

26th September, 2013

TAKE/BSE/12-13

TAKE/NSE/12-13

The Manager
Dept of Corporate Services - Listing
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street
Mumbai – 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051

Sir,

Sub: Minutes of the Twelfth Annual General Meeting

We are pleased to enclose herewith the Minutes of the Annual General Meeting of the Company held on September 06, 2013 at Narada Gana Sabha, 314, TTK Road, Alwarpet, Chennai for your reference and record.

Please take note of the same.

Thanking you,

Yours faithfully,
For TAKE Solutions Limited


Lakshmi.C.M
Company Secretary



**MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF
TAKE SOLUTIONS LIMITED HELD AT 10.00 AM ON FRIDAY, THE SEPTEMBER 06,
2013 AT THE MINI HALL OF NARADA GANA SABHA, 314, TTK ROAD, ALWARPET,
CHENNAI – 600018**

Directors Present:

Mr. Srinivasan H.R., Chairman [Except for Item No. 7]
Mr. R. Sundara Rajan [Chaired for Item No. 7]
Mr. S. Krishnamurthy
Prof. G. Raghuram
Mr. D. V. Ravi
Mr. S. Srinivasan
Mr. N. S. Nanda Kishore

In all 420 shareholders were present, 419 in person and 1 shareholder in proxy.

Mr. Srinivasan H.R. Vice Chairman & Managing Director was elected as the Chairman of the Meeting in the absence of Mr. N. Kumar, Chairman of the Company.

The Chairman welcomed the Members to the Twelfth Annual General Meeting of the Company. After ascertaining that the requisite quorum was present, the Chairman called the Meeting to order. He introduced the Directors on the dais to all the shareholders.

The Chairman then delivered Mr. N. Kumar's (Chairman of the Company) speech to the members of the Company. The Chairman requested the Members to take the Notice convening the Annual General Meeting (AGM) as read and the same was agreed.

Thereafter, on advice of the Chairman, the Company Secretary Ms. Lakshmi C M, read out the Auditor's Report. It was agreed that Annexure to the Auditor's Report would be taken as read.

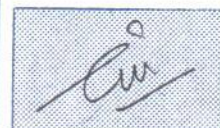
The Chairman then proceeded with the Agenda Items as per the Notice of the Annual General Meeting.

ORDINARY BUSINESS:

1. Adoption of Annual Accounts:

The Chairman proposed the following Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2013 and Statement of Profit and Loss for the year ending March 31, 2013 together with the Report of



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Directors and Auditors thereon, as placed before the Meeting be and are hereby approved and adopted."

Mr. P. Sridharan (Folio No. 1203840000437724) seconded the above Ordinary Resolution.

The Chairman then invited comments if any, from the members on the Financial Statements. Some of the members participated in the discussions and put forth their views/suggestions. The Chairman and Mr. D. V. Ravi, Director of the Company responded to the shareholders' suggestions and clarified the points raised by them.

The Chairman then put the resolution to vote, which was passed unanimously by show of hands.

2. Confirmation on Interim Dividends and Declaration of Final Dividend:

The Chairman then took up the second item on the Agenda Confirming the payment of Interim Dividends and Declaration of Final Dividend.

The Resolution was proposed as an Ordinary Resolution by Ms. S. R. Sringaravalli (Folio No. 1203840000437587) and seconded by Mr. P. Sridharan (Folio No. 1203840000437724):

"RESOLVED THAT the 1st Interim Dividend of `0.30/- each per share and 2<sup>nd</sup> Interim Dividend of `0.30/- each per share on 12,24,00,000 Equity Shares of `1/- each paid during the Financial Year 2012-13 be and is hereby confirmed."

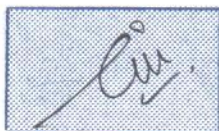
"RESOLVED FURTHER THAT a Final Dividend of `0.40 per share on 12,24,00,000 Equity Shares of `1/- each in respect of the Financial Year ended March 31, 2013 be and is hereby declared and that the above dividend be paid to those Members whose names appear in the Register of Members as on August 30, 2013."

The resolution was put to vote and was passed unanimously by show of hands.

3. Re-appointment of Mr. R. Sundara Rajan as Director:

The Chairman then took up the Third item on the Agenda regarding Re-appointment of Mr. R. Sundara Rajan as Director of the Company.

The Resolution was proposed as an Ordinary Resolution by Mr. G. Ramesh (Folio no. R000074) and seconded by Mr. P. Srinivasan (representing TAKE Solutions Pte Ltd – Folio no. 1203840001361416):



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"RESOLVED THAT Mr. R. Sundara Rajan, Director, who retires by rotation and being eligible offered himself for re-appointment, be and is hereby appointed as Director of the Company."

The resolution was put to vote and was passed unanimously by show of hands.

4. Re-appointment of Mr. Ram Yeleswarapu as Director:

The Chairman then took up the Fourth item on the Agenda for the Re-appointment of Mr. Ram Yeleswarapu as Director of the Company.

The Resolution was proposed as an Ordinary Resolution by Mr. Tarun Kumar (Folio No. 120409000080541) and seconded by Ms. N. Pavithra (representing R.K.P. Investments & Consultancy Private Limited - Folio no. 1203840000727894):

"RESOLVED THAT Mr. Ram Yeleswarapu, Director, who retires by rotation and being eligible offered himself for re-appointment, be and is hereby appointed as Director of the Company."

The Chairman then put the resolution for vote and the resolution was passed unanimously by show of hands.

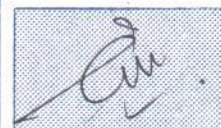
5. Appointment of Statutory Auditors of the Company for the year 2013 – 14:

The Chairman then took up the Fifth item on the Agenda regarding re-appointment of M/s. Sundar, Srini & Sridhar as Auditors of the Company.

The Resolution was proposed as an Ordinary Resolution by Mr. Ramasubramanian Kakumperumal (Folio No.1203840000440262) and seconded by Lakshmi (Folio No. 1203600000022362):

"RESOLVED THAT pursuant to Section 224 and other applicable provisions if any, of the Companies Act, 1956, M/s. Sundar, Srini & Sridhar, Chartered Accountants, the retiring auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting of the Company to examine and audit the accounts of the Company for the Financial Year 2013 – 14, at such remuneration as may be fixed by the Board of Directors of the Company."

The above resolution was put to vote and was passed unanimously by show of hands.



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SPECIAL BUSINESS:

6. Appointment of Mr. S. Srinivasan as Director:

The Chairman then took up the Sixth item on the Agenda for the Appointment of Mr. S. Srinivasan as Director of the Company.

The Resolution was proposed as an Ordinary Resolution by Mr. P. Srinivasulu (Folio No. IN30002010288342) and seconded by Mr. N. Ashok Kumar (representing DRP Consultants Private Limited - Folio no. IN30131321259989):

"RESOLVED THAT Mr. S. Srinivasan, who was appointed as an Additional Director of the Company with effect from February 14, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation."

The Chairman then put the resolution for vote which was passed unanimously by way of show of hands.

7. Appointment of Mr. Srinivasan H. R. as Managing Director:

The Chairman being interested in the said resolution requested Mr. R. Sundara Rajan, Chairman of the Audit Committee to occupy the Chair for this resolution. Mr. R. Sundara Rajan chaired the meeting and then took up the resolution for the Appointment of Mr. Srinivasan H. R. as Managing Director of the Company.

The Resolution was proposed as a Special Resolution by Mr. G. Ramesh (Folio no. R000074) and seconded by Mr. Ramasubramanian Kakumperumal (Folio No.1203840000440262)

"RESOLVED THAT subject to the provisions of Section 269, read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 if any, consent of the members of the Company be and is hereby accorded, to the appointment of Mr. Srinivasan H. R. as a Managing Director of the Company without payment of remuneration to him by the Company for a period of three years with effect from April 01, 2013."

The resolution was put to vote and was passed unanimously by show of hands.

After the resolution was passed Mr. R. Sundara Rajan vacated the Chair and Mr. Srinivasan H. R. occupied the Chair.



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8. Amendment of TAKE Solutions Employees Stock Option Scheme:

The Chairman then took up the last item on the Agenda regarding Amendment of TAKE Solutions Employees Stock Option Scheme.

The Resolution was proposed as a Special Resolution by Ms. S. R. Sringaravalli (Folio no. 1203840000437587) and seconded by Ms. Usha Kumari (Folio No. 1203970000079138):

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

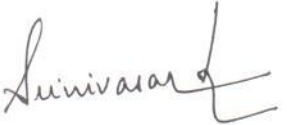
Clause 6.6: Deletion of Word "The Committee shall grant options to the employees with respect to the equity shares of the Company purchased in the open market by the ESOS Trust".

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

The resolution was put to vote and was passed unanimously by show of hands.

The Chairman thanked all the shareholders present and concluded the Meeting.

Date: September 12, 2013
Place: Chennai


Chairman



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