

August 10, 2018

TAKE/BSE/2018-19

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

TAKE/NSE/2018-19

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: Seventeenth Annual General Meeting and Voting Results**

We wish to inform the stock exchange that, the Seventeenth Annual General Meeting of the Company was held on August 10, 2018. In this regard, please find enclosed the following:

- i. Summary of proceedings of the AGM as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as Annexure – I.
- ii. Report of Scrutinizer dated August 10, 2018, pursuant to Section 108 of the Companies Act, 2013, read with Rules made thereunder as Annexure - II.
- iii. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure - III.

Thanking you.

Yours Sincerely,

For TAKE Solutions Limited

  
Avaneesh  
Company Secretary



Encl: As above



Annexure - I

**PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF TAKE SOLUTIONS LIMITED  
HELD ON AUGUST 10, 2018 AT 10.00 A.M AT NARADA GANA SHABA, MINI HALL, TTK ROAD,  
ALWARPET, CHENNAI 600 018**

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The Seventeenth Annual General Meeting of the Members of the Company was held on August 10, 2018 at 10:00 am at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018.

Mr. N. Kumar, Chairman of the Board of the Company took the Chair and welcomed the Members present at the Annual General Meeting of the Company. The following Directors /officials attended the AGM:

1. Mr. N Kumar, Independent Director, Chairman of Board & Chairman of Stakeholders' Relationship Committee
2. Mr. Srinivasan H.R., Vice-Chairman & Managing Director
3. Mr. R. Sundara Rajan, Independent Director, Chairman of the Audit Committee & Chairman of Nomination and Remuneration Committee
4. Prof. G. Raghuram, Independent Director
5. Mr. V. Murali, Independent Director
6. Mr. Raman Kapur, Independent Director
7. Ms. Subhasri Sriram, Executive Director & CFO
8. Ms. N S Shobana, Executive Director
9. Mr. S. Srinivasan, Non- Executive Director
10. Mr. D. V. Ravi, Non- Executive Director
11. Avaneesh Singh – Company Secretary

The representatives of the Statutory Auditors and Secretarial Auditors were also present at the AGM.

In total 1047 Members, holding 24,22,922 shares were present in person including proxies as per the records of attendance.

The Chairman ascertained the requisite quorum and called the meeting to order.

He introduced the Directors present in the meeting and then delivered his speech on the performance of the Company for the financial year 2017-18.

The Chairman, *inter-alia*, informed the Members that the Registers as required under the Companies Act, 2013 were available at the AGM venue for inspection by the Members. He also informed that Auditor's Report does not have any qualifications therein.

The Chairman explained the members that pursuant to the provisions of Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015, the Company had provided e-Voting facility to its members for the businesses proposed in the AGM Notice through CDSL platform. E- Voting commenced on Tuesday August 07, 2018 (9:00 am) and ended on Thursday August 09, 2018 (5:00 pm).





It was further informed that Mr. M. Alagar, Practicing Company Secretary, Chennai was appointed by the Board, as an Independent Scrutinizer for e-Voting process and for the poll to be conducted at the meeting.

It was further informed that in order to provide an opportunity to the shareholders who could not exercise the e-voting earlier, the facility for e-voting has been arranged at the AGM venue.

On the invitation of the Chairman, Members addressed the Meeting, gave their suggestions and raised queries on the Company's accounts and businesses, which were responded to by the Vice-Chairman & Managing Director.

The following resolutions were proposed to the Members for voting:

**Ordinary Business:**

1. a. Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2018 together with the Report of the Board of Directors and the Auditors thereon (Ordinary Resolution).  
b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the report of the Auditors thereon. (Ordinary Resolution)
2. Declare a final dividend of INR 1.00 per equity share (100%) for the financial year 2017-18 and further to approve an interim dividend of INR 0.60 per equity share, already paid during the year. (Ordinary Resolution)
3. Re-appointment of Mr. D V Ravi (DIN 00171603), Director retiring by rotation (Ordinary Resolution).

**Special Business:**

4. Change in Designation of Mr. Ram Yeleswarapu (DIN 02363491) as an Executive Director (Special Resolution).
5. Further issue of Shares (Special Resolution).

The Chairman requested the scrutinizer to initiate the poll. He also informed the members that the combined results of the e-voting and poll taken at the Meeting would be announced to the Stock Exchanges in the format prescribed under Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015 and will also be made available on the website of the Company.

The Chairman thanked the members of the Company for their participation.

The poll was concluded thereafter and the meeting was concluded at 10.30 a.m.

**For TAKE Solutions Limited**

  
Avaneesh Singh  
Company Secretary



**CONSOLIDATED REPORT OF THE SCRUTINIZER**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]**

To

**The Chairman,  
Take Solutions Limited**  
No.27, Tank Bund Road,  
Nungambakkam,  
**Chennai – 600 034**

**Result of E-Voting/Tab based voting**

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and tab based voting at the 17<sup>th</sup> Annual General Meeting of the Take Solutions Limited held on Friday, August 10, 2018 at 10:00 A.M.**

1. I, **M Alagar, Company Secretary in Practice (COP No.8196)** have been appointed as a Scrutinizer by the Board of Directors of Take Solutions Limited (herein after referred to as "**the Company**") vide their meeting held on May 17, 2018. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of the SEBI(LODR) Regulations, 2015 to conduct the remote e-voting process for passing the items on the agenda as contained in the AGM Notice dated May 17, 2018, and for the purpose of tab based voting at the 17<sup>th</sup> Annual General Meeting("AGM") of the Equity Shareholders of the Company.
2. The Notice dated May 17, 2018 along with the statement setting out material facts under Section 102 of the Act was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.
3. The Company has availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL), for conducting e-voting, to enable the members to exercise their right to vote by electronic means.
4. The company has also provided the facility for tab based voting offered by Central Depository Services (India) Limited (CSDL) to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The shareholders of the company holding shares as on the "Cut-off" date i.e. Friday, August 03, 2018 were entitled to vote on the resolutions as set out in the AGM notice.



5. The remote e-voting commenced on Tuesday, August 07, 2018 at 9.00 a.m. (IST) and ended on Thursday, August 09, 2018 at 5.00 p.m. (IST) and the members were requested to cast their votes electronically conveying their Assent or Dissent in respect of Ordinary/Special Resolutions, on e-voting platform provided by CDSL, and thereafter the CDSL e-voting platform was blocked.
6. The Votes on remote e-voting were unblocked thereafter, in the Presence of Ms.N.Ramya Devi and Ms.K.Jamuna, who were not the employees of the company
7. At the 17<sup>th</sup> AGM, the Chairman announced the availability of tab based voting facility for the shareholders who have not casted their vote through remote e-voting. After conclusion of tab based voting at the AGM, the votes cast thereat were unblocked in presence of Ms.N.Ramya Devi and Ms.K.Jamuna, who were not the employees of the company.
8. The consolidated e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of "CDSL" (<http://www.evotingindia.com>) and based on such report generated, the results of the e-voting is as under,

**A. Resolution No. 1- To receive, consider and adopt:**

- The Audited standalone financial Statement of the company for the financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.**
- The Audited Consolidated Financial Statements of the company for the Financial Year ended March 31, 2018 together with the reports of the Auditor's thereon - (Ordinary Resolution) is given below:**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes- remote e-voting	112306664	112306114	550
2.	Total of number of valid votes- tab based voting at AGM	Nil	Nil	Nil
3.	Total of above (1+2)	112306664	112306114	550
4.	% of valid votes cast		<b>100.00</b>	<b>0.00</b>

- B. Resolution No.2 – To declare a final Dividend of INR 1.00 per Equity share (100%), for the Financial Year 2017-18. Further to approve an Interim Dividend of INR 0.60 per Equity share, already paid during the year - (Ordinary Resolution) is given below:**



S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes- remote e-voting	112326470	112326020	450
2.	Total of number of valid votes- tab based voting at AGM	Nil	Nil	Nil
3.	Total of above (1+2)	112326470	112326020	450
4.	% of valid votes cast		100.00	0.00

**C. Resolution No.3 - To appoint a Director in place of Mr.D.V.Ravi , (DIN 00171603) who retires by rotation in terms of Section 152 (6) of companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment - (Ordinary Resolution) is given below:**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes- remote e-voting	112326470	111156471	1169999
2.	Total of number of valid votes- tab based voting at AGM	Nil	Nil	Nil
3.	Total of above (1+2)	112326470	111156471	1169999
4.	% of valid votes cast		98.95	1.05

**D. Resolution No.4 - Change in designation of Mr. Ram Yeleswarapu (DIN 02363491) as an Executive Director - (Special Resolution) is given below:**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes- remote e-voting	112326470	112325920	550
2.	Total of number of valid votes- tab based voting at AGM	Nil	Nil	Nil
3.	Total of above (1+2)	112326470	112325920	550
4.	% of valid votes cast		100.00	0.00



**E. Resolution No.5 – Further issue of shares - (Special Resolution) is given below:**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes- remote e-voting	112203103	102998181	9204922
2.	Total of number of valid votes- tab based voting at AGM	Nil	Nil	Nil
3.	Total of above (1+2)	112203103	102998181	9204922
4.	% of valid votes cast		<b>91.80</b>	<b>8.20</b>

You may accordingly declare the results of the e-Voting and tab based voting.

The Register, all other papers and relevant records relating to remote e-Voting and tab based voting at the 17<sup>th</sup> AGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company secretary for the safe keeping.

**Thanking you**  
**Yours truly,**  
**For M. Alagar & Associates**



M. Alagar  
 F.C.S - 7488  
 C.P No.8196



Date: August 10, 2018  
 Place: Chennai

## Take Solutions Limited

1 - Consider and adopt:

- a) Audited Standalone Financial Statements Reports of the Board Of Directors and auditors
- b) Audited Consolidated Financial Statements and report of the auditors

**Resolution Required : (Ordinary)**  
Whether promoter/ promoter group are interested in  
the agenda/resolution?

Category	Mode of Voting	% of Votes Polled						% of Votes in favour on votes polled			% of Votes against on votes polled	No. of votes Invalid [8]
		No. of shares held [1]	No. of polled shares [2]	No. of outstanding shares [3]=[2]/[1]*100	No. of Votes in favour [4]	No. of Votes Against [5]	No. of Votes [6]=[4]/[2]*100	No. of Votes [7]=[5]/[2]*100				
Promoter and Promoter Group	E-Voting	98716594	0	99.8988	98716594	0	0	100.0000	0.0000	0.0000	0.0000	0
	Poll	98816594	0	0.0000	0	0	0	0.0000	0.0000	0.0000	0.0000	0
Public Institutions	Postal Ballot	Total	98716594	99.8988	98716594	0	0	100.0000	0.0000	0.0000	0.0000	0
	E-Voting	Total	13528826	59.6760	13528826	0	0	100.0000	0.0000	0.0000	0.0000	0
Public Non Institutions	Poll	Total	22670467	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0
	Postal Ballot	Total	13528826	59.6760	13528826	0	0	100.0000	0.0000	0.0000	0.0000	0
Total	E-Voting	Total	61244	0.2316	60694	550	550	99.1020	0.8980	0.0000	0.0000	0
	Poll	Total	26446939	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0
<b>Total</b>		<b>Total</b>	<b>147934000</b>	<b>61244</b>	<b>0.2316</b>	<b>60694</b>	<b>550</b>	<b>99.1020</b>	<b>0.8980</b>	<b>0.0005</b>	<b>0.0005</b>	<b>0</b>



## Take Solutions Limited

**2 - To declare a final Dividend of INR. 1.00 per Equity share (100%), for the Financial Year 2017-18. Further to approve an Interim Dividend of INR. 0.60 per equity share, already paid during the year.**

**Resolution Required : (Ordinary)**  
**Whether promoter/ promoter group are interested in the agenda/resolution?**

Category	Mode of Voting	% of Votes Polled				% of Votes in favour on votes polled				% of Votes against votes polled				No. of votes Invalid [8]
		No. of shares held [1]	No. of votes polled [2]	No. of outstanding shares [3]=[2]/[1]*100	No. of Votes – In favour [4]	No. of Votes – Against [5]	% of Votes [6]=[4]/[2]*100	No. of Votes [7]=[5]/[2]*100						
Promoter and Promoter Group	E-Voting Poll	98716594	0	99.8988	98716594	0	100.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0	
	Postal Ballot	98816594	0	0.0000	0	0	0.0000	0	0.0000	0.0000	0.0000	0.0000	0	
Public Institutions	Total E-Voting Poll	98716594	0	99.8988	98716594	0	100.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0	
	Postal Ballot	22670467	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0	
Public Non Institutions	Total E-Voting Poll	13548632	0	59.7634	13548632	0	100.0000	0.0000	0.0000	0.0000	0.7348	0.7348	0	
	Postal Ballot	26446939	0	0.2316	60794	450	99.2652	0.0000	0.0000	0.0000	0.0000	0.0000	0	
<b>Total</b>	<b>Total</b>	<b>147934000</b>	<b>112326470</b>	<b>75.9301</b>	<b>112326020</b>	<b>450</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	



## Take Solutions Limited

3 - To appoint a Director in place of Mr. D V Ravi, (DIN 00171603) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment

**Resolution Required : (Ordinary)**  
Whether promoter/ promoter group are interested in  
the agenda/resolution?

Category	Mode of Voting	% of Votes Polled			% of Votes in favour on votes polled			% of Votes against votes polled			No. of votes [8]
		No. of shares held [1]	No. of votes polled [2]	% of outstanding shares [3]=[2]/[1]*100	No. of Votes in favour [4]	No. of Votes Against [5]	% of Votes polled [6]=[4]/[2]*100	No. of votes polled [7]=[5]/[2]*100			
Promoter and Promoter Group	E-Voting Poll	98716594	0	99.8988	98716594	0	100.0000	0.0000	0.0000	0.0000	0
	Postal Ballot	98816594	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0
Public Institutions	Total E-Voting Poll	98716594	0	99.8988	98716594	0	100.0000	0.0000	0.0000	0.0000	0
	Postal Ballot	22670467	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0
Public Non Institutions	Total E-Voting Poll	13548632	59.7634	12379183	1169449	91.3685	8.6315	0.0000	0.0000	0.0000	0
	Postal Ballot	26446939	61244	0.2316	60694	550	99.1020	0.8980	0.0000	0.0000	0
<b>Total</b>		<b>147934000</b>	<b>112326470</b>	<b>75.9301</b>	<b>111156471</b>	<b>1169999</b>	<b>98.9584</b>	<b>1.0416</b>	<b>0</b>	<b>0</b>	<b>0</b>



## Take Solutions Limited

**Resolution Required : (Special)**

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**4 - Change in Designation of Mr. Ram Yeleswarapu (DIN 02363491) as an Executive Director**

<b>Category</b>	<b>Mode of Voting</b>	<b>% of Votes Polled</b>				<b>% of Votes in favour on votes polled</b>				<b>% of Votes against on votes polled</b>				<b>No. of votes Invalid [8]</b>
		<b>No. of shares held [1]</b>	<b>No. of votes polled [2]</b>	<b>No. of outstanding shares [3]=[2]/[1]*100</b>	<b>No. of Votes – In favour [4]</b>	<b>No. of Votes – Against [5]</b>	<b>No. of Votes [6]=[4]/[2]*100</b>	<b>No. of Votes [7]=[5]/[2]*100</b>						
<b>Promoter and Promoter Group</b>	E-Voting	98716594	99.8988	98716594	99.8988	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
	Poll	98816594	0	0.0000	0	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
<b>Public Institutions</b>	Postal Ballot	98716594	99.8988	98716594	99.8988	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
	Total	13548632	59.7634	13548632	59.7634	0	0	0	100.0000	0.0000	0.0000	0.0000	0.0000	0
<b>Public Non Institutions</b>	E-Voting	0	0.0000	0	0.0000	0	0	0	10.0000	0.0000	0.0000	0.0000	0.0000	0
	Poll	22670467	0.0000	22670467	0.0000	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
<b>Total</b>	Postal Ballot	0	0.0000	0	0.0000	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
	Total	13548632	59.7634	13548632	59.7634	0	0	0	100.0000	0.0000	0.0000	0.0000	0.0000	0
<b>Total</b>	E-Voting	61244	0.2316	60694	0.2316	550	550	99.1020	0.8980	0.0000	0.0000	0.0000	0.0000	0
	Poll	26446939	0.0000	0	0.0000	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
<b>Total</b>	Postal Ballot	0	0.0000	0	0.0000	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
	Total	147934000	61244	112326470	75.9301	550	550	99.1020	0.8980	0.0005	0.0005	0.0000	0.0000	0



## Take Solutions Limited

**Resolution Required : (Special)**

**Whether promoter/ promoter group are interested in  
the agenda/resolution?**

**5 - Further Issue of Shares**

<b>Category</b>	<b>Mode of Voting</b>	<b>% of Votes Polled</b>						<b>% of Votes in favour on votes polled</b>			<b>% of Votes against votes polled</b>		<b>No. of votes Invalid [8]</b>
		<b>No. of shares held [1]</b>	<b>No. of votes polled [2]</b>	<b>No. of outstanding shares [3]=[2]/[1]*100</b>	<b>No. of Votes - in favour [4]</b>	<b>No. of Votes -Against [5]</b>	<b>[6]=[4]/[2]*100</b>	<b>[7]=[5]/[2]*100</b>					
Promoter and Promoter Group	E-Voting Poll	98716594	0	99.8988	98716594	0	0	0	100.0000	0.0000	0.0000	0.0000	0
Postal Ballot		98816594	0	0.0000	0	0	0	0	0.0000	0.0000	0.0000	0.0000	0
<b>Total</b>		<b>98716594</b>	<b>0</b>	<b>99.8988</b>	<b>98716594</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting Poll	13425265	59.2192	4220893	9204372	31.4399	9.204372	31.4399	68.5601	68.5601	0.0000	0.0000	0
Postal Ballot		22670467	0	0.0000	0	0	0	0.0000	0.0000	0.0000	0.0000	0.0000	0
<b>Total</b>		<b>13425265</b>	<b>59.2192</b>	<b>4220893</b>	<b>9204372</b>	<b>31.4399</b>	<b>9.204372</b>	<b>31.4399</b>	<b>68.5601</b>	<b>68.5601</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting Poll	61244	0.2316	60694	550	99.1020	0.2316	99.1020	0.8980	0.8980	0.0000	0.0000	0
Postal Ballot		26446939	0.0000	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0
<b>Total</b>		<b>61244</b>	<b>0.2316</b>	<b>60694</b>	<b>550</b>	<b>99.1020</b>	<b>0.2316</b>	<b>99.1020</b>	<b>0.8980</b>	<b>0.8980</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>147934000</b>	<b>112203103</b>	<b>75.8467</b>	<b>102998181</b>	<b>9204922</b>	<b>91.7962</b>	<b>8.2038</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

