

NOTICE

TAKE SOLUTIONS LIMITED

Regd. Office: No. 8B, Adyar Club Gate Road, Chennai- 600 028

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the Twelfth Annual General Meeting of the Company will be held on Friday, September 6, 2013 at 10.00 a.m. at Narada Gana Shaba, Mini Hall, 314, TTK Road, Alwarpet, Chennai 600 018, to transact the following business:

Ordinary Business:

1. To Receive, Consider and Adopt the Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividends during the Financial Year 2012-13 and to declare a final Dividend on Equity Shares for the Financial Year 2012-13.
3. To appoint a Director in place of Mr.R. Sundara Rajan, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.Ram Yeleswarapu, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution with or without modifications thereof:-

"RESOLVED THAT M/s. Sundar Srinivasan & Sridhar, Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board".

Special Business:

6. 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 Section 257 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to appoint Mr. S.Srinivasan as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT subject to the provisions of Section 269, read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded, to the appointment of Mr. Srinivasan H.R. as Managing Director of the Company without payment of remuneration for a period of three years with effect from April 1, 2013".

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

"RESOLVED THAT TAKE Solutions Employees Stock Options Scheme (Scheme) 2007 be and is hereby amended by deleting Clause 6.6 as follows to make it in compliance with Securities Exchange Board of India (Employee Stock Option Scheme and Employee Purchase Scheme) guidelines 1999, as amended to date:

Deletion of Clause 6.6: "The Committee shall grant options to the employees with respect to the equity shares of the Company purchased in the open market by the ESOS Trust."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things as are necessary to give effect to this Resolution".

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing the proxy in order to be effective must be deposited at the Registered Office of the Company, at least 48 hours before the time fixed for the commencement of the meeting.
3. Members /Proxies should bring duly filled in attendance slips sent along with the Notice to attend the Meeting. Members holding shares in demat form are requested to quote their DP Id and Client Id at the Meeting for easy identification.
4. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
5. The Register of Members and share transfer books will remain closed from August 31, 2013 to September 6, 2013 (both days inclusive)
6. Members whose shareholding is in electronic mode are requested to direct change of address notification and updations on bank account details, if any, to the respective depository participants.
7. Members are requested to address all the correspondences, including dividend matters, to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mill Compound, LBS Marg, Bhandup (West) Mumbai 400 078.
8. Members, who wish to claim dividend which remains unclaimed, are requested to correspond with Mr. P. Srinivasan, Company Secretary at the Registered Office at No.8B, Adyar Club Gate Road, Chennai 600 028. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will be transferred, as per Section 205A of the Companies Act, 1956, to the Investor Education and Protection Fund. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividend.

NOTICE

9. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and forms part of the Notice.
10. 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.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of:

Item No 6:

Mr. S. Srinivasan was appointed as an Additional Director by the Board of Directors at their meeting held on February 14, 2013. In terms of section 260 of the Companies Act, 1956, the Additional Director holds office till the ensuing Annual General Meeting. In this regard the Company has received Notice from a member U/s. 257 of the Companies Act, 1956 proposing the appointment of Mr. S. Srinivasan as a Director of the Company along with requisite deposits.

Mr. S. Srinivasan is a Mechanical Engineer with an MBA from IRMA, Anand. He is also a Cost & Management Accountant. He has overall business experience of about 23 years. Previously, he was the Head of Global emerging Market for Mylan Inc., USA, one of the world's largest Generic Pharmaceutical Companies and was also Managing Director and Chief Executive Officer of Matrix Laboratories Limited, Indian subsidiary of Mylan Inc. He also played a key role in the rapid growth of Matrix, organically as well as through Mergers and Acquisitions. He is currently the Managing Director of Shriram Venture Limited, which is the holding Company for the Industrial businesses of Shriram Group, Chennai.

He does not hold any shares in the Company.

None of the Directors except Mr. S. Srinivasan is in anyway interested or concerned in the resolution.

The Board of Directors recommends the resolution for the approval of the shareholders.

Item No 7:

Mr. Srinivasan H.R., the Promoter, is also the Vice- Chairman & Vision-Holder of the Company. He brings in 26 years of experience in Supply Chain Management and General Management. His responsibilities at TAKE Solutions include Leadership development, Mergers & Acquisitions and new initiatives. Mr. Srinivasan H.R. started his professional career as a Civil Servant serving with the Ministry of Railways, Government of India. Post that, he moved to the Private Sector where he held several leadership roles amongst others, Executive Director - Shriram Group, Managing Director - SembCorp Logistics, Singapore; Managing Director-Temasek Capital, Singapore.

He has been very active in various industry forums, having served both on the State and Regional council of Confederation of Indian Industry (CII). He is also the Past President of TiE (The Indus Entrepreneurs), Chennai Chapter. In 2008 he was conferred the CII Connect "Entrepreneur of the Year Award". In 2010, he also bagged the CII Tamil Nadu Emerging Entrepreneurs Award given in association with The Hindu Business Line.

Mr. Srinivasan H.R. holds a degree in Mathematics with a Post-Graduation in Management.

The Board of Directors has appointed Mr. Srinivasan H.R as Managing Director of the Company for a period of 3 years with effect from April 01, 2013. He will not be drawing any remuneration for the services rendered by him.

The said appointment of Mr. Srinivasan H.R as Managing Director of the Company would require the consent of the Shareholders of the Company pursuant to Section 269 read with Schedule XIII of the Companies Act, 1956. The resolution is therefore recommended by Board of Directors for the approval of the Shareholders.

Except for Mr. Srinivasan H.R., no Director is interested or concerned in the appointment.

The terms of appointment as stated in the Notice, may be treated as an abstract under Section 302 of the Companies Act, 1956.

Item No 8:

The Members of the Company had approved an Employee Stock Option Scheme (ESOS) for its permanent employees, Directors other than Promoter Directors, and eligible employees of its holding and Subsidiary Companies. The required resolutions were passed at the Extraordinary General Meeting held on December 10, 2007, Postal Ballot dated March 30, 2009 and the Annual General Meetings held on August 28, 2009 and September 02, 2010. 60,00,000 Equity Shares of Re.1/- each were set apart for allotment under the Scheme.

The Employee Stock Option Scheme 2007 was amended in September 02, 2010 authorizing the TAKE Solutions Limited - ESOS Trust to purchase Shares in the Secondary market. As per the amendments to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 vide Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 companies are now being prohibited to acquire shares in the Secondary market for administering the ESOP Scheme. Hence the resolution as set out in the Notice is being recommended to the Shareholders to amend the Employee Stock Option Scheme 2007 by deleting the clause 6.6, which authorized the ESOS Trust to purchase shares in the secondary market.

None of the Directors of the Company is in anyway interested or concerned in the resolution.

The Board of Directors recommends the resolution for the approval of the shareholders.

NOTICE

Information on Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the listing agreement) as on the date of Notice

Name of the Director	Mr. R. Sundara Rajan	Mr. Ram Yeleswarapu	Mr. S. Srinivasan	Mr. Srinivasan H.R.
Date of Birth	April 28, 1948	November 08, 1966	July 31, 1966	March 22, 1964
Qualifications	<ul style="list-style-type: none"> ♦ Mechanical Engineering ♦ Post-Graduation in Management from Indian Institute of Management, Ahmedabad 	<ul style="list-style-type: none"> ♦ Engineering from Indian Institute of Technology, Chennai 	<ul style="list-style-type: none"> ♦ B.E. (Mechanical) ♦ MBA from IRMA, Anand ♦ Cost and Management Accountant 	<ul style="list-style-type: none"> ♦ BSC., Mathematics ♦ MBA
Experience and expertise in specific functional area	30 years of experience in pharmaceutical marketing, projects and foreign collaboration ventures	25 years of experience in General Management	24 years of experience in General Management	26 years of experience in Supply Chain Management and General Management
Shareholding in TAKE Solutions Limited	15370 Shares	Nil	Nil	Nil
Directorships held in other Companies (excluding foreign companies and section 25 companies)	<ul style="list-style-type: none"> ♦ Manipal Acunova Limited ♦ Shriram EPC Limited ♦ Shriram Fortune Solutions Limited ♦ Rambal Limited ♦ Shriram Credit Company Limited ♦ Shriram Asset Management Co. Ltd ♦ Shriram Wealth Advisors Limited ♦ Orient Green Power Company Limited ♦ Shasun Pharmaceuticals Limited ♦ Namo Technology Ventures India Pvt. Ltd ♦ Visionary RCM Infotech India Pvt. Ltd ♦ Hamon Shriram Cottrell Pvt. Ltd 	Nil	<ul style="list-style-type: none"> ♦ Shriram Venture Limited ♦ Shriram Industrial Holdings Limited ♦ Bharath Coal Chemicals Limited ♦ Shriram Business Solutions Limited ♦ Orient Green Power Company Limited ♦ Shriram EPC Limited 	<ul style="list-style-type: none"> ♦ SICAL Logistics Limited ♦ Parry Enterprises India Limited ♦ Bharath Coal Chemicals Limited ♦ Esyspro Infotech Limited ♦ Shriram Business Solutions Limited ♦ Shriram Venture Limited ♦ Aakanksha Management Consultancy & Holdings Private Limited ♦ Aasheesa Hospitality Services & Holdings Private Limited ♦ Shriram Properties Holdings Private Limited ♦ Asia Global Trading (Chennai) Pvt Ltd
Membership / Chairmanship of committees in public limited companies in India	<ul style="list-style-type: none"> ♦ Shriram EPC Limited –Member (Audit & Remuneration Committee) Chairman – (Shareholders Grievance Committee) ♦ Orient Green Power Company Limited – Chairman (Remuneration and Shareholder Grievance Committee) Member (Audit Committee) ♦ Shasun Pharmaceuticals Limited – Member(Remuneration Committee) ♦ Manipal Acunova Limited – Chairman (Audit Committee) Member (Remuneration Committee) ♦ Rambal Limited – Member (Audit & Remuneration Committee) ♦ Shriram Fortune Solutions Limited – Chairman (Remuneration Committee) Member (Audit Committee) 	Nil	<ul style="list-style-type: none"> ♦ Orient Green Power Company Limited – Member (Investment & Borrowing Committee) ♦ Shriram EPC Limited – Member (Investment & Borrowing Committee) ♦ Bharath Coal Chemicals Limited – Member (Audit Committee) 	<ul style="list-style-type: none"> ♦ SICAL Logistics Ltd – Chairman of Audit Committee

By Order of the Board

Place: Chennai
Date: May 24, 2013

P. Srinivasan
Company Secretary

TAKE SOLUTIONS LIMITED

Regd. Office: No. 8B, Adyar Club Gate Road, Chennai- 600 028

ATTENDANCE SLIP

TWELFTH ANNUAL GENERAL MEETING

Ledger Folio No./DP ID and Client ID _____

Full name of the Shareholder (in capital) _____

No. of Shares held _____

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Twelfth Annual General Meeting of the Company at Narada Gana Sabha Mini Hall, 314, T.T.K. Road, Chennai - 600 018 on Friday, the 6th of September, 2013 at 10.00 a.m.

Name of the Shareholder/Proxy

Signature of the Shareholder/Proxy

(in BLOCK Letters)

Note: Please fill up this Attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.

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PROXY FORM

TWELFTH ANNUAL GENERAL MEETING

Ledger Folio No. /DP ID and Client ID _____

I/We _____

Ledger Folio No./DP ID and Client ID _____ of _____

being a member/members of TAKE Solutions Limited, do hereby appoint _____

_____ of _____ or failing him/her

_____ of _____ as my/our

proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company at Narada Gana Sabha Mini Hall, 314, T.T.K. Road, Chennai - 600 018 on Friday, the 6th of September, 2013 at 10.00 a.m., and at any adjournment/(s) thereof.

In witness whereof, I/We have set my/our hand/hands on this _____ day of _____ 2013.

(Signature of the member across the stamp)

Please affix
₹ 1/-
Revenue
Stamp

Note: This form, in order to be effective, should be completed, duly signed, stamped and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.