

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company: TANLA SOLUTIONS LIMITED**  
**Quarter ending on: DECEMBER 31 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks										
<b>I Board of Directors</b>	49 I												
(A) Composition of Board	49(IA)	YES	<table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>Mr. Harish Kumar Villadath</td> <td>Independent</td> </tr> <tr> <td>Mr. Surjeet Kumar Palhan</td> <td>Independent</td> </tr> <tr> <td>Mr. Amit Gupta</td> <td>Executive</td> </tr> <tr> <td>Mr. Anoop Roy Kundal</td> <td>Executive</td> </tr> </tbody> </table> <p>Pursuant to resignation of the above mentioned Directors, the number of Executive and Independent Directors are 4 and 4 respectively.</p>	Name of the Director	Category	Mr. Harish Kumar Villadath	Independent	Mr. Surjeet Kumar Palhan	Independent	Mr. Amit Gupta	Executive	Mr. Anoop Roy Kundal	Executive
Name of the Director	Category												
Mr. Harish Kumar Villadath	Independent												
Mr. Surjeet Kumar Palhan	Independent												
Mr. Amit Gupta	Executive												
Mr. Anoop Roy Kundal	Executive												
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES											
(C) Other Provisions as to Board and Committees	49 (IC)	YES											
D) Code of Conduct	(49 (ID)	YES											
<b>II. Audit Committee</b>	49 (II)												
(A) Qualified & Independent Audit Committee	49 (IIA)	YES											
(B) Meeting of Audit Committee	49(IIB)	YES											
(C) Powers of Audit Committee	49 (IIC)	YES											
(D) Role of Audit Committee	49 (IID)	YES											
(E) Review of Information by Audit Committee	49 (IIE)	YES											

For Tanla Solutions Limited

  
Ch. Seshanuradha  
Company Secretary




Tanla Solutions Limited  
Tanla Technology Centre, Hi-Tech City, Madhapur, Hyderabad – 500081, Andhra Pradesh, India  
☎: + 91 – 40 – 40099999 ☎: + 91 – 40 – 23122888 E-Mail: contact@tanla.com

<b>III. Subsidiary Companies</b>	49 (III)	N.A	Tanla Solutions Limited has no unlisted material subsidiary
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	Will be disclosed in the Annual Report for the year 11-12
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Going concern basis – no change in accounting policy
(C) Board Disclosures	49 (IV C)	YES	-----
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	-----
(E) Remuneration of Directors	49 (IV E)	N.A	Will be disclosed in the Annual Report for the year 11-12
(F) Management	49 (IV F)	N.A	Will be disclosed in the Annual Report for the year 11-12
(G) Shareholders	49 (IV G)	YES	
<b>V.CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Will be disclosed in the Annual Report for the year 11-12
<b>VII. Compliance</b>	49 (VII)	YES	

**Note:**

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Tanla Solutions Limited

  
Ch.Seshanuradha  
Company Secretary



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