

**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)

Phone: +91-044-66110700

**POSTAL BALLOT NOTICE****Dear Members,**

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

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

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, March 31, 2022 and ends at 5.00 p.m. (IST) on Friday, April 29, 2022.

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Ms. Mohan Rao Prathyusha, Partner, M/s. AKB and Associates Company Secretaries LLP, Chennai, (Membership No. F10960 and Certificate of Practice No. 15726) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Monday, May 2, 2022.

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

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Friday, April 29, 2022, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

**Item of Special Business:**

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

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

**'RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read along with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions made thereunder, including any statutory modification(s) or re-enactment thereof, or any other law as amended from time to time, the Memorandum of Association, Articles of Association, and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board of Directors ("Board"), the consent of the members of the Company be and is hereby accorded towards re-appointment of Ms. Shobana N. S., having DIN: 01649318, as the Wholetime Director of the Company in Executive Capacity for a period of five years from February 02, 2022, on such terms of appointment set out in the Explanatory Statement annexed to the Notice of this Postal Ballot, including the remuneration to be paid in the event of loss or inadequacy of profits in any Financial Year, during the term of office of Ms. Shobana N. S., with liberty to the Board (including Committee) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Ms. Shobana N. S., subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.

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

By Order of the Board  
For TAKE Solutions Limited

**Place:** Chennai  
**Date:** February 8, 2022

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

**Notes:**

1. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed special resolution, forming part of this Notice, is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 18, 2022, ("cut-off date") received from the Depositories and whose e-mail address is registered with the Company / Depositories.

**In case you have not registered your e-mail address with the Depository, you may register the same on or before 5:00 P.M. (IST) on Friday, April 15, 2022 by visiting the link: <https://web.linkintime.co.in/EmailReg>Email Register.html> and following the registration process as guided therein.**

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

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

3. The Cut-Off Date i.e., Friday, March 18, 2022, is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
4. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days of the Company from the date of dispatch of this notice up to the last date of voting under Postal Ballot i.e, Friday, April 29, 2022.
5. The Postal Ballot Notice will also be 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) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
6. Pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Listing Regulations the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. The e-voting period commences on Thursday, March 31, 2022 (9:00 A.M. IST) and ends on Friday, April 29, 2022 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

8. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Friday, April 29, 2022.
9. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

## **GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**

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

The instructions for Shareholders voting electronically are as under:

1. The voting period begins on Thursday, March 31, 2022, at 9:00 A.M and ends on Friday, April, 29, 2022, at 5:00 P.M. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, March 18, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on March 18, 2022.
2. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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.</p>
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.</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.</p>
Individual Shareholders (holding securities in demat mode) login through	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

<b>their Depository Participants</b>	authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use [Forget User ID](#) and [Forget Password](#) option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 <b>NSDL</b>	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.

**4. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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 <b>OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <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 as mentioned in instruction (v).</li> </ul>

5. After entering these details appropriately, click on “SUBMIT” tab.
6. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN for the relevant “TAKE Solutions Limited” on which you choose to vote.
9. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
14. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - 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 at the email address [regulatory.akbllp@outlook.com](mailto:regulatory.akbllp@outlook.com) and to the Company at the email address [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.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

**Place:** Chennai  
**Date:** February 8, 2022

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

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

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

The Nomination and Remuneration Committee, in its meeting had considered and recommended the re-appointment of Ms. Shobana N. S. to the Board for their approval. Accordingly, the Board of Directors, based on the recommendation of Nomination & remuneration, has re-appointed Ms. Shobana N. S. as Whole Time Director of the Company in Executive capacity for a period of 5 (Five) years w.e.f. February 02, 2022. The appointment and the terms and conditions of her appointment were subject to approval of the members. The Board of Directors have further approved the remuneration of Ms. Shobana N. S. with effect from February 02, 2022, on the recommendation of the Nomination & Remuneration as per details given below.

### **A. Basic Salary**

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

### **B. Performance linked incentive**

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

### **C. Perquisites & Allowances**

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

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

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

#### **D. Minimum Remuneration**

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

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

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

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

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

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

A copy of resolution passed by the Board of Directors in its meeting held on February 8, 2022, approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the last date of the e-voting.

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



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

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

By Order of the Board  
For TAKE Solutions Limited

**Place:** Chennai  
**Date:** February 8, 2022

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

**Disclosure 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 51 years
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	February 2, 2022
<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>	M/s. 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.

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

**I. GENERAL INFORMATION:**

**1) Nature of Industry:**

Scientific Research and Development

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

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

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

Not Applicable

**4) Financial performance based on given indicators**

**(a) Standalone Performance\***

(INR in Mn)

Particulars	Year ended March 31, 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\***

Particulars	<b>Year ended March 31, 2021</b>	<b>Year ended March 31, 2020</b>	(INR in Mn)
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 APPOINTEE:**

**1. Background details:**

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

**2. Past remuneration:**

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

**3. Recognition or Awards:**

There were no recognition or awards to report here.

**4. Job Profile and suitability:**

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

**5. Proposed remuneration:**

As detailed in the Explanatory Statement.

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

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

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

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

**III. OTHER INFORMATION:**

**1. Reasons of loss or inadequate profits:**

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

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

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

**3. Expected increase in productivity and profits:**

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