

NOTICE

TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

Regd. Office: 8B, Adyar Club Gate Road, Chennai- 600 028

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Phone: 044-4590 9000, Fax: 044-4590 9099

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Company will be held on Friday, August 28, 2015 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 Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors and Auditor's thereon.
 - b. The Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Auditor's 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 2014-15.
3. To appoint a Director in place of Mr. S. Srinivasan, (DIN 00014652) 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 Srinivasan & Sridhar, Chartered Accountants, (ICAI Registration No. 004201S), as a statutory Auditors of the Company for the year 2015-16”.

SPECIAL BUSINESS:

5. Appointment of Ms. Uma Ratnam Krishnan as an Independent Director
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
6. Realignment of Articles of Association in terms of Companies Act, 2013

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations in Sl. No. 1 to 91 contained in the Articles of Association laid before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of regulations contained in Sl. No. 1 to 46 contained in the existing Articles of Association of the Company”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

7. Further Issue of Securities
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 Companies (Share Capital and Debentures) Rules, 2014, (including any amendments thereto or reenactment 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 listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the “**Listing Agreements**”), 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

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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 ₹ 4,000 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 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 rata;
- (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;
- (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

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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/offerings, identification of the Investors to whom Securities are to be offered, utilization of the Issue 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 / 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

Place: Chennai
Date: May 15, 2015

Lakshmi C M
Company Secretary

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Notes:

1. 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.
2. The instrument appointing the proxy in order to be effective must be deposited at the Registered Office of the Company, atleast 48 hours before the time fixed for the commencement of the Meeting. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting.
3. Members /Proxies should bring duly filled in attendance slips sent along with the Notice to attend the Meeting. Members holding shares in demat form are requested to quote their DP Id and Client Id at the Meeting for easy identification.
4. The Register of Directors 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 Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 22, 2015to Friday, August28, 2015(both days inclusive). Members whose shareholding is in electronic mode are requested, to direct change of address notification and to update the bank account details, if any, to the respective depository participants.
6. Members are requested to address all the correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mill Compound, LBS Marg, Bhandup (West) Mumbai 400 078.
7. 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 21, 2015.
8. Members who wish to claim dividend which remains unclaimed, are requested to write to Ms. Lakshmi C M Compliance Officer at the Registered Office at 8B, Adyar Club Gate Road, Chennai 600 028. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will be transferred, as per Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund. Members are encouraged to utilize the Electronic Clearing System (ECS) for receipt of dividend.
9. 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 upation of nomination. The Shareholder

holding shares in dematerialized form may approach their respective Depository Participants to update nomination.

10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
11. 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.
12. Electronic copy of the Annual Report for Financial Year 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purpose unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2014-15is being sent in the permitted mode.

Electronic Copy of the Notice of the 14th 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 physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 14thAGM 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 and Rule 20(4)(iii)(B) of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members a facility to exercise their right to vote at the 14thAnnual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL) as set forth in this Notice:

The instructions for e-voting are as under:
In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "TAKE Solutions Limited" from the drop down menu and click on "SUBMIT"
- (iv) 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. 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:

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For Members holding shares in Demat Form and Physical Form	
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"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip / Address sticker indicated in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 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 subsequently.
- (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.
- Institutional shareholders (i.e. other than Individuals, 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 of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on Tuesday, August 25, 2015 (9.00 am) and ends on Thursday August 27, 2015(5.00 pm) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (August 21, 2015), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 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.
- I. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 21, 2015.

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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 AGM, 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 immediately after the result is declared by the Chairman.

VI. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 1.00 p.m.

13. Details of Director seeking re-appointment at the Annual General Meeting

Mr. S. Srinivasan (48 years) Non-Executive Director

Date of Appointment	14/02/2013
Qualifications	<ul style="list-style-type: none"> • Mechanical Engineer • MBA from Institute of Rural Management, Anand, Gujarat, • Cost & Management Accountant
No. of Shares held	NIL
Expertise	Pharmaceutical & Life Sciences industry
Directorship held in other Company(excluding Foreign & Section 8 Companies)	<ul style="list-style-type: none"> • Shriram Industrial Holdings Limited • Shriram Venture Limited • Orient Green Power Company Limited • Shriram EPC Limited • Envestor Ventures Limited • Universal Coke & Power Limited
Membership/Chairmanship of Committees	Chairmanship - Nil Membership - Nil

Mr. S. Srinivasan currently serves as the Managing Director of Shriram Industrial Holdings Limited. He has business experience of about 24 years, and has previously served as the Head of Global Emerging Markets for Mylan Inc., USA, one of the largest Generic Pharmaceutical Companies globally. He was also the Managing Director and Chief Executive Officer of Matrix Laboratories Limited, the Indian Subsidiary of Mylan Inc.

Annexure to the Notice

Explanatory Statement pursuant to Section 102 (2) of the Companies Act, 2013 in respect of:

Item No 5:

Ms. Uma Ratnam Krishnan (52 years) Non-Executive Independent Director

Date of Appointment	12/11/2014
Qualifications	MBA -IIM, Bangalore
No. of Shares held	NIL
Expertise	Retail Banking, Marketing and Business Development, Operations and Technology.
Directorship held in other Company(excluding Foreign & Section 8 Companies)	<ul style="list-style-type: none"> • Footprint Leisure Private Limited • Polaris Consulting & Services Limited
Membership/Chairmanship of Committees	Chairmanship - Nil Membership - Nil

Ms. Uma Ratnam Krishnan is a Director whose period of office is not liable to retire by rotation and be appointed for a fixed term. In terms of Section 149(10) and any other applicable provisions of the Companies Act, 2013, Ms. Uma Ratnam Krishnan being eligible offers herself for appointment as Independent Director for a term of 5 consecutive years upto November 11, 2019. Notice has been received from a member proposing her candidature for the office of Director of the Company.

In the opinion of the Board, Ms. Uma Ratnam Krishnan, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Copies of the draft letter for appointment of Ms. Uma Ratnam Krishnan, as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on any working days except Saturdays, Sundays and Public Holidays

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Uma Ratnam Krishnan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Uma Ratnam Krishnan as an Independent Director, for approval by the shareholders of the Company.

Except Ms. Uma Ratnam Krishnan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

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

Item No 6:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. The regulations in the existing AoA are no longer in conformity with the recently enacted Companies Act, 2013 (the "Act").

As most of the provisions of the Companies Act, 2013 are now in force, several regulations of the existing AoA of the Company require alteration or deletions and it is considered expedient to completely replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The proposed draft AoA is available for inspection at the Registered Office of the Company.

The Board recommends the Special Resolution set forth in Item No. 6 for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No 7:

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 ₹ 4000 Million.

The actual 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 Depository 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 appropriatenature 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**

Place: Chennai
Date: May 15, 2015

Lakshmi C M
Company Secretary

TAKE SOLUTIONS LIMITED

CIN: L63090TN2000PLC046338

Regd. Office: 8B, Adyar Club Gate Road, Chennai- 600 028

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

Phone: 044-4590 9000, Fax: 044-4590 9099

ATTENDANCE SLIP FOURTEENTH 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 Fourteenth Annual General Meeting of the Company held on Friday, the August 28, 2015 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

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
150723014	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 25, 2015 (9.00 am)	Thursday, August 27, 2015 (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: 8B, Adyar Club Gate Road, Chennai- 600 028
 Email: secretarial@takesolutions.com, Website: www.takesolutions.com Phone: 044-4590 9000, Fax: 044-4590 9099

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)

CIN: L63090TN2000PLC046338

Name of the Company: TAKE SOLUTIONS LIMITED

Registered office: 8B, Adyar Club Gate Road, Chennai- 600 028

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 me / us and on my/ our behalf at the 14th Annual General Meeting of the Company, to be held on Friday, 28th August, 2015 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 Financial Statement, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement		
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 2014-15		
3.	To appoint a Director in place of Mr. S. Srinivasan, (DIN 00014652) 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		For	Against
5.	Appointment of Ms. Uma Ratnam Krishnan (DIN 00370425) as an Independent Director		
6.	Realignment of Articles of Association in terms of Companies Act, 2013		
7.	Further Issue of Securities		

Signed thisday of2015

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 8B, Adyar Club Gate Road, Chennai – 600028, not less than 48 hours before the commencement of the Meeting.