

July 8, 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: Notice of Extra-Ordinary General Meeting

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of SEBI Listing Regulations and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the Company scheduled to be held on Wednesday, July 30, 2025, at 09.30 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') to transact the special business as set out in the Notice of EGM.

The EGM Notice along with the Explanatory Statement is available on the following link:
https://www.takesolutions.com/Reports_Filings/2025-26/Notice_EGM_TSL.pdf

In compliance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice of EGM has been sent through email today i.e. July 8, 2025 to all the members of the Company whose email addresses are registered with the Company or Depositories or Registrar and Share Transfer Agent of the Company.

The cut-off date for the purpose of determining eligibility of shareholders for voting in connection with the EGM has been fixed as Tuesday, July 22, 2025. The remote e-voting period commences on Saturday, July 26, 2025 at 9.00 a.m. (IST) and ends on Tuesday, July 29, 2025 5.00 p.m. (IST).



Kindly take the same on records and acknowledge.

For TAKE Solutions Limited

VEDAMIRTHAM Digitally signed by
VENKATESAN VEDAMIRTHAM VENKATESAN
Date: 2025.07.08 18:42:57
+05'30'

Venkatesan V

Additional Director & Chief Financial Officer

Encl: As above

TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

Regd. Office: No. 56, Old No. 116, 4th Floor, Ragas Building,
Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004, Tamil Nadu, India.e-Mail: secretarial@takesolutions.com | Website: www.takesolutions.com | Phone: +91-044-48592901**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the First Extra Ordinary General Meeting of the members of the Company for the Financial Year 2025-2026, will be held on Wednesday, July 30, 2025 at 09:30 A.M. through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM"), to transact the following special business(s):

SPECIAL BUSINESS:**1. Regularisation of appointment of Ms. Cecily Dheepa, having DIN: 07900799 as Director (Non-Executive Capacity) of the Company**

*To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other applicable provisions of the Companies Act, 2013 ("Act"), 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, Articles of Association of the Company, recommendation received from the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to regularize the appointment of Ms. Cecily Dheepa (DIN: 07900799) who was appointed as an Additional Director (Non-Executive Capacity) with effect from May 1, 2025, pursuant to Section 161 of the Act and who holds office up to the date of this Extraordinary General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (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.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

2. Regularisation of appointment of Mr. Vedamirtham Venkatesan, having DIN: 00194600 as Director (Executive Capacity) of the Company

*To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other applicable provisions of the Companies Act, 2013 ("Act"), 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, Articles of Association of the Company, recommendation received from the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to regularise the appointment of Mr. Vedamirtham Venkatesan, having DIN: 00194600 who was appointed as an Additional Director (Executive Capacity) with effect from May 1, 2025, pursuant to Section 161 of the Act and who holds office up to the date of this Extraordinary General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company in executive capacity and liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (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.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

3. Appointment of Mr. Vedamirtham Venkatesan, having DIN: 00194600 as a Whole-time Director of the Company and fixing his remuneration thereof

*To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation(s) of the Nomination and Remuneration Committee, the Audit Committee of the Board of Directors of the Company, approval of the Board of Directors of the Company (the "Board") and the eligibility and consent received from Mr. Vedamirtham Venkatesan (DIN: 00194600), consent of the Members of the Company be and is hereby accorded towards the appointment of Mr. Vedamirtham Venkatesan (DIN: 00194600), as a Whole Time Director of the Company, in executive capacity, for a period of 3 (three) years effective from his original date of appointment at the meeting of the Board of Directors until April 30, 2028 on such terms and conditions of appointment as briefly set out in the statement made pursuant to Section 102 of the Act and annexed to the notice calling this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to remunerate Mr. Vedamirtham Venkatesan as per the provisions of the Act, the limits as set out in Schedule V of the Act, the company's policies, and also the payment of such managerial remuneration be paid also in the event of loss or inadequacy of profits in any Financial Year, during the term of office of Mr. Vedamirtham Venkatesan as a Whole Time Director of the Company, with the liberty to the Board of Directors or Nomination and Remuneration Committee of the Board of Directors to change, modify, ratify, alter and vary all the terms and conditions of the said remuneration in such manner as may be agreed to between the Company and Mr. Vedamirtham Venkatesan at any point of time.

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.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Ms. Pushpa Joshi, having DIN: 06838093 as an Independent Director of the Company (Non-Executive capacity)

*To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Act') 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), the Articles of Association of the Company, consent and eligibility letters received from Ms. Pushpa Joshi and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded towards the appointment of Ms. Pushpa Joshi (DIN: 06838093), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 24, 2025, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years effective from her original date of appointment at the meeting of the Board of Directors until May 23, 2030, and shall not 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.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Kanwar Nitin Singh, having DIN: 10204543 as an Independent Director of the Company (Non-Executive capacity)

*To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Act’) 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), the Articles of Association of the Company, consent and eligibility letters received from Ms. Pushpa Joshi and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded towards the appointment of Mr. Kanwar Nitin Singh, having DIN: 10204543, who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 24, 2025, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years effective from his original date of appointment at the meeting of the Board of Directors until May 23, 2030, and shall not 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.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Peeyush Sethia, having DIN: 09850692 as an Independent Director of the Company (Non-Executive capacity)

*To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:*

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Act’) 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), the Articles of Association of the Company, consent and eligibility letters received from Ms. Pushpa Joshi and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded towards the appointment of Mr. Peeyush Sethia, having DIN: 09850692, who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 24, 2025, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a

period of 5 (five) consecutive years effective from his original date of appointment at the meeting of the Board of Directors until May 23, 2030, and shall not 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.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For M/s. **TAKE Solutions Limited**

Date: 30th June 2025

Place: Chennai

(Srinivasan H R)

DIRECTOR

DIN: 00130277

Regd. Office: No: No. 56, Old No. 116, 4th Floor, Ragas Building,
Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004, Tamil Nadu, India.

NOTES:

1. Pursuant to the Circular No. 09/2024 dated September 19, 2024, Circular No. 09/2023 dated September 25, 2023, Circular No. 11/2022 dated December 28, 2022, Circular No. 02/2022 dated May 5, 2022, Circular No. 21/2021 dated December 14, 2021, read with Circular No. 20/2020 dated May 5, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 14/2020 dated April 8, 2020 (collectively referred to as “MCA Circulars”) the Ministry of Corporate Affairs (MCA) has permitted the holding of the Extra Ordinary General Meeting (“EGM”) through Video Conference (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members.
2. The Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations').
3. Accordingly, in compliance with the provisions of the Act, SEBI Circulars and the SEBI Listing Regulations, this EGM of the Company is being held through VC / OAVM, with the registered office of the Company being the deemed place/ venue of the meeting.
4. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e- voting upto the date of the meeting and also voting on the date and during the EGM.
5. Statement to be made pursuant to Section 102 of the Act in respect of the business to be transacted at the EGM is annexed herewith. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are also annexed.

6. PURSUANT TO THE PROVISIONS OF THE ACT, A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. HOWEVER, SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF SHAREHOLDERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE SHAREHOLDERS WILL NOT BE AVAILABLE FOR THE EGM. HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
7. For convenience of the members and proper conduct of the EGM, the members can join the EGM in the VC/OAVM mode 15 minutes prior to the scheduled time of the commencement of the meeting by following the procedure contained in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on a FIRST COME FIRST SERVED basis. This will not include large shareholders (shareholders holding 2% or more of the share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors, Secretarial Auditors, etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.
8. Shareholders attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Institutional/Corporate shareholders intending to represent through their authorized representatives in the EGM through VC/ OAVM and to attend and vote through remote e-voting or voting at the EGM are requested to send to the Company a scanned copy (JPEG/PDF format) of certified true copy of the board/ Committee resolution authorizing their representative to the designated e-mail address of the Company i.e., investorrelations@takesolutions.com and to CDSL i.e. helpdesk.evoting@cdslindia.com
10. In the case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
11. The register of Directors and Key Management Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013, register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the register of members as maintained by RTA will be available for inspection by the shareholder.
12. The cut-off date for the purpose of determining eligibility of shareholders for voting in connection with the EGM has been fixed as Tuesday, July 22, 2025.
13. As per Section 72 of Companies Act, 2013, read with Rule 19 of (the Share Capital and Debentures) Rules, 2014, facility for making nominations is available to the shareholder in respect of the shares held by them in physical form. The nomination forms can be obtained from the RTA of the Company. Once filled, the duly completed forms be submitted by the shareholders holding shares in physical form to the RTA of the Company for updation of nomination. The shareholder holding shares in dematerialized form may approach their respective Depository Participants to update nomination.
14. SEBI has mandated the submission of Permanent Account (PAN) by every participant in securities market. The shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN to the Company / RTA.

15. The Company has designated an exclusive e-mail id viz. investorrelations@takesolutions.com to enable investors to register their complaints/ queries, if any.
16. The documents referred to in the proposed resolution is available for inspection at the Registered Office of the Company from the date of dispatch of this notice till Wednesday, July 30, 2025 between 10.00 a.m. to 1.00 p.m. on all working days (except on Saturday, Sunday and public holiday).
17. In compliance with the aforesaid MCA Circulars and SEBI Circular, notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.takesolutions.com, website of the Stock Exchanges and RTA i.e. BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and CDSL (www.evotingindia.com).
18. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorrelations@takesolutions.com along with the copy of the signed request letter mentioning the name and address of the Shareholder, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Shareholders may write to investorrelations@takesolutions.com.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) and (2) of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended from time to time and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide to its members a facility to exercise their right to vote by electronic means and the business may be transacted through remote e-Voting services and e-voting during the meeting provided by Central Depository Services Limited ("CDSL"):

The instructions for Shareholders voting electronically and joining virtual meeting are as under:

1. 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 only shall be entitled to avail the facility of 'remote e-voting' or voting at the EGM through e-voting.
2. The voting period begins on Saturday, July 26, 2025, at 9:00 A.M and ends on Tuesday, July 29, 2025, 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, Tuesday, July 22, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

4. 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.
5. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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 | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon & New System Myeasi Tab.</p> <p>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 the 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 or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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. 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.</p> |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>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 or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <p>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 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 or joining virtual meeting & voting during the meeting.</p> |

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 21 09911. |
| 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 022 – 4886 7000 and 022 – 2499 7000 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

6. Login method for remote e-Voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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) 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. 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. |

- 7. After entering these details appropriately, click on “SUBMIT” tab.
- 8. 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.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant “TAKE Solutions Limited” on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18. Additional Facility for Non - Individual Shareholders and Custodians – For Remote E-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 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 and to the Company at the email address viz; investorrelations@takesolutions.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS:

- I. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- II. The voting rights of Shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date i.e. Tuesday, July 22, 2025. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or investorrelations@takesolutions.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

- III. Mr. Ashok Ajay Kumar Bantia, Company Secretary in Practice, having Membership No. F10357 and Certificate of Practice No. 13620 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and within 48 hours from the conclusion of the meeting make a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson or person authorized by the Chairperson in writing for counter signature. The results shall be declared either by the Chairperson or by an authorized person of the Chairperson and the resolution will be deemed to have been passed on the EGM date subject to receipt of the requisite number of votes in favor of the Resolution(s).

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.takesolutions.com and on the website of CDSL www.evotingindia.com and also forward the same to the stock exchange where the Company's share are listed immediately after the result is declared by the Chairman.

THE INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OVAM & E-VOTING DURING MEETING ARE AS UNDER: -

1. The procedure for attending meetings & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OVAM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the meeting through Laptops / Tabs/ iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@takesolutions.com from Thursday, July 24, 2025 (09:00 HRS. IST.) to Tuesday, July 29, 2025 (17:00 HRS. IST.). The shareholders who do not wish to speak during the EGM but have queries may send their queries within the above-mentioned time period prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@takesolutions.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE e-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. Physical shareholders can 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. Demat shareholders can please update your email id & mobile no. with your respective Depository Participant (DP).
3. Individual Demat shareholders can please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 – 400 013, Maharashtra, India or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.: 1. Regularisation of appointment of Ms. Cecily Dheepa, having DIN: 07900799 as Director (Non-Executive Capacity) of the Company

The Board of Directors of the Company at its meeting held on May 1, 2025, approved the appointment of Ms. Cecily Dheepa as an Additional Director (Non-Executive Capacity) of the Company with effect from May 1, 2025. Further in pursuance to regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 inserted by the 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 obtained at the next general meeting of the members of the Company or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is sought towards the regularisation of appointment of Ms. Cecily Dheepa as the Director (Non-Executive Capacity) of the Company.

The Company has received from Ms. Cecily Dheepa her consent in writing to act as Director in the Company and intimation to the effect that she is not disqualified under Section 164(2) of the Act. A copy of resolution passed by the Board of Directors in its meeting held on May 1, 2025, 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.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in **Annexure-I**.

Except Ms. Cecily Dheepa, none of the other Directors, Promoters, Promoter Group and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested or deemed to be concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution as set out in Item No.: 1 of the Notice for approval by the Members.

Item No.: 2. Regularisation of appointment of Mr. Vedamirtham Venkatesan, having DIN: 00194600 as Director (Executive Capacity) of the Company

The Board of Directors of the Company at its meeting held on May 1, 2025 approved the appointment of Mr. Vedamirtham Venkatesan, having DIN: 00194600 as an Additional Director (Executive Capacity) of the Company with effect from May 1, 2025.

Further in pursuance to regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 inserted by the 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 obtained at the next general meeting of the members of the Company or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is sought towards the regularisation of appointment of Mr. Vedamirtham Venkatesan, having DIN: 00194600 as the Director (Executive Capacity) of the Company.

The Company has received from Mr. Vedamirtham Venkatesan, having DIN: 00194600 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. A copy of resolution passed by the Board of Directors in its meeting held on May 1, 2025, 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.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in **Annexure-I**.

Except Mr. Vedamirtham Venkatesan, none of the Promoters, Promoter Group, Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested or deemed to be concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution as set out in Item No.: 2 of the Notice for approval by the Members.

Item No.: 3. Appointment of Mr. Vedamirtham Venkatesan, having DIN: 00194600 as Whole Time Director of the Company and fixing remuneration thereof

Pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations / approvals of the Nomination and Remuneration Committee (after accessing the qualification, experience and background) and the Board of Directors of the Company (the “Board”), consent of the Members of the Company is hereby sought for the appointment of Mr. Vedamirtham Venkatesan (DIN: 00194600), as a Whole-time Director (Designated as Whole Time Director and CFO) of the Company, on the remuneration as detailed hereinafter, for a period of 3 (three) consecutive years with effect from May 1, 2025 up to April 30, 2028.

Further as per the declarations received by the Company, Mr. Vedamirtham Venkatesan is not disqualified under Section 164 of the Act. He also satisfies all the conditions as set out in Part - I of Schedule V to the Act and under Section 196(3) of the Act. The directorship(s) held by Mr. Vedamirtham Venkatesan are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

Mr. Vedamirtham Venkatesan does not belong to the Promoter/ Promoter Group. Besides, he is not related to any other Director of the Company in terms of Section 2(77) of the Companies Act, 2013.

Mr. Vedamirtham Venkatesan is a Cost Accountant from Institute of Cost Accountants of India, MBA in Finance & Accounts from Institute for Technology and Management, Chennai in Academic Association with Southern New Hampshire University, Manchester, USA, and Master in Commerce from Madurai Kamaraj University.

Mr. Vedamirtham Venkatesan has been associated with the Company for more than 2 decades, is of great value to the Company. Mr. Vedamirtham Venkatesan has 30+ years of experience in Financial, Accounting, Treasury Management, Forex Management, Strategic Planning & Financial Control, Budgeting, etc. He started his career with Southern Railways, then moved to corporate companies such as M/s. Selan Exploration Technology Limited, M/s. SembCorp Logistics and M/s. Temasek Holdings India before joining the Company in the year 2003.

Managerial Remuneration:

Mr. Vedamirtham Venkatesan shall not be paid any remuneration in the capacity of Whole Time Director of the Company for the initial years keeping in view the financial position of the Company. However, he will be entitled to the remuneration being the Chief Financial Officer (CFO) of the Company as per the Company's policy.

Hence the terms and conditions of his appointment and remuneration as provided in the resolution shall be altered, varied including any increase 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.

Mr. Vedamirtham Venkatesan has provided his consent in writing to act as Whole Time Director and in pursuance to the statutory declarations provided, he satisfies all the conditions as set out in Part-I of Schedule V to the Act and also the conditions as laid under subsection (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act as well.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder in **Annexure-I** and the statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is annexed hereto as Annexure-II.

Except Mr. Vedamirtham Venkatesan, none of the Promoters, Promoter Group, 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 in Item No.: 3 of the Notice for approval by the Members.

Item No.: 4. Appointment of Ms. Pushpa Joshi, having DIN: 06838093 as a Non-Executive Independent Director of the Company

The Board of Directors of the Company at their meeting held on May 24, 2025, approved the appointment of Ms. Pushpa Joshi, aged about 40 years, as an Additional Director (Independent Category) of the Company for a period of five years with effect from May 24, 2025 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("Act") and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') or any amendment thereto or modification thereof.

The members are informed in pursuance to Regulation 17 (1C) of the SEBI Listing Regulations inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 which 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. In view of the same, consent of the Members by way of Special resolution is sought to approve this item.

In this regard, the Company has received from Ms. Pushpa Joshi:

1. Consent in Form DIR-2 writing to act as Independent Director in the Company,
2. Intimation to the effect that she is not disqualified under Section 164(2) of the Act,
3. Declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations,
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
5. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company,
6. A notice in writing by a member proposing her candidature under Section 160(1) of the Act,
7. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
8. Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in **Annexure-I**

In the opinion of the Board, Ms. Pushpa Joshi fulfils the conditions specified under the Act read with Rules thereunder and SEBI Listing Regulations for her appointment as an Independent Director of the Company and The Board of Directors consider her association with the Company would be of immense benefit to the Company considering her rich qualifications, experience and expertise.

The members are hereby informed that in pursuance to the extant SEBI LODR Regulations, any appointment, re-appointment, or removal of an Independent Director must be carried out by way of a Special Resolution. However if the Special Resolution fails to get requisite majority, but:

1. a simple majority of all votes cast is in favor, and
2. a simple majority of *public shareholders* votes is in favor,

then the appointment is deemed to be passed.

Except Ms. Pushpa Joshi, 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 in Item No.: 4 of the Notice for approval by the Members.

Item No.: 5. Appointment of Mr. Kanwar Nitin Singh, having DIN: 10204543 as a Non-Executive Independent Director of the Company

The Board of Directors of the Company at their meeting held on May 24, 2025, approved the appointment of Mr. Kanwar Nitin Singh, aged about 42 years, as an Additional Director (Independent Category) of the Company for a period of five years with effect from May 24, 2025 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("Act") and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') or any amendment thereto or modification thereof.

The members are informed in pursuance to Regulation 17 (1C) of the SEBI Listing Regulations inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 which 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. In view of the same, consent of the Members by way of Special resolution is sought to approve this item.

In this regard, the Company has received from Mr. Kanwar Nitin Singh:

1. Consent in Form DIR-2 writing to act as Independent Director in the Company,
2. Intimation to the effect that he is not disqualified under Section 164(2) of the Act,
3. Declaration 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 SEBI Listing Regulations,
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,
6. A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
7. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
8. Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in **Annexure-I**

In the opinion of the Board, Mr. Kanwar Nitin Singh fulfils the conditions specified under the Act read with Rules thereunder and SEBI Listing Regulations for his appointment as an Independent Director of the Company and The Board of Directors consider his association with the Company would be of immense benefit to the Company considering his rich qualifications, experience and expertise.

The members are hereby informed that in pursuance to the extant SEBI LODR Regulations, any appointment, re-appointment, or removal of an Independent Director must be carried out by way of a Special Resolution. However if the Special Resolution fails to get requisite majority, but:

1. a simple majority of all votes cast is in favor, and
2. a simple majority of *public shareholders* votes is in favor,

then the appointment is deemed to be passed.

Except Mr. Kanwar Nitin Singh, 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 in Item No.: 5 of the Notice for approval by the Members.

Item No.: 6. Appointment of Mr. Peeyush Sethia, having DIN: 09850692 as a Non-Executive Independent Director of the Company

The Board of Directors of the Company at their meeting held on May 24, 2025, approved the appointment of Mr. Peeyush Sethia, aged about 46 years, as an Additional Director (Independent Category) of the Company for a period of five years with effect from May 24, 2025 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("Act") and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') or any amendment thereto or modification thereof.

The members are informed in pursuance to Regulation 17 (1C) of the SEBI Listing Regulations inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 which 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. In view of the same, consent of the Members by way of Special resolution is sought to approve this item.

In this regard, the Company has received from Mr. Peeyush Sethia:

1. Consent in Form DIR-2 writing to act as Independent Director in the Company,
2. Intimation to the effect that he is not disqualified under Section 164(2) of the Act,
3. Declaration 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 SEBI Listing Regulations,
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,
6. A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
7. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
8. Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in **Annexure-I**

In the opinion of the Board, Mr. Peeyush Sethia fulfils the conditions specified under the Act read with Rules thereunder and SEBI Listing Regulations for his appointment as an Independent Director of the Company and The Board of Directors consider his association with the Company would be of immense benefit to the Company considering his rich qualifications, experience and expertise.

The members are hereby informed that in pursuance to the extant SEBI LODR Regulations, any appointment, re-appointment, or removal of an Independent Director must be carried out by way of a Special Resolution.

However, if the Special Resolution fails to get requisite majority, but:

1. a simple majority of all votes cast is in favor, and
 2. a simple majority of *public shareholders* votes is in favor,
- then the appointment is deemed to be passed.

Except Mr. Peeyush Sethia, 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 in Item No.: 5 of the Notice for approval by the Members.

For M/s. **TAKE Solutions Limited**

Date: 30th June 2025

Place: Chennai

(Srinivasan H R)

DIRECTOR

DIN: 00130277

Regd. Office: No: No. 56, Old No. 116, 4th Floor, Ragas Building,
Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004, Tamil Nadu, India.

Annexure-I

| | |
|---|---|
| Name of the Director | Ms. Cecily Dheepa |
| Director Identification Number (DIN) | 07900799 |
| Date of Birth/Age | 14-04-1970 55 Years |
| Nationality | Indian |
| Brief resume of Director, Qualification | Ms. Cecily Dheepa has more than 20 years of experience in Life Sciences, automobile and related industries. Born in 1970, she is a commerce graduate and have diversified experience in management, administration and commercials. She has also worked with NGOs. |
| Experience & Expertise in specific functional areas | Life Sciences, automobile and related industries. |
| Terms and conditions of appointment | Liable to retire by rotation |
| Remuneration last drawn by such person, if applicable | N.A. |
| Remuneration sought to be paid | Nil |
| Date of first appointment on the Board | May 1, 2025 |
| Shareholding in the company | |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | None |
| Number of Meetings of the Board attended during the year | 5 (Five) |
| Listed entities in which the person also holds directorship and the membership of Committees of the board | None |
| Listed entities from which the person has resigned in the past three years | None |
| Directorship of other Board | Nil |
| Membership/Chairmanship of Committees (Audit Committee / Stakeholders Committee) of other Board* | None |

* Excludes Private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013

| | |
|---|--|
| Name of the Director | Mr. Vedamirtham Venkatesan |
| Director Identification Number (DIN) | 00194600 |
| Date of Birth/Age | 05-01-1965 60 Years |
| Nationality | Indian |
| Brief resume of Director, Qualification | <p>Mr. Vedamirtham Venkatesan has 30+ years of experience in Finance & Accounts, Treasury Management, Forex Management, Strategic Planning & Financial Control, Budgeting, etc. He started his career with Southern Railways, then moved to corporates like Selan Exploration Technology Limited, SembCorp Logistics and Temasek Holdings India before joining TAKE Solutions Limited in the year 2003.</p> <p>Mr. Vedamirtham Venkatesan is a Cost Accountant from Institute of Cost Accountants of India, MBA in Finance & Accounts from Institute for Technology and Management, Chennai in Academic Association with Southern New Hampshire University, Manchester, USA, and M. Com from Madurai Kamaraj University.</p> |
| Experience & Expertise in specific functional areas | Finance & Accounts, Treasury Management, Forex Management, Strategic Planning & Financial Control, Budgeting |
| Terms and conditions of appointment | Appointment as Whole-time Director for a period of 3 (three) consecutive years from May 1, 2025 till April 30, 2028 and shall be liable to retire by rotation |
| Remuneration last drawn by such person, if applicable | Mr. Vedamirtham Venkatesan has been paid a remuneration of Rs. 60,00,000/- per annum including perquisites and allowances, during the preceding financial year as Chief Financial Officer (CFO) of the Company. He has not received any remuneration as Whole Time Director. |
| Remuneration sought to be paid | No Remuneration |
| Date of first appointment on the Board | May 1, 2025 |
| Shareholding in the company | |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | None |
| Number of Meetings of the Board attended during the year | 5 (Five) |
| Listed entities in which the person also holds directorship and the membership of Committees of the board | None |
| Listed entities from which the person has resigned in the past three years | None |
| Directorship of other Board | 1. Commercial Goods Transports (Madras) Private Limited |
| Membership/Chairmanship of Committees (Audit Committee / Stakeholders Committee) of other Board* | None |

* Excludes Private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013

| | |
|---|---|
| Name of the Director | Ms. Pushpa Joshi |
| Director Identification Number (DIN) | DIN: 06838093 |
| Date of Birth/Age | 20-04-1985 40 years |
| Nationality | Indian |
| Brief resume of Director, Qualification | Ms. Pushpa Joshi completed her master's in business administration with Finance and Commerce. She has a wide range of experience in the field of Accounting and Finance across many industries. |
| Experience and Expertise in specific functional areas | Professional experience in the fields of accountancy, taxation, and finance related matters. |
| Terms and conditions of appointment | Appointment as Independent Director for a period of 5 (five) consecutive years from May 24, 2025 till May 23, 2030 |
| Remuneration last drawn by such person, if applicable/ | NA |
| Remuneration sought to be paid | She will be eligible for payment of sitting fees and commission as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company and permissible limits under the Companies Act, 2013 |
| Date of first appointment on the Board | May 24, 2025 |
| Shareholding in the company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | None |
| Number of Meetings of the Board attended during the year | 3 (Three) |
| Listed entities in which the person also holds directorship and the membership of Committees of the board | 1. Vintage Coffee and Beverages Limited 2. EVOQ Remedies Limited 3. Mardia Samyoung Capillary Tubes Company Limited |
| Listed entities from which the person has resigned in the past three years | None |
| Directorship of other Board* | None |
| Membership/Chairmanship of Committees (Audit Committee / Stakeholders Committee) of other Board* | None |
| Skills and capabilities required for the role and the manner in which proposed person meets such requirements | Considering her wide range of experience in the field of Accounting and Finance across many industries, the Board is of the opinion that association with Ms. Pushpa Joshi would immensely benefit the Company and add significant value and strength to the Company. |

* Excludes Private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013

| | |
|---|--|
| Name of the Director | Mr. Kanwar Nitin Singh |
| Director Identification Number (DIN) | 10204543 |
| Date of Birth/Age | 18-10-1982 42 Years |
| Nationality | Indian |
| Brief resume of Director, Qualification | Mr. Kanwar Nitin Singh is a qualified Company Secretary from ICSI. He has 13 years of work experience in diversified areas and complies with financial and legal requirements and maintains high standards of corporate governance. |
| Experience and Expertise in specific functional areas | He has vast experience in Legal & Secretarial of over 13 years. He also holds an MBA in Finance from Amity University. He inter alia possesses skills in leadership role, corporate governance, risk management and strategic planning. He has handled all Secretarial compliances and Legal cases including Consumer Court cases, Criminal cases, Labour Law cases, Suit for recovery of dues, Suit for declaration and Specific Performance etc. He has experience in handling all matters related to BIFR, DRT, DRAT etc. |
| Terms and conditions of appointment | Appointment as Independent Director for a period of 5 (five) consecutive years from May 24, 2025 till May 23, 2030 |
| Remuneration last drawn by such person, if applicable/ | NA |
| Remuneration sought to be paid | He will be eligible for payment of sitting fees and commission as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company and permissible limits under the Companies Act, 2013 |
| Date of first appointment on the Board | May 24, 2025 |
| Shareholding in the company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | None |
| Number of Meetings of the Board attended during the year | 3 (Three) |
| Listed entities in which the person also holds directorship and the membership of Committees of the board | 1. Alka Securities Ltd 2. Afloat Enterprises Limited 3. Kaizen Agro Infrabuild Limited 4. Spright Agro Limited 5. Intec Capital Limited |
| Listed entities from which the person has resigned in the past three years | None |
| Directorship of other Board* | 1. Muktamani Finco Ltd |
| Membership/Chairmanship of Committees (Audit Committee / Stakeholders Committee) of other Board | None |
| Skills and capabilities required for the role and the manner in which proposed person meets such requirements | Considering his identified experience in Financial Services, Leadership capabilities, Expertise in Governance, Risk Management, Strategic Investments, and Business Transformation & Strategy the Board is of the opinion that association with Mr. Kanwar Nitin Singh would immensely benefit the Company and add significant value and strength to the Company. |

* Excludes Private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013

| | |
|---|--|
| Name of the Director | Mr. Peeyush Sethia |
| Director Identification Number (DIN) | 09850692 |
| Date of Birth/Age | 02-02-1979 46 Years |
| Nationality | Indian |
| Brief resume of Director, Qualification | Mr. Peeyush Sethia is a Qualified Company Secretary from the Institute of Company Secretaries of India. He has 10 years of work experience in diversified areas including Corporate Laws, Corporate Governance and amongst other services across a wide range of industries. |
| Experience and Expertise in specific functional areas | He has a work experience in diversified areas including Corporate Laws, Corporate Governance, Tax, ITes and amongst other services across a wide range of industries. |
| Terms and conditions of appointment | Appointment as Independent Director for a period of 5 (five) consecutive years from May 24, 2025 till May 23, 2030 |
| Remuneration last drawn by such person, if applicable/ | NA |
| Remuneration sought to be paid | He will be eligible for payment of sitting fees and commission as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company and permissible limits under the Companies Act, 2013 |
| Date of first appointment on the Board | May 24, 2025 |
| Shareholding in the company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | None |
| Number of Meetings of the Board attended during the year | 3 (Three) |
| Listed entities in which the person also holds directorship and the membership of Committees of the board | 1. Franklin Industries Limited 2. Julien Agro Infratech Limited 3. Mrugesh Trading Ltd 4. Esquire Money Guarantees Ltd |
| Listed entities from which the person has resigned in the past three years | 1. Kairosoft AI Solutions Limited |
| Directorship of other Board* | 1. Muktamani Finco Ltd 2. Nirjara Enterprise Limited 3. Sreshtha Apparels Limited |
| Membership/Chairmanship of Committees (Audit Committee / Stakeholders Committee) of other Board* | None |
| Skills and capabilities required for the role and the manner in which proposed person meets such requirements | Considering his work experience in diversified areas including Corporate Laws, Corporate Governance, Tax, ITes and amongst other services across a wide range of industries, the Board is of the opinion that association with Ms. Pushpa Joshi would immensely benefit the Company and add significant value and strength to the Company. |

* Excludes Private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013

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: Full-service CRO, 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

(Amt in INR Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|---------------------------|---------------------------|
| Income from operations | 8.99 | 54.21 |
| Other Income | 129.76 | (116.69) |
| Operating Profit (before interest, depreciation & tax) | 109.18 | (211.93) |
| Profit/(Loss) before tax | (697.36) | (2,032.43) |
| Profit/(Loss) after tax | (697.36) | (2,072.51) |

(b) Consolidated Performance

(Amt in INR Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|---------------------------|---------------------------|
| Income from operations | - | 36.02 |
| Other Income | 102.19 | 8.59 |
| Operating Profit (before interest, depreciation & tax) | 27.44 | (593.80) |
| Profit/(Loss) before tax | 374.40 | (1,183.90) |
| Profit/(Loss) after tax | 374.67 | (1,196.20) |

5) Foreign Investments or collaborations, if any. NIL.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details: A brief profile of Mr. Vedamirtham Venkatesan is given in Annexure-I attached to the explanatory statement.

2. Past remuneration: Mr. Vedamirtham Venkatesan has been paid a remuneration of Rs. 60,00,000/- per annum including perquisites and allowances, during the preceding financial year as Chief Financial Officer (CFO) of the Company. He has not received any remuneration as Whole Time Director.

3. Recognition or Awards: He received several recognitions during his career.

4. Job Profile and suitability: The position of Whole Time Director in the Company is entrusted with overall supervision on the general conduct of affairs and management of the business affairs of the Company. Mr. Vedamirtham Venkatesan has been associated with the Company for more than 2+ decades. He has rich experience in Finance & Accounts, Treasury Management, Forex Management, Strategic Planning & Financial Control, Budgeting, etc. His exposure and experience both in India and abroad is expected to help the Company in overcoming the challenges faced by it in various fronts.

5. Proposed remuneration: The Company has decided not to pay any remuneration to Mr. Vedamirtham Venkatesan in the capacity of Whole Time Director during the initial period.

6. Comparative remuneration profile with respect to industry, size of Company, profile of the position and person: Not Applicable, since no remuneration is proposed to be paid as per the resolution. However, taking into consideration the size and past performance of the Company and the responsibilities being handed over and handled by him and comparing the industry benchmarks, the remuneration if any, proposed to be paid shall be commensurate with the remuneration packages paid to similar senior level appointees in other Companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any. Mr. Vedamirtham Venkatesan receives remuneration and other perquisites in the capacity of Chief Financial Officer of the Company and not entitled to receive remuneration in the capacity of Whole Time Director of the Company. There are no other pecuniary relationship with the Company or its Promoters or the Key Managerial Personnel or other Director(s) of the Company and that he holds insignificant shares of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: During the financial year ended March 31, 2025, the Company has incurred net loss of INR. 697.36 (Amount in Thousands) and the transition process from the old management to new management is underway. The new Board is of the view that the proposed remuneration is commensurate with rich knowledge and experience of the appointee in the field. Therefore, the profits of the Company are inadequate considering the limits on remuneration as per Section 197 of the Companies Act, 2013.

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 its financial position. Also the Company is taking various initiatives to reduce costs and improving efficiencies. The Company is taking various steps to win more projects, which, the Company believes would improve realization. This trend is expected to continue resulting in better financial performance of the Company.

3. Expected increase in productivity and profits: The Company has been aggressively pursuing and implementing its strategies to improve financial performance.