

NOTICE

TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

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

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

Phone: 044-66110700, Fax: 044-6611 0800

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the fifteenth Annual General Meeting of the Company will be held on Friday, August 26, 2016 at 10.00 a.m. at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors' thereon.
 - b. The Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditors' thereon.
2. To confirm the payment of two (2) Interim Dividends of 30% each and to declare a Final Dividend of 40% for the Financial Year 2015-16.
3. To appoint a Director in place of Mr. N. S. Nanda Kishore, (DIN 01095499) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. Ratification of Appointment of Statutory Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for ratification of appointment of M/s. Sundar Srini & Sridhar, Chartered Accountants, (ICAI Registration No. 0042015), as Statutory Auditors of the Company for the Financial Year 2016-17".

SPECIAL BUSINESS:

5. Appointment of Mr. Raman Kapur (DIN 02968020) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Raman Kapur (DIN 02968020), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from November 09, 2015, not liable to retire by rotation".

6. **Re-Appointment of Mr. Srinivasan H R (DIN 00130277) as a Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Srinivasan H R (DIN: 00130277) as Managing Director, of the Company without any remuneration for a further period of three years with effect from April 01, 2016 to March 31, 2019, and he shall have the right to manage the day-to-day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company".

"RESOLVED FURTHER THAT Mr. Srinivasan H R shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time".

7. **Payment of Commission to Independent Non-executive Directors**

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 and other applicable provisions, if any, of the Companies Act, 2013 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 Non-Executive Directors (excluding managing director / executive director / whole-time directors) be paid remuneration by way of commission for a period of five financial years commencing from April 01, 2016, a sum not exceeding 1% 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 of Directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to decide, from time to time the maximum commission payable to Directors subject to the above ceiling of 1% and also to decide from time to time, the quantum and manner of distribution of the commission to one or more Directors within the limit prescribed".

8. **To sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company**

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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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all the immovable and movable properties of the Company, wherever situated, both present and future with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to takeover the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings in the form of the rupee term loans, corporate loans, foreign currency loans, non-convertible debentures and/or working capital limits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding ₹1,000 Crores (Rupees One Thousand Crores Only) or the aggregate of the paid-up share capital and free reserves of the Company at the relevant time, whichever is higher, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/ Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize documents for creation of charge, mortgage and hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the resolution".

9. Further issue of shares

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 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and the Companies (Share Capital and Debentures) Rules, 2014, (including any amendments thereto or re-enactment thereof), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, including the Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of TAKE Solutions Limited (the "Company") and subject to approvals, consents, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Board is hereby authorised to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a further public issue, qualified institutions placement, private placement or a combination thereof, such number of Equity Shares of the Company (the "Equity Shares") or the Global Depository Receipts ("GDRs"), the American Depository Receipts ("ADRs"), the Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures and/or any other financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of such Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the "Investors"), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to ₹ 5,000 million or equivalent thereof, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities".

"RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers (QIB) within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the

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allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations”.

“RESOLVED FURTHER THAT in the event the Securities are issued to QIBs under Chapter VIII of the ICDR Regulations, the Relevant Date for determination of the price of the Securities to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company, decide to open the Issue”.

“RESOLVED FURTHER THAT in the event that Securities which are convertible into Equity Shares of the Company are issued to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such Securities become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations”.

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of Directors decides to open such issue”.

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into Equity Shares at a later date, shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tan to;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares

(including by way of stock split) or re-classification of the Securities into other Securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolution, shall rank pari-passu in all respects with the then existing Equity Shares of the Company”.

“RESOLVED FURTHER THAT the Equity Shares and/or other Securities convertible into Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed and, at the discretion of the Board, at one or more Stock Exchanges outside India”.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, redemption period, listings on one or more stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with the applicable provisions of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the Merchant Banker(s), Advisors and/or other intermediaries as may be appointed by the Company in relation to the Issue, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and allotment of the aforesaid Securities and listing thereof with the Stock Exchanges and to resolve and settle all questions and difficulties that may arise in the Issue, offer and allotment of any of the Securities, including finalization of the timing of the Issue/ offering(s), identification of the Investors to whom Securities are to be offered, utilization of the Issue

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proceeds and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges, FIPB or other authorities while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

“RESOLVED FURTHER THAT pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as the “Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute for exercising the powers conferred by the Board of Directors), consent of the members be and is hereby accorded to the Board of Directors of the Company to permit Foreign Portfolio Investors registered with SEBI (FPI) to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, Equity Shares and/or Securities convertible into Equity Shares, provided however that the equity shareholding of each FPI shall not exceed such limits as may be prescribed, from time to time, under applicable laws, rules and regulations”.

“RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / Chief Financial Officer or other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
- b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Equity Shares by the Company;

- e. Opening such bank accounts and demat accounts as may be required for the transaction;
- f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- h. Making applications for listing of the Equity Shares on one or more Stock Exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned Stock Exchange(s).”

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

**Lakshmi. C M
Company Secretary
Membership No. ACS: 14680**

**Place: Chennai
Date: May 12, 2016**

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Notes:

1. Explanatory statements, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 5 to 9 of the accompanying Notice are annexed thereto.
2. In respect of Resolutions at Item No: 3,5 & 6 a statement giving additional information on the Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. 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. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the board resolution together with respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote at the meeting.
5. Members /Proxies and Authorised Representatives 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.
6. 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.
7. 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 Members as maintained by RTA will be available for inspection by the Members at the AGM.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 20, 2016 to Friday, August 26, 2016 (both days inclusive).** Members who hold shares in dematerialized form should inform their Depository Participant/s (DP) and Members holding shares in physical form should inform the Registrar and Share Transfer Agent (RTA), their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
9. Subject to the provisions of the Companies Act, 2013 dividends as recommended by the Board of Directors, if declared at the meeting will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members as of the end of the day on August 20, 2016.

10. Members 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. Members 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 205A and 205C and other applicable provisions of the Companies Act, 1956. Members 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 Members 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 Company has designated an exclusive e-mail id viz. secretarial@takesolutions.com or investorrelations@takesolutions.com to enable investors to register their complaints/ queries, if any.
13. 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.
14. Electronic Copy of the Notice of the Fifteenth AGM of the Company inter alia indicating the process and the manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Fifteenth AGM of the Company inter alia indicating the process and manner of e-voting along with the attendance slip and proxy form is being sent in the permitted mode.

Voting through electronic means

In compliance with 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 (LODR) Regulations, 2015 the Company is pleased to provide members a facility to exercise their right to vote by electronic means and the business may be transacted through remote e-Voting services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) The voting period begins on Tuesday, August 23, 2016 at 9:00 am and ends on Thursday, August 25, 2016 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 19, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.

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- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals,

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN along with "TAKE Solutions Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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

HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or call the Registrar & Share Transfer Agent, Link Intime India Pvt Ltd. at 022-25963838 or write an email to mumbai@linkintime.co.in

- 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).
- 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. Friday, August 19, 2016. Any person, who

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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 secretarial@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 facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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) 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 atleast two witness who are not in the employment of the Company and within a period not exceeding three(3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour 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 favour 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 exchanges where the company share are listed immediately after the result is declared by the Chairman.

EXPLANATORY STATEMENTS

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 set out all material facts relating to the business at Items Nos. 5 to 9 of the accompanying notice dated May 12, 2016:

Item No 5:

The Board of Directors on the recommendation of the Nomination & Remuneration Committee appointed Mr. Raman Kapur, as an additional director of the Company with effect from November 09, 2015 in the Category of Non-Executive (Independent Director). In accordance with section 161(1) of the Companies Act, 2013 Mr. Raman Kapur holds office upto the date of the annual general meeting and is eligible for the appointment of Director of the company in the category of Non-Executive (Independent Director). The Company has received a notice under section 160 of the Companies Act, 2013 from a member along with requisite deposit signifying his intention to propose the candidature of Mr. Raman Kapur, as a Director of the Company.

In the opinion of the Board, Mr. Raman Kapur, (DIN: 02968020) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Raman Kapur, as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Raman Kapur, as an Independent Director, as set out in Item No: 5 of the accompanying notice for approval of the shareholders of the Company.

Except Mr. Raman Kapur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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

Item No 6:

The Board of Directors of the Company in its meeting held on May 12, 2016 extended the term of appointment of Mr. Srinivasan H R as Managing Director, of the Company without remuneration for a period of 3 years from April 01, 2016 to March 31, 2019 as recommended by the Nomination and Remuneration Committee.

Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Srinivasan H R are as under:

- a. Remuneration: Nil
- b. The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- c. The Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- d. The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- e. Mr. Srinivasan H R satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under

Section 196 (3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Srinivasan H R under Section 190 of the Act.

Brief resume of Mr. Srinivasan H R is given below:

Mr. Srinivasan H.R., fondly known as Sri, is the Vice Chairman & Managing Director of the Company and a founder member. He brings 28 years of experience in Supply Chain Management and General Management.

Sri started his career as a Civil Servant in the Government of India. Post that, he successfully held several leadership roles including Executive Director of the Shriram Group, Managing Director of Sembcorp Logistics, Singapore, Managing Director of Temasek Capital, Singapore among others. He has served both on the State and Regional Councils of the Confederation of Indian Industry. He has also served as the Past President of TiE (The Indus Entrepreneurs), Chennai Chapter. In 2008, Sri was conferred with the CII Connect – "Entrepreneur of the Year" and the CII Tamil Nadu "Emerging Entrepreneur" award in 2010. He is a member of the YPO (Young Presidents Organization).

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

Except Mr. Srinivasan H R, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No 7:

At the Tenth Annual General Meeting of the Company held on August 26, 2011, the members had approved the payment to Independent Non-executive Directors, remuneration by way of commission at one percent of the net profits of the Company as computed under Section 198 of the Companies Act, 2013 (corresponding to Section 309 Companies Act, 1956) for a period of five financial years commencing from April 01, 2011. Accordingly, it is proposed that in terms of Section 197 of the Act, the Directors be paid remuneration not exceeding one percent of the net profits of the company computed in accordance with the provisions of the Act for each of the five financial years with effect from April 01, 2016 for a further period of five consecutive financial years. The remuneration will be distributed amongst the Independent Directors in accordance with the directions given by the Board.

The Board recommends the Special Resolution set forth in Item No. 7 for approval of the shareholders.

Except for Mr. N. Kumar, Mr. R. Sundara Rajan, Mr. S. Krishnamurthy, Prof. G. Raghuram, Ms. Uma Krishnan and Mr. Raman Kapur and their relatives none of the other Directors are interested or concerned financially or otherwise; in the resolution set out at Item No. 7 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. 7 of the notice.

Item No 8:

As per the provisions of section 180(1) (a) of the Companies Act, 2013 (the Act), a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings,

EXPLANATORY STATEMENTS

unless approval of the shareholders is obtained by way of a special resolution.

The shareholders, at the Annual General Meeting of the Company held on September 19, 2014, by way of a special resolution under Section 180(1) (c) of the Companies Act, 2013, had authorised the Board of Directors of the Company to borrow up to the higher of ₹ 1,000 Crores (Rupees One Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time.

In connection with the loan / credit facilities to be availed by the company, as and when required, through various sources for business purposes and in line with the borrowing limit as specified above, the company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under section 180(1) (c) of the Act), for the purposes of securing the loan / credit facilities extended by them to the company.

The Board recommends the Special Resolution set forth in Item No. 8 for approval of the shareholders.

None of its Directors, Key Managerial Personnel and their relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Item No 9:

To supplement the funding needs of the Company and to meet its cost of acquisition, the Company plans to issue Equity Shares or Securities equivalent thereto for an amount not exceeding ₹ 5000 Million.

The composition of various instruments will be decided by the Board in consultation with the Merchant Bankers / Investment Bankers and as per the requirements of the funds from time to time and such offer shall be made to any person including Domestic / Foreign Investors / Foreign Institutional Investors, Qualified Institutional Buyers, Trusts, Mutual Funds, Banks, Insurance Companies, Pension Funds, etc., whether they be holders of the Equity Shares of the Company or not.

The pricing of Securities/Equity Shares to be issued upon exercise of the option of conversion of the Securities will be as per the pricing formula as prescribed under applicable laws including the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depositary Receipt Mechanism) Scheme, 1993, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the circulars issued by the Ministry of Finance (Department of Economic Affairs), the terms of the offering and terms of other applicable statutes / regulations.

The conversion of Securities held by the foreign investors into Equity Shares of the Company shall be subject to applicable sectoral foreign investment cap, if any. Securities/Equity Shares to be issued upon exercise of the option of conversion of the Securities, as per the applicable laws, may be listed on stock exchanges outside India and/ or stock exchanges in India where equity shares of the Company are listed for the time being.

The said resolution is also an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at such appropriate time, including the size, structure, price. The detailed terms and conditions of the domestic/international offering will be determined in consultation with the lead managers, merchant bankers, book runners, global business coordinators, guarantors,

consultants, advisors, underwriters and/or such other intermediaries as may be appointed for the Issue/offer.

Section 62(1)(a) of the Companies Act, 2013 provides, inter alia, any increase in the issued capital of a company by allotment of further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution in a General Meeting approve otherwise. Since, the proposed resolution may entail issuance of Securities to persons other than the Shareholders; consent of the shareholders by way of special Resolution is being sought.

None of its Directors, Key Managerial Personnel and their relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

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

**Lakshmi. C M
Company Secretary
Membership No. ACS: 14680**

**Place: Chennai
Date: May 12, 2016**

NOTICE

ANNEXURE TO ITEMS 3, 5 AND 6 OF THE NOTICE

Details of Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting (in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. N. S. Nanda Kishore	Mr. Raman Kapur	Mr. Srinivasan H R
Director Identification Number (DIN)	01095499	02968020	00130277
Date of Birth/Age	03/06/1972 44 years	21/01/1946 70 years	21/03/1964 52 years
Nationality	Indian	Foreign	Indian
Date of Appointment on Board	03/02/2012	09/11/2015	06/06/2006
Qualification	Engineering Degree in Electronics and Communication	Master of Business Administration	Master of Public Administration
Expertise in specific functional area	Information Technology in Financial Services Industry	Health Care & Bio Science	Supply Chain Management and General Management
Shareholding in the company	Nil	Nil	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> ♦ Esyspro Infotech Limited ♦ Shriram Value Services Limited 	Nil	<ul style="list-style-type: none"> ♦ Sical Logistics Limited ♦ Parry Enterprises India Limited ♦ Envestor Ventures Limited ♦ Esyspro Infotech Limited ♦ Ecron Acunova Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Take Solution Ltd	Nil	Nil	<p>Chairmanship :1 Audit Committee- Sical Logistics Limited</p> <p>Membership :1 Stakeholders' Relationship Committees- TAKE Solutions Limited</p>

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

TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

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

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

ATTENDANCE SLIP FIFTEENTH ANNUAL GENERAL MEETING

Full Name of the Member attending (in Block Letters)	
Full Name of the first joint-holder	
Name of the Proxy	

I hereby record my presence at the Fifteenth Annual General Meeting of the Company held on Friday, the August 26, 2016 at 10.00 a.m. at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018.

No. of Shares held	
Registered Folio No.	
DPID/Client ID	

Name of the Shareholder/Proxy
(in BLOCK letters)

Signature of the Shareholder/Proxy

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 Annual Report to the meeting.

E-VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD
160713018	Folio No / Client ID	PAN / Bank Account

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Tuesday, August 23, 2016 (9.00 am)	Thursday, August 25, 2016 (5.00 pm)

Note: Please refer the details and instructions which forms integral part of the Notice for the Annual General Meeting.

TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

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

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

Form No. MGT 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s)	
Registered address	
E-mail Id	
Folio No / Client Id	
DP ID	

I / We, being the member(s) holding -----Equity Shares of the above named company, hereby appoint

1. Name----- Address-----
 Email-Id----- Signature----- or failing him/her

2. Name----- Address-----
 Email-Id----- Signature----- or failing him/her

3. Name----- Address-----
 Email-Id----- Signature----- or failing him/her

as my /our proxy to attend and vote (on a poll) for ne/ us and on my/ our behalf at the Fifteenth Annual General Meeting of the Company, to be held on Friday, 26th August, 2016 at 10:00 a.m. at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No	Resolutions	Option	
Ordinary Business		For	Against
1.	Consider and adopt: a) Audited Standalone Financial Statement, Reports of the Board Of Directors and auditors b) Audited Consolidated Financial Statement		
2.	To confirm the payment of 2 (two) Interim Dividends of 30% each and to declare a final Dividend of 40% for the Financial Year 2015-16		
3.	To appoint a Director in place of Mr. N.S.Nanda Kishore, (DIN 01095499) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment		
4.	Ratification of Appointment of Statutory Auditors		
Special Business			
5.	Appointment of Mr. Raman Kapur (DIN 02968020) as an Independent Director		
6.	Appointment of Mr. Srinivasan H R (DIN 00130277) as a Managing Director		
7.	Payment of Commission to Independent Non-Executive Directors		
8.	Approval to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company		
9.	Further Issue of Shares		

Signed thisday of..... 2016

Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

Signature of Shareholder

Please affix
₹ 1/-
Revenue
Stamp

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at No: 27, Tank Bund Road, Nungambakkam, Chennai- 600 034, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

