

April 13, 2017

TAKE/BSE/2017-18

TAKE/NSE/2017-18

The Manager  
Dept. of Corporate Services-Listing  
Bombay Stock Exchange Limited,  
P. J. Towers, Dalal Street,  
Mumbai - 400001

The Manager-Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra - Kurla Complex, Bandra (East),  
Mumbai - 400051

**Scrip Code: 532890**

**Symbol: TAKE**

Sir/ Madam,

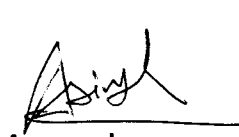
**Sub: Report on Corporate Governance pursuant to Regulation 27 (2)**

We are furnishing the Report on Corporate Governance pursuant to Regulation 27 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock exchange for the Quarter ended March 31, 2017.

Please take note of the same.

Thanking you.

Yours Sincerely,  
**For TAKE Solutions Limited**



**Avaneesh**  
**Company Secretary & Compliance Officer**



**Encl: As Above**



**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Take Solutions Limited**  
 2. Quarter ending - **31-Mar-2017**

<b>I. Composition of Board of Directors</b>										
Title (Mr./ Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	N.KU MAR	00 00 78 48	AAB PK2 741 B	ID,C & NED	01-Apr-2014	31-Mar-2019	5.00 00	6	0	3
Mr.	SRINI VASAN H.R.	00 13 02 77	AA MP S68 07R	ED	06-Jun-2006			2	1	1
Mr.	S. KRISHNAMURTHY	00 14 04 14	AAE PK1 302 P	ID	01-Apr-2014	31-Mar-2019	5.00 00	4	4	2
Ms.	UMAKRISHNAN	00 37 04 25	AAL PU5 158 L	ID	12-Nov-2014	11-Nov-2019	5.00 00	1	0	0
Mr.	G. RAGHURAM	01 09 90 26	AEE PG2 521 A	ID	01-Apr-2014	31-Mar-2019	5.00 00	3	1	1
Mr.	RAMAN KAPUR	02 96 80 20	AP HPK 768 9H	ID	09-Nov-2015	07-Nov-2020	5.00 00	1	0	0





Mr.	R. SUN DAR A RAJA N	00 49 84 04	AAC PR1 580 Q	ID	01-Apr-2014	31-Mar-2019	5.00 00	4	4	1
Mr.	D.V. RAVI	00 17 16 03	AAC PR8 832 M	NED	06-Jun-2006			2	1	0
Mr.	RAM YELE SWA RAP U	02 36 34 91	AEV PY6 490 H	NED	22-Jun-2005			1	0	0
Mr.	S.SRI NIVA SAN	00 01 46 52	AA HPS 116 8A	NED	14-Feb-2013			2	1	0
Ms.	N.S. SHO BAN A	01 64 93 18	APE PS6 904 A	ED	02-Feb-2017		5.00 00	1	0	0
Ms.	SUB HASR I SRIR AM	01 99 85 99	AB GPS 170 8J	ED	02-Feb-2017		5.00 00	1	0	0

## II. Composition of Committees

### Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	D.V.RAVI	NED	Member
2	S. KRISHNAMURTHY	ID	Member
3	R. SUNDARA RAJAN	ID	Chairperson

### Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	N.KUMAR	ID,C & NED	Chairperson
2	SRINIVASAN H.R.	ED	Member
3	R. SUNDARA RAJAN	ID	Member

### Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SRINIVASAN H.R.	ED	Chairperson
2	D.V.RAVI	NED	Member
3	C. GOWRI SHANKAR	Chief Risk Officer	Member





<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	D.V.RAVI	NED	Member
2	UMA KRISHNAN	ID	Member
3	R. SUNDARA RAJAN	ID	Chairperson

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
03-Nov-2016	02-Feb-2017	90
	23-Mar-2017	

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	02-Feb-2017	YES	03-Nov-2016	90
Stakeholders Relationship Committee	02-Feb-2017	YES	02-Nov-2016	

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**





b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** :  
**Designation** :

  
**Avaneesh Singh**  
**Company Secretary**





## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes





<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name :   
Designation : **Avaneesh Singh**  
**Company Secretary**

