

continued on next page

- (iii) in the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the Buyback Regulations,
- (iv) the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and
- (v) for providing to the merchant banker to the Buyback.

Accordingly, this Report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. This report can be relied upon by the manager to the Buyback. M S K A & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **M S K A & Associates**
Chartered Accountants
Firm Registration No: 105047W

Sd/-
Mukesh Kumar Pugalia
Partner
Membership No.: 221387
UDIN: 25221387BMASG9075

Place: Bengaluru
Date: June 16, 2025

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares of Tanla Platforms Limited ("the Company") in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and Regulation 5(i) (b) of the Buyback Regulations based on audited standalone and consolidated financial statements for the year ended March 31, 2025:

(INR in Lakhs)		
Particulars	As at March 31, 2025	
	Standalone	Consolidated
A. Issued subscribed and fully paid-up capital as at March 31, 2025 [*] (13,46,17,359 Equity Shares of INR 1/- each fully paid-up)	1,346.17	1,346.17
B. Free Reserves as at March 31, 2025		
Retained earnings	45,878.24	1,95,067.95
General Reserve	2,548.17	2,549.92
Share Premium Account	21,441.83	21,441.83
Foreign currency translation reserve	- 679.45	4,610.68
Total Free Reserves (B)	69,188.79	2,23,670.38
C. Total of Paid-up Equity Share Capital and Free Reserves (A+B)	70,534.96	2,25,016.55
D. Maximum amount permissible for buyback under Section 68(2) (c) of the Act and Regulation 4(i) of the Buyback Regulations 25% of the total paid-up equity capital and free reserves, (lower of standalone and consolidated financial statements)		17,633.74

* Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2025 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of the **Board of Directors**
For **Tanla Platforms Limited**

Sd/-
(Abhishek Kumar Jain)
Chief Financial Officer
Date: June 16, 2025

Unquote

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 12.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 12.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.
- 12.3. For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker to the Company (the "**Company's Broker**") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Kotak Securities Limited
27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051
Tel. No.: 1800 209 9191
Contact Person: Tabrez Anwar
Email: service.securities@kotak.com; **Website:** www.kotaksecurities.com
SEBI Registration No.: INZ000200137

- 12.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- 12.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("**Stock Broker(s)**") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
- 12.6. In the event the Stock Brokers of any Eligible Shareholder are not registered with the Stock Exchanges as a trading member/ stockbroker/, then that Eligible Shareholder can approach any Stock Exchange-registered stock broker and can register himself by using web based unique client code application (UCI online) facility through that registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other registered stock broker, Eligible Shareholders may approach the Company's Broker to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.
- 12.7. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 12.8. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 12.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 12.10. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.
- 12.11. **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**
- (i) Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Brokers by indicating to the concerned Stock Brokers, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Stock Brokers would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited or the National Clearing Limited ("**Clearing Corporations**").
- (iii) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
- (iv) The lien shall be marked in the demat account of the Eligible Shareholders against the Equity Shares tendered in the Buyback. The details of such Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporations.
- (v) In case, the demat account of the Eligible Shareholder is held with one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the Eligible Shareholder's demat account at the source depository during the tendering period. Inter Depository Tender Offer ("**IDT**") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member account / clearing corporation at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholder's demat account shall be provided by the target depository to the Clearing Corporation.

- (vi) The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation.
- (vii) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (viii) Upon placing the order/bid, the Stock Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. The TRS will contain the details of the order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.
- (ix) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the order/bid by such Eligible Shareholder shall be deemed to have been accepted.
- (x) Eligible Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Share, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Stock Broker's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (xi) Eligible Shareholders who have tendered their dematerialized shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved Scheme for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

- In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback through the tender offer route. However, such tendering should comply with the provisions of the SEBI Buyback Regulations. The procedure is as below:
- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Brokers along with the complete set of documents for verification procedures to be carried out before placement of the order/bid including (a) the tender form duly signed by all registered Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares and as per the specimen signatures registered with the Company), (b) original Equity Share certificate(s), (c) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of the Eligible Shareholder's permanent account number ("**PAN**") card, (e) any other relevant documents such as duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (ii) Based on the aforesaid documents, the concerned Stock Broker shall place the order/bid on behalf of the Eligible Shareholder holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the order/bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- (iii) Any Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 12.12 (i) above) along with the TRS generated by stock exchange bidding system upon placing of bid, either by registered post, or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("**Registrar**") at the address mentioned at paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "**Tanla Platforms Limited – Buyback 2025**". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
- (iv) Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted, unless the complete set of documents are submitted. Acceptance of the Equity Shares in physical form for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such orders/bids based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids' and displayed on the respective websites of the Stock Exchanges.
- (v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vi) The unregistered shareholders holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:

- 13.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as per the SEBI Circulars.
- 13.2. The Company will pay the consideration (net of tax deducted at source) to the Company's Broker which will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or an Eligible Shareholder's bank, due to any reason, then the amount payable to the Eligible Shareholder will be transferred to the concerned Stock Brokers' settlement account for onward transfer to such Eligible Shareholder.
- 13.3. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholders' accounts.
- 13.4. Details in respect of Eligible Shareholder's entitlement for tender process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted order/bid will be transferred to the Clearing Corporations.
- 13.5. In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with order/bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted order/bid quantity, the source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted order/ bid Equity Shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 13.6. In relation to the Equity Shares in physical form:
- (i) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.
- (ii) If however, only a portion of the Equity Shares held by an Eligible Shareholder in physical form is accepted in the Buyback then the Company shall instead of issuing a split of share certificate, issue a Letter of Confirmation ("**LOC**") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, as may be amended from time to time, with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 (one hundred twenty) days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Eligible Shareholder fails to submit the dematerialisation request within the aforementioned period, the Registrar shall credit the Equity Shares in physical form to a separate demat account of the Company opened for the said purpose.
- 13.7. Eligible Shareholders should ensure that their depository account is maintained till the lien, if any, marked against unaccepted Equity Shares is released on completion of formalities pertaining to the Buyback.
- 13.8. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 13.9. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("**Company Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 13.10. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Brokers for any cost, applicable taxes, charges, stamp duty and expenses (including brokerage) that may be levied, including by the Stock Brokers upon the selling Eligible Shareholders for tendering Equity Shares

in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage and/or stamp duty) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the selling Eligible Shareholders.

- 13.11. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.
- 14. RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT**
- 14.1. As required under the SEBI Buyback Regulations, the Company has fixed July 23, 2025 as the record date ("**Record Date**") for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from July 29, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until August 04, 2025.
- 14.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
- 14.3. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer, shall be through electronic mode in accordance with the provisions of the Companies Act, within 2 (two) working days from the Record Date and that in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be provided.
- 14.4. The Equity Shares proposed to be bought back by the Company shall be divided into 2 (two) categories and the entitlement of a shareholder in each category will be calculated; accordingly, (i) reserved category for Small Shareholders and (ii) the general category for all other Eligible Shareholders.
- 14.5. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price of shares on the stock exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, of not more than INR 2,00,000/- (Indian Rupees Two Lakhs Only).
- 14.6. In accordance with proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 14.7. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback. Since the promoters of the Company and members of the promoter group of the Company have declared their intention to not participate in the Buyback, Equity Shares held by them shall not be considered for the purposes of computing the entitlement ratio.
- 14.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholders' Category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of shareholders holding Equity Shares in physical form, where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies, etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories.
- 14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 14.10. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to either participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 14.11. The maximum tender under the Buyback by any Eligible Shareholder cannot not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.
- 14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.
- 14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.

15. COMPLIANCE OFFICER

The Company has appointed Ms. Seshanuradha Chava as the compliance officer for the purpose of the Buyback ("**Compliance Officer**"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Name: Ms. Seshanuradha Chava
Designation: General Counsel and Company Secretary
Address: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500 081
Tel. No.: +91 40 4009 9999
Email: investorhelp@tanla.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:



KFin Technologies Limited
Selenium, Tower B, Plot Nos. - 31 & 32, Financial District
Nanakramguda, Serilingampally Mandal Hyderabad 500032
Tel No.: +91 40 6716 2222
Contact Person: M. Murali Krishna
Email: tp.buyback@kfintech.com; **Website:** www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
SEBI Registration No.: INR000000221
Validity Period: Permanent
CIN: L72400MH2017PLC444072

17. MANAGER TO THE BUYBACK



Mrs. Kotak Mahindra Capital Company Limited
Address: 27 BKC, 1st floor, Plot No. C-27, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
Tel: +91 22 6218 5905
Contact Person: Mr. Ganesh Rane
Email: tanla.buyback@kotak.com
Website: www.investmentbank.kotak.com
SEBI Registration Number: INM000008704
Corporate Identification Number: U67120MH11995PLC134050

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the **Board of Directors of Tanla Platforms Limited**

Sd/- Udaykumar Reddy Dasari Chairman and CEO, Director DIN: 00003382	Sd/- Sunil Ramakant Bhumalkar Independent Director DIN: 00177658	Sd/- Seshanuradha Chava Company Secretary Membership No. – A15519
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Date: July 18, 2025
Place: Hyderabad, Telangana