

**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)

Phone: +91-044-66110700

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**POSTAL BALLOT NOTICE****Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter collectively referred to as "MCA Circulars"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolution appended below is proposed is towards appointment of Ms. Kiran Sharma (DIN: 00095745), as an Independent Director, and be passed by the members of the Company, through postal ballot only by way of remote e-voting process. An explanatory statement pertaining to the said resolution setting out the material facts and reasons thereof form part of this Postal Ballot Notice ("Notice").

Accordingly, this Postal Ballot Notice is being sent only through electronic mode to its Members whose e-mail addresses are registered with the Company/Depositories. The Company has appointed Central Depositories Services Limited ("CDSL" or "Depositories") for facilitating remote e-voting to enable the Members to cast their votes electronically.

The remote e-voting period commences from 9.00 A.M. (IST) on Tuesday, April 11, 2023, and ends at 5.00 P.M. (IST) on Wednesday, May 10, 2023. Members exercising their vote through e-voting are requested to carefully read the instructions indicated in this Notice and record their communication of the assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice not later than 5.00 p.m. (IST) on Wednesday, May 10, 2023. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company has appointed M/s. AKB & Associates Company Secretaries LLP, represented by Mr. Ashok Ajay Kumar Bantia, Company Secretary in Practice having Membership No. F10357 and Certificate of Practice No. 13620) and failing him, Ms. Deepa Venkat Ramani, Company Secretary in Practice having membership No: F5574 and Certificate of Practice No. 8760) as the Scrutinizer ("Scrutinizer") to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairperson of the Board of Directors upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Friday, May 12, 2023.

A statement made in pursuance to provisions of the Sections 102, 110 and other applicable provisions, of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The said result of the postal ballot along with the Scrutinizer's Report shall be placed on the Company's website viz. [www.takesolutions.com](http://www.takesolutions.com) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) besides communicating to the Stock Exchanges where the shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., Wednesday, May 10, 2023, in terms of SS-2.

**Item of Special Business:**

**1. Appointment of Ms. Kiran Sharma having DIN: 00095745 as a Non-Executive Independent Director of the Company**

*To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Act') and Regulations 16(1)(b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, wherein pursuant to the provisions of Section 161 of the Act, Article 60 (vii) of Article of Association of the Company, declaration submitted confirming satisfaction of the criteria of Independence under the Act and the Listing Regulations, consent to act as Independent Director in form DIR-2, Ms. Kiran Sharma (DIN: 00095745), was appointed as an Additional Non-Executive Independent Director effective from February 14, 2023 by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** in pursuance to the Act, recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, consent of the members of the Company be and is hereby accorded towards appointment of Ms. Kiran Sharma (DIN: 00095745) as an Independent Director of the Company and to hold office for a term of five (5) consecutive years with effect from February 14, 2023 to February 13, 2028 and shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

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

Place: Chennai

Date: February 14, 2023

(P. Srinivasan)  
**Company Secretary**  
Membership No.: FCS 8391

**Notes:**

1. The statement pursuant to Section 102, any disclosure under any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, as forming part of this Notice, is annexed herewith.
2. Pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Listing Regulations the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
3. **In case you have not registered your e-mail address with the Depository, you may register the same on or before 5:00 P.M. (IST) on Tuesday, April 25, 2023 by visiting the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) and following the registration process as guided therein. On submission of the requisite details, an One Time Password (OTP) will be received by the shareholder which needs to be entered in the link for verification.**

In case of any query, a member may send an e-mail to Registrar & Share Transfer Agent (RTA) at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 31, 2023, ("cut-off date") received from the Depositories and whose e-mail address is registered with the Company / Depositories.
5. The Cut-Off Date i.e., Friday, March 31, 2023, is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
6. The e-voting period commences on Tuesday, April 11, 2023 (9:00 A.M. IST) and ends on Wednesday, May 10, 2023 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical or dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Wednesday, May 10, 2023. Further, resolution passed by Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. All documents referred to in this Postal Ballot Notice and Statement setting out material facts are open for physical inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days of the Company from the date of dispatch of this notice up to the last date of voting under Postal Ballot i.e., Wednesday, May 10, 2023.

10. The Postal Ballot Notice will also be available on the Company's website [www.takesolutions.com](http://www.takesolutions.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

## GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-voting facility to be provided by listed entities, the Company has provided the facility to vote by electronic means to its members 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:

1. The voting period begins on Tuesday, April 11, 2023, at 9:00 A.M and ends on Wednesday, May 10, 2023, at 5:00 P.M. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, March 31, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on March 31, 2023.
2. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

4. Login method for remote e-Voting for **physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For physical shareholders and other than individual shareholders holding shares in Demat</b>
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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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.</li> </ul>

5. After entering these details appropriately, click on “SUBMIT” tab.
6. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
7. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN for “TAKE Solutions Limited” on which you choose to vote.
9. 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.
10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. 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.
12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
14. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
16. **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [regulatory.akbllp@outlook.com](mailto:regulatory.akbllp@outlook.com) and to the Company at the email address [investorrelations@takesolutions.com](mailto:investorrelations@takesolutions.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

**Place:** Chennai

**Date:** February 14, 2023

(P. Srinivasan)  
**Company Secretary**  
Membership No.: FCS 8391

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**1. Appointment of Ms. Kiran Sharma having DIN: 00095745 as a Non-Executive Independent Director of the Company**

The Board of Directors of the Company ('the Board') at their meeting held on February 14, 2023, on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Ms. Kiran Sharma as an Additional Director (Independent Category) of the Company for a period of five years with effect from February 14, 2023 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("Act") and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') or any amendment thereto or modification thereof.

In the opinion of the Board, Ms. Kiran Sharma fulfils the conditions specified under the Act read with Rules thereunder and SEBI Listing Regulations for her appointment as an Independent Director of the Company. The Board also considers her association would be of immense benefit to the Company considering her rich qualifications, experience and expertise.

Further the Company has received from Ms. Kiran Sharma her consent in writing to act as Independent Director in the Company, intimation to the effect that she is not disqualified under Section 164(2) of the Act, a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations.

Hence The members are informed in pursuance to Regulation 17 (1C) of the SEBI Listing Regulations inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 which provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The amendment is applicable w.e.f. 01.01.2022.

Hence consent of the Members by way of Special resolution is required to approve this item.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder.

Except Ms. Kiran Sharma, 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.: 1 of the Notice for approval by the Members.

**Place:** Chennai

**Date:** February 14, 2023

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

(P. Srinivasan)  
**Company Secretary**  
Membership No.: FCS 8391

**Disclosure pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

<b>Name of the Director</b>	<b>Ms. Kiran Sharma</b>
<b>Director Identification Number (DIN)</b>	00095745
<b>Date of Birth/Age</b>	July 01, 1967 55 years
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	February 14, 2023
<b>Qualification</b>	Fellow Member of the Institute of Company Secretaries of India (ICSI)
<b>Brief Resume</b>	Ms. Kiran Sharma is a Fellow Member of the Institute of Company Secretaries of India (ICSI). She has a rich professional experience of more than 25 years in Corporate Laws and allied sectors. She is also the Proprietor of M/s. Kiran Sharma & Co., Company Secretaries, providing corporate laws related services to Indian and Multinational Companies. She has been providing services to renowned Manufacturing, Trading and Consulting Companies including Listed Companies. Before starting her own practice in 1999, Ms. Kiran Sharma had served in a Manufacturing Company and an NBFC. Ms. Kiran Sharma is a Director of M/s. Max India Group. She is also a member of Internal Complaint Committee of M/s. Mitutoyo South Asia Private Limited and M/s. Affle (India) Limited.
<b>Nature of Expertise in specific functional area</b>	Corporate Laws, SEBI Laws, FEMA and liaison with various offices of Ministry of Corporate Affairs, SEBI, NCLT etc.
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	NIL
<b>Listed entities in which the person also holds directorship and the membership of Committees of the board</b>	NIL
<b>Listed entities from which the person has resigned in the past three years</b>	Dion Global Solutions Limited
<b>Directorship held in other Companies</b>	Pharmax Corporation Limited Max Square Limited Alphanumeric Services Private Limited Oanda India Private Limited Max Ateev Limited



<b>Skills and capabilities required for the role and the manner in which proposed person meets such requirements</b>	Considering her educational background, and professional expertise in Corporate, SEBI & FEMA Laws, the Board is of the opinion that association with Ms. Kiran Sharma would immensely benefit the Company and also add significant value and strength to the Company.
<b>Terms and conditions of appointment</b>	Appointed as an Independent Director for a period of 5 (Five) consecutive Years, not liable to retire by rotation, with effect from February 14, 2023. All other details as per the resolution of this Notice read with the explanatory statement thereto
<b>Details of Remuneration sought to be paid</b>	<p>The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof, as may be approved by the Board of Directors.</p> <p>Reimbursement of expenses for participation in the Meetings, as arising.</p> <p>Remuneration shall not exceed a sum not exceeding 1% of the net profit of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid and distributed among some or all of the non-executive directors of the Company in a manner decided by the Board.</p> <p>Independent Directors are paid remuneration as per the criteria set by the Board from time to time.</p>
<b>Remuneration last drawn, if applicable</b>	Not Applicable
<b>Number of meetings of the Board attended during the year</b>	1

There are no inter-se relation between the Board Members.

**Place:** Chennai

**Date:** February 14, 2023

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

(P. Srinivasan)  
**Company Secretary**  
Membership No.: FCS 8391