first name |  |  |  |  |
| Date of registration of  | of transfer (Date Month Year) |             |            |  |  |  |  |
| Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock                |                               |             |            |  |  |  |  |
| Number of Shares/ Debentures/ Units Transferred  Amount per Share/ Debenture/Unit (in Rs.) |                               |             |            |  |  |  |  |
| Ledger Folio of Trans  | sferor                        |             |            |  |  |  |  |
| Transferor's Name  |                               |             |            |  |  |  |  |
|  | Surname                       | middle name | first name |  |  |  |  |
| Ledger Folio of Trans  | Ledger Folio of Transferee    |             |            |  |  |  |  |
| Transferee's Name  |                               |             |            |  |  |  |  |
|  | Surname                       | middle name | first name |  |  |  |  |

### (iv) \*Debentures (Outstanding as at the end of financial year)

| Particulars                               | Number of units | Nominal value per unit | Total value |
|---|-----------------|------------------------|-------------|
| Von-convertible debentures                | 0               | 0                      | 0           |
| <sup>3</sup> artly convertible debentures | o               | 0                      | 0           |
| -ully convertible debentures              | o               | 0                      | 0           |
| Total                                     |                 |                        | 0           |

**Details of debentures** 

| Class of debentures           | Outstanding as at<br>the beginning of the<br>year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures    | 0   | 0                        | 0                        | O                                     |
| Partly convertible debentures | 0   | 0                        | 0                        | 0                                     |
| Fully convertible debentures  | 0   | 0                        | 0                        | 0                                     |

| (v) Sec | urities (othe | r than shares a | nd debentures) |
|---------|---------------|-----------------|----------------|
|---------|---------------|-----------------|----------------|

| Type of    | (other than shares a    |                            |                        | 0                          |                     |
|------------|-------------------------|----------------------------|------------------------|----------------------------|---------------------|
| Securities | Number of<br>Securities | Nominal Value of each Unit | Total Nominal<br>Value | Paid up Value of each Unit | Total Paid up Value |
|            |                         |                            |                        |                            |                     |
| Total      |                         |                            |                        |                            |                     |
| V *Turnov  |                         |                            |                        |                            |                     |

# V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

10,121,211,000

(ii) Net worth of the Company

5,617,753,325

# VI. (a) \*SHARE HOLDING PATTERN - Promoters

| S. No. | Category                                | Equi             | ity        | Preference       |            |  |
|--------|---|------------------|------------|------------------|------------|--|
|        |   | Number of shares | Percentage | Number of shares | Percentage |  |
| 1.     | Individual/Hindu Undivided Family       |                  |            |                  |            |  |
|        | (i) Indian                              | 50,327,352       | 37.43      | 0                |            |  |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                |            |  |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |  |
| 2.     | Government                              |                  |            |                  |            |  |
|        | (i) Central Government                  | 0                | 0          | 0                |            |  |
|        | (ii) State Government                   | 0                | 0          | 0                |            |  |
|        | (iii) Government companies              | 0                | 0          | 0                |            |  |
| 3.     | Insurance companies                     | 0                | 0          | 0                |            |  |
| 4.     | Banks                                   | 0                | 0          | 0                |            |  |
| 5.     | Financial institutions                  | 0                | 0          | 0                |            |  |

| 6.  | Foreign institutional investors         | 0          |       |   |   |
|-----|---|------------|-------|---|---|
|     | 00                                      | U          | 0     | 0 |   |
| 7.  | Mutual funds                            | 0          | 0     | 0 |   |
| 8.  | Venture capital                         | 0          | 0     | 0 |   |
| 9.  | Body corporate<br>(not mentioned above) | 7,506,394  | 5.58  |   |   |
| 10  |   | 7,500,554  | 3.36  | 0 |   |
| 10. | Others Partnership Firms                | 1,536,536  | 1.14  | 0 |   |
|     | Total                                   | 59,370,282 | 44.15 | 0 | 0 |

Total number of shareholders (promoters)

| 12 |  |  |  |
|----|--|--|--|
|    |  |  |  |

# (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category                                | Equi             | ity        | Prefere          | ence       |
|--------|---|------------------|------------|------------------|------------|
|        |   | Number of shares | Percentage | Number of shares | Percentage |
| 1.     | Individual/Hindu Undivided Family       |                  |            |                  |            |
|        | (i) Indian                              | 48,481,416       | 36.06      | 0                |            |
|        | (ii) Non-resident Indian (NRI)          | 1,797,891        | 1.34       | 0                |            |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |
| 2.     | Government                              |                  |            |                  |            |
|        | (i) Central Government                  | 0                | 0          | 0                |            |
|        | (ii) State Government                   | 0                | 0          | 0                |            |
|        | (iii) Government companies              | 430              | 0          | 0                |            |
| 3.     | Insurance companies                     | 1,273            | 0          | 0                |            |
| 4.     | Banks                                   | 4,284            | 0          | 0                |            |
| 5.     | Financial institutions                  | 4,328            | 0          | 0                |            |
| 6. F   | Foreign institutional investors         | 20,346,526       | 15.13      | 0                |            |
| 7.     | Mutual funds                            | 877,374          | 0.65       | 0                |            |
| 8. V   | /enture capital                         | 0                | 0          | 0                |            |
|        | Body corporate<br>not mentioned above)  | 1,378,007        | 1.02       | 0                |            |
|        | )<br>Others                             | 2,198,049        | 1.63       | 0                |            |

|                                  | То                                       | <b>tal</b> 75,      | .089,578  | 55.83                    | C           | )       | 0             |
|----------------------------------|--|---------------------|-----------|--------------------------|-------------|---------|---------------|
| Total number                     | of shareholders (other than pro          | omoters)            | 240,870   |                          |             |         | ű-            |
| Total number o<br>Other than pro | f shareholders (Promoters+Pul<br>noters) |                     | 240,882   |                          |             |         |               |
| (c) *Details of F                | oreign institutional investors' (        | FIIs) hole          | ding shar | es of the com            | pany        | 12      | 7             |
| Name of the FII                  | Address                                  | Date of<br>Incorpor | ation [   | Country of Incorporation | Number of s | hares % | of shares hel |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |
|                                  |  |                     |           |                          |             |         |               |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|-----------------|---------|-----------------------|--------------------------|-----------------------|------------------|
|                 |         |                       |                          |                       |                  |
|                 |         |                       |                          |                       |                  |
|                 |         |                       |                          |                       |                  |
|                 |         |                       |                          |                       |                  |
|                 |         |                       |                          |                       |                  |
|                 |         |                       |                          |                       |                  |
|                 |         |                       |                          |                       |                  |
|                 |         |                       |                          |                       |                  |

VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

| Details                           | cimbers (other than promoters), D |                        |  |  |
|-----------------------------------|-----------------------------------|------------------------|--|--|
|                                   | At the beginning of the year      | At the end of the year |  |  |
| Promoters                         | 12                                | 12                     |  |  |
| Members<br>(other than promoters) | 223,244                           | 240,870                |  |  |
| Debenture holders                 | 0                                 | 0                      |  |  |

# VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## (A) \*Composition of Board of Directors

| Category                             | Number of beginnin | directors at the<br>g of the year | Number of di<br>of t | rectors at the end<br>he year | Percentage of shares held by directors as at the end of year |               |
|--------------------------------------|--------------------|-----------------------------------|----------------------|-------------------------------|--|---------------|
|                                      | Executive          | Non-executive                     | Executive            | Non-executive                 | Executive  | Non-executive |
| A. Promoter                          | 1                  | 0                                 | 1                    | 0                             | 21.75  | 0             |
| B. Non-Promoter                      | 1                  | 4                                 | 1                    | 5                             | 2.26   | 0.05          |
| (i) Non-Independent                  | 1                  | 1                                 | 1                    | 1                             | 2.26   | 0             |
| (ii) Independent                     | 0                  | 3                                 | 0                    | 4                             | 0  | 0.05          |
| C. Nominee Directors<br>representing | 0                  | 0                                 | 0                    | 0                             | 0  | 0             |
| (i) Banks & FIs                      | 0                  | 0                                 | 0                    | 0                             | 0  | 0             |
| (ii) Investing institutions          | 0                  | 0                                 | 0                    | 0                             | 0  | 0             |
| iii) Government                      | 0                  | 0                                 | 0                    | 0                             | 0  | 0             |
| iv) Small share holders              | 0                  | 0                                 | 0                    | 0                             | 0  | 0             |
| v) Others                            | 0                  | 0                                 | 0                    | 0                             | 0  | 0             |

| Total                      | 2                  |            | 4                                    |   | 2        | 5                              | 24       | 4.01                                    | 0.05                                       |
|----------------------------|--------------------|------------|--------------------------------------|---|----------|--------------------------------|----------|---|--|
|                            |                    |            |                                      |   |          |                                |          |   |  |
| <b>Number of Directors</b> | and Key manage     | erial pers | sonnel (who                          | is not                                  | directo  | or) as on the finar            | icial ye | ear end d                               | ate 9                                      |
| (B) (i) *Details of dir    | ectors and Key r   | nanageri   | al personne                          | l as or                                 | n the cl | losure of financia             | l year   |   |  |
| Name                       | DIN/PA             | AN         | Designation                          | on                                      |          | Number of equity share(s) held |          | (after closu                            | cessation<br>are of financial<br>: If any) |
| UDAYKUMAR REI              | ODY 000033         | 82         | Whole-time d                         | lirecto                                 |          | 29,239,225                     |          |   |  |
| DEEPAK SATYAP              | RAK 017552         | .63 V      | Whole-time d                         | lirecto                                 |          | 3,034,010                      |          |   |  |
| SANJAY KAPOC               | R 019734           | 50         | Director                             |   |          | 0                              |          |   |  |
| ROHIT BHASIN               | 024789             | 62         | Director                             |   |          | 0                              |          |   |  |
| AMRITA GANGOT              | RA 083334          | 92         | Director                             |   |          | 11,493                         |          |   |  |
| RAHUL KHANN                | A 079970           | 83         | Director                             |   |          | 60,000                         |          |   |  |
| RAM SEWAK SHA              | RM, 021661         | 94         | Director                             |   | 0        |                                |          |   |  |
| SESHANURADHA               | CH. ADHPC20        | 054J       | Company Sec                          | cretar                                  |          | 135,289                        |          |   |  |
| VISWANATHAN A              | RAV AEZPA22        | 208P       | CFO                                  |   |          | 37,500                         |          |   |  |
| i) Particulars of chang    | e in director(s) a | nd Key n   | nanagerial p                         | erson                                   | nel du   | ring the year                  |          |   | 1  |
| Name                       | DIN/PAN            |            | ion at the<br>g / during the<br>year | Date of appointmen designation/ cessati |          |                                | (Appoi   | e of change<br>intment/ C<br>ation/ Ces | hange in                                   |
| RAM SEWAK SHAR             | 02166194           | Di         | irector                              |   | 08/      | /01/2024                       |          | Appoin                                  | tment                                      |
| X. MEETINGS OF ME          | MBERS/CLASS        | OF ME      | MBERS/BC                             | DARD                                    | COMI     | MITTEES OF TH                  | E BO     | ARD OF                                  |  |
| A. MEMBERS/CLASS /         | REQUISITIONED      | /NCLT/C    | OURT CONV                            | /ENED                                   | MEET     | INGS                           |          |   |  |
|                            |                    |            |                                      |   |          |                                |          |   |  |
| Number of meetings he      | d 1                |            |                                      |   |          |                                |          |   |  |
| Type of meeting            | Date of m          | neeting    | Total N<br>Members                   | entitle                                 | d to     |                                | Attend   |   |  |
|                            |                    |            | attend                               | meeting                                 | ין י     | Number of members<br>attended  |          | % of total sharehold                    |  |
| 27th Annual General Me     | eetin 06/09/2      | 2023       | 203                                  | 3,038                                   |          | 79                             |          |   | 25.65                                      |

**B. BOARD MEETINGS** 

\*Number of meetings held

| S. No. | Date of meeting | Total Number of directors associated as on the date |                              | Attendance      |  |
|--------|-----------------|---|------------------------------|-----------------|--|
|        | 4               | of meeting  | Number of directors attended | % of attendance |  |
| 1      | 26/04/2023      | 6   | 6                            | 100             |  |
| 2      | 08/06/2023      | 6   | 6                            | 100             |  |
| 3      | 20/07/2023      | 6   | 5                            | 83.33           |  |
| 4      | 04/08/2023      | 6   | 6                            | 100             |  |
| 5      | 10/08/2023      | 6   | 6                            | 100             |  |
| 6      | 21/08/2023      | 6   | 5                            | 83.33           |  |
| 7      | 19/10/2023      | 6   | 6                            | 100             |  |
| 8      | 23/01/2024      | 7   | 6                            | 85.71           |  |
| 9      | 21/02/2024      | 7   | 7                            | 100             |  |
| 10     | 21/03/2024      | 7   | 7                            | 100             |  |

#### C. COMMITTEE MEETINGS

Number of meetings held

| S. No. | Type of meeting | Data of manatina | Total Number of Members as    |                            | Attendance      |
|--------|-----------------|------------------|-------------------------------|----------------------------|-----------------|
|        |                 | Date of meeting  | on the date of<br>the meeting | Number of members attended | % of attendance |
| 1      | Audit Committe  | 26/04/2023       | 4                             | 4                          | 100             |
| 2      | Audit Committe  | 08/06/2023       | 4                             | 4                          | 100             |
| 3      | Audit Committe  | 20/07/2023       | 4                             | 4                          | 100             |
| 4      | Audit Committe  | 04/08/2023       | 4                             | 4                          | 100             |
| 5      | Audit Committe  | 19/10/2023       | 4                             | 4                          | 100             |
| 6      | Audit Committe  | 23/01/2024       | 4                             | 4                          | 100             |
| 7      | Nomination &    | 17/07/2023       | 4                             | 3                          | 75              |
| 8      | Nomination &    | 04/08/2023       | 4                             | 4                          | 100             |
| 9      | Stakeholders'   | 05/12/2023       | 4                             | 4                          | 100             |
| 10     | Corporate Soc   | 25/04/2023       | 4                             | 3                          | 75              |

<sup>). \*</sup>ATTENDANCE OF DIRECTORS

|           |                      |  | Board Meetin                      | rd Meetings Committee Meetings |   | etings                              | Whether attended AGM |                 |
|-----------|----------------------|--|-----------------------------------|--------------------------------|---|-------------------------------------|----------------------|-----------------|
| S.<br>No. | Name of the director | Number of<br>Meetings which<br>director was<br>entitled to<br>attend | Number of<br>Meetings<br>attended | % of attendance                | Number of<br>Meetings whic<br>director was<br>entitled to<br>attend | h Number of<br>Meetings<br>attended | % of attendance      | held on         |
|           |                      |  |                                   |                                | atterio   |                                     |                      | (Y/N/NA)        |
| 1         | UDAYKUMAR            | 10   | 10                                | 100                            | 8   | 7                                   | 87.5                 |                 |
| 2         | DEEPAK SAT           | 10   | 10                                | 100                            | 3   | 3                                   | 100                  |                 |
| 3         | SANJAY KAP           | 10   | 9                                 | 90                             | 8   | 7                                   | 87.5                 |                 |
| 4         | ROHIT BHASI          | 10   | 9                                 | 90                             | 13  | 13                                  | 100                  |                 |
| 5         | AMRITA GAN           | 10   | 10                                | 100                            | 14  | 14                                  | 100                  |                 |
| 6         | RAHUL KHAN           | 10   | 10                                | 100                            | 11  | 11                                  | 100                  |                 |
| 7         | RAM SEWAK            | 3  | 3                                 | 100                            | 0   | 0                                   | 0                    |                 |
|           | Nil                  |  |                                   |                                | AL PERSONNEL  |                                     |                      |                 |
|           |                      | or, whole-time D   | irectors and/oi                   | Manager who                    | se remuneration de  | tails to be ente                    | ered 1               |                 |
| . No.     | Name                 | Designat   | ion Gros                          | s Salary (                     |   | tock Option/<br>weat equity         | Others               | Total<br>Amount |
| 1         | D. Uday Kumar        | Rec Chairman   | & CE( 25.2                        | 57,360                         | 0   | 0                                   | 0                    | 25,257,360      |

| S. No. | Name                   | Designation   | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|------------------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | D. Uday Kumar Rec<br>⊕ | Chairman & CE | 25,257,360   | 0          | 0                             | 0      | 25,257,360      |
|        | Total                  |               | 25,257,360   | 0          | 0                             | 0      | 25,257,360      |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

| S. No. | Name               | Designation       | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|--------------------|-------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | Aravind Viswanatha | Chief Financial ( | 18,184,152   | 0          | 30,712,500                    | 0      | 48,896,652      |
| 2      | Seshanuradha Cha   | Company Secre     | 5,387,892    |            | 110,801,691                   |        | 116,189,583     |
|        | Total              |                   | 23,572,044   | 0          | 141,514,191                   | 0      | 165,086,235     |

lumber of other directors whose remuneration details to be entered

| S. No.  | Mana  |             |              |            |                               |        |                 |
|---------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 0. 140, | Name  | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
| 1       |       |             |              |            |                               |        | 0               |
|         | Total |             |              |            |                               |        |                 |

| I. MATTERS RELAT   | TED TO CERT                             | IFICATION C                     | OF COMPLIAN                      | NCES AND DISCLOS   | URES                                     |   |  |  |
|--|---|---------------------------------|----------------------------------|--|--|---|--|--|
| A. Whether the co  | mpany has ma<br>e Companies A           | ide compliand<br>Act, 2013 duri | ces and disclo                   | sures in respect of app                                      | olicable Yes                             | O No  |  |  |
| B. If No, give reasons/observations  |   |                                 |                                  |  |  |   |  |  |
|  |   |                                 |                                  |  |  |   |  |  |
| II. PENALTY AND P  | UNISHMENT                               | - DETAILS T                     | HEREOF                           |  |  |   |  |  |
| DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil                           |   |                                 |                                  |  |  |   |  |  |
| Name of the<br>company/ directors/<br>officers   | Name of the oconcerned<br>Authority     |                                 | of Order                         | Name of the Act and section under which penalised / punished | Details of penalty/<br>punishment        | Details of appeal (if any) including present status |  |  |
|  |   |                                 |                                  |  |  |   |  |  |
| B) DETAILS OF COMPOUNDING OF OFFENCES NII  |   |                                 |                                  |  |  |   |  |  |
| Name of the<br>company/ directors/<br>officers   | Name of the o<br>concerned<br>Authority |                                 | of Order                         | Name of the Act and section under which offence committed    | Particulars of offence                   | Amount of compounding (in Rupees)                   |  |  |
|  |   |                                 |                                  |  |  |   |  |  |
| KIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment      |   |                                 |                                  |  |  |   |  |  |
| Yes No In case of 'No', submit the details separately through the method specified in instruction kit) |   |                                 |                                  |  |  |   |  |  |
| (IV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES                          |   |                                 |                                  |  |  |   |  |  |
| n case of a listed con<br>nore, details of comp  | npany or a con<br>any secretary         | npany having<br>in whole time   | paid up share<br>practice certif | e capital of Ten Crore r<br>fying the annual return          | rupees or more or turn<br>in Form MGT-8. | nover of Fifty Crore rupees or                      |  |  |
| Name   | Name Mahadev Tirunagari                 |                                 |                                  |  |  |   |  |  |
| Whether associate or fellow Associate   Fellow   |   |                                 |                                  |  |  |   |  |  |

Certificate of practice number

I/We certify that:(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

|   |   | Declaration                                  |  |   |                            |
|---|---|--|--|---|----------------------------|
| am Authorised by the Board  | of Directors of the com                             | pany vide resolution                         | no   | dated   |                            |
| DD/MM/YYYY) to sign this fon respect of the subject matter                              | er of this form and matte                           | ers incidental thereto                       | tiave neeri combii                         | ied with. I faither decide the                              |                            |
| . Whatever is stated in<br>the subject matter of  | n this form and in the at<br>this form has been sup | tachments thereto is<br>opressed or conceale | true, correct and o<br>d and is as per the | complete and no information<br>e original records maintaine | n material to              |
| 2. All the required attac   | chments have been con                               | npletely and legibly a                       | ttached to this forr                       | n.  |                            |
| Note: Attention is also drav<br>punishment for fraud, puni<br>To be digitally signed by | vn to the provisions of<br>shment for false state   | f Section 447, section<br>ment and punishme  | on 448 and 449 of<br>ent for false evide   | f the Companies Act, 2013<br>ence respectively.             | which provide              |
| o be digitally signed by  |   |  |  |   |                            |
| Director  |   | ]  |  |   |                            |
| OIN of the director   | 00003382  | 4100   |  |   |                            |
| To be digitally signed by   |   |  |  |   |                            |
| Company Secretary   |   |  |  |   |                            |
| Company secretary in pra  | ctice   |  |  |   |                            |
| Membership number 155   | i19   | Certificate of pra                           | ctice number                               |   |                            |
|   |   |  |  | List of atta  | chments                    |
| Attachments   |   |  |  |   |                            |
| 1. List of share hold   | lers, debenture holders                             | <b>:</b>                                     | Attach                                     | Draft MGT 8 - Tanla - 20<br>Tanla-Committee Meeti           | 023-24.pat<br>ngs-FY24.pdf |
| <ol><li>Approval letter for</li></ol>   | r extension of AGM;                                 |  | Attach                                     |   |                            |

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Check Form

3. Copy of MGT-8;

4. Optional Attachement(s), if any

Modify

Attach

Attach

Prescrutiny

Remove attachment

Submit

**Tanla Platforms Limited**Number of Committee Meetings held during FY 2023-24: 14

| S. No. | Type of                                      | Date of    | Total Number                                   | Attendance                 |                 |
|--------|--|------------|--|----------------------------|-----------------|
| 5.110. | meeting                                      | meeting    | of Members as<br>on the date of<br>the meeting | Number of members attended | % of attendance |
| 1.     | Risk Management<br>Committee                 | 21-04-2023 | 4  | 4                          | 100%            |
| 2.     | Corporate Social<br>Responsibility Committee | 25-04-2023 | 4  | 3                          | 75%             |
| 3.     | Audit Committee                              | 26-04-2023 | 4  | 4                          | 100%            |
| 4.     | Audit Committee                              | 08-06-2023 | 4  | 4                          | 100%            |
| 5.     | Risk Management Committee                    | 14-06-2023 | 4  | 3                          | 75%             |
| 6.     | Nomination & Remuneration Committee          | 17-07-2023 | 4  | 3                          | 75%             |
| 7.     | Audit Committee                              | 20-07-2023 | 4  | 4                          | 100%            |
| 8.     | Nomination & Remuneration Committee          | 04-08-2023 | 4  | 4                          | 100%            |
| 9.     | Audit Committee                              | 04-08-2023 | 4  | 4                          | 100%            |
| 10.    | ESG Council                                  | 10-08-2023 | 4  | 4                          | 100%            |
| 11.    | Audit Committee                              | 19-10-2023 | 4  | 4                          | 100%            |
| 12.    | Stakeholder Relationship Committee           | 05-12-2023 | 4  | 4                          | 100%            |
| 13.    | Risk Management Committee                    | 11-12-2023 | 4  | 3                          | 75%             |
| 14.    | Audit Committee                              | 23-01-2024 | 4  | 4                          | 100%            |

Flat No.406 & 407, 4th Floor, MGR Estates, Dwarakapuri Colony, Punjagutta, Hyderabad-500082, India M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

#### Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

#### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of Tanla Platforms Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31 March 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  - 1. Its status under the Act;
  - 2. Maintenance of registers/records & making entries therein within the time prescribed there for;
  - 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time
    - 4. Calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed;
    - 5. Closure of Register of Members / Security holders, as the case may be;
    - 6. Advances / Loans to its directors and/or persons or firms or companies referred in section 185 of the Act; *Not Applicable*
    - 7. Contracts / Arrangements with related parties as specified in section 188 of the Act;
    - 8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances;

#### Mahadev Tirunagari Company Secretary in Practice & Insolvency Professional

Flat No.406 & 407, 4th Floor, MGR Estates, Dwarakapuri Colony, Punjagutta, Hyderabad-500082, India M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

- 9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; *Not Applicable*
- 10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3), (4) and (5) thereof;
- 12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13. Appointment / reappointment / filling up casual vacancies of auditors as per the provisions of section 139 of the Act; *Not Applicable*
- 14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15. Acceptance / renewal / repayment of deposits; Not Applicable
- 16. Borrowings from its directors, members, public financial institutions, banks and others and ereation / modification / satisfaction of charges in that respect, wherever applicable;
- 17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
- 18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company. *Not Applicable*

Mahadev Tirunagari Company Secretary in Practice FCS: 6681, CP No.: 7350 UDIN:

Place: Hyderabad

Date: