

**May 30, 2025**

TAKE/BSE/2025-26

The Manager

Dept. of Corporate Services-Listing

BSE Limited,

P. J. Towers, Dalal Street,

Mumbai – 400001

**Scrip Code: 532890**

TAKE/NSE/2025-26

The Manager-Listing Department

National Stock Exchange of India Limited

Exchange Plaza,

Bandra - Kurla Complex, Bandra (East),

Mumbai – 400051

**Symbol: TAKE**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2025.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report, issued by the Practicing Company Secretary for the year ended March 31, 2025.

Please take the above on record and acknowledge.

Thanking you.

Yours Sincerely,

**For TAKE Solutions Limited**

VEDAMIRTHAM  
VENKATESAN

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VEDAMIRTHAM VENKATESAN  
Date: 2025.05.30 22:22:26  
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**Venkatesan V****Chief Financial Officer**

**SECRETARIAL COMPLIANCE REPORT OF M/s. TAKE SOLUTIONS LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025**

*(Pursuant to Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

I, A. Ajay Kumar Bantia, have examined:

- (a) all the documents and records made available to me and explanation provided by M/s. Take Solutions Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report

for the Financial Year ended 31<sup>st</sup> March 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not Applicable to the listed entity during the Review Period)
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the listed entity during the Review Period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the listed entity during the Review Period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the listed entity during the Review Period);
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

(a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines Issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Reg / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remark
1	SEBI (LODR) Regulations, 2015	33	Delay in submission of financial results for the quarter ended June 30, 2024	BSE & NSE	Fine	The Company has delayed in submission of financial results for the quarter ended June 30, 2024	BSE – Rs. 9,44,000 NSE- Rs. 9,44,000	Due to delay in publication of financial results, the promoters holding were frozen and the securities of the listed entity were moved to 'Z' category ('BZ' Series).  The Company has partially paid the fine amount as on date.	The Company has published its financial results for the quarter ended June 30, 2024 on January 22, 2025.  Further, the Company will pay the balance fine amount at the earliest.	Nil
2	SEBI (LODR) Regulations, 2015	33	Delay in submission of financial results for the quarter ended September 30, 2024	BSE & NSE	Fine	The Company has delayed in submission of financial results for the quarter ended September 30, 2024	BSE – Rs. 3,89,400 NSE- Rs. 3,89,400	Due to delay in publication of financial results, the promoters holding were frozen and the securities of the listed entity were moved to 'Z' category ('BZ' Series). The Company has partially paid the fine amount as on date.	The Company has published its financial results for the quarter ended September 30, 2024 on January 22, 2025.  Further, the Company will pay the balance fine amount at the earliest.	Nil
3	SEBI (LODR) Regulations, 2015	6	Non-compliance w.r.t. appointment of Company Secretary/ Compliance Officer	BSE & NSE	Fine	The Company has not appointed a qualified Company Secretary/ Compliance officer	BSE – Rs. 3,23,320 NSE – Rs. 3,23,320	During the Review Period, the Company has not appointed a Company Secretary/ Compliance Officer. However, the Company has appointed a Company Secretary/ Compliance Officer on May 27, 2025. Further, the Company has paid the fine levied by stock exchanges amount as on date.	The Company has appointed a Company Secretary/ Compliance Officer on May 27, 2025 and paid the fine amount levied by stock exchanges amount as on date.	Nil

## AKB & ASSOCIATES COMPANY SECRETARIES LLP

I Floor, Rathna Electricals Building, No. 30, Raja Bather Street, T. Nagar, Chennai- 600 017, Tamil Nadu, India.

LLPIN: AAK-7483 || e-Mail: Compliance@akbassociates.in || Contact No.: 044 4207 7712

(b) The listed entity has taken the following actions to comply with the observations made in previous Reports:

S. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31 <sup>st</sup> March 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Delay in appointment of Women Independent Director	Delay in appointment of Women Independent Director	SEBI (LODR) Regulations, 2015	The has been a delay in appointment of Women Independent Director. Penalty was imposed by BSE – Rs. 2,59,600 NSE – Rs. 8,02,400	The Company has appointed Women Independent Director on February 14, 2023.	Non-Compliance has been rectified and the penalty has been paid by the Company.

I. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	NIL
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	NIL
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	No	The Company has maintained website, however, the disclosures are not maintained under appropriate sections/ heading.
4.	<b>Disqualification of Director(s):</b> None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	<b>Details related to Subsidiaries of listed entities:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	Yes	The listed entity divested its 100% stake held in material subsidiary during the Period.

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6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	NIL
8	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes	The Company has entered into related party transactions during the review period.
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> Action(s) has been taken against the listed entity/ its Promoters/ Directors/ Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	The Promoter's holding were frozen and the securities of the listed entity were moved to 'Z' category ('BZ' Series). The NSE & BSE has imposed fines due to non-compliance of Regulation 33 and 6 of SEBI (LODR) Regulations, 2015
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	NIL
13	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	No	Accordingly, the Board of Directors and Committee(s) are not re-constituted in accordance with the requirements.

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We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the LODR Regulations – N.A.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 30.05.2025  
Place: Chennai

ASHOK AJAY  
KUMAR BANTIA

Digitally signed by ASHOK  
AJAY KUMAR BANTIA  
Date: 2025.05.30 22:16:53  
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**(A. Ajay Kumar Bantia)**  
Company Secretary in Practice  
FCS No.: 10357; C.P. No.: 13620  
Peer Review No.: 3214/2023  
UDIN: F010357G000505984

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