

April 12, 2019

TAKE/BSE/2019-20

The Manager
Dept. of Corporate Services-Listing
Bombay Stock Exchange Limited,
P. J. Towers, Dalal Street,
Mumbai - 400001
Scrip Code: 532890

TAKE/NSE/2019-20

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

Sir/ Madam,

Sub: Report of Corporate Governance pursuant to Regulation 27 (2).

We are furnishing the Report on Corporate Governance pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the fourth quarter and year ended March 31, 2019.

Please take note of the same.

Thanking you.

Yours sincerely,
For TAKE Solutions Limited



Avaneesh Singh
Company Secretary



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-2019**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl udi ng this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl udi ng this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi tee held in liste d entiti es incl udi ng this liste d entit y	Me mbe rshi p in Co mmi tee s of the Co mpa ny	Remarks
Mr.	N.KUMAR	0 0 0 0 7 8 4 8	AA BP K2 74 1B	ID,C & NED		01- Apr- 2014	31- Ma r- 20 19	6 0	7	0	4	SC	
Mr.	SRINIVASAN H.R.	0 0 1 3 0 2 7 7	AA MP S6 80 7R	ED		01- Apr- 2016	31- Ma r- 20 19		2	2	0	SC	
Ms	UMA RATNAM	0	AA	ID		12-	11-	6	1	0	0	NRC	



.	KRISHNAN	0370425	LP U5 15 8L			Nov- 2014	No v- 20 19	0					
Mr.	PROF. G. RAGHURAM	01099026	AE EP G2 52 1A	ID		01- Apr- 2014	31- Ma r- 20 19	60	2	2	0	NA	
Mr.	RAMAN KAPUR	02968020	AP HP K7 68 9H	ID		09- Nov- 2015	08- No v- 20 20	60	1	0	0	NA	
Mr.	R. SUNDARA RAJAN	00498404	AA CP R1 58 0Q	ID		01- Apr- 2014	31- Ma r- 20 19	60	4	2	3	AC,SC, NRC	
Mr.	D.V.RAVI	00171603	AA CP R8 83 2M	NED		19- Sep- 2014			2	1	0	AC,NR C	
Mr.	RAM YELESWARAP U	02363491	AE VP Y6 49 0H	ED		08- Nov- 2017	06- No v- 20 20	36	1	0	0	NA	
Mr.	S.SRINIVASAN	00	AA HP	NED		28- Aug-			1	0	0	NA	



		0 1 4 6 5 2	S1 16 8A			2015							
Ms	N.S. SHOBANA	0 1 6 4 9 3 1 8	AP EP S6 90 4A	ED		02- Feb- 2017	01- Feb - 20 22	6 0	1	0	0	NA	
Ms	SUBHASRI SRIRAM	0 1 9 9 8 5 9 9	AB GP S1 70 8J	ED		02- Feb- 2017	01- Feb - 20 22	6 0	2	0	0	NA	
Mr.	VENKATARAM AN MURALI	0 0 7 3 0 2 1 8	AAI PM 53 40 H	ID		18- May- 2017	17- Ma y- 20 22	6 0	2	2	1	AC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	VENKATARAMAN MURALI	ID	Member	18-May-2017	
2	D.V.RAVI	NED	Member	19-Sep-2014	
3	R. SUNDARA RAJAN	ID	Chairperson	01-Apr-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes



b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	R. SUNDARA RAJAN	ID	Member	01-Apr-2014	
2	N.KUMAR	ID,C & NED	Chairperson	01-Apr-2014	
3	SRINIVASAN H.R.	ED	Member	01-Apr-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	UMA RATNAM KRISHNAN	ID	Member	12-Nov-2014	
2	D.V.RAVI	NED	Member	19-Sep-2014	
3	R. SUNDARA RAJAN	ID	Chairperson	01-Apr-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
30-Oct-2018	13-Feb-2019
17-Dec-2018	28-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	57

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	30-Oct-2018	13-Feb-2019	2	Yes



Stakeholders Relationship Committee	30-Oct-2018	13-Feb-2019	3	Yes
Nomination & Remuneration Committee		28-Mar-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	105

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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) - **Not applicable**
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:

NIL

Name : Avaneesh Singh
Designation : Company Secretary



ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.takesolutions.com
Terms and conditions of appointment of	Yes		www.takesolutions.com
Composition of various committees of	Yes		www.takesolutions.com
Code of conduct of board of directors and	Yes		www.takesolutions.com
Details of establishment of vigil mechanism/	Yes		www.takesolutions.com
Criteria of making payments to non-	Yes		www.takesolutions.com
Policy on dealing with related party	Yes		www.takesolutions.com
Policy for determining 'material' subsidiaries	Yes		www.takesolutions.com
Details of familiarization programs imparted	Yes		www.takesolutions.com
Contact information of the designated officials of the listed	Yes		www.takesolutions.com
email address for grievance redressal and	Yes		www.takesolutions.com
Financial results	Yes		www.takesolutions.com
Shareholding pattern	Yes		www.takesolutions.com
Details of agreements entered into with the media companies and/or	Not		
New name and the old name of the listed	Applicable		
	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<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 & 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 & 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)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	
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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**

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

