

# TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

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

Email: [secretarial@takesolutions.com](mailto:secretarial@takesolutions.com) | Website: [www.takesolutions.com](http://www.takesolutions.com)

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## NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Shareholders of TAKE Solutions Limited will be held on Wednesday, August 11, 2021, at 11 A.M through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM"), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Office No. 27, Tank Bund Road, Nungambakkam, Chennai- 600 034.

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To appoint Ms. Shobana N.S (DIN: 01649318) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

3. Approval for payment of Commission to Independent Directors for a period of three financial years from April 1, 2021.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the company, the Company be and is hereby authorized to pay its Non-Executive Independent Directors (excluding managing director/ executive director / whole time director) for a period of three years commencing from April 1, 2021 to March 31, 2024, such sum by way of commission not exceeding 1% or such other percentage of the net profits of the Company for each financial year, as computed in the manner laid down under Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** "the Board" (which expression shall also include a duly constituted Committee thereof) of Directors be and hereby authorized to decide, from time to time the maximum commission payable to directors subject to the above ceiling of 1% or such other percentage of the net profits and also decide from time to time, the quantum and manner of distribution of the commission to one or more directors within the limit prescribed.

**RESOLVED FURTHER THAT** the terms as set out in the Explanatory Statement of this resolution shall deemed to form

part hereof and keeping in view the Financial year performance of the Company or in the year where the Company has no profits or inadequate profits, "the Board" be and hereby authorized to fix, approve and pay commission to the Non-Executive Independent Directors within the overall limits of Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** Mr. H. R. Srinivasan, Managing Director, Ms. Shobana N.S, Wholetime Director and Mr. Srinivasan. P be and is hereby severally authorised to ensure necessary filings to be made with the regulatory authorities and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

By Order of the Board

For **TAKE Solutions Limited**

**Srinivasan. P**

Company Secretary  
Membership No. FCS: 8391

### **Notes:**

1. In view of the Covid-19 pandemic, the social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country, the Ministry of Corporate Affairs ("MCA") has vide its circular dated April 8, 2020 and April 13, 2020 and May 5, 2020 read with general circular dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e- voting and voting on the date of the AGM.

Pursuant to the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and MCA Circulars, the 20th Annual General Meeting (AGM) of the Company is being held through VC / OAVM on Wednesday, August 11, 2021, at 11 A.M.

2. An explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted under Item No. 3 at the Annual General Meeting ('AGM') is annexed thereto.
  3. In respect of Resolutions at Item No. 2, a statement giving additional information on the Director seeking appointment is annexed herewith as required under Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-1.
  4. **Pursuant to the provisions of the Act, a Shareholder entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.**
  5. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  6. Institutional/Corporate shareholders intending to represent through their authorized representatives in the AGM through VC/ OAVM and to attend and vote through remote e-voting or voting at the AGM are requested to send to the Company a scanned copy (JPEG/PDF format) of certified true copy of the board resolution authorizing their representative to the designated email address of the Company i.e., [investorrelations@takesolutions.com](mailto:investorrelations@takesolutions.com) and to CDSL i.e. [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  7. In 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.
  8. The Register of Directors and Key Management Personnel and their Shareholding 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 Shareholders as maintained by RTA will be available for inspection by the Shareholders.
  9. The Register of Shareholders and Share Transfer Books of the Company will remain closed from Wednesday, August 4, 2021, to Wednesday, August 11, 2021 (both days inclusive). The cut-off date for the purpose of determining eligibility of shareholders for voting in connection with the Twentieth AGM has been fixed as Tuesday, August 3, 2021.
  10. Shareholders who wish to claim dividend which remains unclaimed, are requested to write to The Company Secretary, at the Registered Office, at No:27, Tank Bund Road, Nungambakkam, Chennai- 600 034. Shareholders are requested to note that dividend not encashed or unclaimed within seven years from the date of transfer to the Company's unpaid dividend account, will be transferred to the Investor Education and Protection Fund as per Section 124 and other applicable provisions of the Companies Act, 2013. Shareholders are encouraged to utilize the Electronic Clearing System (ECS) for receipt of dividend.
  11. As per Section 72 of Companies Act, 2013, read with Rule 19 of (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. Nomination forms can be obtained from the RTA of the Company and can be submitted duly completed by the Shareholders holding shares in Physical form to the RTA for updation of nomination. The Shareholder holding shares in dematerialized form may approach their respective Depository Participants to update nomination.
  12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account (PAN) by every participant in securities market. 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.
  13. The Company has designated an exclusive e-mail id viz. [investorrelations@takesolutions.com](mailto:investorrelations@takesolutions.com) to enable investors to register their complaints/ queries, if any.
  14. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 1.00 p.m.
- ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**
15. In accordance with the Circular No. 20/2020 5th May, 2020 followed by Circular No. 02/2021 dated January 13, 2021 issued by MCA and Circular No. SEBI/HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 followed by Circular No. SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including Notice of the AGM are being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/ Depositories.
  16. 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](mailto: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 dematerialised 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](mailto:investorrelations@takesolutions.com).
17. Shareholders may note that the Notice along with Annual Report for the financial year 2021 is also available on the Company's website [www.takesolutions.com](http://www.takesolutions.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

com respectively, and on the website of CDSL <https://www.evotingindia.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 for poll during the meeting provided by Central Depository Services Limited ("CDSL"):

### The instructions for Shareholders voting electronically 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 AGM through poll.
2. The voting period begins on Sunday, August 8, 2021, at 9:00 A.M and ends on Tuesday, August 10, 2021, 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, August 3, 2021, 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.

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	<ol style="list-style-type: none"><li>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 <a href="https://web.cdsindia.com/myeasi/home/login">https://web.cdsindia.com/myeasi/home/login</a> or visit <a href="http://www.cdsindia.com">www.cdsindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdsindia.com/myeasi/Registration/EasiRegistration">https://web.cdsindia.com/myeasi/Registration/EasiRegistration</a></li><li>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 <a href="http://www.cdsindia.com">www.cdsindia.com</a> home page or click on <a href="https://evoting.cdsindia.com/Evoting/EvotingLogin">https://evoting.cdsindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 &amp; 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

6. Login method for 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](http://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](http://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)   |
|  | <ul style="list-style-type: none"> <li>• 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.</li> </ul>   |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> |
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for "TAKE Solutions Limited" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non - Individual Shareholders and Custodians – For 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 designated email address of the company viz; [investorrelations@takesolutions.com](mailto: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.
- (xviii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.
- 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 Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### **INSTRUCTIONS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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.

**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 of i.e. Tuesday, August 3, 2021. 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](mailto:helpdesk.evoting@cdslindia.com) or [investorrelations@takesolutions.com](mailto: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 AGM may also attend the AGM but shall not be entitled to cast their vote again.

- III. Mr. M. Alagar, Company Secretary in Practice (Membership No. FCS 7488) CoP: 8196 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- IV. The scrutineer 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 who are 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 Chairman or person authorized by the Chairman in writing for counter signature.

The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM 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](http://www.takesolutions.com) and on the website of CDSL [www.evotingindia.com](http://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 FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM 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. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.

4. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholder have not participated in the meeting through VC/OAVM facility, then the votes cast by such member / shareholder shall be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at the weblink: <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting and will be available for Members on a first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further, shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceeding of AGM, shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/ folio number, email id, mobile number at [investorrelations@takesolutions.com](mailto:investorrelations@takesolutions.com) from Tuesday, August 3, 2021 (9:00 hrs IST) to Friday, August 9, 2021 (17:00 hrs IST). The shareholders who do not wish to speak during the AGM but have queries may send their queries in 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](mailto:investorrelations@takesolutions.com).

7. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

In case of any queries or issues, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com).

evotingindia.com under help section or can contact CDSL by writing an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058738 and 022-23058542/43.

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

**Srinivasan. P**  
Company Secretary  
Membership No. FCS: 8391

Place: Chennai  
Date: 24 June 2021

**EXPLANATORY STATEMENT**

The Members of the Company, at the Annual General Meeting held on August 26, 2016, had approved the payment of remuneration by way of commission on profits to Non-Executive Directors of the Company a sum not exceeding 1% of the net profits of the Company for each financial year, to be decided in such manner as the Board ("the Board", which expression shall also include a duly constituted Committee) may determine, from time to time, with effect from 1st April, 2016 for a period of five years.

Accordingly, it is proposed that in terms of Section 197, 198 and Schedule V of the Companies Act, 2013 ("the Act"), the Non-Executive Independent Directors be paid remuneration by way of commission not exceeding one percent or such other percentage of the net profits of the company computed in accordance with the provisions of Section 198 of the Act for each of the financial year, for a further period of three consecutive financial years with effect from April 01, 2021 to March 31, 2024. The remuneration will be distributed amongst the Non-Executive Independent Directors in accordance with the directions given by the Board.

Minimum Remuneration:

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) the Non-Executive Independent Directors shall be entitled to a minimum remuneration by way of commission within the overall limits of Schedule V and other applicable provisions of the Act.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure -2.

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

Except for Mr. N. Kumar, Mr. B. Srinivasan, Mr. V. Murali and Ms. Uma Krishnan and their relatives none of the other Directors are interested or concerned financially or otherwise; in the resolution set out at Item No. 3 to the extent of the commission that they may receive. None of the key managerial personnel and their relatives is concerned or interested in the resolution set forth in item No. 3 of the notice.

By Order of the Board

For **TAKE Solutions Limited**

Place: Chennai

Date: 24 June 2021

**Srinivasan. P**

Company Secretary

Membership No. FCS: 8391

## ANNEXURE-1

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting  
(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

<b>Name of the Director</b>	Ms. Shobana N. S
<b>Director Identification Number (DIN)</b>	01649318
<b>Date of Birth/Age</b>	September 9, 1970 50 years
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	February 2, 2017
<b>Qualification</b>	Chartered Accountant Cost and Management Accountant Certified Public Accountant
<b>Expertise in specific functional area</b>	Accounts and Finance, Strategic Management, Corporate Planning, Supply Chain Management, consolidation of accounts, MIS, Treasury Management, Budgeting, Stakeholder Relations and Forecasting
<b>Shareholding in the company</b>	89,000 shares (0.06%)
<b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	Esyspro Infotech Limited
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Take Solution Ltd</b>	Member – Stakeholders' Relationship Committee – Take Solutions Limited

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

**ANNEXURE-2**

The Statement containing additional information as required under Section II of Part II of the Schedule V of The Companies Act, 2013

**I. GENERAL INFORMATION**

<b>1. Nature of Industry</b>	<b>Scientific Research and Development</b>
<b>2. Date or expected date of commencement of commercial production</b>	Existing Company. It has commenced its business after incorporation on December 20, 2000.
<b>3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Existing Company. Not Applicable
<b>4. Financial performance based on given indicators.</b>	

(a) **Standalone Performance\*** (INR in Mn)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Income from operations	18.61	24.66
Other Income	103.56	260.77
Operating Profit (before interest, depreciation & tax)	(73.01)	69.38
Profit/(Loss) before tax	(73.01)	69.38
Profit/(Loss) after tax	(60.26)	77.35

\* excludes exceptional items.

(Figures have been regrouped/recast wherever necessary)

(b) **Consolidated Performance\*** (INR in Mn)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Income from operations	7,740.15	22,128.99
Other Income	119.97	263.89
Operating Profit (before interest, depreciation & tax)	(2,821.72)	(129.17)
Profit/(Loss) before tax	(2,821.72)	(129.17)
Profit/(Loss) after tax	(2,934.47)	(109.42)

\* excludes exceptional items.

(Figures have been regrouped/recast wherever necessary)

**5. Foreign investments or collaborations, if any.**

Not Applicable

## II. INFORMATION ABOUT THE APPOINTEES

Particulars	Mr. N. Kumar	Mr. V. Murali	Mr. B. Srinivasan	Ms. Uma Krishna
1. Background Details	<p>Mr. N. Kumar is the Vice Chairman of the Sammar Group, a well-known Industrial Group in India that has interests in Chemicals, Engineering and Shipping. He serves on the boards of many blue-chip Companies. He carries with him vast experience in the sphere of Technology, Management and Finance.</p> <p>Recognized as senior or and most respected voice representing the Indian Industry, he is also the Honorary Business Representative of the International Enterprise Singapore and the Honorary Consul General of Greece in Chennai.</p> <p>He is an active spokesperson of Industry and Trade and was the former president of Confederation of Indian Industry (CII), a leading industrial body.</p> <p>He is involved in supporting NGOs working for the welfare and training of Exceptional Children and is also a part of various apex bodies.</p>	<p>Mr. Murali has over than three decades of experience in the areas of Finance, Accounts &amp; Consultancy. He is a Senior Partner of M/s Victor Grace &amp; Co, Chartered Accountants, Chennai.</p> <p>He is a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost &amp; Works Accountants of India.</p> <p>He was an elected Central Council Member of the Institute of Chartered Accountants of India from the Southern Region for four terms in succession and secured sixth consecutive wins in the ICAI elections from the southern region. He is also a member of the Southern India Regional Council of the Institute of Cost Accountants of India.</p> <p>He has also been a member of a special committee constituted by the Department of Company Affairs on the amendment of the Companies Act and has also been a member of various other committees constituted by the Government of India.</p> <p>He is an Independent Director on the boards of various companies, trustee of various public trusts, societies, NGOs, Voluntary Organizations and trade bodies.</p>	<p>Mr. Srinivasa has over 30 years of experience at leading pharmaceutical companies like Pfizer, Novartis, GSK, and Astra. During this time, he has held multiple global leadership roles, where he has managed and maximized value of innovative products, vaccines, and generics, across multiple therapeutic areas, through all stages of drug development and commercialization</p> <p>Most recently, he was the Managing Director of Pfizer Healthcare India and the Chairman of the Board of Directors of ZOPL, a JV between Pfizer and Zydus. At Novartis, he led Worldwide Integration with GSK Oncology, as well as held multiple positions including Global Head for Commercial Strategy &amp; Operations, Global Head for Lifecycle Strategy &amp; Innovation, and Country Head &amp; President Philippines, Malaysia, Singapore.</p> <p>In 2018-19, he co-chaired the CII National Committee for Pharma in India. He founded Supra Oncology Private Limited to provide services for cancer patients, in 2019 and currently serves as a Director of the company. Srinivasa is also the CEO at i3 Partners GmbH, a healthcare advisory based in Switzerland.</p>	<p>Ms. Uma has diverse experience of 27 years in the Financial Services sector. Over the last 13 years, she has been part of senior leadership teams - conceptualizing, providing strategy and vision, setting up and managing full-fledged independent businesses and initiatives. Her most recent senior leadership role has been in Royal Bank of Scotland (RBS) in the UK. Prior to this, she served as Director for the Global Operations Hub for Retail, Corporate and Commercial operations at RBS. Ms. Krishnan has been successful in building and leading businesses with large cross functional and geographically diverse teams. She has also served as the CEO of Optimus Global Services (a Polaris Software BPO). Qualified from IIM Bangalore, her initial stint with the Indian Foreign Service was succeeded by roles in the banking sector in ANZ Grindlays Bank and HDFC Bank.</p> <p>He holds a degree in Pharmacy from Madras Medical College, an MBA from London Business School and received executive training at Harvard Business School.</p>

Particulars	Mr. N. Kumar	Mr. V. Murali	Mr. B. Srinivasan	Ms. Uma Krishna
3. Recognition or awards	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4. Job profile and his suitability	Independent Director in the Board of Directors			
5. Remuneration proposed	As stated in the Explanatory Statement at Item No.3 of this Notice.	As stated in the Explanatory Statement at Item No.3 of this Notice.	As stated in the Explanatory Statement at Item No.3 of this Notice.	As stated in the Explanatory Statement at Item No.3 of this Notice.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates) the relevant details would be with respect to the country of his origin)	The remuneration as proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.	The remuneration as proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.	The remuneration as proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.	The remuneration as proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides the remuneration proposed and sitting fees, Mr. N. Kumar does not have any pecuniary relationship with the Company.	Besides the remuneration proposed and sitting fees, Mr. V. Murali does not have any pecuniary relationship with the Company.	Besides the remuneration proposed and sitting fees, Mr. B. Srinivasan does not have any pecuniary relationship with the Company.	Besides the remuneration proposed and sitting fees, Ms. Uma Krishna does not have any pecuniary relationship with 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 due to COVID-19 pandemic.

#### 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 in measurable terms.

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

### IV. DISCLOSURES

1. Remuneration package of the managerial person: Fully described in the explanatory statement as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company.