



TANLA SOLUTIONS LIMITED

CIN: L72200AP1995PLC021262

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

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

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

Date: September 16, 2015

To,

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	National Stock Exchange of India Ltd. Exchange Plaza, Plot No.C/1, Block – G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051.
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Dear Sir,

Sub: Proceedings of the 19th AGM of the Company & Scrutinizer's Report.

Ref: Clause 31 D of the Listing Agreement.

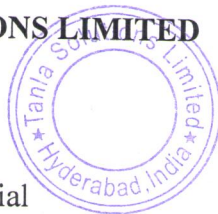
Dear Sir/Madam,

Pursuant to the provisions of Clause 31(d) of the Listing Agreement, kindly find attached herewith proceedings of the 19th Annual General Meeting of the Company held on Wednesday, 16th September, 2015 at 10.30 A.M. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, Near Hitec City, Madhapur, Hyderabad – 500081.

Request you to take this on record and oblige.

For TANLA SOLUTIONS LIMITED

CS Seshanuradha Chava
AVP – Legal & Secretarial



Enclosures:

- Proceedings of AGM held on 16th September, 2015.
- Scrutinizers Consolidated Report on E-voting and Vote by Poll.



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PROCEEDINGS OF 19TH ANNUAL GENERAL MEETING OF TANLA SOLUTIONS LIMITED HELD ON WEDNESDAY, 16TH SEPTEMBER, 2015 AT 10.30 A.M. AT NOVOTEL HYDERABAD CONVENTION CENTRE, NOVOTEL & HICC COMPLEX, NEAR HITECH CITY, MADHAPUR, HYDERABAD – 500 081.

DIRECTOR'S PRESENT:

- | | |
|--------------------------------|--|
| 1. Mr. D. Uday Kumar Reddy | Chairman & Managing Director |
| 2. Mr. Gautam Sabharwal | Director – Global Business Development |
| 3. Mr. Ram Narain Agarwal | Independent Director |
| 4. Dr. A.G. Ravindranath Reddy | Independent Director |

MEMBER'S PRESENT:

No. of Members present : 213
No. of Members present in Proxy : 66
Total No. of Members present (In Person & Proxy) : 279

The Meeting commenced at 10.30 A.M.

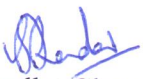
Mr. D. Uday Kumar Reddy, Chairman & Managing Director, Chairman of the Meeting welcomed the Members to the 19th Annual General Meeting of Shareholders.

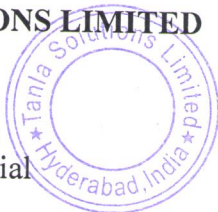
Requisite quorum pursuant to Section 103 of the Companies Act, 2013 was present. The Company had provided the e-voting facility to enable its Members to cast their vote electronically and also provided ballot voting facility to the Members present in person or through proxies at the AGM to vote in proportion to the shares held by them, who have not voted through remote voting earlier.

The resolutions set out in the Notice of the 19th Annual Report of the Company were passed by the Members with requisite majority which forms a part of Scrutinizers report enclosed herewith.

The meeting was concluded with a vote of thanks by the Chairman of the meeting.

For TANLA SOLUTIONS LIMITED


CS Seshanuradha Chava
AVP – Legal & Secretarial



Kritika Sharma

Company Secretary

Report of Scrutinizer on Remote e-voting Process & Vote by Poll at 19th Annual General Meeting

[Pursuant to section 108 and 109 of Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules,2014]

To

The Chairman
Tanla Solutions Limited
Technology Centre, Hi-tech City Road,
Madhapur,
Hyderabad-500081

Sir,

Sub: Scrutinizer's Report on Remote e-voting Process & Vote by Poll conducted pursuant to the provisions of section 108 and 109 of Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for the 19th Annual General Meeting.

The Board of Directors of Tanla Solutions Limited, ('the Company') at its meeting held on 13th August,2015, decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions as set out in the notice of 19th Annual General Meeting to be held on 16th September,2015 by way of electronic means as required under provisions of section 108 of the Companies Act,2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, Kritika Sharma, Practicing Company Secretary bearing Membership Number:A39335 has been appointed as scrutinizer by the Board of Directors of the company at their meeting held on 13th August, 2015 as required under section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the Remote e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the notice convening the 19th Annual General Meeting of the Company to be held on 16th September,2015.

The management of the company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in a fair and transparent manner and make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the Remote e-voting system provided by the Karvy Computershare Private Limited authorised agency to provide Remote e-voting facilities, engaged in the company.

The notice dated 13th August, 2015 convening the 19th Annual General Meeting of the Company to be held on 16th September, 2015 along with the statement setting out the material facts under section 102 of the Act were sent to the members of the Company.

Kritika



Off: #202, Pavan Annexe, Road No: 2, Banjara Hills, Hyderabad -500034, Telangana
Ph: +91 8179405974; e-mail: kritika.s112@gmail.com

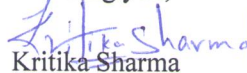
In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Sunday, 13th September, 2015 at 9.00 A.M. to Tuesday, 15th September, 2015 at 5.00 P.M.
2. At the end of Remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolution that were put to vote were downloaded from the Remote e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com/>)
4. Pursuant to clause 35B of the Listing Agreement entered by the Company, the Company has also provided facility of voting through the physical ballot form to those members, who do not have access to the Remote e-voting facility. The physical ballot forms received by the Company were kept in my safe custody. My report includes the results of voting through the physical ballot forms in addition to votes casted through Remote e-voting website of Karvy Computershare Private Limited by the eligible shareholders.
5. I have scrutinised the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through Remote e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of voting is as per annexure attached herewith.
8. The register, all other papers and relevant records relating to voting shall remain in my custody until, the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to a Director for safe custody.

Recommendation:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking you,


Kritika Sharma

Company Secretary

Membership No: A39335

Certificate of Practice No: 14671

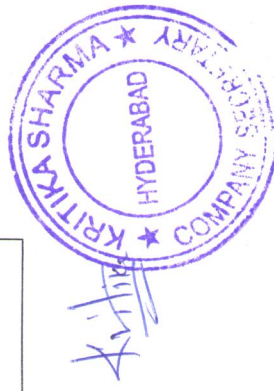


Place: Hyderabad

Date: 16.09.2015

Annexure to Scrutinizer's Report
Consolidated Results of Remote e-voting and Poll conducted at 19th Annual General Meeting of Tanla Solutions Limited held on 16th September, 2015

Sr.No	Res. No./Item No:	Heading of the resolution	Type of resolution	Valid Votes				Invalid Votes		
				Voting in favour		Voted Against		Number of members voting (in person or proxy)	No: of votes casted	
				No: of votes casted	% of valid votes	Number of members voting (in person or proxy)	No: of votes casted			% of valid votes
1.	1.	Adoption of Annual Accounts and Reports thereon for the year ended 31 st March, 2015	Ordinary	107	33338426	99.98	1	5684	0.02	-
2.	2.	Re-appointment of Mr. Uday Kumar Reddy who retires by rotation.	Ordinary	105	33336826	99.97	3	7284	0.03	-
3.	3.	Ratification of appointment of M/s. Ramasamy Koteswara Rao & Co., Chartered Accountants as Statutory Auditors	Ordinary	104	33336825	99.97	4	7285	0.03	-



4.	4.	Extending the term of Mr. Uday Kumar Reddy Chairman & Managing Director	Ordinary	104	33336825	99.97	4	7285	0.03	-	-
5.	5.	Extending the term of Mr. Gautham Sabharwal, Director – Global Business Development..	Ordinary	107	33338426	99.98	1	5684	0.02	-	-
6.	6.	Adopt the 'Tanla Solutions Limited Employee Stock Option Plan 2015-16' and authorise the Board to grant Employee Stock Option/Options (ESOPs)	Special	106	33338376	99.98	2	5734	0.02	-	-
7.	7.	Adopt the 'Tanla Solutions Limited Employee Stock Option Plan 2015-16' and authorise the Board to grant Employee Stock Option/Options (ESOPs), to employees of the subsidiaries or associate companies of the Company.	Special	105	33338375	99.98	3	5735	0.02	-	-



Krittika Sharma