NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Tanla Solutions Limited will be held on Monday, September 12th, 2016 at 11:30 AM at Novotel Hyderabad Convention Centre,
Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad – 500081, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Report of the Board of Directors and the Report of the Auditors thereon; and

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.

2. Confirmation of Interim Dividend as final dividend:

To consider and if deemed fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT an interim dividend of Re. 0.20 per share declared by the Board of Directors of the Company on March 16, 2016 be and is hereby approved as final dividend for the year ended 31 March, 2016".

3. To appoint a Director:

Mr. Gautam Sabharwal (DIN 00003709), who retires by rotation and being eligible, offers himself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Gautam Sabharwal, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

4. To ratify the continuation of the Statutory Auditors:

The Statutory Auditors M/s. Ramasamy Koteswara Rao & Co., Chartered Accountants are eligible for continuing appointment. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding Rules, pursuant to the recommendations of the Audit Committee and the resolution passed by the members at their 18th AGM held on 30th September 2014, the appointment of M/s. Ramasamy Koteswara Rao & Co., Chartered Accountants,Hyderabad, bearing Registration number 010396S with the Institute of Chartered Accountants of India, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, as Statutory Auditors to hold office up to the conclusion of the 21 st AGM to be held in 2017, be and is hereby ratified at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

5. APPOINTMENT OF MS. N. KALPANA REDDY AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Ms. Kalpana Reddy, (DIN: 07328517) who was appointed as an Additional Independent (Non-Executive) Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, is hereby appointed as an Independent Director of the Company, not be liable to retire by rotation, for a term of 2 (Two) years i.e., from the date of 20th Annual General Meeting (2016) till the date of 22nd Annual General Meeting (to be held in 2018).

6. RE-DESIGNATION OF Dr. A.G.RAVINDRANATH REDDY AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Dr. A.G.Ravindranath Reddy, (DIN: 01729114) who was re-designated as an Non-Executive & Independent Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, is hereby appointed as an Independent Director of the Company, not be liable to retire by rotation, for a term of 2 (Two) consecutive years i.e., from the date of 20 th Annual General Meeting (2016) till the date of 22nd Annual General Meeting (to be held in 2018).

Date: August 04, 2016
Place: Hyderabad

By the Order of The Board of Directors
for Tanla Solutions Limited

Sd/-
CS Seshanuradha Chava
AVP – Legal & Secretarial
M.No.: A15519

Registered Office:
Technology Centre,
Hi-tech City Road,
Madhapur, Hyderabad
500 081
Email: inverstorhelp@tanla.com

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company.

The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of the members' upto and not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

3. Brief profiles of Mr. Gautam Sabharwal, Whole-time Director, Ms. Kalpana Reddy, Independent Non-Executive Director and Dr. A.G.Ravindranath Reddy, Non-Executive Independent Director proposed to be re-appointed/re-designated along with names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and his relationship with other directors inter-se are provided in the Report on Corporate Governance forming part of the Annual Report.

4. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Meeting is annexed hereto.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from September 05, 2015 to September 12, 2015 (both days inclusive).

6. Pursuant to the provisions of Section 124 of the Companies Act 2013, the amount of dividend remaining unclaimed up to the financial year 2007-08 has been transferred, to the Investors Education & Protection Fund on the due date. Details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company. Shareholders are requested to ensure that they claim the dividend(s) from the Company before it is transferred to the Investor Education and Protection Fund. The seven year period of "Un-paid and Un-Claimed dividend for the year 2008-09" which amounts to Rs. 339,623/- (Rupees Three lakhs thirty nine thousand six hundred and twenty three only) expires on December 03, 2016 and the same will be transferred to the "Investor Education and Protection Fund".

7. Members/Proxies attending the Meeting are requested to complete and bring the Attendance Slip enclosed with the Annual Report and hand over the same at the entrance of the meeting hall, duly signed.

8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.

9. Members holding shares in electronic form are requested to immediately intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their addressor bank mandates immediately to the Company / Karvy.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.

11. Non-Resident Indian Members are requested to inform Karvy, immediately of:

a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. The Securities and Exchange Board of India (SEBI) 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 to the Company / Karvy.

14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 to the company/Karvy in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

15. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).

16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following: evoting@karvy.com

The Annual Report for the year ending 31st March, 2016 and Notice of the AGM inter-alia indicating the manner and process of e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same.

For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

17. Members may also note that the Notice of the 20 th AGM and the Annual Report 2016 will also be available on the Company's website www.tanla.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: investorhelp@tanla.com

18. Voting through electronic means In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended 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 Company is pleased toprovide the members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited. The procedure for participating in the e-voting is given below:

E-Voting Instructions:

A. In case a Member receives an email from Karvy [formembers whose email IDs are registered with the Company/ Depository Participants (s)]:

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVENT number 2558 followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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.

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 of minimum 8 characters with at least one upper case (A- Z), onelower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you tochange 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 Dateunder "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios / Demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately.

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 have voted on the resolution, you will not be allowed to 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 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 authorised representative(s), to the Scrutinizer at email ramakrishna@rna-cs.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Tanla - 20th AGM".

B. (1) In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]

I. E-Voting Event Number – 2558 (EVENT), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

(2) Voting at AGM: The Members, who have not cast their vote electronically, can exercise their voting rights at the AGM. The Company will make necessary arrangements (ballot) in this regard at the AGM Venue. Members, who cast their votes by e-voting prior to AGM may attend the AGM, but will not be entitled to cast their votes again.

Other Instructions:

i. In case of any queries, you may refer Help & FAQ section of https://evoting.karvy.com (Karvy website) or call KCPL on 44655000 & Toll Free No. 1800 3454 001.

ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iii. The e-voting period commences on Friday, September 09, 2016 (9:00 a.m. IST) and ends on Sunday, September 11, 2016 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 05, 2016, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

iv. Any person, who becomes a member of the Company after the dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. September 05, 2016 may write to e-voting@karvy.com or to the company at invesgtorhep@tanla.com requesting for User ID and password. On receipt of User ID and password the steps from (i) to (xi) mentioned above should be followed for casting their vote, if the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

v. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date September 05, 2016.

vi. The Board of Directors has appointed Mr. CS Ramakrishna Gupta, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three(3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.

viii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

ix. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.tanla.com and on the website of KARVY https://evoting.karvy.com, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with section 110 of the Companies Act, 2013

Item No. 5

The Board of Directors at its meeting held on 30 th October, 2015 appointed Ms. Kalpana Reddy as Additional Director (Non-Executive Independent Director) of the Company. She will hold office up to the ensuing 22 nd Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ('the Act') and, being eligible, in terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, she will be seeking election/ appointment as Independent Director for two years i.e. from the date of 20 th Annual General Meeting (2016) till the date of 22nd Annual General Meeting (to be held in 2018). A notice has been received from a Member proposing Ms. Kalpana Reddy as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms. Kalpana Reddy fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the Management. A Copy of the draft letter for appointment of Ms. Kalpana Reddy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that Ms. Kalpana Reddy's continued association would be of immense benefit to the Company and it is desirable to avail her services as Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Kalpana Reddy as an Independent Director, for approval by the shareholders of the Company.

Memorandum of Interest

Except Ms. Kalpana Reddy, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

Item No. 6

The Board of Directors at their meeting held on 30 th June, 2016 appointed Dr. A.G.Ravindranath Reddy as Non-Executive Independent Director of the Company and being eligible in terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, he will be seeking election/appointment as Independent Director of the Company. Accordingly the Board proposes for appointment of Dr. A.G. Ravindranath Reddy as Independent Director of the Company from the date of ensuing Annual General Meeting to conclusion of Annual General Meeting to be held for financial year 2018. A notice has been received from a Member proposing Dr. A.G.Ravindranath Reddy as a candidate for the office of Director of the Company.

In the opinion of the Board, Dr. A.G.Ravindranath Reddy fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. A Copy of the draft letter for appointment of Mr. A.G.Ravindranath Reddy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that Dr. A.G.Ravindranath Reddy's continued association would be of immense benefit to the Company and it is desirable to avail her services as Independent Director.
Accordingly, the Board recommends the resolution in relation to the appointment of Dr. A.G.Ravindranath Reddy as an Independent Director, for approval by the shareholders of the Company.

Memorandum of Interest

Except Dr. A.G.Ravindranath Reddy, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

Date: August 04, 2016
Place: Hyderabad

By the Order of the Board
for Tanla Solutions Limited
Sd/-

CS Seshanuradha Chava
AVP – Legal & Secretarial
M.No.: A15519

Registered Office:
Technology Centre,
Hi-tech City Road,
Madhapur, Hyderabad
500 081