

Registered Office: 76, Venkatakrishna Road, Raja Annamalaipuram, Chennai-600 028.

Corporate Office: 80/81, MBC Towers, TTK Road, Alwarpet, Chennai – 600 018.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

**To
The Members**

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 to transact the following special business by the Members of Take Solutions Ltd by passing resolutions through Postal Ballot:

SPECIAL BUSINESS

Item No. 1 : To consider and, if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION

Alteration of the Memorandum of Association of the Company

RESOLVED THAT in accordance with the provisions of Section 16 and Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approvals, permissions and sanctions from appropriate authorities if any, the (Clause III A) Main Object of Memorandum of Association be altered by deleting the existing clauses of 1 and 2 and by adding the following new clauses 1 to 3; in Clause III B (The objects incidental or ancillaries to the attainment of the above main objects) by replacing 1, 6, 9, 15 & 19 with the following new clauses and in Clause III C (The Other Objects of the Company, and not included in (A) & (B) above) by replacing 2 & 4 with the following new clause:

The objects for which the Company is established are:

[A] The main objects to be pursued by the company on its incorporation are:

1. To engage in the business of design, development, manufacture, buying, selling, trading, importing, exporting, supporting and implementation of all kinds of computer hardware, software, information technology tools, solutions, value added services and internet portals.
2. To carry on the business of Business Process Outsourcing (BPO), Knowledge Process Outsourcing (KPO), Legal Processing Outsourcing (LPO) and other such outsourced services.
3. To provide services of every kind including financial, statistical, accounting, legal, medical, management, educational, engineering, data processing, communication and other technological and other services.

[B] The objects incidental or ancillary to the attainment of the above main objects are:

- 1) To open branch offices or other establishments of the Company in India or abroad for the management and effective working of the Company.
- 6) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company
- 9) To engage the services of professionals like lawyers, chartered accountants, management consultants, etc either on a full time or part basis and to remunerate them for services rendered by them.
- 15) To insure with any company, firm or person against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partly and if thought fit, to effect any such insurance by joining or becoming members of any mutual insurances, protection or indemnity associations, federation, or society and to accept any such insurance or any part thereof on account of the Company.
- 19) To amalgamate with any other company having objects altogether or in part similar to those of this Company or with companies having different objects with a view to have a vertical integration to spin off its units or to opt for a demerger of the Company into different companies with a view to further the interests of the Company and the shareholders.

[C] The Other Objects of the Company, not included in (A) & (B) above are:

- 2) To carry on the business of providing consultancy, training and advisory services in the field of computer software, Information Technology, internet portals and Information Technology Enabled Services.
- 4) To Carry on the business of buying, selling, or lease holding the lands, building, flats both for commercial and residential, agricultural farms and other immovable properties in India or abroad and collect rent and income thereof.

Item No. 2 : To consider and, if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION

Alteration of the Articles of Association of the Company

RESOLVED THAT pursuant to provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company be and is hereby altered by deleting clauses numbering 1 to 97 from the Articles of Association of the Company and adding clauses numbering 1 to 46 and the altered Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company.

1. The Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956, shall apply to this Company, except and in so far as they are altered, varied or deleted in these Articles.

INTERPRETATION

2. In these Articles:
 - a) 'The Act', means The Companies Act, 1956 as amended from time to time.
 - b) "Beneficial Owner" means the beneficial owner as defined under the provisions of the Depositories Act, 1996 and in accordance with any other law and or regulations for the time being in force.
 - c) 'The Board' or the 'Board of Directors' means the meeting of the Directors duly called and constituted or as the case may be, assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Articles, or the Directors of the Company collectively.
 - d) "Depository" shall mean a depository as defined under the provisions of the Depositories Act, 1996 and in accordance with any other law and/or regulations for the time being in force.
 - e) "Depositories Act" shall mean the Depositories Act, 1996 (22 of 1996) or any statutory modifications or re-enactment thereof.
 - f) 'Financial year' means, in relation to the Company, the period in respect of which any profit and loss account of the Company laid before it in Annual General Meeting is made up, whether that period is a year or not.
 - g) "Member" means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company and every person holding equity share capital of the Company whose name is entered as beneficial owner in the records of a depository.
 - h) 'Month' shall mean a calendar month according to the Gregorian calendar.
 - i) 'Office' means the Registered Office for the time being of the Company
 - j) 'Paid-up' shall include 'Credited as paid-up'.
 - k) 'Person' shall include any Corporation or Company as well as individuals.
 - l) 'Regulations' means these Articles of Associations or as they stand altered from time to time and includes the Memorandum of Association where the context so requires.
 - m) Proxy' means an instrument whereby any person is authorised to vote for a member at a general meeting on a poll and includes the person so authorised.

- n) 'The Register' means the Register of Members to be kept pursuant to the Act.
- o) 'Seal' means the Common Seal for the time being of the Company.
- p) 'Special Resolution' and 'Ordinary Resolution' have the meanings assigned there to respectively by Section 189 of the Act.
- q) 'Section' means a section of the Act.
- r) Words importing the masculine gender also include the feminine gender.
- s) Words importing the singular shall include the plural and words importing the plural shall include the singular.
- t) Subject as aforesaid any words or expressions defined in the Act shall except where the subject or context forbids bear the same meaning in these Articles.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 3. (a) The Authorized Share Capital of the Company shall be as per clause V of Memorandum of Association of the Company, with power to increase and reduce the Share Capital of the Company and to divide the shares in the Capital for the time being into several classes as permissible in law and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association.
- (b) The Equity Shares shall rank for dividend and return of capital *pari passu* among themselves, but in proportion to the amount paid up thereon.
- (c) Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original and shall be subject to the provisions herein contained with reference to the payment of calls, installments, transfer, transmissions, forfeiture, lien, surrender, voting and otherwise.
- (d) Subject to the provisions of Section 87(1) of the Act every holder of the Equity Share in the Capital of the Company shall have the right to vote on every resolution placed before the Company.

FURTHER ISSUE OF SHARES

- 4. (1) Where it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital, or out of increased share capital, then such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on these shares at that date. Such offer shall be made by a notice specifying the number of shares offered and limiting a time, as may be decided, but not less than 15 days from the date of the offer within which, the offer, if not accepted, will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.
- (2) Notwithstanding anything contained above, the persons concerned shall have a right exercisable by them to renounce the shares offered to them or any of them in favour of any other person within the above mentioned time limit and the notice referred in this Article shall contain a statement of this right, but this right shall not be exercised for the second time in favour of any other person.

ALTERATION OF CAPITAL

- 5. The Company may by ordinary resolution:-
 - i. Increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
 - ii. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

- iii. Subdivide its existing shares or any them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless to the provisions of clause (d) of sub section (1) section 94;
- iv. Cancel any shares, which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.

SHARES AT THE DISPOSAL OF DIRECTORS

- 6. Subject to the provisions of these Articles and of the Act, the shares including any shares forming part of any increased capital of the Company shall be under the control of Directors who may allot or otherwise dispose of the same to such persons in such proportion, on such terms and conditions, and at such times as the Directors think fit and subject to the sanction of the Company in General Meeting with full power, to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount and such option being exercisable at such time and for such consideration as the Directors think fit. The Board shall cause to be filed the returns as to allotment provided for in the Act.

POWER OF COMPANY TO ISSUE SHARES

- 7. In addition to and without derogating from the powers for that purpose conferred on the Board in accordance with these Articles, the Company in General Meeting may, subject to the provisions of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of the Act) at a premium or at par or at a discount, as such General Meeting shall determine and with full power to call for or to allot shares of any class of the Company either (subject to compliance with the provisions of the Act) at a premium or at par or at a discount, such option being exercisable at such time and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.

SWEAT EQUITY

- 8. Notwithstanding anything contained in Section-79A of the Act, the Company may issue sweat equity shares of a class of shares already issued subject to the conditions that -
 - (a) the issue of the sweat equity shares is authorised by a special resolution passed by the Company in the General Meeting;
 - (b) the resolution shall specify the number of shares, current market price, consideration, if any and the class or classes of Directors or employees to whom such equity shares are to be issued ;
 - (c) not less than one year has, at the date of issue, elapsed since the date on which the Company was entitled to commence business ;
 - (d) The sweat equity shares of the Company shall be subject to the provisions of any regulations made by SEBI and the Stock Exchanges in this behalf.

For the purpose of this clause, "Sweat Equity Shares" means equity shares issued by the Company to employees or directors at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value addition by whatever name called. All the limitations restrictions and provisions relating to equity shares shall be applicable to sweat equity shares issued by the Company.

ISSUE OF SHARE CERTIFICATES

- 9. Every person whose name is entered as a member in the Register shall be entitled to receive share certificate/s without payment.
 - a. Except as ordered by a Court of competent jurisdiction, or as by law required, the Company shall not be bound to recognise an equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, in the person from time to time registered as the holder thereof, or whose name appears as the beneficial owner of shares in the records of a Depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.
 - b. Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such

shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and the delivery of the certificate of shares to one of several joint holders shall be sufficient delivery to all such holders.

- c. The Board of Directors are authorized to split/sub-divide/consolidate share certificates in accordance with the rules prescribed thereof, and all the rules in this regard shall mutatis mutandis apply to such shares certificates.
- d. No Fee should be charged for transfer of shares or for effecting transmission or for registering any letters of probate, letters of administration and similar other documents.
- e. Notwithstanding anything contained in this Article, when the shares are dealt with in a depository, no certificate shall be issued and the Company shall intimate the details of allotment of shares to the depository immediately on allotment of such shares.
- f. In respect of shares held in a Depository, the investor shall have the option to request the Company to issue share certificate in physical form at any time, subject to the provisions of Depositories Act.

PURCHASE OF OWN SHARES

- 10. The Company shall not give whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with a purchase or subscription made or to be made by any person of, or for any shares in the Company or in its holding Company:

Provided that nothing in this Article shall be taken to prohibit –

- (i) the provision by the Company, in accordance with any scheme for the time being in force, of money for the purchase of, or subscription for, fully paid shares in the Company or its holding Company, being a purchase or subscription by trustees of, or for shares to be held by, or for the benefit of employees of the Company, including any director holding a salaried office or employment in the Company ; or
- (ii) the making by the Company of loans, within the limit laid down under the Act, or any other regulations that may be in force, at the time of making such loan, to persons (other than directors or managers) bona fide in the employment of the Company with a view to enabling those persons to purchase or subscribe for fully paid shares in the Company or its holding Company to be held by themselves by way of beneficial ownership.

VARIATION OF SHARE HOLDERS' RIGHTS

- 11. The rights attached to any class of shares (unless otherwise provided by the terms of the issue and class) may, subject to the provision of Section 106 and 107 of the Act be varied with the consent in writing of the holders of three-fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply. The necessary quorum shall be five persons at least holding or representing by proxy one-third of the issued shares of that class.

PAYMENT OF COMMISSION

- 12. Subject to the provisions of Section 76 of the Act, the Company by a resolution may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in, debentures, or debenture stock of the Company or for procuring, or agreeing to procure, subscriptions (whether absolute or conditional) for shares in or for debentures or debenture stock of the Company but so that, if the commission in respect of any such shares, debentures, or debenture stock shall be paid or payable out of the Capital the statutory conditions and requirements shall be observed and complied with and the amount or rate or commission shall not exceed such percent of the issue price of the shares and such percent of the issue price of debenture or debenture stock in each case subscribed or to be subscribed. And the extent stated above the commission may be paid or satisfied by issue and allotment of fully paid up shares, debentures or debenture stock of the Company.

SURRENDER OF SHARE CERTIFICATE

13. Any person (whether registered holder of the shares or not) being in possession of any shares certificate for the time being may surrender the said share certificate to the Company and apply to the Company for the issue of two or more fresh share certificate comprising the same shares, bearing the same distinctive number comprised in the said certificate and in such separate lots as he may desire in lieu of such share certificates so surrendered or for the consolidation of the shares comprised in such surrendered certificates into one certificate and the Directors shall issue one or more such share certificates as the case may be in the name of the person or persons in whose name the original certificate stood and the new certificate so issued shall be delivered to the person who surrendered the original certificate or to his order. No fee shall be charged for the same.

REDUCTION OF CAPITAL

14. The Company may from time to time by special resolution, subject to confirmation by the Court and subject to the provisions of Section 78, 100 to 104 of the Act, reduce its share capital in any way and in particular without prejudice to the generality of the foregoing by
- a. extinguishing or reducing the liability on any of its share in respect of share capital not paid up; or
 - b. either with or without extinguishing or reducing liability on any of its shares, cancel any paid up share capital which is lost or unrepresented by available assets; or
 - c. either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company.

CALL ON SHARES

15. (1) Subject to the provisions of Section 91 of the Act, the Board of Directors may from time to time make such calls as they think fit upon the members in respect of all moneys un paid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed time and the member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Board of Directors.
- (2) A call shall be deemed to have been made on the date fixed as the date of the making of the call by the resolution of the Board authorising the call and, failing such fixation, the call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.
- (3) Not less than 30 days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such calls the Directors may, by notice in writing to the members, extend the time for payment thereof.
- (4) If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holder for the time being of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest for the same at the rate applicable under the provisions of the Act, from the day appointed for the payment thereof to the time of Actual payment or at such lower rate as the Directors may determine. The Board of Directors shall able be at liberty to waive payment of that interest wholly or in part.
- (5) The Board of Directors may, if they think fit, receive from any member, willing to advance, all or any part of the moneys uncalled and un-paid upon any shares held by him and upon all or any part of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate as the Board may decide but shall not in respect of such advance confer a right to the dividend or participate in profits. The Directors may at any time repay the amount so advanced. The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.
- (6) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

(7) Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person to the Company in respect of calls or otherwise.

LIEN ON SHARES

16. (1) The Company shall have a first and paramount lien upon all the shares other than fully paid up shares registered in the name of each member whether solely or jointly with others and upon the proceeds of sale thereof for all moneys whether presently payable or not called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect, and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien if any, on such shares. The directors may at any time declare any share wholly or in part to be exempt from the provisions of this clause.

(2) For the purpose of enforcing the lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit, provided that such shares shall be offered to the other members of the Company and in proportion, as nearly as possible as circumstances permit, to the Equity Shares which they then hold in accordance with the relevant provisions of the Articles of Association of the Company. No sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee, curator bonis, or other legal representatives as the case may be, and default shall have been made by him or them in the payment of the sum payable as aforesaid for fourteen days after the date of such notice.

(3) The net proceeds of the sale shall be received by the Company and, after payment of the costs of such sale, applied in payment of such part of the amount in respect of which, the lien exists as is presently payable, and the residue, if any, shall subject to like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale to his legal representatives, as the case may be.

(4) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinabove given, the Board of Directors may appoint some person to execute an instrument of transfer of share sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see the regularity of the proceedings, nor to the application of purchase money, and after his name has been entered in register in respect of such shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Upon the purchaser's name being entered in the Register, the original certificates of the shares sold to it/him shall automatically stand cancelled and become null and void and new certificates of shares shall be issued in lieu thereof.

PREFERENCE SHARES

17. (1) The Company shall have power to issue preference shares in accordance with the provisions of Section 80, 81 and 85 of the Act, or any statutory modifications thereof.

(2) The Preference shares will confer upon the holders thereof the right to a fixed cumulative preferential dividend on the capital for the time being paid-up. The Preference Shares shall also confer on the holders thereof the right of winding up of the Company to payment of capital and arrears of dividend (whether earned declared or not) up to the commencement of the winding-up, in priority to the Equity Shares but shall not confer any further right to participate in any profit or asset. The holders of Preference Shares shall be entitled to dividend to be paid commencing from the date of allotment and ending at the close of such period. For the purpose of Section 87 (2) of the Companies Act, 1956 and the Articles of Association of the Company, dividend shall be due on Preference Shares in case a dividend is declared on the date specified in such declaration for payment of such dividend which date shall not be more than thirty days after the date of the Annual General Meeting which considers the accounts for the payment period and in case dividend is not so declared after the date of such Annual General Meeting shall be deemed to be the date specified for the payment of dividend on such Preference shares.

REDEMPTION OF PREFERENCE SHARES

18. (1) The Board may at any time before the expiry of the period of ten years from the date of issue, apply the net profits or the funds of the Company which may be lawfully applied for the purpose or by proceeds of a fresh issue of Redeemable Preference Shares made for the purpose of redemption in redeeming a part or whole of the Preference Shares for the time being issued and outstanding together with a sum equal to the arrears of dividend (whether earned, declared or not) up to the date of redemption.

(2) The Preference Shares to be redeemed on such occasion shall be determined by drawing of lots at such time and place in such manner as the Board may determine but in the presence of at least one of the directors and a representative of the auditors of the Company for the time-being.

(3) Forthwith after such drawing, the Company shall give the holders of the Preference shares drawn for redemption, notice in writing of the Company's intention to redeem the same and fixing a time not less than six months ahead and place for the redemption and surrender of the scrip of the Preference shares so to be redeemed.

(4) At the time and place so fixed each holder of such Preference Shares shall be bound to surrender to the Company any certificate or certificates for his Preference Shares to be redeemed and the Company shall pay to him the amount payable in respect of such shares and where such certificate comprises of any Preference Shares which have not been drawn for redemption, the Company shall issue the holder thereof, a fresh certificate thereof.

(5) The Company shall subject to section 80A of the Act, and the terms of issue of any Preference Shares be at liberty, without prejudice to its other rights from time to time to create and issue further Preference Shares ranking in all respects Pari Passu with the Redeemable Preference Shares issued under the prospectus.

SHARE WARRANT

19. The Company may issue share warrants with the previous approval of Central Government and subject to, and in accordance with the provisions of Section 114 and 115 of the Act, and subject to the provisions of the Foreign Exchange Management Act, 1999 and accordingly the Board may in the discretion, with respect to any share which is fully paid-up on application in writing signed by the person registered as holder of share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application and on receiving the certificate (if any) of the share and the amount of stamp duty on the warrant and such fee as the Board may, from time to time require, issue under the Company's Seal a warrant duly stamped stating that the bearer of warrant is entitled to the shares therein specified and may provide coupons or otherwise for the payments of dividends or other moneys on the shares included and specified in the share warrant.

EFFECT OF ISSUE OF SHARE WARRANTS

20. On the issue of a share-warrant, the Company shall strike off in the Register of Members, the name of the member entered therein as holding the shares or stock specified in the warrant as if he had ceased to be a member and shall enter in the register the following particulars, namely:
- a. The fact of the issue of share warrant;
 - b. A statement of the share or stock included in the warrant distinguishing each share by its number, and
 - c. The date of the issue of share warrants

RIGHT OF BEARER SHARE WARRANTS

21. (1) A share warrant shall entitle the bearer to the shares included in it and the shares may be transferred by the delivery of the share warrant, and the provisions of the Articles of Association of the Company with respect to transfer and transmission of shares shall not apply thereto.
- (2) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising other privileges of a member at any meeting held after the expiry of two clear days from time of deposit, as if his name was inserted in the Register of members as the holder of the shares included in the deposited warrant.
- a. Not more than one person shall be recognised as depositor of the share warrant.
 - b. The Company shall, on two days' written notice, return the deposited share warrant to the depositor
- (3) Subject to provisions as hereinbefore otherwise expressly provided in Article 57 no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote, or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company, but the bearer of a share-warrant shall be entitled in all other respects to the same privileges and

advantages as if he were named in the Register of members as the holder of the shares included in the warrant, and he shall be a member of the Company.

- (4) The Board may from time to time make rules if it shall think fit as to the terms on which a new share-warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.
- (5) The bearer of a share warrant shall, subject to the Articles of the Company be entitled, on surrendering the warrant to the Company for cancellation, and on payment of such sum as the Board may from time to time prescribe, be entitled to have his name entered as a member in the Register of members in respect of the shares specified in the warrant.

BUYBACK OF SHARES AND OTHER SECURITIES

22. (1) Notwithstanding anything contained in the Act, but subject to the provisions of sub-section (2) of section 77A and section 77B, the Company may purchase its own shares or other specified securities (hereinafter referred to as 'buy back') out of –

- (i) its free reserves; or
- (ii) the securities premium account; or
- (iii) the proceeds of any shares or other specified securities

Provided that no buy back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

(2) The Company shall not purchase its own shares or other specified securities under sub-clause (1) of this Article unless -

- a) a special resolution has been passed in general meeting of the Company authorising the buy back;
- b) the buy back is less than twenty five per cent of the total paid-up capital and free reserves of the Company

Provided that the buyback of equity shares in any financial year shall not exceed twenty-five percent, of its total paid-up equity capital in that financial year.

c) the ratio of the debt owed by the Company is not more than twice the capital and its free reserves after such buy back or at such ratio as may be fixed by the central government from time to time in this regard;

TRANSFER AND TRANSMISSION OF SHARES

23. (1) The instrument of transfer shall be in writing and the provisions of Section 108 of the Companies Act, 1956 and of any modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof. The instrument of transfer of any shares in the Company shall be executed by both the transferee and the transferor. The transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

(2) The Board may, at their absolute discretion and without assigning any reason, decline to register.

- i. the transfer of any share whether fully paid or not to a person of whom they do not approve;
- ii. any transfer or transmission of shares on which the Company has a lien.

PROVIDED that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person indebted to the Company on any account whatsoever except a lien on the shares.

(3) If the Board refuses to register any transfer or transmission of shares they shall within one month from the date on which the instrument of transfer or the intimation of such transmission was delivered to the Company, send notice of such refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

Provided further that the restrictions contained in this Article shall not apply to shares held in a depository.

(4) In case of refusal by the Board of Directors to register the transfer or transmission, the decision of the Board shall be subject to the right of appeal.

(5) That a common form of transfer shall be used and the instrument of transfer shall be in writing and all provisions of section 108 of the Companies Act, 1956 and statutory modifications thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

(6) The Board, at their discretion, may decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of one class of shares. Further the shares for transfer should be in marketable lot subject to the listing agreement that may be executed to various Stock Exchanges.

(7) No fee shall be charged by the Company for registration of transfers or for effecting transmissions of shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.

(8) In the event of death of any one or more of several joint holders, the survivor or survivors, alone shall be entitled to be recognised as having title to the shares.

(9) In the event of death of any one holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

(10) Provisions of this article shall apply to shares held in a depository except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in a depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act, 1996 or such other regulations for the time being in force.

DEMATERIALISATION OF SECURITIES

24. (1) Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialise its shares including preference shares, debentures and other securities pursuant to the Depositories Act, 1996, and to offer its shares, debentures and other securities for issue in dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of members holding shares both in material and dematerialised form in any media as permitted by law including any form of electronic media.

(2) Every person subscribing to the securities offered by the Company and every member or debenture holder shall have the option to hold the securities in the form of Security Certificate or to hold the securities with a depository when permitted.

(3) Where any holder of securities surrenders his Certificate of Securities held in the Company in accordance with section 6 of the Depository Act, 1996, and the Securities and Exchange Board of India (Depositories and participants) Regulations, 1996, the Company shall cancel the name of the relevant depository and inform the Depository accordingly.

(4) The Company shall maintain a record of certificates of securities that have been so dematerialised and destroyed.

(5) Such person who holds their securities with the depository can at any time opt out of the depository, if permitted by law, and the Company shall in such manner and within such time as prescribed by law issue to such person the requisite Certificate of Securities by Rematerialisation.

Depositories Act to apply to share held in depositories

25. Notwithstanding anything contained herein, in the case of transfer of shares whether preference and/or equity or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of Depositories Act, 1996 shall apply.

Index of beneficial owners deemed to be index of members

26. (1) A register of index of beneficial owners maintained by a depository under section 11 of the Depositories Act, 1996, shall be deemed to be an index of members and register of debenture holders, as the case may be, for the purpose of the Act.

(2) Any person becoming entitled to a share in consequence of death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided elect either.

- i. to be registered himself as a holder of the share; or
- ii. to make such transfer of the share as the deceased or insolvent member could have made.

(3) The Board shall in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

Nomination of Shares/Debentures

27. (1) Notwithstanding anything contained in these Articles, a shareholder or debenture holder of the Company may at any time nominate in the form and manner prescribed by the Company in accordance with the rules if any framed by the Central Government under Section 109A of the Act, a person to whom his shares in, or debentures, of the Company shall vest in the event of his death.

(2) Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of all the joint holders.

(3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall on the death of the shareholder or the debenture holder of the Company, or as the case may be, on the death of the joint holders become entitled to all rights on the shares or debentures of the Company or, as the case may be, all the joint holders in relation to such shares in or debenture of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

(4) Where the nominee is a minor, it shall be lawful for the holder of the shares, or the holder of debentures to make the nomination to appoint in the prescribed manner any person to become entitled to shares in or debentures of the Company, in the event of his death, during the minority.

Transmission of Shares/Debentures

28. (1) Notwithstanding anything contained in these Articles, any person who becomes a nominee by virtue of the provisions of the preceding Article, upon the production of such evidence as may be required by the Board and subject as hereinafter provided elect, either -

a) To be registered himself as holder of the share or debenture, as the case may be, or

b) To make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture holder, as the case may be could have made.

(2) If the person being the nominee, so becoming entitled elects to be registered as a shareholder or debenture holder, himself as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.

(3) All the limitations, restrictions and provisions of the Act or these Articles, relating to the right to transfer and the registration of transfers of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the case may be.

(4) A person being a nominee, becoming entitled to a share or debenture by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share or debenture except that he shall not, before being registered a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided that Board may at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.

(5) The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice or persons having or claiming any equitable right, title

or interest in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto if the Board shall think fit.

GENERAL MEETING

29. (1) The Board may call an Extra-Ordinary General Meeting either on its own motion or on the requisition of the members in accordance with Section 169 of the Act.
- (2) Five members personally present shall be a quorum for a general meeting and no business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business.
- (3) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved and in any other case, it shall stand adjourned to the same day in next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall constitute a quorum.
- (4) The Chairman of the Board of Directors shall preside over every General Meeting of the Company and if he is not present within 15 minutes from the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Joint Chairman of the Board, if any, shall preside over at every General Meeting of the Company.
- (5) If there is no such Chairman or Joint Chairman or if at any General Meeting either the Chairman or Joint Chairman is not present within 15 minutes from the time appointed for holding the meeting or if they are unwilling to Act as Chairman, the members present shall chose a Director present, to be the Chairman of the Meeting and if no director is present or all the Directors are unwilling to take the chair, the members present shall choose one among them to be the Chairman.
- (6) The Chairman may, if so directed by the meeting, adjourn that meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (7) At General Meetings a resolution put to the vote at the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the provisions of section 179 of the Act. Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (8) In the case of an equality of votes, the Chairman shall, both on a show of hands and on a poll, have a casting vote in addition to the votes to which he may be entitled as a member.
- (9) If a poll is duly demanded in accordance with the provisions of Section 179, it shall be taken in such manner as the Chairman, may direct subject to the provisions of Section 184 and Section 185 of the Act, and the results of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.
- (10) Any act or resolution which, under the provisions of these Article or of the Act is permitted or required to be done or passed by the Company in General Meetings, shall be sufficiently so done or passed if effected by an ordinary resolution as defined in Section 189(1) of the Act, unless either the Act or these Articles specifically require such act to be done or resolution to be passed by a Special Resolution as defined in Section 189(2) of the Act.

Passing of Resolution by Postal Ballot

30. A listed public Company may and in the case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, instead of transacting the business in general meeting of the Company adhering to the provisions and procedures laid down under Section 192A of the Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

BOARD OF DIRECTORS

31. (1) Until otherwise determined by the Company in General Meeting, the number of directors shall not be less than three and not more than twelve, including an additional or nominated directors.
- (2) The First Directors of the Company are:
1. Srinivasan H R
 2. Seshadri R
- (3) Subject to Section 255(1) and subject to any agreement with a lender or bank or a financial institution, nominated director shall not be liable to retire by rotation.
- (4) Regulation 66 of Table 'A' shall not apply to this Company and a director need not hold any shares to qualify himself to be a director of this Company.
- (5) The Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
- (6) The Board of Directors may appoint any individual to be an alternate Director to Act for a Director (hereinafter referred to as the 'Original Director') during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An alternate Director so appointed shall not hold office as such for a period longer than that permissible to the Original Director and shall vacate office if and when the Original Director returns to the State in which meetings of the Board are ordinarily held. If the term of office of the Original Director is determined before he so returns to the State aforesaid, the provisions contained in the Act or these Articles for the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director but not to the alternate Director.
- (7) An alternate Director shall (except as regards power to appoint an alternate Director) be subject in all respects to the terms and conditions existing with reference to the Original Director in whose place he is appointed as an alternate Director and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting, notices of all resolutions proposed to be passed by circulations and notices of any meetings of committees of the Directors of which the Original Director (in whose place he is appointed as an alternate Director) is a member.
- (8) One person may act as alternate Director to more than one Original Director and while he is so acting shall be entitled to a separate vote for each Original Director he is representing and, if he is himself a Director, his vote or votes as an alternate Director shall be addition to his own vote.
- (9) An Original Director shall not be liable for the Acts and defaults of any alternate Director appointed in his place.
- (10) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Director allowed for the time being, but he shall counted (both in his own behalf and on behalf of each Original Director for whom he is acting as a alternate Director at that meeting) for the purpose of reckoning whether a quorum is present at any meetings of the Directors or of Committees of Directors attended by him at which he is entitled to vote.
- (11) If the Office of any Director appointed by the Company in general meeting is vacated before the term of his office would expire in the normal course, the resulting casual vacancy occurring on the Board may be filled by the Board, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.
- (12) The Director for the time being of the Company shall each be entitled to be paid a sitting fee as may be fixed by the Board in accordance with section 309 of the Act for every meeting of the Board, or of any committee of the Board, attended by them.
- (13) In addition to sitting fees, the Directors shall be entitled to be paid all travelling, halting and other expenses incurred by them in attending the meetings of the Board or of any committee of the Board from their normal place or residence and returning from such meetings of the Board or of any committee of the Board.
- (14) If any Director shall be appointed to advise the Board as an expert or be called upon to perform extra service or make special exertions for any of the purposes of the Company, the Board may after obtaining the

sanction of the Company in general meeting by a Resolution and such sanction as may be necessary of the Central Government pay to such Director such special remuneration may be in the form of either salary, commission or compensation on a per diem basis.

(15) No Director of the Company or any other Office shall hold any office or place of profit except under the provisions of sections 204, 314, 314(1A), 314(B), or any other relevant provisions of the Act.

RETIREMENT AND REMOVAL ETC. OF DIRECTORS

32. (1) At every annual general meeting one third of such of the directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. The Directors to retire in such cases shall be those who have been longest in office since their last appointment but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) A retiring Director shall be eligible for re-appointment.

(3) The Company at the annual general meeting at which a Director retires in the manner aforesaid may fill the vacated office by appointment of another individual thereto if he or some member intending to propose him has, not less than fourteen days before the meeting, left at the Office a notice in writing under his hand signifying his candidature for the office of director or the intention of such member to propose such person as a candidate for that office, as the case may be, along with a deposit of five hundred rupees which shall be returned to such person, or as the case may be, to such member, if the person succeeds in getting elected as a director and he has signed and filled with the Registrar his consent in writing to Act as such director within thirty days of his appointment. The Company shall notify the members in accordance with the provisions of Section 257 of the Act.

(4) The appointment of Directors shall be voted upon individually.

(5) If, at any annual general meeting at which an appointment of directors ought to take place, the place of any retiring directors is not filled up, and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place and if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, and if at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall, if willing, and is not otherwise disqualified be deemed to have been reappointed unless the resolution for such reappointment has been put to the vote and lost either at the adjourned meeting or at the previous meeting.

(6) The Company may, from time to time, in general meeting, increase or reduce the number of directors, subject to approval by the Central Government in the case of an increase over the limit prescribed by the Articles.

(7) The office of a Director shall become vacant under the conditions stipulated in Section 283 of the Act.

(8) Subject to the provisions of the Act and the following provisions, the Company may remove a director (not being a director nominated by the Central Government under Section 408 of the Act or by the Articles providing for the appointment of non-rotational Directors by Government and Financial Institutions) by Ordinary resolution.

(9) Special notice shall be given of any resolution to remove a director under this Article or to appoint some other person in place of a director so removed at the meeting at which he is removed.

(10) On receipt of notice of a resolution to remove a director under this Article, the Company shall forthwith send a copy thereof to the director concerned, and the director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.

(11) Where notice is given of a resolution to remove a director under this Article and the director concerned makes in respect thereto representations in writing to the Company (not exceeding a reasonable length) and the Company shall, unless the representations are received by it too late for it to do so, (i) in the notice of the resolution given to members of the Company, state the fact of the representations having been made; and (ii) send a copy of the representations to every member of the Company to whom notice of the meeting is sent (whether before or after receipt of the representations by the Company); and if a copy of the representations is not sent as aforesaid because of the Company's default, the director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting.

Provided that copies of the representations need not be sent out and the representations need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

(12) A vacancy created by the removal of a director under this Article, may if he had been appointed by the Company in general meeting or by the Board in pursuance of Article 31 be filled by the appointment of another director in his stead by the meeting at which he is removed; provided special notice of the intended appointment has been given under sub-clause (9). A director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.

(13) If the vacancy is not filled under sub-clause (d) it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable, of Article 31 and all the provisions of that Article shall apply.

(14) A director who was removed from office under this Article shall not be re-appointed as a director by the Board of Directors.

(15) Nothing contained in this Article shall be taken.

(i) as depriving a person removed thereunder of any compensation or damages payable to him in respect of the termination of his appointment as director or of any appointment terminating with that as director; or

(ii) as derogating from any power to remove a director which may exist apart from this Article.

PROCEEDINGS OF THE BOARD OF DIRECTORS

33. (1) The Directors may meet together as a Board for the despatch of business from time to time and shall so meet at least once in every three months, and at least four such meetings shall be held in every year. The directors may adjourn and otherwise regulate their meetings and proceedings as they think fit. The Managing Director or the Secretary may at any time and at the request of any Director convene a meeting of the Board.

(2) Notice of every meeting of the Board of Directors of the Company or of any Committee appointed by the Board shall be given in writing to every director for the time being in India and at his usual address in India to every other Director.

(3) The quorum for a meeting of the Board of Directors shall be one-third of the total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two whichever is higher. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which are by or under the Act or the Articles of the Company for the time being vested in or exercisable by the Board of Directors generally, subject always to the provisions of the Act and these Articles.

(4) If a Meeting of the Board or a Committee of the Board or of any adjournment or adjournments thereof cannot be held for want of a quorum, then every such original or adjourned meeting shall stand adjourned from time to time to such day time and place as the director or Directors present at such meeting may fix.

(5) The Board and any Committees of the Board may elect one among its members to be the Chairman and determine the period for which he is to hold office.

(6) All meetings of the Directors shall be presided over by the Chairman, if present and willing to Act, but if at any meeting of Directors, the Chairman be not present at the time appointed for holding the same, or shall be unwilling to preside, then and in that case the Directors shall chose one of their member then present to preside at the meeting.

(7) Subject to the provisions of section 292 of the Act, the Board may delegate any of its power to committee or committees consisting of such member or members of their body as they may think fit, and they may from time to time revoke and discharge any such committee either wholly or in part, and either as to person or purposes, but every committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All Acts done by any such Committee in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board. Subject to the provisions of the Act, the Board may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the Board in terms of these Articles and may pay the same.

(8) The meetings and proceedings of any such Committee shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Directors so far as the same are applicable thereto, and may not be superseded by any regulations made by the Directors under the last preceding Article.

(9) All meetings of any Committees of the Board shall be presided over by the Chairman of the Committee or if no such chairman is not present or is unwilling to preside, the members present may choose one of their number then present to preside at the meeting.

(10) A Committee may meet and adjourn as it thinks proper.

(11) All decisions of the Board and/or of any Committee of the Board shall require an affirmative vote of a majority of the Directors (or their alternates) present and voting at the meeting. The Chairman of the Board or of the Committee shall have a second or casting vote in the case of an equality of votes.

(12) All Acts done by any meeting of the Board or of a Committee thereof, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such Directors or that any or any of them were disqualified, be as valid as if every such director has been duly appointed and was qualified to be a director.

(13) The continuing director may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum fixed by the Articles the continuing directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company, but for no other purpose.

(14) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by Circulation, if the Resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee, then in India (not being less in number than the quorum required for a meeting of the Board or of the Committee thereof, as the case may be), and to all the Directors or members of the Committee at their usual addresses in India and the resolution has been approved by a majority of all such Directors or members of the Committee as are entitled to vote on the Resolution.

SECRETARY

34. Subject to the provisions of the Act in this behalf the Board of Directors may from time to time appoint any qualified individual, as the whole time Secretary of the Company to perform duties which may be performed by a Secretary under the Act and any other purely ministerial and administrative duties as the Board of Directors may from time to time assign to the Secretary including the duty to keep the registers required to be kept under the Act.

MANAGING DIRECTOR

35. 1. Subject to the provisions of Section 267 of the Act and to these Articles, the Board shall have the power to appoint from time to time any of its members as Managing Director or Managing Directors of the Company upon such terms and conditions as the Board thinks fit.
2. Subject to the provisions of Sections 198, 269, 309, 310 and 311 of the Act, the remuneration of the Managing Director shall be fixed by the Company in General Meeting and may be by way of fixed remuneration or at a specified percentage of the net profits of the Company or both provided that such percentage shall not exceed five for any one such Managing Director and ten for all of them together.
3. The Directors may subject to the provisions of Sections, 291 to 297 of the Act and these Articles from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restriction as they think expedient; and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary any of such powers.

POWER OF THE DIRECTORS

36. Subject to the provisions of the Act, the management and business affairs of the Company shall be vested in the directors and the directors may exercise all such powers and do all such acts and things as the Company is, by the Memorandum of Association or otherwise, authorised to exercise and to do or by the Statute or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject, nevertheless, to

the provisions of the Act and any other Act and of the Memorandum of Association and these Articles from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

37. Without prejudice to the general powers conferred by Article and the other powers conferred by these presents and so as not in any way to limit any or all of these powers it is hereby expressly declared that, subject as aforesaid, the directors shall have powers:
- i. to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
 - ii. to pay and charge to the capital account of the Company the interest lawfully payable thereon under the provisions of Section 76 and 208 of the Act;
 - iii. subject to the provisions of the Act and these Articles to purchase or otherwise acquire any lands, buildings, machinery, premises, assets, rights, credits royalties and goodwill of any person, firm or Company carrying on the business, which this Company is authorised to carry on, at or for such price or consideration on such terms and conditions as they think fit, and, on any such purchase or acquisition, to accept such title as the Board may believe or may be advised to be reasonably satisfactory;
 - iv. subject to the provisions of the Act, to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and out houses thereon, situate in any part of India, at such price or rent and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
 - v. to erect, contract, enlarge, improve, alter, maintain, pull down, rebuild or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company.
 - vi. to let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 293 of the Act, any property of the Company, either absolutely or conditionally, and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise as they may think fit.
 - vii. Subject to Section 292 of Act, to open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from such account from time to time as the Directors may think fit.
 - viii. to secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and in such other manner as they may think fit.
 - ix. to appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company any Property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation and to provide for the remuneration of such trustee or trustees.
 - x. to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 293 of the Act to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company.
 - xi. to refer, subject to the provisions of Section 293 of the Act any claims or demands by or against the Company to arbitration and observe and perform the awards;
 - xii. to make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company subject to the provisions of Section 293 of the Act;
 - xiii. to determine from time to time, as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documentation on the Company's behalf.
 - xiv. to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;
 - xv. subject to such sanction as may be necessary under the Act, or the Articles, to give to any Director, Officer, or

other person employed by the Company, interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise of a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

- xvi. to subscribe, or contribute otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, object,.
- xvii. to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensions or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons and, also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be the benefit of or to or any such other Company as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
- xviii. to appoint and, at their discretion to remove or suspend Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they think fit. The provisions contained in the Article following shall be without prejudice to the general powers conferred by this clause;
- xix. at any time and from time to time by power of attorney to appoint any person or persons to be the Attorney of the Company for such purposes and with such powers, authorities and discretion's (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors think fit) be made in favour of any Company or the members, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;

BORROWING POWERS

38. (1) The Directors may from time to time at their discretion exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debenture, debenture-stock, and other securities whether outright or as security for any debts, liability or obligation of the Company. The Company may give the lender power to nominate Director/Directors in the Board at their discretion.

(2) Subject to the provision of Section 292 of the Act, the Board may, from time to time at its discretion by a resolution passed at the meeting of the Board, accept deposits from members either in advance of call or otherwise and generally raise or secure the payment of any sum or sums of money for the purpose of the Company. Provided, however, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loan obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid up capital of the Company and its free reserve (not being reserves set apart for any specific purpose), the Company shall obtain the consent of the Company in General Meeting.

(3) The payment or repayment of moneys borrowed as aforesaid may be secured in such a manner and upon such terms and conditions in all respects as the special resolution shall prescribe including by the issue of debentures or debenture - stock of the Company, charge upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being and debentures, debenture-stock and other securities may be made assignable from any equities between the Company and the person to whom the same may be issued.

(4) Any debenture, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at General Meeting, appointment of Directors and otherwise, Debentures, Debenture-stocks, Loan/Loans with the right to conversion into or allotment of shares be issued only with the consent of the Company in General Meeting accorded by a Special Resolution.

COMMON SEAL

39. (1) The Board shall provide a common seal ("The Seal") for the purposes of the Company, and shall have powers from time to time to destroy the same and substitute a new one in lieu thereof and the Board shall provide for the safe custody of the Seal for the time being.

(2) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or one of its Committees and unless the Board otherwise determines every deed or other instrument to which the Seal is required to be affixed shall be signed at least by two directors and Secretary of the Company or authorised Signatory in whose presence the Seal shall have been affixed provided that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity in the affixture thereof.

WINDING UP

40. If the Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital or capital deemed to be paid-up such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up or deemed to be paid-up at the Commencement of the Winding up, on the shares held by them respectively, and if in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid-up or deemed to be paid-up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital paid-up or deemed to be paid-up at the commencement of the winding up on the shares held by them respectively. Where capital is paid-up on any shares in advance of calls upon the footing that the same shall carry interest, such capital shall be excluded and shall be repayable in full before any distribution is made on paid-up capital or capital deemed to be paid-up together with interest at the rate agreed upon. The provisions of this Article shall be subject to any special rights or liabilities attached to any special class of shares forming part of the capital of the Company.
41. The liquidator may, with the sanction of a special resolution, divide amongst the members in specie the whole or any part of the assets of the Company.

INDEMNITY

42. Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary and other Officer or servant of the Company shall be indemnified by the Company and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, losses, expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or Act or thing done by him as such Officer or servant or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.

SECRECY

43. Every Director, Manager, Auditor, Treasurer, Trustee, Member or Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company, with the customers and the state of accounts with individuals and in matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law or the person to whom such matters relate, except so far as may be necessary in order to comply with any of the provisions of these presents.
44. The Company shall have among its objectives the promotion and growth of the national economy through increased productivity, effective utilisation of material and manpower resources and continued application of modern, scientific and managerial technique in keeping with the national aspirations, and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shareholders, society and local community.

GENERAL POWER

45. Whenever in the Companies Act, it has been provided that the Company shall have any right, privileges or authority or at the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case this Regulation hereby authorizes and empowers the Company to have such right, privilege or authority and to carry such transaction, as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

46. All documents or notices to be or given by members on or to the Company or to any officer thereof shall be served or given by sending it to the Company or officer at the office by post or leaving it at the office. Provided that where the securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may absolute discretion deem necessary, expedient or proper to give effect to this resolution including to delete the existing articles.”

Item No. 3 : To consider & if thought fit, to pass with or without modification, the following Resolution as SPECIAL RESOLUTION:-

Issue of securities under TAKE Solutions Employee Stock Option Scheme (ESOS)-2007 to employees of the Company

RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at the Extraordinary General Meeting of the Company held on 10th December 2007, and pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchange(s), the Securities and Exchange Board of India (Employees Stock Option Scheme and Stock Purchase Scheme) Guidelines, 1999 and other rules and regulations / guidelines prescribed by Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, the Stock Exchanges or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanction of any authorities as may be required, and subject to such terms, conditions or modifications as may be prescribed or imposed by any of such authorities while granting such approvals, consents, permissions and sanctions, which 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) is hereby authorised to accept, consent of the Company be and is hereby accorded to the Board to introduce and implement the TAKE SOLUTIONS Employee Stock Option Scheme (ESOS) and to create, grant, offer, issue and allot, to or for the benefit of such person(s) as are in the permanent employment of the Company, whether working in India or out of India, and the Directors (including the whole-time Directors) of the Company, (hereinafter collectively referred to as the "Employee(s)", equity shares of the Company and / or other instruments giving right to the Employee(s) to purchase or subscribe such number of equity shares / equity linked instruments including any depository receipts convertible into equity shares (herein after collectively referred to as (the "Securities") at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board may decide.

RESOLVED FURTHER THAT the maximum number of Securities issued / granted in terms of this Resolution, to any single Employee (including any Non-Executive Director or independent director) during one year shall not exceed one percent (1%) of the issued and paid up equity shares of the Company, provided however that the aggregate Securities issued / granted to all Employees under the ESOS shall not exceed 6,000,000 (Sixty Lakhs) equity shares of the face value of Re.1 each.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid Resolution shall in all respects rank pari passu inter se with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Securities may be allotted in accordance with the ESOS either directly or through a trust which may be set up and /or in any other permissible manner and that the ESOS may also envisage for providing financial assistance to the trust by the Company to enable the trust to acquire, purchase or subscribe the securities of the Company as per the ESOS.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger, amalgamation, sale of division and any other form of corporate restructuring, if any, additional shares are issued by the Company to the Employees for the purposes of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 6,000,000 (Sixty Lakhs) equity shares of Re.1 each shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are subdivided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Employees under the ESOS shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re.1 per equity share bears to the revised face value of the equity shares of the Company after subdivision or consolidation, without affecting any other rights or obligations of the said Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities under the ESOS on the Stock Exchanges, where the Securities of the Company are listed/proposed to be listed, as per the provisions of the Listing Agreements executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary or modify the terms of ESOS in accordance with any guidelines or regulations that may be issued, from time to time, by any appropriate authority unless such variation, modification or alteration is detrimental to the interests of the Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the securities without the Board being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, or Chairman of the Company with a power to further delegate the same to any executives/officers of the company to do all such acts and deeds, matters and things as also execute documents, writings, and other papers as may be necessary in this regard.

RESOLVED FURTHER THAT the above resolutions shall override all earlier resolutions passed by the shareholders of the Company for the purpose of any Employee Stock Option Scheme (ESOS)

Item No. 4 : To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

Issue of securities under TAKE Solutions Employee Stock Option Scheme (ESOS)-2007 to employees of holding company and subsidiary companies

RESOLVED THAT the TAKE Solutions Employees Stock Option Scheme (ESOS) 2007 be extended to eligible employees (including directors whether whole-time directors or not) of the holding company and the subsidiary companies of the Company (both, present and future in India and overseas), whether working in India or out of India, on similar terms and conditions as those for the Employees of the Company as may be decided by the Board of Directors of the Company or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, in a manner similar to the Resolution at item No. 3, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, and with power on behalf of the Company to extend and give effect to the ESOS to the Employees of the holding and subsidiary companies of the Company.

By the Order of the Board

For TAKE Solutions Limited.

-sd-

S. Sridharan

Managing Director

Place : Chennai

Date : Jan 30, 2009

Notes:

1. An explanatory statement pursuant to Section 173(2) and 192A of the Companies Act, 1956 setting out all material facts is annexed hereto.
2. The Board of Directors at its meeting held on 30th January 2009 has appointed Ms. B. Chandra, A. C. S., Practicing Company Secretary as Scrutinizer to receive and scrutinize the completed Ballot Papers from the Members. Self addressed, postage prepaid envelop attached to this Notice bears the address to which duly completed postal ballot form is to be sent.
3. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before 23rd March, 2009 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

4. The Scrutinizer will submit her final report to the Chairman of the Company as soon as possible after the last date of receipt of postal ballot but not later the closing business hours of 30th March, 2009.
5. The Chairman /Director of the Company shall announce the results of postal ballot on 30th March, 2009 at the Corporate Office of the Company at 6th Floor, MBC Towers, TTK Road, Alwarpet, Chennai – 600 018 at 5.00 P.M. The date of declaration of the postal ballot result will be taken to be the date of passing of the special resolution, The result of the Postal Ballot shall also be announced through the website of the Company: www.takesolutions.com
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Corporate Office of the Company during the office hours on all working day except Saturday and Sunday between 11.00 a.m. to 1.00. p.m. till 23rd March, 2009
7. The Notice is being sent under certificate of posting to all the Members whose names would appear in the Register of Members / Record of Depositories as on 6th February, 2009
8. The Board of Directors of the Company has appointed Mr. S. Sridharan, Managing Director and Mr. P. Srinivasan, Company Secretary as the persons responsible for the entire postal ballot process.

Explanatory Statement as required under Section 173(2) and 192A (2) of the Companies Act, 1956 to the accompanying Notice Dated January 30, 2009.

Item No.1 & 2 - Memorandum and Articles of Association

In line with the substantial expansion of the operations of the Company, the Objects Clause of the Memorandum of Association be amended to specifically align with the Company's current business operations. Hence, suitable amendments are being made to the Objects Clause.

Similarly, the Articles of Association has been proposed to be altered.

The Board of Directors accordingly recommends the resolution set out Item No. 1 & 2 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (passing of Resolution by Postal Ballot) Rules, 2001. The proposed business is in the best interest of the Company and its members.

None of the Directors of the Company is, in any way, concerned or interested in the resolutions.

Item No 3 & 4 - Employees Stock Option Plan ("ESOS"):-

The Members of the Company had approved the Employee Stock Option Scheme (ESOS) for the permanent employees and whole time and executive directors of the Company by passing a special resolution at the Extraordinary General Meeting of the Company held on 10th December 2007. However some of the details as required by Clause 6 of Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 were not furnished in the explanatory statement of the earlier resolution and keeping in view of the above, it is deemed appropriate to seek fresh approval of the Members in supersession of the earlier resolution passed by the members.

The Human Resource plays a vital role in the growth and success of an organization. The Board of Directors of the Company ("Board") has identified the need to reward the permanent employees and to enable them to participate in the future growth and financial success of the Company and has therefore proposed to offer the employees an option to acquire the equity shares of the Company through ESOS.

Amongst many others, the Board has the following broad objectives in mind:

- a) attract, retain and motivate talented and critical employees;
- b) encourage employees to align individual performance with Company objectives;
- c) reward employee performance with ownership in proportion to their contribution.

In view of the above, the Board has formulated an ESOS and administer the same through a Compensation Committee of the Board and all transactions between the Employee and the Company pertaining to the ESOS will be administered through a Trust formed / to be formed for this purpose and has accordingly seek the approval of the members for the same.

The salient features of the ESOS are set out below:

1. Total number of options to be granted:-

- (i) The maximum number of equity shares that may be issued pursuant to exercise of options granted to the participants under ESOS shall not exceed 6,000,000 (sixty lakhs only) equity shares of the Company of the face value of INR 1/- (Indian rupees one only) each. The Company reserves the right to increase or reduce such number of shares as it deem fit.
- (ii) One option entitles the holders of the options to apply for one equity shares of the Company.

2. Classes of Employees entitled to participate in the Take Solutions ESOS 2007

Eligible Employees:
ESOS would include:

- a) a permanent employee who is on the payroll of the Company working in or out of India.
- b) a director of the Company, whether a whole time director or not;
- c) a employee as defined in sub-clauses (i) or (ii) of a subsidiary/ step-subsiidiary of the Company, in India or out of India, or of a holding company of the Company.

Ineligible Employees:
ESOS would not include:

- a) a promoter; or
- b) belongs to the promoter group; or
- c) a director , who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10 percent of the outstanding equity shares of the Company or the successor company.

3. Requirement of vesting, period of vesting and maximum period within which the options shall be vested:

The Unvested Options shall be eligible for Vesting with the Participant, unless the Compensation Committee decides otherwise, in accordance with the following schedule:

- a) 30% of the total Options granted shall be eligible for Vesting on the first anniversary of the Grant date.
- b) Further 30% of the total Options granted shall be eligible for Vesting on the second anniversary of the Grant date.
- c) Balance 40% of the total Options granted shall be eligible for Vesting on the third anniversary of the Grant date.

4. Exercising Price or Pricing Formula:

At such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board / Compensation Committee may decide, provided that the exercise price per option shall not be less than the par value of the equity share of the Company and shall not be more than the market price as defined in the Guideline's.

5. Exercise period and process of exercise:

- (i) The Exercise period shall be for a period of 5 years from the date of vesting of option, which is subject to continued employment.
- (ii) The options will be exercisable by employees by written application to the designated officer as may be prescribed by the Board under the Scheme.
- (iii) The options will lapse if not exercised within the specified exercise period.

6. The appraisal process for determining the eligibility of employees/directors to the ESOS;

- (i) The eligibility would depend on the period for which employees are in the employment of the company, Salary grade or level, Criticality of the role, Potential of the individual, Performance of the individual and such other factors as the Compensation Committee may think appropriate.
- (ii) The Board/ Compensation committee may at its discretion extend the benefit of the scheme to a new entrant or any other existing employee on such other basis as it may deem fit.

7. Maximum number of options to be issued per employee/director and in aggregate:

- (i) The maximum no of shares that may be issued by the Trust pursuant to the Exercise of Options granted to the participant under ESOS shall not exceed 300,000 (three lakhs only) equity shares of the Company of the face value of INR 1/- (Indian rupees one only) each. The company reserves the right to increase or decrease such number of shares as it deems fit. Each Option will entitle the Participant to one share of the Company.

(ii) The maximum number of equity shares that may be issued pursuant to exercise of options granted to the participants under ESOS shall not exceed 6,000,000 (sixty lakhs only) equity shares of the Company of the face value of INR 1/- (Indian rupees one only) each. The Company reserves the right to increase or reduce such number of shares as it deems fit.

(iii) As per revised Clause 49 of the Listing Agreement, the resolution for introduction of ESOS Scheme should specify the limits of the maximum number of stock options that can be granted to Non-Executive Directors, including independent Directors, in any financial year and in aggregate. Accordingly, it is proposed to fix the following limits for Non-executive directors.

- Upto 50000 options per annum
- Aggregate options not to exceed 10% of total options granted under the Scheme

(iv) The Board of Directors of the Company may with the due consent of the shareholders, issue fresh equity for the purpose of the plan only when shares in the Trust have been entirely allotted or earmarked through Grant of Options.

8. Accounting Policies:

The Company shall comply with the accounting policies prescribed by the Securities Exchange Board of India (SEBI) and any other appropriate authorities from time to time.

9. Method of Valuation:

The Company shall use the intrinsic value method to value the options issued under Take ESOS 2007

Since the Company calculates the employee compensation cost using intrinsic value of Stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors Report and also the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Director's report.

As per Guidelines, a separate resolution is required to be passed if the benefit of the Employee Stock Option Scheme are to be extended to the employees/directors of Subsidiary Companies and Holding Companies of the Company and/or such other persons as may from time to time be allowed to enjoy the benefits of the plan in the same manner and subject to terms and conditions as mentioned herein.

Accordingly resolution set out as item No. (3) and Item No. (4) are being placed for the approval of the shareholders pursuant to Section 81(1A) of the Companies Act, 1956 and Class 6 of the Guidelines and all other applicable provisions of the law time being in force.

10. Effective Date:

The effective date of ESOS would be the date on which ESOS is approved by the shareholders of the Company.

The draft of ESOS, 2007 is available for inspection at the Corporate Office of the Company at, 80/81 MBC Towers-6th Floor, TTK Road, Alwarpet, Chennai-600 018.

The Board of Directors accordingly recommends the resolution set out Item No. 3 & 4 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (passing of Resolution by Postal Ballot) Rules, 2001. The proposed business is in the best interest of the Company and its members.

None of the Directors of the Company is, in any way, concerned or interested in the resolutions, except to the extent of the Options that may be offered to them under the Scheme.

By the Order of the Board

For TAKE Solutions Limited.

-sd-

S. Sridharan

Managing Director

Place : Chennai

Date : Jan 30, 2009