

**Dear Investor,**

Maintaining the highest standards of corporate governance in TAKE is not a matter of mere form, but of substance. In continuation of our efforts in that direction, we have provided a synopsis of some of your rights as a shareholder. We hope that this material will give you appropriate guidance, though in brief, whenever you have a question regarding your rights as a shareholder.

Your Rights are provided under various statutes in India. Your rights could be as under:

### **Companies Act, 1956**

As a shareholder, you enjoy certain rights under the Companies Act, which are as follows:

1. To receive the share certificates, on allotment or transfer as the case may be, in due time [Section 113]
2. To receive copies of the Annual Report, the Balance Sheet and the Profit and Loss Account and the Auditor's Report [Section 219]
3. To participate and vote in General Meetings either personally or through proxies [Section 176/177]
4. To receive dividends in due time once approved in General Meetings [Section 205]
5. To receive corporate benefits like rights, bonus etc. once approved [Section 81]
6. To apply to Company Law Board (CLB) to call or direct the Annual General Meeting [Section 166]
7. To inspect the minute books of the General Meetings and to receive copies thereof [Section 196]
8. To proceed against the company by way of civil or criminal proceedings under various provisions of the Act.
9. To apply for the winding-up of the Company [Section 484]

*Besides the above rights, which you enjoy as an individual shareholder, you also enjoy the following rights as a group of shareholders collectively.*

- A. To requisition an Extra-ordinary General Meeting [Section 169]
- B. To demand a poll on any resolution [Section 179]
- C. To apply to the Company Law Board to investigate the affairs of the company [Section 235]
- D. To apply to the Company Law Board for relief in cases of oppression and/or mismanagement [Section 397/398]

### **Under the Listing Agreement entered into with the Stock Exchanges in India**

As a shareholder, you enjoy certain rights under the listing agreement, which are as follows:

- a) In case of the appointment of a new director or re-appointment of a director you have a right to the following information:
  - A brief resume of the director;
  - Nature of his expertise in specific functional areas; and
  - Names of companies in which the person also holds the directorship and the membership of

Committees of the Board of those companies.

- b) Right to access the latest published financial information.
- c) Right to have the following information on corporate governance practices of the company

A brief statement on company's philosophy on code of governance.

### **Board of Directors**

- Composition and category of directors such as promoter, executive, non-executive, independent non executive, nominee director of financial institutions.
- Attendance of each director at the Board meetings and the last Annual General Meeting.
- Number of other Boards or Board Committees, he/she is a member or Chairperson of.
- Number of Board meetings held and the dates on which held.

### **Audit Committee**

- Brief description of the terms of reference
- Composition, name of members and Chairperson
- Meetings and attendance during the year

### **Remuneration Committee**

- Brief description of terms of reference
- Composition, names of members and Chairperson
- Meetings and attendance during the year
- Remuneration policy for the Board of directors
- Details of remuneration paid to all the directors.

### **Shareholders'/ Investors' Grievance Committee**

- Name of non-executive director heading the committee
- Name and designation of compliance officer
- Number of shareholder complaints received so far
- Number not solved to the satisfaction of shareholders
- Number of pending share transfers

### **General Body Meetings of Shareholders**

- Location and time, where the last three Annual General Meetings were held.
- Whether special resolutions were put through postal ballot in the previous year.
- Details of voting pattern.
- Person who conducted the postal ballot exercise
- Procedure for postal ballot

### **Disclosures**

- Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large.

- Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

**Shareholders' Information [general]**

- AGM: Date, time and venue
- Financial Calendar
- Date of Book closure
- Dividend Payment Date
- Listing on Stock Exchanges
- Stock Code
- Market Price Data: High., Low during each month in last financial year
- Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.
- Registrar and Transfer Agents
- Share Transfer System
- Distribution of shareholding
- Dematerialization of shares and liquidity
- Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity
- Plant Locations
- Address for correspondence

**Trading of Shares in Physical Form**

The company is required to give adequate notice to the seller before registering the transfer of shares. The share transfer committee of the company should meet as often as required to approve share transfer.

**Depository and dematerialization**

Share transactions (like sale or purchase and transfer) in the electronic form can be effected in a much simpler and faster way. After confirmation of sales/purchase transaction from your broker, you should approach your Depository Participant [DP] with a request to debit/credit your account for the transaction. The DP will immediately arrange to complete the transaction by updating your account. There is no need for separate communication to the company to register the transfer.

**Grievance Redressal**

There may be occasions when you may have a grievance against the company. You may not have received the share certificates on allotment or on transfer; not received the dividend/interest warrant or refund order; non-receipt of Annual Report etc. While you would first approach the company in that regard, you may not be satisfied with the company's response thereto. You would like to know whom you should turn to get your grievance redressed.

The following table would provide you the guidance in this regard.

*In case of any Public Issue, non-receipt of the following:*

<b>Nature of grievance</b>	<b>Appropriate Authority</b>
➤ Refund order	SEBI
➤ Interest on delayed refund	Dept. of Company Affairs
➤ Allotment advice	Dept. of Company Affairs
➤ Share certificates	Stock Exchange
➤ Duplicates for all of the above	Registrars to the issue
➤ Re-validations.	Registrars to the issue

*In case of a listed security, non-receipt of the certificates after the following events:*

<b>Event</b>	<b>Appropriate Authority</b>
➤ Transfer	SEBI
➤ Transmission	SEBI
➤ Conversion	SEBI
➤ Endorsement	Dept of Company Affairs
➤ Consolidation	Stock Exchange
➤ Splitting	Stock Exchange
➤ Duplicates of securities	Stock Exchange

Investor Information Centers have been set up in every recognized stock exchange. These centers will take up all complaints regarding the trades effected in the exchange and against the relevant member of the exchange.

In addition, you may seek redressal of your complaints, through:

- Complaints to Consumer Disputes Redressal Forums
- Suits in Court of Law.

#### **OFFICES OF SEBI**

##### **SEBI OFFICES**

##### **HEAD OFFICE:**

Mittal Court,  
 'B' Wing, 1st Floor,  
 224 Nariman Point,  
 MUMBAI - 400 021

##### **JURISDICTION FOR THE COMPANIES HAVING THEIR REGISTERED OFFICES IN**

Gujarat, Maharashtra,  
 Madhya Pradesh,  
 Goa, Daman Diu,  
 Dadra and Nagar

##### **Northern Regional Office:**

Block No. 1,  
 Rajendra Bhawan,  
 Rajendra Place,  
 Dist. Centre,

Haryana, Himachal Pradesh,  
 Jammu and Kashmir, Punjab,  
 Rajasthan, Uttar Pradesh, Delhi

NEW DELHI- 110 008

**Eastern Regional Office:**

FMC Fortuna,  
5th Floor, 234/3A  
AJC Bose Road,  
KOLKATA - 700 020

Assam, Bihar, Manipur, Meghalaya,  
Nagaland, Orissa, West Bengal, Sikkim,  
Arunachal Pradesh, Mizoram, Tripura,  
Andaman and Nicobar Islands

**Southern Regional**

**Office:**

3rd Floor,  
D\_Monte Bldg. No.32,  
D\_Monte Colony,  
TTK Road, Alwarpet,  
CHENNAI-600 018

Andhra Pradesh, Karnataka, Kerala  
Tamil Nadu, Pondicherry,  
Lakshadweep & Minicoy Islands

**Investor Relation Contacts**

For all share related matters of TAKE, investors can get in touch with:

M/s. Link Intime India Pvt. Ltd  
C-13, Pannalal Silk Mills Compound, LBS Marg,  
Bhandup West, Mumbai 400078  
Tel : 91-022-25963838  
Fax: 91-22-25946969

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