

NOTICE

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

NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Company will be held on Friday, September 19, 2014 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 the Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the year ended and the Report of the Directors' and Auditors thereon.
2. To confirm the payment of Interim Dividends during the Financial Year 2013-14 and to declare a Final Dividend of ₹0.40/- per Equity Share of the face value of ₹1/- each for the Financial Year 2013-14.
3. To appoint a Director in place of Mr. D.V. Ravi, (DIN 00171603) 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. 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.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139,142 and other applicable provisions, if any, of the Companies Act,2013, M/s. Sundar Srini & Sridhar, Chartered Accountants, (ICAI Registration No. 0042015) be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this 13th Annual General Meeting until the conclusion of the 16th Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting) on such remuneration as may be determined by the Board".

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 160 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. N. Kumar (DIN 00007848), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

7. 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 149,160 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. S. Krishnamurthy (DIN 00140414), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

8. 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, 160 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. D.A. Prasanna (DIN 00253371), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

9. 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, 160 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Professor. G. Raghuram (DIN 01099026), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

10. 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 149,160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time

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being in force) read with Schedule IV to the Companies Act, 2013, Mr. N. Rangachary (DIN 00054437), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

11. 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, 160 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. R. Sundara Rajan (DIN 00498404), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

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

"RESOLVED THAT in supersession of ordinary resolution adopted at the Extra Ordinary General Meeting held on December 10, 2007 and pursuant to Section 180(1)(c) and any other applicable provisions 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 consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹1,000 Crores (Rupees One Thousand Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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, 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 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 Managerial 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 Registrar & Share Transfer Agent will be available for inspection by the Members at the AGM.
5. The Register of Members and Share Transfer Books will remain closed from September 13, 2014 to September 19, 2014 (both days inclusive). Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on 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, M/s. 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 September 12, 2014.
8. Members who wish to claim dividend which remains unclaimed, are requested to write to Ms. Lakshmi C.M., Company Secretary 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 updation 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 2014 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 hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

Electronic Copy of the Notice of the 13th AGM of the Company inter alia indicating the process and the manner of e-voting

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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 13th 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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members a facility to exercise their right to vote at the 13th Annual General Meeting (AGM) by electronic means and the business may be transacted through 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) 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:

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. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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	<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 Electronic Voting Sequential Number (EVS) 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.
- (xvi) You can also take out print 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.

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- 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 September 12, 2014 (9.00 am) and ends on September 14, 2014 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (August 08, 2014), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 write an email to helpdesk.evoting@cdslindia.com or call the Registrar & Share Transfer Agents, 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 August 08, 2014.
- 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.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The Results shall be declared on or after the AGM of the Company. 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 within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and NSE India Limited.

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

Item No 6 to 11

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Independent Directors of the Company shall be appointed for a term of 5 years with effect from April 01, 2014. The information pertaining to their appointment has been furnished as below:

a) Mr. N. Kumar, Independent Director

Date of Appointment	02/12/2006
Qualifications	Degree in Electronics & Communications Engineering
No. of Shares held	NIL
Expertise	Mr. Kumar is an active spokesperson of industry and trade and was the President of Confederation of Indian Industry (CII), a leading industrial body. He also participates in various other apex bodies.
Directorship held in other Company (excluding Foreign & Section 25 Companies)	<ul style="list-style-type: none"> • Madhura Kumar Properties Private Limited • Cubbon Road Properties Private Limited • MRF Limited • Entertainment Network (India) Limited • N K Trading and Consultancy Private Limited • Times Innovative Media Limited • Bharti Infratel Limited • EG Innovation Private Limited • Mphasis Limited
Membership / Chairmanship of Committees	<p>Chairmanship</p> <ul style="list-style-type: none"> • Audit Committee of Mphasis Limited • Audit Committee of Entertainment Network (India) Limited <p>Membership</p> <ul style="list-style-type: none"> • Audit Committee of Times Innovative Media Limited • Remuneration Committee of Entertainment Network (India) Limited • Remuneration Committee of Times Innovative Media Limited

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b) Mr. S. Krishnamurthy, Independent Director

Date of Appointment	22/05/2009
Qualifications	<ul style="list-style-type: none"> • Bachelor's degree in General Laws • Master's degree in Labour Management • PG Diploma in Human Resources Management & Industrial Relations & Personnel Management • Certified Associate of the Indian Institute of Bankers
No. of Shares held	NIL
Experience & Expertise	<ul style="list-style-type: none"> • Senior Banker with Reserve bank of India and Commercial Banks • Banking Ombudsman, Chennai
Directorship held in other Company (excluding Foreign & Section 25 Companies)	<ul style="list-style-type: none"> • Shriram City Union Finance Limited • Kerala Ayurveda Limited • Shriram EPC Limited
Membership / Chairmanship of Committees	<p>Chairmanship</p> <ul style="list-style-type: none"> • Audit Committee of Kerala Ayurveda Limited • Equity Allotment Committee of Shriram City Union Finance Limited • Shareholder/ Investment Grievances Committee of Shriram City Union Finance Limited <p>Membership</p> <ul style="list-style-type: none"> • Remuneration Committee of Kerala Ayurveda Limited • Nomination & Remuneration Committee of Shriram City Union Finance Limited • Audit & Risk Management Committee of Shriram City Union Finance Limited • Financial Results Review Committee of Shriram City Union Finance Limited • Borrowing Committee of Shriram EPC Limited • Investment Committee of Shriram EPC Limited • Audit Committee of Shriram EPC Limited

c) Mr. D.A. Prasanna, Independent Director

Date of Appointment	22/03/2006
Qualifications	<ul style="list-style-type: none"> • Alumnus of Indian Institute of Management, Ahmedabad • Alumnus of GE Global Business Leadership Program at Crotonville
No. of Shares held	NIL
Expertise	<ul style="list-style-type: none"> • Pioneer in the healthcare sector for delivering clinical excellence at low patient fees in Asian Hospitals through innovative strategies.
Directorship held in other Company (excluding Foreign & Section 25 Companies)	Manipal Acunova Limited
Membership/Chairmanship of Committees	NIL

d) Professor G. Raghuram , Independent Director

Date of Appointment	15/10/2001
Qualifications	<ul style="list-style-type: none"> • Degree in Electrical Engineering from Indian Institute of Technology, Chennai • Alumnus of Indian Institute of Management, Ahmedabad • PhD from Northwestern University, Kellogg Graduate School of Management, USA
No. of Shares held	NIL
Expertise	<ul style="list-style-type: none"> • Expert in Supply Chain and Investment Management • Expert in Infrastructure & Services Management and Logistics • 'Indian Railways Chair Professor' at the Indian Institute of Management, Ahmedabad
Directorship held in other Company (excluding Foreign & Section 25 Companies)	<ul style="list-style-type: none"> • Alcock Ashdown (Gujarat) Limited • Arshiya International Limited • DARCL Logistics Limited • Hindustan Petroleum Corporation Limited • Adani Ports And Special Economic Zone Limited
Membership / Chairmanship of Committees	<p>Chairmanship</p> <ul style="list-style-type: none"> • Sustainability Development Committee of Hindustan Petroleum Corporation Limited

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	<p>Membership</p> <ul style="list-style-type: none"> • Audit Committee of Adani Ports And Special Economic Zone Limited • Shareholders'/Investors Grievances Committee of Adani Ports And Special Economic Zone Limited • Shareholders'/Investors Grievances Committee of Hindustan Petroleum Corporation Limited • Remuneration Committee of Hindustan Petroleum Corporation Limited • Remuneration Committee of Arshiya International Limited • Remuneration Committee of DARCL Logistics Limited
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e) Mr. N. Rangachary, Independent Director

Date of Appointment	22/05/2009
Qualifications	<ul style="list-style-type: none"> • Chartered Accountant • Cost Accountant • Company Secretary • Honorary Fellow of the Actuarial Society of India
No. of Shares held	NIL
Expertise	<ul style="list-style-type: none"> • Former Chairman of Central Board of Direct Taxes • Former Chairman of Insurance Regulatory and Development Authority
Directorship held in other Company (excluding Foreign & Section 25 Companies)	<ul style="list-style-type: none"> • Roots Multiclean Limited • Srinidhi Investment Advisors Pvt Ltd • Orient Green Power Company Ltd • Sakthi Auto Component Limited • Central Depository Services Ltd • MTAR Technologies Pvt Ltd • Equitas Holdings Pvt Ltd • Cecilia Healthcare Services Pvt Ltd • CDSL Ventures Limited • Central Insurance Repository Limited • Pegasus Assets Reconstruction Private Limited • Salzer Electronics Limited
Membership / Chairmanship of Committees	<p>Chairmanship</p> <ul style="list-style-type: none"> • Audit Committee of Orient Green Power Company Limited • Audit Committee of Central Depository Services Ltd • Audit Committee of CDSL Ventures Limited • Audit Committee of Central Insurance Repository Limited

f) Mr. R. Sundara Rajan, Independent Director

Date of Appointment	28/09/2005
Qualifications	<ul style="list-style-type: none"> • Graduate degree in Mechanical Engineering • Post-graduation in Management from Indian Institute of Management, Ahmedabad • Chartered Engineer • Associate of the Insurance Institute of India
No. of Shares held	15,370 Equity Shares
Expertise	<ul style="list-style-type: none"> • Pharmaceutical marketing, pharmaceutical projects • Setting up foreign collaboration ventures in India
Directorship held in other Company (excluding Foreign & Section 25 Companies)	<ul style="list-style-type: none"> • NAMO Technology Ventures India Private Limited • Manipal Acunova Limited • Shriram EPC limited • Visionary RCM Infotec (India) Pvt Limited • Rambal Limited • Shriram Asset Management Company Limited • Shriram Credit Company Limited • Orient Green Power Company Limited • Shasun Pharmaceuticals Limited • Medispan Limited

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<p>Membership/Chairmanship of Committees</p>	<p>Chairmanship</p> <ul style="list-style-type: none"> • Audit Committee of ManipalAcunova Limited • Compensation Committee of Orient Green Power Company Limited • Shareholder & Investors' Grievances Committee of Orient Green Power Company Limited • Shareholder & Investors' Grievances Committee of Shriram EPC Limited • Nomination Committee of Shasun Pharmaceuticals Limited <p>Membership</p> <ul style="list-style-type: none"> • Audit Committee of Shriram EPC Limited • Audit Committee of Orient Green Power Company Limited • Audit Committee of Rambal Limited • Compensation Committee of Shriram EPC Limited • Compensation Committee of Rambal Limited • Compensation Committee of Shasun Pharmaceuticals Limited
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In terms of Section 149(10) and any other applicable provisions of the Companies Act, 2013, Mr. N. Kumar Mr. S. Krishnamurthy, Mr. D. A. Prasanna, Prof. G. Raghuram, Mr. N. Rangachary and Mr. R. Sundara Rajan being eligible offer themselves for appointment, are proposed to be appointed as Independent Directors for a term of five consecutive years up to March 31, 2019. Notices have been received from the members proposing their candidature for the office of Director of the Company.

In the opinion of the Board, Mr. N. Kumar Mr. S. Krishnamurthy, Mr. D. A. Prasanna, Prof. G. Raghuram, Mr. N. Rangachary and Mr. R. Sundara Rajan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. Copies of the draft letter for appointment 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 during normal business hours on any working day.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolution for appointment of Mr. N. Kumar, Mr. S. Krishnamurthy, Mr. D. A. Prasanna, Prof. G. Raghuram, Mr. N. Rangachary and Mr. R. Sundara Rajan as Independent Directors.

Except Mr. N. Kumar, Mr. S. Krishnamurthy, Mr. D. A. Prasanna, Prof. G. Raghuram, Mr. N. Rangachary and Mr. R. Sundara Rajan being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 to 11. 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 recommend the resolution for the approval of the shareholders.

Item No 12:

The members of the Company at the Extra-Ordinary General Meeting held on December 10, 2007 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹1,000 Crores (Rupees One thousand crores). As per Section

180(1)(c) of the Companies Act, 2013 effective from September 12, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Hence, the approval of the members is sought by way of Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 12 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹ 1000 Crores (Rupees One thousand crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12.

By Order of the Board

Place: Chennai

Date: May 20, 2014

Lakshmi. CM

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 THIRTEENTH 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 Thirteenth Annual General Meeting of the Company held on Friday, the September 19, 2014 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.

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

PROXY FORM THIRTEENTH ANNUAL GENERAL MEETING

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

being member/members of TAKE Solutions Limited, do hereby appoint.....
of or failing him/her of as my/our proxy in my/our absence to attend and
vote for me / us and on my / our behalf at the Thirteenth Annual General Meeting of the Company held on Friday, the September 19, 2014 at
10.00 a.m. at Narada Gana Shaba, Mini Hall, TTK Road, Alwarpet, Chennai 600 018, and at any adjournment/(s) thereof.

Signed this day of 2014

(Signature of the member across the stamp)

Please affix ₹ 1/- Revenue Stamp

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