



## TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

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### NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the Shareholders of the Company will be held on Thursday, August 08, 2019 at 10.00 a.m. at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
  - b. The Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To declare a final Dividend of INR. 0.40 per Equity share (40%), for the Financial Year 2018-19. Further to approve an Interim Dividend of INR. 0.60 per Equity share (60%), already paid during the year, for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Seshan Srinivasan, (DIN 00014652) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. Re-appointment of Mr. Narayanan Kumar as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment of Directors) Rules 2014, read with Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Narayanan Kumar, having Director's Identification Number (DIN) – 00007848, as an Independent Director with effect from April 01, 2019, until the Annual General Meeting of the Shareholders of the Company to be held in Financial Year 2023-2024 or till such earlier date as may be required under the provisions of any applicable laws, rules, regulations or guidelines.

**RESOLVED FURTHER THAT** any one Director or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above-said resolution."

##### 5. Re-appointment of Mr. Rangaswamy Sundararajan as an Independent Director:

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment of Directors) Rules 2014, read with Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Rangaswamy Sundararajan, having Director's Identification Number (DIN) – 00498404, as an Independent Director with effect from April 01, 2019, until the Annual General Meeting of the Shareholders of the Company to be held in Financial Year 2023-2024, or till such earlier date as may be required under the provisions of any applicable laws, rules, regulations or guidelines.

**RESOLVED FURTHER THAT** any one Director or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above-said resolution."

##### 6. Re-appointment of Mr. Ganesan Raghuram as an Independent Director:

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment of Directors) Rules 2014, read with Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Ganesan Raghuram, having Director's Identification Number (DIN) – 01099026, as an Independent Director with effect from April 01, 2019, until the Annual General Meeting of the Shareholders of the Company to be held in Financial Year 2023-2024, or till such earlier date as may be required under the provisions of any applicable laws, rules, regulations or guidelines.

**RESOLVED FURTHER THAT** any one Director or the Company Secretary, be and are hereby severally authorized to do all such acts,

deeds and things as may be considered necessary to give effect to the above-said resolution.”

#### **7. Re-appointment of Ms. Uma Ratnam Krishnan as an Independent Director:**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(10) read with Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment of Directors) Rules 2014, read with Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Ms. Uma Ratnam Krishnan, having Director’s Identification Number (DIN) – 00370425, as an Independent Director with effect from November 11, 2019, for a further period of five years or till such earlier date as may be required under the provisions of any applicable laws, rules, regulations or guidelines.

**RESOLVED FURTHER THAT** any one Director or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above-said resolution.”

#### **8. Re-Appointment and Remuneration of Mr. Srinivasan H R as the Managing Director:**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 any other applicable provisions, read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary, approval of the Shareholders be and is hereby accorded for the re-appointment and remuneration of Mr. Srinivasan H R (DIN - 00130277) as the Managing Director of the Company for a tenure of 3 (three) years with effect from April 01, 2019 to March 31, 2022, on the following terms and conditions:

##### **A. Basic Salary**

In the scale of INR 1.00 crore to 1.50 crores per annum with authority to the Board of Directors to fix his salary within the scale from time to time. The annual or other increment will be merit based and take into account his performance.

##### **B. Performance linked incentive**

As per rules of the Company and approved by the Board of Directors from time to time.

##### **C. Perquisites & Allowances**

In addition to the prescribed salary and performance linked incentives, Mr. Srinivasan H R will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, including electricity, water, gas etc., home location travel for himself and his immediate family, contribution to PF, payment of gratuity and such other

perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board with Mr. Srinivasan H R, such perquisites and allowances will be subject to 200% of the basic salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Provisions for use of the Company's car for official duties and telephone at residence and mobile (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

##### **Minimum Remuneration**

The above remuneration shall be paid as minimum remuneration to Mr. Srinivasan H R, in the event of absence or inadequacy of profit in any year during the tenure of his appointment.

Subject to conditions contained in this resolution, the remuneration may be paid either in India by the Company or in overseas locations through its subsidiaries or a mix of both, as may be decided by the Board from time to time.

The terms and conditions of appointment and remuneration given herein be altered, varied and increased from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 read with schedule V (including any statutory modification or re-enactment thereof for the time being in force), or any amendments made thereto from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the Annual Remuneration of Mr. Srinivasan H R within the aforementioned scale from time to time.

**RESOLVED FURTHER THAT** any one of Ms. Subhasri Sriram, Executive Director and Chief Financial Officer or Mr. Avaneesh Singh, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the resolution”.

#### **9. Remuneration to Mr. Ram Yeleswarapu - Executive Director (President and Chief Executive Officer)**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification of the earlier resolution passed in the meeting of the Shareholders held on August 10, 2018 and in accordance with the provisions of Section 196, 197 and 198, read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary, approval of the shareholders be and is hereby accorded for the payment of remuneration of Mr. Ram Yeleswarapu - Executive Director, with effect from April 01, 2019, till the completion of his tenure on the following terms and conditions:

#### A. Basic Salary

In the scale of INR 1.00 crore to 1.50 crores per annum with authority to the Board of Directors to fix his salary within the scale from time to time. The annual or other increment will be merit based and take into account his performance.

#### B. Performance linked incentive

As per rules of the Company and approved by the Board of Directors from time to time.

#### C. Perquisites & Allowances

In addition to the prescribed salary and performance linked incentives, Mr. Ram Yeleswarapu will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, including electricity, water, gas etc., home location travel for himself and his immediate family, contribution to PF, payment of gratuity and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board with Mr. Ram Yeleswarapu, such perquisites and allowances will be subject to 200% of the basic salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Provisions for use of the Company's car for official duties and telephone at residence and mobile (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

#### Minimum Remuneration

The above remuneration shall be paid as minimum remuneration to Mr. Ram Yeleswarapu, in the event of absence or inadequacy of profit in any year during the tenure of his appointment.

Subject to conditions contained in this resolution, the remuneration may be paid either in India by the Company or in overseas locations through its subsidiaries or a mix of both, as may be decided by the Board from time to time.

The terms and conditions of appointment and remuneration given herein be altered, varied and increased from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 read with schedule V (including any statutory modification or re-enactment thereof for the time being in force), or any amendments made thereto from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the Annual Remuneration of Mr. Ram Yeleswarapu within the aforementioned scale from time to time.

**RESOLVED FURTHER THAT** any one of Ms. Subhasri Sriram, Executive Director and Chief Financial Officer or Mr. Avaneesh Singh, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the resolution".

#### 10. Enhancement of aggregate limits for Registered Foreign Portfolio Investors ("RFPs")

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time ("FDI Policy"), all applicable Laws, Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by the Government of India, the Reserve Bank of India ("RBI") and other appropriate authorities, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time ("SEBI FPI Regulations"), and subject to such other approvals, consents, permissions and sanctions, as may be required, from the Government of India or any Statutory or Regulatory Authorities and such other terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Shareholders of the Company be and is hereby accorded to permit Registered Foreign Portfolio Investors ("RFPs") registered under the SEBI FPI Regulations to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, the Equity Shares of the Company upto an enhanced aggregate limit of 49% of the Paid-up Equity Share capital of the Company at the time of making such investments, under the applicable laws, for the time being in force.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to the Committee of Director(s) and/or any Director(s) / Officer(s) of the Company and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

#### 11. Further issue of shares

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and Companies (Share Capital and Debentures) Rules, 2014, (including any amendments thereto or reenactment thereof), the Foreign Exchange Management Act,

1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable, the Memorandum and Articles of Association of TAKE Solutions Limited ("the Company"), and subject to approvals, consents, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Board is hereby authorised to create, offer, issue and allot (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a further public issue, qualified institutions placement, private placement or a combination thereof, such number of Equity Shares of the Company (the "Equity Shares") or the Global Depository Receipts ("GDRs"), the American Depository Receipts ("ADRs"), the Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures and/or any other financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of such Securities, to all eligible investors, including residents, non-residents, institutions/banks, incorporated bodies, individuals, trustees, stabilizing agent or any other category of investors, whether or not such investors are members of the Company (collectively the "Investors"), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to INR 750 Crores (Indian Rupees Seven Hundred and Fifty Crores) or equivalent thereof, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers, underwriters,

stabilizing agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different classes of investors and/or in respect of different Securities.

**RESOLVED FURTHER THAT** in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers ("QIB") within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event the Securities are issued to QIBs under Chapter VIII of the ICDR Regulations, the Relevant Date for determination of the price of the Securities to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company, decide to open the Issue.

**RESOLVED FURTHER THAT** in the event that Securities which are convertible into Equity Shares of the Company are issued to QIBs under Chapter VIII of the ICDR Regulations, the Relevant Date for the purpose of pricing of such Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such Securities become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended and other applicable pricing provisions issued by the Ministry of Finance, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into Equity Shares at a later date, shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a Rights Offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the



same proportion as that of the Rights Offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;

- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other Securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted in terms of this Resolution, shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Equity Shares and/or other Securities convertible into Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed and, at the discretion of the Board, at one or more Stock Exchanges outside India.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, redemption period, listings on one or more stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with the applicable provisions of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board in consultation with the Merchant Banker(s), Advisors and/or other intermediaries as may be appointed by the Company in relation to the Issue, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and allotment of the aforesaid Securities and listing thereof with the Stock Exchanges and to resolve and settle all questions and difficulties that may arise in the Issue, offer and allotment of any of the Securities, including finalization of the timing of the Issue/ offering(s), identification of the Investors to whom Securities are to be offered, utilization of the Issue proceeds and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges, FIPB or other authorities while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED THAT** pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute for exercising the powers conferred by the Board of Directors), consent of the members be and is hereby accorded to the Board of Directors of the Company to permit Foreign Portfolio Investors registered with SEBI ("FPI") to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, Equity Shares and/or Securities convertible into Equity Shares, provided however that the equity shareholding of each FPI shall not exceed such limits as may be prescribed, from time to time, under applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;

- b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Equity Shares by the Company;
- e. Opening such bank accounts and demat accounts as may be required for the transaction;
- f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;

- g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- h. Making applications for listing of the Equity Shares on one or more Stock Exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned Stock Exchange(s).

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

By Order of the Board  
**For TAKE Solutions Limited**

**Sd/-  
Avaneesh Singh**

Company Secretary  
Membership No. FCS: 7338

Place: Chennai  
Date: May 16, 2019

## Notes:

1. Explanatory statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4, 5, 6, 7, 8,9, 10 & 11 of the accompanying Notice are annexed thereto.
  2. In respect of Resolutions at Item No: 3, 4, 5, 6, 7 & 8 a statement giving additional information on the Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
  4. The instrument appointing the proxy in order to be effective must be deposited at the Registered Office of the Company, at least 48 hours before the time fixed for the commencement of the meeting. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, Pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the board resolution together with respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote at the meeting.
  5. Members /Proxies and Authorised Representatives should bring duly filled in attendance slips sent along with the Notice to attend the Meeting. Members holding shares in demat form are requested to quote their DP Id and Client Id at the Meeting for easy identification.
  6. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
  7. The Register of Directors and Key Management Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Members as maintained by RTA will be available for inspection by the Members at the AGM.
  8. **The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 03, 2019 to Thursday, August 08, 2019, (both days inclusive)** for the payment of Dividend. In respect of dematerialized shares, the dividend will be paid on the basis of beneficial ownership as on August 02, 2019. For physical shares the dividend will be transferred to the accounts of those members who are entitled thereto and whose names appear in the Register of Members as on August 09, 2019.
- holding shares in physical form should inform the Registrar and Share Transfer Agent (RTA), their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
9. Subject to the provisions of the Companies Act, 2013, dividends as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, i.e. on or before September 06, 2019. The First Interim Dividend of INR 0.30/- (30% of the face value) was paid to the shareholders of the Company on November 23, 2018 and Second Interim Dividend of INR 0.30/- (30% of the face value) was paid to the shareholders of the Company on March 08, 2019.
  10. Members who wish to claim dividend which remains unclaimed, are requested to write to The Company Secretary, at the Registered Office, at No: 27, Tank Bund Road, Nungambakkam, Chennai- 600 034. Members are requested to note that dividend not encashed or unclaimed within seven years from the date of transfer to the Company's unpaid dividend account, will be transferred, to the Investor Education and Protection Fund as per Section 124 and other applicable provisions of the Companies Act, 2013. Members are encouraged to utilize the Electronic Clearing System (ECS) for receipt of dividend.
  11. As per Section 72 of Companies Act, 2013, read with Rule 19 of (Share Capital and Debentures) Rules, 2014, facility for making nominations is available to the shareholder in respect of the shares held by them in physical form. Nomination forms can be obtained from the RTA of the Company and can be submitted duly completed by the Members holding shares in Physical form to the RTA for updation of nomination. The Shareholder holding shares in dematerialized form may approach their respective Depository Participants to update nomination.
  12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
  13. The Company has designated an exclusive e-mail id viz. [investorrelations@takesolutions.com](mailto:investorrelations@takesolutions.com) to enable investors to register their complaints/queries, if any.
  14. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 1.00 p.m.
  15. Electronic Copy of the Notice of the Eighteenth AGM of the Shareholders of the Company, *inter-alia*, indicating the process and the manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not

Members who hold shares in dematerialized form should inform their Depository Participant/s (DP) and Members

registered their email address, physical copies of the Notice of the Eighteenth AGM of the Company, *inter-alia*, indicating the process and manner of e-voting along with the attendance slip and proxy form is being sent in the permitted mode.

#### Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and sub clause (1) and (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote by electronic means and the business may be transacted through remote e-Voting services provided by Central Depository Services Limited ("CDSL"):

**The instructions for Shareholders voting electronically are as under:**

#### In case of members receiving e-mail;

(i) The voting period begins on Monday, August 05, 2019, at 9:00 am and ends on Wednesday, August 07, 2019, at 5:00 pm. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, August 02, 2019, may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders"- Tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given in the table below:

(vii) If you are a first time user follow the steps given in the table below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of <b>the sequence number</b> in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
PAN Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the relevant EVSN along with "TAKE Solutions Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or call the Registrar & Share Transfer Agent, Link Intime India Pvt Ltd. at 022-49186000 or write an email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- I. 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).
- II. 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 of i.e. Friday, August 02, 2019. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date may obtain the login ID and password by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [secretarial@takesolutions.com](mailto:secretarial@takesolutions.com) by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. Once the vote on a resolution is cast by the shareholder, the Shareholder shall not be allowed to change it subsequently.
- The facility for voting through ballot paper/Tab based voting shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper/ tab-based voting.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. Mr. M. Alagar, Company Secretary in Practice (Membership No. FCS 7488) CoP: 8196 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. 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 48 hours 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 in writing for counter signature.
- 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).
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.takesolutions.com](http://www.takesolutions.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also forward the same to the stock exchange where the Company's share are listed immediately after the result is declared by the Chairman.

## EXPLANATORY STATEMENTS

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business at Items Nos. 4, 5, 6, 7, 8, 9, 10 & 11 of the accompanying notice dated May 16, 2019:

### Item No 4:

#### **Re-appointment of Mr. Narayanan Kumar as an Independent Director**

The Members, at the Thirteenth Annual General Meeting, held on September 19, 2014, had approved the appointment of Mr. Narayanan Kumar as an Independent Director of the Company for a period of five years with effect from April 01, 2014. Mr. Narayanan Kumar completed his tenure on March 31, 2019. The Board is of the view that the continued association of Mr. Narayanan Kumar would benefit the Company. The Board of Directors of the Company ('the Board') at the meeting held on March 28, 2019, on the recommendation of the Nomination & Remuneration Committee, approved the re-appointment of Mr. Narayanan Kumar with effect from April 01, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Consent of the Members by way of a Special Resolution is required to approve the re-appointment. Additional information in respect of the Independent Directors, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report of Board of Directors at appropriate places.

Except Mr. Narayanan Kumar, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.: 4 of the Notice for approval by the Members.

### Item No 5:

#### **Re-appointment of Mr. Rangaswamy Sundararajan as an Independent Director:**

The Members, at the Thirteenth Annual General Meeting, held on September 19, 2014, approved the appointment of Mr. Rangaswamy Sundararajan, as an Independent Director of the Company for a period of five years with effect from April 01, 2014. Mr. Rangaswamy Sundararajan completed his tenure on March 31, 2019. The Board is of the view that the continued association of Mr. Rangaswamy Sundararajan would benefit the Company. The Board of Directors of the Company ('the Board') at the meeting held on March 28, 2019, on the recommendation of the Nomination & Remuneration Committee, approved the re-appointment of Mr. Rangaswamy Sundararajan with effect from April 01, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Consent of the Members by way of a Special Resolution is required to approve the re-appointment. Additional information in respect of the Independent Directors, pursuant to the Listing Regulations 2015,

and the Secretarial Standard on General Meetings, is appearing in the Report of Board of Directors at appropriate places.

Except Mr. Rangaswamy Sundararajan none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.: 5 of the Notice for approval by the Members.

### Item No: 6

#### **Re-appointment of Mr. Ganesan Raghuram as an Independent Director:**

The Members, at the Thirteenth Annual General Meeting, held on September 19, 2014, approved the appointment of Mr. Ganesan Raghuram, as an Independent Director of the Company for a period of five years with effect from April 01, 2014. Mr. Ganesan Raghuram completed his tenure on March 31, 2019. The Board was of the view that the continued association of Mr. Ganesan Raghuram would benefit the Company. The Board of Directors of the Company ('the Board') at the meeting held on March 28, 2019, on the recommendation of the Nomination & Remuneration Committee, approved the re-appointment of Mr. Ganesan Raghuram with effect from April 01, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Consent of the Members by way of a Special Resolution is required to approve the re-appointment. Additional information in respect of the Independent Directors, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report of Board of Directors at appropriate places.

Except Mr. Ganesan Raghuram none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.: 6 of the Notice for approval by the Members.

### Item No: 7

#### **Re-appointment of Ms. Uma Ratnam Krishnan as an Independent Director**

Ms. Uma Ratnam Krishnan was earlier appointed as an Independent Director of the Company for a period of 5 years with effect from November 12, 2014. Her tenure expires on November 11, 2019 and requires a Special Resolution of the members, for re-appointment as per section 149(10) of the Companies Act, 2013. The Board was of the view that the continued association of Ms. Uma Ratnam Krishnan would benefit the Company.

Consent of the Members, by way of a Special Resolution, is required to approve the re-appointment. Additional information in respect of

the Independent Director, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report of Board of Directors at appropriate places.

Except Ms. Uma Ratnam Krishnan, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.: 7 of the Notice for approval by the Members.

**Item No 8:**

**Re-appointment and Remuneration of Mr. Srinivasan H R as the Managing Director**

Mr. Srinivasan H R – Vice Chairman and Managing Director, of the Company was earlier appointed in the capacity as Managing Director in the meeting of the Shareholders held on August 26, 2016, for a period of three (3) years, commencing from April 01, 2016, without any remuneration. Mr. Srinivasan H R completed his tenure on March 31, 2019.

The Board of Directors are of the opinion that for all the time and efforts spent in managing the affairs of the Company he should be duly compensated. Hence the Board in its Meeting held on March 28, 2019, subject to the approval of Shareholders, approved his re-appointment with remuneration for a further period of three years with effect from April 01, 2019. Consent of the Members by way of a Special Resolution is required to approve this item.

Mr. Srinivasan H R is interested in this resolution which pertains to the re-appointment and remuneration payable to him.

Save and except above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.: 8 of the Notice for approval by the Members.

**Item No 9:**

**Remuneration to Mr. Ram Yeleswarapu - Executive Director (President and Chief Executive Officer)**

Mr. Ram Yeleswarapu - Executive Director, President and Chief Executive Officer of the Company was appointed in the Executive capacity in the Board meeting of the Company held on November 08, 2017, for a period of three (3) years without any remuneration. The same was subsequently approved by the Shareholders in the Annual General Meeting held on August 10, 2018.

The Board of Directors are of the opinion that for all the time and efforts spent in the managing the affairs of the Company he should be duly compensated. Hence the Board, in its Meeting held on May 16, 2019, subject to the approval of Shareholders, approved the payment of remuneration from April 01, 2019, till the completion of his tenure. Consent of the Members by way of a Special Resolution is required to approve the payment of remuneration.

Mr. Ram Yeleswarapu is interested in this resolution which pertains to the remuneration payable to him.

Save and except above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.: 9 of the Notice for approval by the Members.

**Item No 10:**

**Enhancement of aggregate limits for Registered Foreign Portfolio Investors ("RFPIs")**

The current Foreign Portfolio Investment limit of the Company as on March 31, 2019 is 24%. The Company intends to increase the aggregate limit to 49% as per the provisions of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 ("FEMA Regulations") and the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion ("FDI Policy"), with the approval of the Board of Directors, subject to the approval of the Shareholders in the Annual General Meeting.

The Board of Directors after considering the interest of the Company, at its meeting held on May 16, 2019, has approved and recommended the above proposal.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

The Board therefore, recommends the Special Resolution as set out at Item No. 10 in this Notice for the approval of the Members of the Company.

**Item No 11:**

**Further issue of shares**

To supplement the funding needs of the Company and to meet its cost of acquisition, the Company plans to issue Equity Shares or Securities equivalent thereto for an amount not exceeding INR 750 Crores (Rupees Seven Hundred and Fifty Crores Only).

The composition of various instruments will be decided by the Board in consultation with the Merchant Bankers / Investment Bankers and as per the requirements of the funds from time to time and such offer shall be made to any person including Domestic / Foreign Investors / Foreign Institutional Investors, Qualified Institutional Buyers, Trusts, Mutual Funds, Banks, Insurance Companies, Pension Funds, etc., whether they be holders of the Equity Shares of the Company or not.

The pricing of Securities/Equity Shares to be issued upon exercise of the option of conversion of the Securities will be as per the pricing formula as prescribed under applicable laws including the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depositary Receipt Mechanism) Scheme, 1993, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the circulars issued by the Ministry of Finance (Department of Economic Affairs), the terms of the offering and terms of other applicable statutes / regulations.

The conversion of Securities held by the foreign investors into Equity Shares of the Company shall be subject to applicable sectoral

foreign investment cap, if any. Securities/Equity Shares to be issued upon exercise of the option of conversion of the Securities, as per the applicable laws, may be listed on stock exchanges outside India and/ or stock exchanges in India where equity shares of the Company are listed for the time being.

The said resolution is also an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at such appropriate time, including the size, structure and price. The detailed terms and conditions of the domestic/international offering will be determined in consultation with the lead managers, merchant bankers, book runners, global business coordinators, guarantors, consultants, advisors, underwriters and/or such other intermediaries as may be appointed for the Issue/offer.

Section 62(1)(a) of the Companies Act, 2013 provides, inter-alia, any increase in the issued capital of a company by allotment of further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders

by way of a special resolution in a General Meeting approve otherwise. Since, the proposed resolution may entail issuance of Securities to persons other than the Shareholders; consent of the shareholders by way of special Resolution is being sought.

None of its Directors, Key Managerial Personnel and their relatives thereof are interested, financially or otherwise, in the aforesaid item.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

By Order of the Board  
**For TAKE Solutions Limited**

Sd/-

**Avaneesh Singh**

*Company Secretary*

Membership No. FCS: 7338

Place: Chennai

Date: May 16, 2019

**ANNEXURE TO ITEM- 3, 4, 5, 6, 7 & 8 OF THE NOTICE**

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Seshan Srinivasan	Mr. Narayanan Kumar	Mr. Rangaswamy Sundararajan	Ms. Uma Ratnam Krishnan	Mr. Ganesan Raghuram	Mr. Srinivasan H R
Director Identification Number (DIN)	00014652	00007848	00498404	00370425	01099026	00130277
Date of Birth/Age	July 31, 1966 53 years	Jan 28, 1950 69 years	April 28, 1948 71 years	February 18, 1962 57 years	July 20, 1955 64 years	March 22, 1964 55 years
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	February 14, 2013	December 12, 2006	September 28, 2005	November 12, 2014	October 15, 2001	June 06, 2006
Qualification	Degree in Mechanical Engineering with an MBA from IIRM, Anand & Cost & Management Accountant	Degree in Electronics and Communications Engineering	Degree in Mechanical Engineering, Master of Business Administration degree from the Indian Institute of Management, Ahmedabad & Chartered Engineer	Degree in Master of Business Administration from IIM Bangalore	Ph.D from Northwestern University, Kellogg Graduate School of Management & B.Tech degree in Electrical Engineering from Indian Institute of Technology, Chennai.	Degree in Mathematics with a post graduation in Management
Expertise in specific functional area	Pharmaceutical and Life Sciences industry.	General Management.	Pharmaceutical marketing and handling of various pharmaceutical projects. Setting up foreign collaboration ventures in India.	Financial Services sector	Supply chain management, Infrastructure and Services management and logistics.	Supply chain management and General management.
Shareholding in the company	NIL	NIL	25,370	NIL	NIL	135000
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	<ol style="list-style-type: none"> <li>1. MRF Limited</li> <li>2. Mphasis Limited</li> <li>3. Bharti Infratel Limited</li> <li>4. L&amp;T Technology Services Limited</li> <li>5. Entertainment Network (India) Ltd.</li> <li>6. Larsen And Toubro Limited</li> <li>7. Aegon Life Insurance Company limited</li> <li>8. Times Innovative Media Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Shriram EPC Limited</li> <li>2. Rambal Limited</li> <li>3. Shriram Asset Management Company Limited</li> <li>4. Shriram Credit Limited</li> <li>5. OrientGreen Power Company Limited</li> <li>6. Medispan Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Chennai Metro Rail Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Adani ports and Special Economic Zone Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Sical Logistics Limited</li> <li>2. Parry Enterprises India Limited.</li> <li>3. Investors Ventures Limited</li> <li>4. Esyspro Infotech Limited</li> </ol>



<b>Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Take Solution Ltd</b>	NIL	Emphasis - Audit Committee Chairman L&T Technology Services Limited - Audit Committee Chairman Entertainment Network (India) Limited - Audit Committee Chairman Times Innovative Media Limited – Audit Committee member TAKE Solutions Limited – Stakeholders Relationship Committee member.	Shriram EPC Limited – Shareholder and Investors Grievances Committee Chairman. Rambal Limited – Audit Committee member Orient Green Power Company Limited – Audit Committee member & Shareholder and Investors Grievances Committee Chairman TAKE Solutions Limited – Audit Committee Chairman & Stakeholders Relationship Committee member.	NIL	Adani Ports – Audit and Shareholders Relationship Committee	Sical Logistics- Audit Committee Chairman TAKE Solutions Limited – Stakeholders Relationship Committee Member
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There are no inter-se relationships between the Board Members.



## TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

Regd. Office: No: 27, Tank Bund Road, Nungambakkam, Chennai- 600 034

Email: [secretarial@takesolutions.com](mailto:secretarial@takesolutions.com), Website: [www.takesolutions.com](http://www.takesolutions.com)

### ATTENDANCE SLIP

#### EIGHTEENTH ANNUAL GENERAL MEETING

Full Name of the Member attending (in Block Letters)	
Full Name of the first joint-holder	
Name of the Proxy	

I hereby record my presence at the Eighteenth Annual General Meeting of the Shareholders of the Company held on Thursday, the August 08, 2019, at 10.00 a.m. at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018.

No. of Shares held	
Registered Folio No.	
DP ID/Client ID	

Name of the Shareholder/Proxy  
(in BLOCK letters)

Signature of the Shareholder/Proxy

**Note: please fill up this Attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the meeting.**

#### E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
190708015	Folio No/Client ID	PAN/Bank Account

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
August 05, 2019, Monday at 9:00AM	August 07, 2019, Wednesday at 5:00PM

Note: Please refer the details and instructions from integral part of the Notice for the Annual General Meeting.







## TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

Regd. Office: No: 27, Tank Bund Road, Nungambakkam, Chennai- 600 034

Email: [secretarial@takesolutions.com](mailto:secretarial@takesolutions.com), Website: [www.takesolutions.com](http://www.takesolutions.com)

Form No. MGT 11

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member(s) holding.....equity shares of the above-named company, hereby appoint

1. Name:.....  
Address: .....  
E-mail Id: .....Signature: ....., or failing him/her
2. Name:.....  
Address: .....  
E-mail Id: .....Signature: ....., or failing him/her
3. Name:.....  
Address: .....  
E-mail Id: .....Signature: ....., or failing him/her

as my /our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Eighteenth Annual General Meeting of the Company, to be held on Thursday, August 08, 2019 at 10:00 a.m. at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018 and at any adjournment thereof in respect of such resolutions as are indicated below:



\*\* I wish my above Proxy to vote in the manner as indicated in the box below

Resolution No	Resolutions	Option	
		For	Against
<b>Ordinary Business</b>			
1.	Consider and adopt: a) Audited Standalone Financial Statement, Report of the Board of Directors and Auditors b) Audited Consolidated Financial Statement		
2.	To declare a final Dividend of ₹0.40 (40%) for the Financial Year 2018-19. Further to approve an Interim Dividend of ₹0.60 (60%) per equity share, already paid during the year, for the year ended March 31, 2019.		
3.	To appoint a Director in place of Mr. Seshan Srinivasan, (DIN 00014652) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, at this Annual General Meeting and being eligible, offers himself for re-appointment		
<b>Special Business</b>			
4.	Re-appointment of Mr. Narayanan Kumar as an Independent Director		
5.	Re-appointment of Mr. Rangaswamy Sundararajan as an Independent Director		
6.	Re-appointment of Mr. Ganesan Raghuram as an Independent Director		
7.	Re-appointment of Ms. Uma Ratnam Krishnan as an Independent Director		
8.	Re-Appointment and Remuneration of Mr. Srinivasan H R as the Managing Director		
9.	Remuneration to Mr. Ram Yeleswarapu - Executive Director, President and Chief Executive Officer		
10.	Enhancement of aggregate limits for Registered Foreign Portfolio Investors		
11.	Further issue of shares		

Signed this.....day of .....2019

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Signature of Shareholder

Affix ₹1 Revenue Stamp
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**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at No: 27, Tank Bund Road, Nungambakkam, Chennai- 600 034, not less than 48 hours before the commencement of the Meeting.



# ROUTE MAP



