



TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

Regd Office: No: 27, Tank Bund Road, Nungambakkam, Chennai- 600 034

Email: secretarial@takesolutions.com | Website: www.takesolutions.com

Phone: +91-044-66110700

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the Company is seeking the consent of its members in respect to the Special Business proposed to be passed by way of postal ballot (through remote e-voting) the details of such Special Business is more specifically provided in the appended resolutions.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to its Members whose e-mail addresses are registered with the Company/Depositories. The Company has appointed Central Depositories Services Limited ("CDSL") for facilitating remote e-voting to enable the Members to cast their votes electronically. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through remote e-voting.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, July 20, 2022, and ends at 5.00 p.m. (IST) on Thursday, August 18, 2022.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Ms. Mohan Rao Prathyusha, Partner, M/s. AKB and Associates Company Secretaries LLP, Chennai, (Membership No. F10960 and Certificate of Practice No. 15726) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Saturday, August 20, 2022.

The said result of the postal ballot along with the Scrutinizer's Report shall be placed on the Company's website viz. www.takesolutions.com and on the website of CDSL viz. www.evotingindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, August 18, 2022., in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

Item of Special Business:

1. Appointment of Mr. Srinivasan. H.R having DIN: 00130277 as Director (Non-Executive Capacity) of the Company

*To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment of Directors) Rules 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and the provisions of the Memorandum of Association, Articles of Association of the Company, Mr. Srinivasan. H.R (DIN: 00130277) who was appointed as an Additional Director (Non-Executive Capacity) with effect from June 30, 2022, pursuant to Section 161 of the Act by the Board of Directors ("Board") as recommended by Nomination and Remuneration Committee ("Committee") be and is hereby appointed as the Director of the Company (Non-Executive Capacity) with effect from June 30, 2022 and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

2. Appointment of Mr. Chella Gowrishankar having DIN: 00269690 as Director (Non-Executive Capacity) of the Company

*To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment of Directors) Rules 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and the provisions of the Memorandum of Association, Articles of Association of the Company, Mr. Chella Gowrishankar (DIN: 00269690) who was appointed as an Additional Director (Non-Executive Capacity) with effect from June 30, 2022 pursuant to Section 161 of the Act by the Board of Directors ("Board") as recommended by Nomination and Remuneration Committee ("Committee") be and is hereby appointed as the Director of the Company (Non-Executive Capacity) with effect from June 30, 2022, and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

3. Appointment of Mr. Ramesh Gopal having DIN: 00194267 as Non-Executive Independent Director of the Company

*To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulations 16(1)(b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh Gopal (DIN: 00194267), who was appointed as an Additional Director with effect from June 30, 2022, pursuant to Section 161 of the Act and Article 60 (vii) of Article of Association of the Company and who has submitted the declaration that he meets the criteria of Independence under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from June 30, 2022 and shall not liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

4. Re-appointment and fixing the Remuneration of Ms. Shobana N. S. having DIN: 01649318 as the Whole Time Director.

*To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read along with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions made thereunder, including any statutory modification(s) or re-enactment thereof, or any other law as amended from time to time, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and the provisions of the Memorandum of Association, Articles of Association of the Company, and as recommended by Nomination and Remuneration Committee ("Committee") and considered by the Board of Directors ("Board"), the consent of the members of the Company be and is hereby accorded towards re-appointment of Ms. Shobana N. S., having DIN: 01649318, as the Wholetime Director of the Company in Executive Capacity for a period of five years with effect from the date of shareholders' approval on such terms of re-appointment set out in the Explanatory Statement annexed to the Notice of this Postal Ballot, including the remuneration to be paid in the event of loss or inadequacy of profits in any Financial Year, during the term of office of Ms. Shobana N. S., with liberty to the Board (including Committee) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Ms. Shobana N. S., subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Special Resolution."

By Order of the Board
For **TAKE Solutions Limited**

Place: Chennai
Date: June 30, 2022

P. Srinivasan
Company Secretary
Membership No. FCS: 8391

Notes:

1. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed special resolution, forming part of this Notice, is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, July 8, 2022, ("cut-off date") received from the Depositories and whose e-mail address is registered with the Company / Depositories.

In case you have not registered your e-mail address with the Depository, you may register the same on or before 5:00 P.M. (IST) on Wednesday, August 3, 2022 by visiting the link: <https://web.linkintime.co.in/EmailReg/Email Register.html> and following the registration process as guided therein.

On submission of the requisite details on the link, an OTP will be received by the shareholders which needs to be entered in the link for verification.

In case of any query, a member may send an e-mail to Registrar & Share Transfer Agent (RTA) at rnt.helpdesk@linkintime.co.in.

3. The Cut-Off Date i.e., Friday, July 8, 2022, is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
4. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days of the Company from the date of dispatch of this notice up to the last date of voting under Postal Ballot i.e, Thursday, August 18, 2022.
5. The Postal Ballot Notice will also be available on the Company's website www.takesolutions.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.
6. Pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Listing Regulations the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. The e-voting period commences on Wednesday, July 20, 2022 (9:00 A.M. IST) and ends on Thursday, August 18, 2022 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

8. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Thursday, August 18, 2022.
9. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-voting facility to be provided by listed entities, the Company has provided the facility to vote by electronic means to its members and the business may be transacted through remote e-Voting services provided by Central Depository Services Limited ("CDSL"):

The instructions for Shareholders voting electronically are as under:

1. The voting period begins on Wednesday, July 20, 2022, at 9:00 A.M and ends on Thursday, August 18, 2022, at 5:00 P.M. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, July 8, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on July 8, 2022.
2. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting

mode) login through their Depository Participants	option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

4. Login method for remote e-Voting for **physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

5. After entering these details appropriately, click on “SUBMIT” tab.
6. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN for “TAKE Solutions Limited” on which you choose to vote.
9. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
14. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
16. **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
Alternatively, Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address regulatory.akblp@outlook.com and to the Company at the email address investorrelations@takesolutions.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

In case of any queries or issues regarding e-Voting from the CDSL e-Voting System, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or can contact CDSL by writing an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

By Order of the Board
For **TAKE Solutions Limited**

Place: Chennai
Date: June 30, 2022

P. Srinivasan
Company Secretary
Membership No. FCS: 8391

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. Appointment of Mr. Srinivasan. H.R having DIN: 00130277 as Director (Non-Executive Capacity) of the Company

The Board of Directors of the Company ('the Board') at the meeting held on June 30, 2022, on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Srinivasan. H.R as an Additional Director (Non-Executive Capacity) of the Company with effect from June 30, 2022.

Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The amendment is applicable w.e.f. 01.01.2022.

Accordingly, the approval of the Members is required for the appointment of Mr. Srinivasan. H.R as the Director (Non-Executive Capacity) of the Company.

The Company has received from Mr. Srinivasan. H.R his consent in writing to act as Director in the Company and intimation to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Mr. Srinivasan. H.R are provided as Annexure-I to this Notice.

A copy of resolution passed by the Board of Directors in its meeting held on June 30, 2022, approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the last date of the e-voting.

Except Mr. Srinivasan. H.R, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.: 1 of the Notice for approval by the Members.

2. Appointment of Mr. Chella Gowrishankar having DIN: 00269690 as Director (Non-Executive Capacity) of the Company

The Board of Directors of the Company ('the Board') at the meeting held on June 30, 2022, on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Chella Gowrishankar as an Additional Director (Non-Executive Capacity) of the Company with effect from June 30, 2022.

Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The amendment is applicable w.e.f. 01.01.2022.

Accordingly, the approval of the Members is required for the appointment of Mr. Chella Gowrishankar as the Director (Non-Executive Capacity) of the Company.

The Company has received from Mr. Chella Gowrishankar his consent in writing to act as Director in the Company and intimation to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Mr. Chella Gowrishankar are provided as Annexure-I to this Notice.

A copy of resolution passed by the Board of Directors in its meeting held on June 30, 2022, approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the last date of the e-voting.

Except Mr. Chella Gowrishankar, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.: 2 of the Notice for approval by the Members.

3. Appointment of Mr. Ramesh Gopal having DIN: 00194267 as Non-Executive Independent Director of the Company

The Board of Directors of the Company ('the Board') at the meeting held on June 30, 2022, on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Ramesh Gopal as an Additional Director (Non-Executive Independent Category) of the Company for a period of five years with effect from June 30, 2022, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The amendment is applicable w.e.f. 01.01.2022.

Hence, Consent of the Members by way of a Special Resolution is required to approve this item.

The Company has received from Mr. Ramesh Gopal his consent in writing to act as Director in the Company and intimation to the effect that he is not disqualified under Section 164(2) of the Act and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Ramesh Gopal fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations 2015 for his appointment as an Independent Director of the Company. The Board also considers that his association would be of immense benefit to the Company and thus, it would be desirable to avail services of Mr. Ramesh Gopal as the Independent Non-Executive Director of the Company.

The profile and specific areas of expertise of Mr. Ramesh Gopal are provided as Annexure-I to this Notice.

Except Mr. Ramesh Gopal, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.: 3 of the Notice for approval by the Members.

4. Re-appointment and fixing the Remuneration of Ms. Shobana N. S. having DIN: 01649318 as the Whole Time Director.

Ms. Shobana N. S. was initially appointed as the Whole Time Director in Executive Director of the Company w.e.f February 2, 2017, which was duly approved in the Sixteenth Annual General Meeting of the Company held on August 11, 2017. Furthermore, the Board of Directors in its meeting held on February 8, 2022, had re-appointed Ms. Shobana N. S. as Whole Time Director of the Company in Executive capacity for a period of 5 (Five) years w.e.f. February 02, 2022, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders pursuant to Regulation 17(1C) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("LODR"). The Board of Directors further approved the remuneration of Ms. Shobana N. S. with effect from February 02, 2022, on the recommendation of the Nomination & Remuneration. The approval of the shareholders was sought by the Company for the said re-appointment and payment of remuneration to Ms. Shobana N. S. as a Special Resolution, through a duly convened Postal Ballot (through remote e-voting) that commenced on Thursday, March 31, 2022, and concluded on Friday, April 29, 2022. The resolution, however, could not rally requisite majority of three fourths value of the shareholders.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI (LODR), the Company is required to appoint a whole time key managerial personnel who shall be Managing Director or Chief Executive Officer or Manager and, in the absence, Whole Time Director. Since the Company currently does not have any of the aforesaid key managerial personnel, the Nomination and Remuneration Committee and the Board of Directors in their meeting held on June 27, 2022, have considered the re-appointment of Ms. N S Shobana as the Wholetime Director of the Company after giving due consideration to the below:

- i. The vast knowledge and experience of Ms. Shobana N S, who has been associated with the Company for more than 2 decades, is of great value to the Company.
- ii. The Company is being immensely benefited from her expertise in the Life Science industry and particularly in project planning and execution. Her exposure and experience in the industry both in India and abroad is expected to help the Company in overcoming the challenges faced by it in various fronts.
- iii. Ms. Shobana N S is a solid professional and excellent team leader with deep and intrinsic understanding and knowledge of the Company's business.

It is in the interest of the Company to continue to avail her services as Wholetime Director of the Company for a further period of 5 years with effect from the date of shareholders' approval and, thus, it is now intended to approach the shareholders again to receive their affirmation for the said resolution.

Remuneration:

A. Basic Salary

In the scale of INR 20 Lakhs to INR 40 Lakhs per annum with authority to the Board of Directors to fix her basic salary within the scale from time to time. The annual or other increment will be merit based and shall take into account her performance.

B. Performance linked incentive

As per rules applicable to the employee of the Company and approved by the Board of Directors from time to time.

C. Perquisites & Allowances

In addition to the prescribed basic salary and performance linked incentives, Ms. Shobana N. S. will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, including electricity, water, gas etc., home location travel for herself and her immediate family, contribution to Provident Fund, payment of Gratuity, such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company in consultation with Ms. Shobana N. S. However, such perquisites and allowances will be subject to 200% of the basic salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provisions for use of the Company's car for official duties and telephone at residence and mobile (including payment of local calls and long-distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

In addition to the above, Ms. Shobana N. S. will also be entitled for Stock Options as may be decided from time to time by the Nomination and Remuneration Committee in terms of Employees Stock Options Scheme of the Company.

D. Minimum Remuneration

In the event of absence of profits or inadequacy of profit in any year during the tenure of Ms. Shobana N. S. the above-mentioned remuneration shall be paid as minimum remuneration for a period of three years in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

The above remuneration payable to Ms. Shobana N. S. is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the managerial personnel as calculated in accordance with Section 197 and 198 of the Companies Act, 2013 or any amendment thereto or any other provision as may be applicable.

Subject to conditions contained in this resolution, the remuneration may be paid either in India by the Company or in overseas locations through its subsidiaries or a mix of both, as may be decided by the Board from time to time.

The terms and conditions of appointment and remuneration given herein shall be altered, varied and increased from time to time by the Board of Directors of the Company or any committee of the Board of Directors as authorized in this regard, as it may, at its discretion deem fit, in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 read with Schedule V (including any statutory modification or re-enactment thereof for the time being in force), or any amendments made thereto from time to time.

Ms. Shobana N. S. has provided her consent in writing to act as Director and in pursuance to the statutory declarations provided by Ms. Shobana N. S. she satisfies all the conditions as set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Ms. Shobana N. S. nature of her expertise in specific functional areas, names of companies in which she holds Directorships and Memberships / Chairmanships of Board Committees, her shareholding etc., are separately annexed hereto as Annexure-I and the statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution is annexed hereto as Annexure -II.

Ms. Shobana N. S. does not belong to the Promoter/ Promoter Group. Besides, she is not related to any other Director of the Company in terms of Section 2(77) of the Companies Act, 2013.

A copy of resolution passed by the Board of Directors in its meeting held on June 27, 2022, approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the last date of the e-voting.

Ms. Shobana N. S. is interested in this resolution which pertains to her appointment and remuneration payable to her.

Except Ms. Shobana N. S. none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at the Notice for approval by the members.

By Order of the Board
For **TAKE Solutions Limited**

Place: Chennai
Date: June 30, 2022

P. Srinivasan
Company Secretary
Membership No. FCS: 8391

Disclosure pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Srinivasan H.R.	Ms. Shobana N S	Mr. Chella Gowrishankar	Mr. Ramesh Gopal
Director Identification Number (DIN)	00130277	01649318	00269690	00194267
Date of Birth/Age	March 22, 1964 58 years	September 9, 1970 51 years	December 3, 1956 65 years	April 14, 1966 56 years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	June 30, 2022		June 30, 2022	June 30, 2022
Qualification	Degree in Mathematics with a post-graduation in Management	Chartered Accountant Cost and Management Accountant Certified Public Accountant	Chemical Engineer Post-Graduation in Industrial Management	Master's in commerce with Graduate Diploma in Materials Management
Expertise in specific functional area	Supply chain management and General management	Accounts and Finance, Strategic Management, Corporate Planning, Supply Chain Management, consolidation of accounts, MIS, Treasury Management, Budgeting, Stakeholder Relations and Forecasting	Agro Based Process Industries, Information Technology	Logistics and Material Management
Shareholding in the Company	1,35,000 shares (0.09%)	89,000 Shares (0.06%)	16,635 shares (0.01%)	25,000 shares (0.02%)
Listed entities in which the person also holds directorship and the membership of Committees of the board	NIL	NIL	NIL	NIL
Listed entities from which the person has resigned in the past three years	1. Sical Logistics Limited	NIL	NIL	NIL
Skills and capabilities required for the role and the manner in which proposed person meets such requirements	NA	NA	NA	Considering his educational background, and expertise in Logistics and Material management, the Board is of the opinion that association with Mr. Ramesh Gopal would immensely benefit the Company and add significant value and strength to the Company.

There are no inter-se relation between the Board Members.

ANNEXURE-II

Statement containing additional information as required by second proviso of Paragraph B(iv) of Section II of Part II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION:

1) Nature of Industry:

Scientific Research and Development

2) Date or expected due of commencement of commercial production:

The Company was incorporated on December 20, 2000 and has commenced business post its incorporation.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators

(a) Standalone Performance*

(INR in Mn)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Income from operations	303.91	107.20
Other Income	48.81	14.97
Operating Profit (before interest, depreciation & tax)	39.02	(53.77)
Profit/(Loss) before tax	23.88	(73.01)
Profit/(Loss) after tax	0.23	(60.26)

* excludes exceptional items.

(Figures have been regrouped/recast wherever necessary)

(b) Consolidated Performance*

(INR in Mn)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Income from operations	6,551.93	7,740.15
Other Income	165.67	119.97
Operating Profit (before interest, depreciation & tax)	238.40	(610.37)
Profit/(Loss) before tax	(853.08)	(2,137.28)
Profit/(Loss) after tax	(889.24)	(2,272.79)

* excludes exceptional items.

(Figures have been regrouped/recast wherever necessary)

5) Foreign investments or collaborations, if any.

Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details:

A brief profile of Ms. Shobana N. S. is given in Annexure-I attached to the explanatory statement.

2. Past remuneration:

Ms. Shobana N. S. has drawn remuneration of Rs. 2,28,36,782 during the past three financial years.

3. Recognition or Awards:

There were no recognition or awards to report here.

4. Job Profile and suitability:

The position of Whole Time Director in the Company is entrusted with overall supervision on general conduct of affairs and management of the business affairs of the Company. Ms. Shobana N. S. has been associated with the Company for a number of years. She has rich experience in the Life Science industry and expertise in project planning and execution. Her exposure and experience in the industry both in India and abroad is expected help the Company in overcoming the challenges faced by it in various fronts.

5. Proposed remuneration:

As detailed in the Explanatory Statement.

6. Comparative remuneration profile with respect to industry, size of Company, profile of the position and person:

The remuneration payable to Ms. Shobana N. S. has been benchmarked with the remuneration being drawn by other managerial personnel in the similar capacity of other Companies of comparable size in the Scientific Research and Development Industry. Considering the general industry and the specific Company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any

Ms. Shobana N. S. is entitled to receive remuneration and other perquisites as Whole Time Director of the Company. Apart from that, there is no other pecuniary relationship with the Company or with the managerial personnel or other director(s) of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013, as a matter of abundant precaution, as the profitability of the Company may be impacted.

2. Steps taken or proposed to be taken for improvement:

The Company has planned to implement various strategic and operational measures that is expected to result in the improvement in the present position.

3. Expected increase in productivity and profits:

The Company has been aggressively pursuing and implementing its strategies to improve financial performance.