

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

Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairpersons /Executive/Non-Executive/Independent/Nominee)	Sub Category (Chairpersons /Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors in listed entities including this listed entity	No of memberships in Audit/Statutory Committees including this listed entity	No of memberships in Auditor/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	N.KUMAR	00007848	AA BP K2 74 1B	ID,C & NED		01-Apr-2014	31-Mar-2019	60	7	0	4	SC	
Mr.	SRINIVASAN H.R.	00130277	AA MP S6 80 7R	ED		01-Apr-2016	31-Mar-2019		2	2	0	SC	
Ms	UMA RATNAM	0	AA	ID		12-	11-	6	1	0	0	NRC	



.	KRISHNAN	0 3 7 0 4 2 5	LP U5 15 8L			Nov- 2014	No v- 20 19	0					
Mr.	PROF. G. RAGHURAM	0 1 0 9 9 0 2 6	AE EP G2 52 1A	ID		01- Apr- 2014	31- Ma r- 20 19	6 0	2	2	0	NA	
Mr.	RAMAN KAPUR	0 2 9 6 8 0 2 0	AP HP K7 68 9H	ID		09- Nov- 2015	08- No v- 20 20	6 0	1	0	0	NA	
Mr.	R. SUNDARA RAJAN	0 0 4 9 8 4 0 4	AA CP R1 58 0Q	ID		01- Apr- 2014	31- Ma r- 20 19	6 0	4	2	3	AC,SC, NRC	
Mr.	D.V.RAVI	0 0 1 7 1 6 0 3	AA CP R8 83 2M	NED		19- Sep- 2014			2	1	0	AC,NR C	
Mr.	RAM YELESWARAP U	0 2 3 6 3 4 9 1	AE VP Y6 49 0H	ED		08- Nov- 2017	06- No v- 20 20	3 6	1	0	0	NA	
Mr.	S.SRINIVASAN	0 0	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

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 Applicable		
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	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	

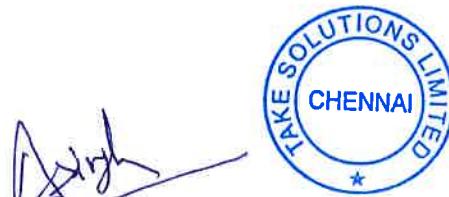
Other Information

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

Name : Avneesh Singh
Designation : Company Secretary



Avneesh Singh
Company Secretary