Dated: July 18, 2007
RED HERRING PROSPECTUS
Please read section 60B of the Companies Act, 1956
(The Red Herring Prospectus will be updated upon ROC filing)
100% Book Building Issue

TAKE SOLUTIONS LIMITED

(We were originally incorporated under the Companies Act, 1956 on December 20, 2000 as TAKE Solutions Private Limited and registered with the Registrar of Companies, Tamil Nadu. Pursuant to a Scheme of Amalgamation, a company namely, Millennium Infocomm Limited was merged with our Company w.e.f. January 1, 2003 i.e. the Appointed Date; the Scheme of Amalgamation came into effect on February 23, 2004 i.e. the Effective Date and the word "Private" was deleted from the name of the Company by the Registrar of Companies, Tamil Nadu on March 29, 2004.)

Registered Office: # 76, Venkatakrishna Road, Raja Annamalaipurum, Chennai 600028, India. The Registered office of our Company was earlier situated at No.17, Oliver Road, Mylapore, Chennai 600004 and has been shifted to the present address w.e.f. November 28, 2003.Tel: (+91 44) 2461 7358; Fax: (+91 44) 2461 7360

Corporate Office: # 80/81, MBC Towers, 6th Floor, TTK Road, Alwarpet, Chennai 600 018, India Tel: (+91 44) 6696 4200, 6696 5555

Contact Person: Mr. Venkataraman Sundar-Vice President - Finance & Company Secretary Tel: (+91 44) 6696 4200, 6696 5555
Email: ipo@takesolutions.com Website: www.takesolutions.com

PUBLIC ISSUE OF 2,100,000 EQUITY SHARES OF RS. 10 EACH (EQUITY SHARES) OF TAKE SOLUTIONS LIMITED ("TAKE" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE AGGREGATING RS. [●] MILLION (THE "ISSUE"). THE ISSUE COMPRISES OF A NET ISSUE TO THE PUBLIC OF 2,000,000 EQUITY SHARES ("NET ISSUE") AND THE RESERVATION OF 100,000 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION") AT THE ISSUE PRICE. THE ISSUE WILL CONSTITUTE 17.50% OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY CAPITAL OF THE COMPANY. THE NET ISSUE CONSTITUTES 16.67% OF THE FULLY DILUTED POST ISSUE PAID-UP EQUITY CAPITAL OF THE COMPANY.

PRICE BAND: RS. 675 TO RS. 730 PER EQUITY SHARE OF FACE VALUE OF RS 10/- EACH

The Issue Price is 67.5 times the face value at the lower end of the Price Band and 73 times the face value at the higher end of the Price Band

In case of revision in the Price Band, the Bidding/Issue Period will be extended for three additional working days after such revision of the Price Band subject to the Bidding/Issue Period not exceeding 10 days. Any revision in the Price Band and the revised Bidding/Issue Period, if applicable, will be widely disseminated by a notice to the Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), by issuing a press release, and also by indicating the change on the website of the Book Running Lead Manager ("BRLM") and at the terminals of the Syndicate.

In terms of Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957, the Net Issue being less than 25% of the post issue capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Net Issue shall be allotted on a proportionate basis to Qualified Institutional Buyers ("QIB") out of which 5% shall be available for allocation on a proportionate basis to Mutual Funds only. Further upto 10% of the Net Issue will be available for allocation to Non-Institutional Bidders on a proportionate basis and up to 30% of the Net Issue will be available for allocation to Retail Individual Bidders on a proportionate basis, subject to valid bids being received at or above the Issue Price. Further 100,000 Equity Shares shall be available for allocation on a proportionate basis to Eligible Employees subject to valid bids being received at or above the Issue Price. We have not opted for grading of this Issue.

RISK IN RELATION TO THE FIRST OFFER

This being the first issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs.10/- per Equity Share and the Floor Price is 67.5 times of the face value and the Cap Price is 73 times of the face value. The Issue Price (as determined by the Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares issued by way of Book Building) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares of the Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity related securities involve a high degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus.

Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page xiii of this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares issued through this Red Herring Prospectus are proposed to be listed on the BSE and NSE. The in-principle approval of the BSE and NSE for the listing of the Equity Share has been received pursuant to letters dated January18, 2007 and Janaury 22, 2007, respectively. BSE shall be the Designated Stock Exchange for the purpose of this Issue.

BOOK RUNNING LEAD MANAGER (BRLM)	REGISTRAR TO THE ISSUE
Edelweiss Ideas create, values protect **Edelweiss Capital Limited** 14th Floor, Express Towers, Nariman Point, Mumbai - 400 021 Tel: +91 22 2286 4400, Fax: +91 22 2288 2119. Website: www.edelcap.com Contact Person: Ms. Cheryl Menezes Email: take.ipo@edelcap.com	INTIME SPECTRUM REGISTRY LIMITED **Intime Spectrum Registry Limited** C-13, Pannalal Silk Mills Compund, LBS Marg, Bhandup (W), Mumbai, India 400078 Tel: +91-22-25960320 (9 Lines), Fax: +91-22-25960329 Email: take@intimespectrum.com Website: www.intimespectrum.com Contact Person: Mr. Salim Shaikh

ISSUE PROGRAMME

BID/ISSUE OPENS ON: AUGUST 1, 2007	BID/ISSUE CLOSES ON: AUGUST 7, 2007

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DEFINITIONS, ABBREVIATIONS AND TECHNICAL TERMS

Conventional / General Terms

Term	Description
"TAKE" or "the Company" or "the Issuer" "Our Company" or "TAKE Solutions Limited" Or "we" or "us" and "our"	**TAKE Solutions Limited**, a public limited company incorporated under the Companies Act, 1956.
Subsidiaries of TAKE Solutions Limited	1. Autopartsasia Private Limited 2. TAKE United Sdn Bhd 3. Towell-TAKE LLC 4. CMNK Consultancy & Services Private Limited 5. TAKE Solutions Inc. (Subsidiary of CMNK Consultancy & Services Private Limited) 6. Applied Clinical Intelligence, LLC (Subsidiary of TAKE Solutions Inc.) 7. ClearOrbit Inc., USA (Subsidiary of TAKE Solutions Inc.) 8. TAKE Solutions GmbH (Subsidiary of TAKE Solutions Inc.)
TAKE Group	TAKE Solutions Limited and its Subsidiaries as defined above.

Issue Related Terms

Terms	Description
Allotment	Unless the context otherwise requires, the Allotment of Equity Shares pursuant to this Issue
Allottee	The successful Bidder to whom the Equity Shares are/have been issued
Articles/Articles of Association	Articles of Association of TAKE Solutions Limited
Auditors	The Statutory Auditors of the Company viz. M/s. Sundar Srini & Sridhar
Bankers to the Company	HDFC Bank Limited, The Hongkong and Shanghai Banking Corporation Limited, Yes Bank Limited, City Union Bank Limited and IDBI Bank Limited
Bankers/Escrow Bankers to the Issue	The Banks which act as such and with which the Escrow Account will be opened in terms of the RHP and the Escrow Agreement being The Hongkong & Shanghai Banking Corporation Limited, HDFC Bank Limited, UTI Bank Limited, Yes Bank Limited.
Bid	An indication to make an offer during the Bidding / Issue Period by a prospective investor to subscribe to our Equity Shares at a price within the Price Band, including all revisions and modifications thereto.
Bid Amount	The highest value of the optional Bids indicated in the Bid-cum-Application Form and payable by the Bidder on submission of the Bid for the Issue.
Bid Closing Date/ Issue Closing date	The date after which the Syndicate will not accept any Bids for the Issue, which shall be notified in a widely circulated English National Newspaper, Hindi National Newspaper and a Tamil Newspaper with a wide circulation in Chennai.
Bid- cum- Application Form/ Bid Form	The form in terms of which the Bidder shall make an offer to subscribe to the Equity Shares offered in this Issue and which will be considered as the application for issue and allotment of the Equity Shares in terms of this Red Herring Prospectus.
Bid Opening Date/ Issue Opening Date	The date on which the members of the Syndicate shall start accepting Bids for the Issue, which shall be the date notified in a widely circulated English National Newspaper, Hindi National Newspaper and a Tamil Regional Newspaper with a wide circulation in Chennai.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form.

Terms	Description
Bidding Period/ Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders can submit their Bids.
Board of Directors / Board	The Board of Directors of TAKE Solutions Limited
Book Building Process	Book Building process as provided under Chapter XI of the SEBI DIP Guidelines, in terms of which the Issue is being made.
BRLM/Book Running Lead Manager	Book Running Lead Managers to the Issue, in this case being Edelweiss Capital Limited
CAN/Confirmation of Allocation Note	The note or advice or intimation of allocation of Equity Shares sent to the Bidders who have been allocated Equity Shares after discovery of the Issue Price in accordance with the Book Building Process.
Cap Price	The higher end of the Price Band, above which Issue Price will not be finalized and above which no Bids will be accepted.
Companies Act	The Companies Act, 1956, as amended.
Corporate Office	Corporate Office of the Company situate at 80/81, MBC Towers, 6th Floor, TTK Road, Alwarpet, Chennai 600018.
Cut-off Price	Any price within the Price Band finalized by the Company in consultation with the BRLM. A Bid submitted at Cut-off Price is a valid Bid at all price levels within the Price Band. Only Retail Bidders and Bidders in the “Employee Reservation Portion” applying for a maximum bid in any of the bidding option not exceeding Rs. 100,000/- are allowed to bid at the Cut-off Price.
Depository	A depository registered with SEBI under the SEBI (Depository and Participants) Regulations, 1996.
Depositories Act	The Depositories Act, 1996, as amended.
Depository Participant	A depository participant as defined under the Depositories Act.
Designated Date	The date on which Escrow Collection Banks transfer the funds from the Escrow Account of the Company to the Issue Account, after the Prospectus is filed with the RoC, following which the allotment will be made to successful Bidders.
Designated Stock Exchange	The Bombay Stock Exchange Limited
Draft Red Herring Prospectus/ Draft RHP/DRHP	The Draft Red Herring Prospectus issued in accordance with Section 60B of the Companies Act which does not have complete particulars of the price at which the Equity Shares are being offered and the size of the Issue.
Eligible NRI	NRI from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue.
Eligible Employees	(a) A permanent employee of our Company and our Indian subsidiaries as on June 15, 2007 working in India or overseas, as certified by the Company Secretary and who continues to be in permanent employment of our Company as on the date of submission of the Bid cum Application Form. (b) A director of our Company and our Indian subsidiaries other than a Promoter, whether a whole-time director, part time director or otherwise as on the date of submission of the Bid cum Application Form.
Employee Reservation Portion	The portion of the Issue being 100,000 Equity Shares of Rs. 10 each available for allocation to Eligible Employees on a competitive basis.
Equity Shares	Equity shares of face value of Rs.10 each of the Company
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidder will issue cheques or drafts in respect of the Bid Amount when submitting a Bid

Terms	Description
Escrow Agreement	Agreement entered into amongst the Company, Members of Syndicate, the Registrar, the Escrow Collection Bank(s) and the BRLM for collection of the Bid Amounts and for remitting refunds (if any) of the amounts collected, to the Bidders
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to the Issue at which the Escrow Account will be opened in this case being The Hongkong & Shanghai Banking Corporation Limited, HDFC Bank Limited, UTI Bank Limited and Yes Bank Limited.
Financial Year/Fiscal/FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated.
First Bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, below which the Issue Price will not be finalized and below which no Bids will be accepted.
Indian GAAP	Generally Accepted Accounting Principles in India
Issue	Public Issue of 2,100,000 Equity Shares of Rs. 10 each, including 100,000 Equity Shares of Rs.10 each available for allocation to Eligible Employees, of our Company at the Issue Price under this Red Herring Prospectus.
Issue Price	The final price at which Equity Shares will be allotted in the Issue, as determined by our Company in consultation with the BRLM, on the Pricing Date and being Rs. [●].
Issue Account	Account opened with the Banker(s) to the Issue to receive monies from the Escrow Account for the Issue on the Designated Date.
GIR Number	General Index Registry Number
Margin Amount	The amount paid by the Bidder at the time of submission of his/her Bid, which may be 10% or 100% of the Bid Amount, as applicable depending on the category of the Bidder or such additional margin not exceeding 100% of the Bid Amount that may be called for by the Company in consultation with the BRLM.
MOA/Memorandum/ Memorandum of Association	Memorandum of Association of TAKE Solutions Limited
Mutual Funds	Mutual Funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996.
Mutual Funds Portion	5% of the QIB portion or 60,000 Equity Shares available for allocation to Mutual Funds, only out of the QIB Portion on a proportionate basis.
Net Issue/Net Issue to the Public	The portion of the Issue less the Employee Reservation portion, being an issue of 2,000,000 Equity Shares of Rs. 10 each.
Non-Institutional Bidders	All Bidders that are not Qualified Institutional Buyers or Retail Individual Bidders and who have bid for an amount more than Rs. 100,000.
Non Institutional Portion	The portion of the Issue being 200,000 Equity Shares of Rs. 10/- each available for allocation to Non-Institutional Bidders.
Non Residents	A person resident outside India, as defined under FEMA.
NRIs / Non-Resident Indian	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin, each such term as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time.
OCB/Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.

Terms	Description
Pay-in-Date	Bid / Issue Closing Date or the last date specified in the CAN sent to Bidders, as applicable.
Pay-in-Period	(i) With respect to Bidders whose Margin Amount is 100% of the Bid Amount, the period commencing on the Bid / Issue Opening Date and extending until the Bid/ Issue Closing Date; and (ii) With respect to QIBs, whose Margin Amount is 10% of the Bid Amount, the period commencing on the Bid/Issue Opening Date and extending until the closure of the Pay-in Date.
Price Band	Being the price band with Floor Price of Rs. 675 per Equity Share and Cap Price of Rs. 730 per Equity Share.
Pricing Date	The date on which the Company, in consultation with the BRLM, finalizes the Issue Price.
Private Placement	Allotment of 900,000 Equity Shares of Rs.10 each of our Company, to Passport India Investments (Mauritius) Limited and Galleon International Master Fund Spc, Ltd. New Silk Route Pipe Segregated Portfolio at a price of Rs.625 per Equity Share.
Promoters	TAKE Solutions Pte. Limited, Aakanksha Management Consultancy and Holdings Private Limited, DRP Consultants Private Limited, Mr. Harikesavanallur Ramani Srinivasan, Mr. Sridharan Sivan, Mr. Devaki Venkataraman Ravi and Mr. Ram Yeleswarapu.
Promoter Group	**Individuals forming part of the Promoter Group:** Mr. Harikesavanallur Ramani Srinivasan Mr. H.S. Ramani Mrs. Sulochana Ramani Mrs. Soumithra Srinivasan Ms. Aakanksha Srinivasan Ms. Aasheesha Srinivasan Ms. Koushalya Madhavan Ms. Soumya Vinod Mrs. Vidya Sailesh Patni Mr. Sridharan Sivan Mrs. Jaya Bharti Mrs. Shanthi Sridharan Ms. Sushindri Sridharan Ms. Shivanthika Sridharan Mr. Srikanth Sivan Mrs. Sridevi Mr. Devaki Venkataraman Ravi Mr. D.V. Venkataraman Mrs. D.V. Mathuram Mrs. Padma Shankari Ravi Mr. Praveen D. Ravi Mr. Pradeep D. Ravi Mr. D.V. Prasad Mrs. Uma Prasad Mr. Ram Yeleswarapu Mr. Krishnamurthy Yeleswarupu Mrs. Lakshmi Yeleswarupu Mrs. Sunita Yeleswarapu Mr. Abhishek Yeleswarapu Ms. Divya Yeleswarapu Mr. Subrahmanyan Yeleswarupu Mr. Rao Yeleswarapu Mr. Balendra Latupalli

Terms	Description
	Mr. Kalyan Gopalakrishnan Mr. Krish Vaidyanathan **Corporate Entities forming a part of the Promoters Group** TAKE Solutions Pte. Limited Aakanksha Management Consultancy and Holdings Private Limited DRP Consultants Private Limitedi Start Web Private Limited Esyspro Infotech Limited Asia Global Trading (Chennai) Private Limited
Prospectus	The Prospectus filed with the RoC, in terms of Section 60 of Companies Act containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information.
Public Issue Account	In terms of Section 73 of the Companies Act an account opened with Banker(s) to the Issue to receive money from the Escrow Account for the Issue on the Designated Date.
Qualified Institutional Buyers or QIBs	Public financial institutions as specified in Section 4A of the Companies Act, FIIs, scheduled commercial banks, Mutual Funds registered with SEBI, multilateral and bilateral development financial institutions, venture capital funds registered with SEBI, foreign venture capital investors registered with SEBI, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with minimum corpus of Rs.250 Million and pension funds with a minimum corpus of Rs.250 Million
QIB Margin	An amount representing at least 10% of the Bid Amount that the QIBs are required to pay at the time of submitting their Bid.
QIB Portion	The portion of the Issue being 1,200,000 Equity Shares of Rs. 10/- each to be compulsorily allocated to QIBs.
Red Herring Prospectus or RHP	This Red Herring Prospectus issued in accordance with Section 60B of the Companies Act, which does not have complete particulars of the price at which the Equity Shares are issued and the size of Issue. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Issue Opening Date and will become a Prospectus after filing with the RoC after the pricing and allocation.
Refund Account	Account opened with an Escrow Collection Bank, from which refunds of the whole or part of the Bid Amount, if any, shall be made.
Registered Office	Registered office of the Company situate at #76, Venkatakrishna Road, Raja Annamalaipuram, Chennai 600028.
Registrar/Registrar to the Issue	Registrar to the Issue, in this case being Intime Spectrum Registry Limited.
ROC / Registrar of Companies	Registrar of Companies, Chennai situated at Shastri Bhavan, No. 26, Haddows Road, Chennai 600006.
Retail Individual Bidder	Individual bidder who applies for the Equity Shares of or for a value of not more than Rs.100,000.
Retail Portion	The portion of the Issue being 600,000 Equity Shares of Rs. 10/- each available for allocation to Retail Individual Bidder(s)
Scheme/ ESOS	The Employee Stock Option Scheme 2006 passed by the Company at its EGM held on June 21, 2006, including any modification thereof.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Price in any of the Bid options as per their Bid-cum-Application Form and as modified by their subsequent Revision Form(s), if any.
Stock Exchanges	BSE and NSE.

Terms	Description
Syndicate Agreement	Agreement to be entered into among the Company and Syndicate Member(s) in relation to the collection of Bids in the Issue.
Syndicate or Members of Syndicate	BRLM and the Syndicate Members.
Syndicate Members	Edelweiss Securities Limited.
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate Member to the Bidder as proof of Registration of the Bid.
Underwriters	The BRLM and the Syndicate Members
Underwriting Agreement	The Agreement between the Underwriters and the Company to be executed into on or after the Pricing Date.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI (Venture Capital Fund) Regulations, 1996 as amended from time to time.

Glossary of Technical and Industry Terms

Terms	Description
4D Model	Discover, Develop, Deliver, Delight
AES	Advanced Encryption Standard
ASP	Application Service Provider
ASPX	Active Service Page XML
BPM	Business Process Management
CDISC	Clinical Data Interchange Standards Consortium – XML Standard for clinical data exchange
CFR	Code of Federal Regulations
CII	Confederation of Indian Industry
CGMP	Current Good Manufacturing Practice
CMMI Level 5	A global capability maturity model assessment process defined by Software Engineering Institute of Carnegie Melon University, which certifies process quality standards as predictable for software development
CRM	Customer Relationship Management
CRO	Clinical Research Organisation
Domain	Specialised knowledge in a business function
DMS	Document Management System
DW/BI	Data Warehousing and Business Intelligence
EAEM	European Agency for Evaluation of Medicinal Products
EDC	Electronic Data Capture
ERP	Enterprise Resource Planning
ECG	European Contact Group
FMCG	Fast Moving Consumer Goods
Framework	A development and execution environment that allows easy programming by using libraries to work together seamlessly to create applications that are easier to build, manage, deploy and integrate with other networked systems
GMP	Good Manufacturing Practice

Terms	Description
HHT	Hand Held Terminal
HIPAA	Health Insurance Portability and Accountability Act (U.S. Legislation)
HL7	Electronic interchange of clinical, financial, administrative information amongst health care oriented computer systems
IDA	Industrial Disputes Act, 1947
IPR	Intellectual Property Rights
ISV	Independent Software Vendor
IVRS	Interactive Voice Response System
LAB	Laboratory Standards Team
LS	Life Sciences
MHLW	Ministry of Health, Labour & Welfare of Japan
MMA	Madras Management Association
NASSCOM	National Association of Software and Service Companies
PDA	Personal Data Assistant
Platform	Combination of an operating system, database and programming language normally belonging to the same vendor
PLR	Prime Lending Rate
PMG	Product Management Group
QA	Quality Assurance
RFID	Radio Frequency Identification Device
RTE	Real Time Enterprise
SAAS	Software As A Service
SAG	Solution Architect Group
SCC	Supply Chain Coordination/ Collaboration
SCE	Supply Chain Execution
SCM	Supply Chain Management
SCP	Supply Chain Planning
SDLC	Software Development Life Cycle
SI	System Integrator
SME	Small and Medium Enterprise
SOA	Service Oriented Architecture
SPL	Structural Product Labeling
STPI	Software Technology Parks of India
TBT	Technology Based Training
TRMS	Training Records Management System
TRIPS	Trade Related aspects of Intellectual Property Rights
UDDM	Universal Drug Development Model/Methodology

Terms	Description
USFDA/FDA	United States Federal Drug Agency
UNCITRAL	United Nations Commission on International Trade Law
Verticals	Business or Industry Sectors viz. FMCG, Retail, Automobile, Pharma, Manufacturing, Financial Services & Insurance

Abbreviations of General Terms and Terms used in the Red Herring Prospectus

Abbreviation	Full Form
ACI	Applied Clinical Intelligence, LLC, a company established under the laws of the State of Pennsylvania, USA.
APL	Autopartsasia Private Limited, a company incorporated and registered under the Companies Act.
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A/c	Account
British Pound Sterling/£	The official currency of the United Kingdom.
BSE	Bombay Stock Exchange Limited.
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited.
CGRM	Corporate Governance Resource Management.
CMNK	CMNK Consultancy and Services Private Limited, a Company incorporated and registered under the Companies Act, 1956.
ClearOrbit	ClearOrbit Inc. USA, a Company established under the laws of the State of Delaware, USA.
EEFC	Exchange Earners Foreign Currency
EGM	Extraordinary General Meeting
EOU	Export Oriented Unit
EPS	Earnings Per Share
ETL	Extraction Transformation Loading
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under FEMA (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FSI	Financial Services and Insurance
FVCIs	Foreign Venture Capital Investors, as defined and registered with SEBI under SEBI (Foreign Venture Capital Investor) Regulations, 2000, as amended.
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time

Abbreviation	Full Form
MICL	Millennium Infocomm Limited, a company incorporated and registered under the Companies Act and merged with our Company w.e.f. January 1, 2003 i.e. the Appointed Date under a Scheme of Amalgamation by an order of the Madras High Court.
MICR	Magnetic Ink Character Recognition.
Mn/mn	Million
MoF	Ministry of Finance, GoI
MOU	Memorandum of Understanding
MSIPL	Metalogics Systems (India) Private Limited, a company incorporated and registered under the Companies Act.
NAV	Net Asset Value
NCA	Non Compete Agreement
NDA	Non Disclosure Agreement
NPV	Net Present Value
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
OR/Omani Rial	The official currency of the Sultanate of Oman
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit after Tax
RBI	Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Rs. /INR/ Indian Rupees	The official currency of the Republic of India.
RM/ Malaysian Ringgit	The official currency of the Republic of Malaysia.
RTGS	Real Time Gross Settlement
SCRR	The Securities Contracts (Regulations) Rules, 1957, as amended.
SGD/ Singapore Dollar	The official currency of the Republic of Singapore.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended.
SEBI DIP Guidelines/ SEBI Guidelines	SEBI (Disclosure and Investor Protection) Guidelines, 2000 issued by SEBI on January 27, 2000, as amended including instructions and clarifications issued by SEBI.

Abbreviation	Full Form
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997, as amended from time to time
SR/ Srilankan Rupee	The official currency of Sri Lanka.
TAC	TAKE Acquisition Corp., a company established under the laws of Delaware that has now been merged with ClearOrbit Inc., USA
TAKE Inc. / Take Solutions Inc.	TAKE Solutions Inc., a company established under the laws of the State of New Jersey, USA.
TAKE Pte.	TAKE Solutions Pte. Limited, a company established under the laws of the Republic of Singapore.
Towell	W.J. Towell & Co. LLC company established under the laws of the Sultanate of Oman and having its registered office at Muscat.
Towell TAKE	Towell TAKE, LLC a joint venture company established between TAKE and Towell, under the laws of Sultanate of Oman and having its registered office at Muscat.
TAKE United	TAKE Solution United, Sdn Bhd, a company established under the laws of the Republic of Malaysia.
TAKE Solutions GmbH	TAKE Solutions GmbH, a company established under the laws of Switzerland
US/ USA	United States of America
USD/ US$/ $/ United States Dollar	The official currency of the USA
U.S. G.A.A.P	Generally Accepted Accounting Principles in the United States of America
UI	United Integrated Sdn Bhd, a company established under the laws of the Republic of Malaysia
UST	United Software Technology Sdn Bhd, a company established under the laws of the Republic of Malaysia

PRESENTATION OF FINANCIALS AND MARKET DATA

The financial data in this Red Herring Prospectus is derived from our restated consolidated financial statements prepared in accordance with Indian GAAP and included in this Red Herring Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the next year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. The degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

Throughout this Red Herring Prospectus, all figures have been expressed in Millions, unless otherwise stated. Unless the context otherwise requires, all references to one gender also refers to another gender and the word "lac" or "lakhs" or "lakh" means "100 thousand", the word "Million (Mn) " means "10 lacs", the word "crore" means "10 Million" and the word "Billion (bn)" means "100 crores". In the section titled "Industry Overview", some figures have been expressed in Billion. All references to "India" contained in this Red Herring Prospectus are to the Republic of India. All references to "Rupees" or "Rs." are to Indian Rupees, the official currency of the Republic of India. All references to USD are to the United States Dollars, the official currency of the United States of America.

Market Data

Unless stated otherwise, industry data used throughout this Red Herring Prospectus has been obtained from industry publications, internal company reports, sources and data generally available in the public domain. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. We have informed all relevant sources of industry related information regarding use of their respective publication/reports in this RHP. The information obtained from internal company reports and contained in this Red Herring Prospectus has been obtained from sources believed to be reliable, but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Although the Company believes that industry data used in this Red Herring Prospectus is reliable, it has not been independently verified. Similarly, internal company reports and data, while believed to be reliable, have not been verified by an independent source.

FORWARD LOOKING STATEMENTS

Forward looking Statements

This Red Herring Prospectus contains certain “forward-looking statements”. Statements concerning our future operations, prospects, strategies, financial condition, future economic performance (including growth and earnings) and demand for our products and services, and other statements of our plans, beliefs, or expectations, including the statements contained in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” regarding industry conditions, production levels, net sales and income, other infrequent expenses, cost reductions from facility rationalizations, realization of net deferred tax assets and the fulfillment of working capital needs, are forward-looking statements. These forward looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “target”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue”, “can”, “could”, “may”, “should”, “would” or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements for example, under the section titled “Objects of the Issue”,” Business Overview”. These forward-looking statements may include statements that address activities, events or developments that we anticipate may occur in the future, including:

- Demand for our products and services;
- Introduction of new technologies;
- Ability to develop and introduce new or enhanced versions of our products;
- Price and product competition;
- Installation of our products;
- Increase in salaries payable to software professionals;
- Ability to retain and attract qualified personnel; and
- Changes in foreign currency exchange rates;
- Ability to control costs; and
- General economic conditions in countries in which we are present or do business;

The forward-looking statements we make are not guarantees of future performance and are subject to various assumptions, risks, and other factors that could cause actual results to differ materially from those suggested by these forward-looking statements. These factors include, among others, those set forth below.

Forward-looking statements that we make or that are made by others on our behalf are based on knowledge of our business and the environment in which we operate. We cannot assure you that the results or developments anticipated by us will be realized or, even if substantially realized, that they would have the expected consequences to or effects on us or on our business or operations. For further discussion of the factors that could cause our actual results to differ, see section titled “Risk Factors” on page xiii of this RHP.

Our business is subject to risks, uncertainties and factors beyond our control. Our outlook is predominantly based on our interpretation of what we consider key economic assumptions and involves risks and uncertainties that could cause actual results to differ.

Neither our Company, BRLM, any member of the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and BRLM will ensure that the investors are informed of material developments until such time as the grant of listing and trading permissions by the Stock Exchanges.

RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all of the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. If any of the following risks actually occur, our business, results of operations and financial condition could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.

These risks may not be the only ones we face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider immaterial. Unless otherwise mentioned, we are not in a position to quantify to the extent of the risks specified herein.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality:

1. Some events may not be material individually but may be found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having a material impact in the future.

Internal Risk Factors and Risks Relating to Our Business

1. There are certain outstanding litigation proceedings filed against our Company

Criminal Case

- The Directorate of Prevention of Food Adulteration has filed a complaint (No.141 of 2004) before the Metropolitan Magistrate, New Delhi against our Company, our Director Mr. Rangasami Seshadri, our employee Mr. Anurag Pandviya and others under the Prevention of Food Adulteration Act, 1954 ("PFA") in respect of the Food Inspector finding a sample of refined soya bean oil not conforming to the standards set for it under the PFA procured for the purposes of a customer by the Company.

Income Tax Proceedings

- The Income Tax Department has filed an Appeal before the Income Tax Appellate Tribunal ("ITAT") against an Order passed by the Commissioner of Income Tax (Appeals), Chennai rejecting the contention of the Assessing Officer disallowing MICL's deduction of product development expenses as revenue expenditure and treating the same as capital expenditure claimed by MICL for the FY 2003-2004 i.e. prior to the amalgamation of MICL with our Company. The disallowance of product development expense incurred assessed as revenue expenditure by the Assessing Officer further disallows a claim of loss of Rs. 15,914,250 and allows depreciation at the rate of 25% only.

Even incase the above proceedings are decided against us, it shall not significantly impact our financial position.

For more information on these legal proceedings, please refer to section titled "Outstanding Litigations and Material Developments" on page no. 204 of this Red Herring Prospectus.

2. Rapid changes in business environment require us to keep pace with changes and upgrade our domain knowledge to meet these changes. Inability to maintain domain competency may have a material adverse effect on our business and financials.

We believe that our future success will depend, to an extent, upon our ability to attract and retain domain specialists to enhance our existing products and to introduce new products and features to meet the requirements of our customers in a rapidly developing and evolving market. We are currently devoting our domain resources to refining and expanding our base software modules and for developing products that operate in state-of-the-art computing environments. If we are unable to anticipate or respond adequately to such needs, due to domain resource crunch, technological or other constraints, our business and results of operations could be affected.

3. ***Product defects or software errors could adversely affect our business.***

Design defects or software errors may cause delays in product introductions or damage customer satisfaction and may have a material adverse effect on our business, results of operations and financial condition. Our software products are complex and may, from time to time, contain design defects or software errors that may be difficult to detect and correct.

As our products are generally used by our customers to perform critical business functions, design defects, software errors, misuse of our products, incorrect data from external sources or other potential problems within or out of our control, may arise from the use of our products and may result in financial or other damages to our customers, for which we may be held responsible. Although we have license agreements with our customers that contain provisions designed to limit our exposure to potential claims and liabilities arising from customer problems, these provisions may not effectively protect us against such claims in all cases and in all jurisdictions. In addition, as a result of business and other considerations, we may undertake to compensate our customers for damages caused to them arising from the use of our products, even if our liability is limited by a license or other agreement. Claims and liabilities arising from customer problems could also damage our reputation, adversely affecting our business, results of operations and financial condition. Further, we are not covered under any “Errors and Omissions” insurance.

4. ***Technology may render our current technology based products obsolete or require us to make substantial investments in up gradation or adoption of new technology. If we are not able to upgrade our products to meet technological changes, it may have a material adverse impact on our business.***

IT infrastructure used by most of our customers may be modified or new operating systems, systems software, and computer hardware may be introduced. Such new introductions could, in the future incorporate features that perform functions currently performed by our products, or could require substantial modification of our products to maintain compatibility with such hardware or software. Although, we have to date been able to adapt our products and business to the changes introduced, but there can be no assurance that we will be able to do so in the future. Failure to adapt or upgrade our products in a timely manner to technology changes or our customers’ decision to forego the use of our products in favour of those with comparable functionality contained either in the hardware or operating system could have a material adverse effect on our business and operators.

5. ***Our intellectual properties are not extensively protected against third party infringement.***

As of the date hereof, our intellectual properties are not extensively protected against third party infringement. We have not submitted copyright applications or other forms of intellectual property protection in respect of all our products and will have only restricted legal recourse against any unauthorized use of such products. Further, we have not applied for registration of any of our trademarks/trade names outside India and some of the ones made in India are pending registration, which may also lead to unauthorized use of our trademarks. Competitors or potential competitors may also attempt to copy or reverse engineer aspects of our software or product lines or obtain and use information that is proprietary to us. If we are unable to maintain the security of our proprietary intellectual properties, it could adversely affect our business and results of operations.

6. ***We are exposed to risks of compliance with an array of local laws, taxes and restrictions in the geographical regions in which we are present and where we expand our operations.***

We are presently doing business in US and Asia Pacific regions. Conducting business internationally exposes us to certain risks inherent in doing business in these markets, including:

- Legal and cultural differences in the conduct of business;
- Difficulties in staffing and managing foreign operations and employee claims arising therefrom;
- Longer payment cycles;
- Difficulties in collecting accounts receivable, withholding taxes and repatriation of funds,
- Immigration regulations that limit our ability to deploy our employees,
- Political instability, and
- Variations in effective income tax rates among countries where we conduct business.

One or more of these factors could have a material adverse effect on our operations, which could harm our financial condition.

In order to support the growth of our business in international markets, we expect to continue to incur costs to build infrastructure ahead of anticipated revenues. As a result of this expansion, we must continue to implement and improve our operational and financial control systems and to expand, train and manage our employee base and relationships with third-party implementation providers. In case of any adverse geopolitical or economic events in the markets we operate, may result in a strain on our Company's management and operations. There can be no assurance that our Company's international operations will continue to be successful or that our Company will be able to manage effectively the increased level of operations on account of the above factors. The inability to manage these activities effectively would have a material adverse effect on our Company's business, results of operations, financial condition or cash flows.

7. ***We intend to acquire companies, businesses, technologies, services or products, or enter into strategic partnerships or alliances with third parties. These acquisitions may not turn out to be as valuable as estimated and the alliances and partnerships we enter into may be unsuccessful.***

We may acquire companies, businesses, technologies, services or products or enter into strategic partnerships or alliances with other persons where we believe such acquisition or partnership shall enhance our market position or strategic strengths. We cannot assure you that suitable acquisition targets can be found, that acquisitions can be consummated on favorable terms or that we will be able to complete otherwise favorable acquisitions because of regulatory and other legal considerations. If we do complete acquisitions, we cannot assure you that they will ultimately enhance our products or strengthen our competitive position. In addition, any acquisitions that we make could lead to difficulties in integrating personnel and operations from the acquired businesses due to cultural and other differences and in retaining and motivating key personnel of the acquired entity. Such acquisitions may also result in legal complexities and consequences like taking over of hidden liabilities. This may disrupt our ongoing operations, divert management from day-to-day responsibilities, increase our expenses and may have a material adverse effect on our results and prospects. Further, the partnership alliance entered by us may not continue for a long time due to cultural and other differences that may affect such relationships. Any fall out from such relationships may affect our functions and operations in the geographies where we are present through any partnership alliances.

8. ***If we fail to adapt to changing market conditions and compete successfully with existing or new competitors, our business could be harmed.***

We face competition from numerous companies and shareware authors that may develop competing products.

The widespread inclusion of products that perform the same or similar functions as our products within computer hardware or other companies' software products could reduce the perceived need for our products, or render our products obsolete and unmarketable. Furthermore, even if these incorporated products are inferior or more limited than our products, customers may elect to accept the incorporated products rather than purchase our products. In addition, the software industry is currently undergoing consolidation as software companies seek to offer more extensive suites and broader arrays of software products, as well as integrated software and hardware solutions. This consolidation may negatively impact our competitive position, which could adversely affect our business, financial condition, operating results, and cash flow.

We believe that our ability to compete depends on a number of factors, including:

- The development of software by others that compete with our products and services;
- The price at which others offer competitive software and services;
- The responsiveness of our competitors to customer needs; and
- The ability of our competitors to hire, retain and motivate key personnel.

We compete with a number of companies that have long operating histories, large customer base, substantial financial, technical, sales, marketing and other resources, and strong name recognition. Other potential competitors have established, and may establish in the future, cooperative relationships among themselves or with third parties to increase their ability to address the needs of our prospective customers. In addition, our competitors have acquired, and may continue to acquire in the future, companies that may enhance their market offerings. Accordingly, new competitors or alliances among competitors may emerge and rapidly acquire our market share. As a result, our competitors may be able to adapt new or emerging technologies more quickly than us and devote greater resources to the promotion and sale of their products. We cannot assure you that we will be able to compete successfully with existing or new competitors. Failure by us to adapt to changing market conditions and to compete successfully with established or new competitors may have a material adverse effect on our results of operations and financial condition.

9. ***A critical success factor for our business is our ability to attract and retain skilled personnel. The industry where we operate is human capital intensive with a high rate of attrition. There is a possibility that we may not be able to attract and retain skilled professionals in the future. The inability to attract skilled professionals and their loss may adversely affect our business, results of operations and financial condition.***

Our success is dependent upon our ability to attract and retain skilled managerial, research and development, technical and marketing personnel. Our success could be adversely affected if senior managers or other such personnel were to leave the Company and qualified replacements were not available. Competition for skilled personnel in the software industry is intense. In addition, most of our current middle and senior level employees are subject to employment agreements which permit the employees to terminate their employment on notice ranging between one to three months. There can be no assurance that we will continue to be able to attract and retain the personnel we require to develop, market and service our products and conduct our operations successfully. Any inability to do so could have a material adverse effect on our business and results of operations. In addition, we may experience increased compensation costs in order to attract and retain skilled employees.

10. ***Majority of our revenues are earned in foreign currency. Any adverse movement in foreign exchange may adversely affect our financial performance.***

Our products are currently marketed in over six countries, including India and the Asia Pacific region. USA is the principal market for our products. In FY 2006 and FY 2007, revenues derived from outside India totaled Rs. 194.98 Million and Rs.1206.60 Million, representing 40.46% and 66.19% respectively, of the Company’s total revenues.

A significant portion of our business is conducted in currencies other than Indian Rupee. As a consequence, period to period changes in the average exchange rate in a particular currency can affect revenues and operating income denominated in that currency. In general, appreciation of the Rupee relative to another currency has an adverse effect on revenues and operating income denominated in that currency, while depreciation of the Rupee has a positive effect on revenues and operating income denominated in the non-Rupee currency. Consequently, we have significant exposure to the risk of currency fluctuations, especially to fluctuations in the value of the US Dollar, Singapore Dollar, Malaysian Ringgit, Omani Rial, Sri Lankan Rupee, British Pound Sterling, Euro and other major currencies. Further we have not adopted any hedging mechanism to mitigate the foreign currency risk arising out of exchange rate fluctuations. An increase in the value of the US Dollar, or these currencies, relative to the Rupee may positively affect earnings, although such positive effects may be only short-term in nature. There can be no assurance, therefore, that exchange rate fluctuation will not have a material adverse effect upon the Company’s financial condition or results of operations.

11. ***The valuations of companies in the IT industry are presently high, which may not be sustained in the future and may also not be reflective of future valuations in the industry. There is no standard valuation methodology or accounting practices as the sector is domain centric and technology driven.***

12. ***We are managed by first generation entrepreneurs, therefore investors will be subjected to all consequential risks associated with such ventures.***

Our Promoters and management include persons who are first generation entrepreneurs and are new in carrying out business on a large scale. Pursuant to the Issue, our Promoters and management are required to comply with various statutory and regulatory filings and disclosures which expose them to risks which may lead to penal and other consequences.

13. ***The markets for some or all of our key product areas may not grow.***

Within our defined verticals of SCM and Life Sciences we have identified the following verticals as the key growth areas viz. Auto, FMCG, Foods and Beverages, Retail in the SCM space and Drug Discovery in the Life Sciences space. Some or all of these verticals may not grow, may decline in growth, or customers may decline or forgo use of software products in some or all of these verticals. This is particularly true in newly emerging areas. A decline in use of products in these verticals could result in decreased demand for our products, which would adversely impact our business, financial condition, operating results, and cash flow.

14. ***We may not be able to sustain effective implementation of our business and growth strategies.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in future. Further, rapid growth could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management to meet the challenges of rapid growth could cause disruptions to our business and could be detrimental to our long-term business outlook.

15. ***Our Company provides software and data management solutions to pharmaceutical and biotechnology companies. In the event of any failure or defect in our software and data management solutions we may face consequential losses, penalties and claims from regulatory authorities and the customers.***

We enter into contracts with pharmaceutical and biotechnology companies for providing Life Sciences solutions. The Life Sciences space is highly regulated by the USFDA and is subject to various laws and regulations such as HIPAA, ICH Guidelines on Good Clinical Practices and other federal, state and local laws, rules and regulations in relation to the data management products involved in clinical data management and safety analytics. Although there have been no past instances of any failure or non-compliance of the applicable laws and regulations resulting in any damages and penalties, any non-compliance in the future on our part may result in claims by way of damages, penalties and other claims may have a material adverse impact on our Company.

16. ***System disruptions and failures may result in customer dissatisfaction, customer loss or both, which could materially and adversely affect our reputation and business.***

Our systems are an integral part of our customers’ business operations. The continued and uninterrupted performance of these systems is critical to our success. Customers may become dissatisfied by any system failure that interrupts our ability to provide services to them. Sustained or repeated system failures would reduce the attractiveness of our services, and could result in decreased demand for our products and services.

Despite our efforts to implement network security measures, our systems are also vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering. We do not carry business interruption insurance to compensate for any losses that may occur as a result of any of these events.

A prolonged system-wide outage or frequent outages may harm our reputation and could cause our customers to make claims against us for damages allegedly resulting from an outage or interruption. Any damage or failure that interrupts or delays our operations could result in material harm to our business and expose us to material liabilities.

17. ***Our revenues are concentrated in the Asia–Pacific region and the USA.***

Our performance is dependent on the economic health of countries in the Asia-Pacific region and the USA. A slowdown in these economies could adversely affect our business and results of operations including our ability to implement our business strategy. The economy of these regions could be affected by adverse economic and/or geopolitical factors affecting the growth of industrial, manufacturing and service sectors.

Sales in our principal markets are subject to risks inherent in international business activities, including, in particular, general economic conditions in each country, overlap of differing tax structures, management of an organization spread over various geographies, unexpected changes in regulatory requirements, exchange rate fluctuations and compliance with a variety of foreign laws and regulations.

18. ***Our revenue, earnings and profitability are impacted by the length of our sales cycle, and a longer sales cycle could adversely affect our results of operations and financial condition.***

Our business is directly affected by the length of our sales cycle. Information systems for our customers are relatively complex and purchase generally involves commitment of capital, with attendant delays frequently associated with large capital expenditures and procurement procedures within an organization. The purchase of these types of products typically also requires coordination and agreement across many departments within a potential customer's organization. Delays associated with such timing factors could have a material adverse effect on our results of operations and financial condition. In periods of economic slowdown in our clients industry, our typical sales cycle lengthens, which means that the average time between our initial contact with a prospective customer and the signing of a sales contract increases. The lengthening of our sales cycle could reduce growth in our revenue in the future. In addition, the lengthening of our sales cycle contributes to an increased cost of sales, thereby reducing our profitability.

19. Top 10 customers contributed to around 40% of our revenues for FY 2005-06 and 26% of our revenues for FY 2006-07.

If we lose one or more large customers and fail to add such new customers to offset the loss of revenue that may arise from the loss of business with the customer, such loss may result in adversely affecting our operations, revenues and financial position.

20. Wrong estimates for the price involving customisation of our products may have an adverse effect on our profits.

Projects that involve customisation of our products factor a separate charge for such customisation besides the license fee. Any error by us in estimating such charge may adversely affect our profitability.

21. We may be subject to third party claims for intellectual property infringement.

Third parties alleging infringement could claim that our current or future products or technology infringe their proprietary rights. We expect that software developers will increasingly be subject to infringement claims as the number of products and competitors providing software and services to industry increases and overlaps occur. Any claim of infringement by a third party could cause us to incur substantial costs for defending against the claims, and could distract our management from our business. Furthermore, a party making such a claim, if successful, may require us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from selling our products or offering our services, or prevent a customer from continuing the use our products. Any of these events could seriously harm our business.

If anyone asserts a claim against us relating to proprietary technology or information, while we might seek to license their intellectual property, we might not be able to obtain a license on commercially reasonable terms or on any terms. In addition, any efforts to develop non-infringing technology could be unsuccessful. Our failure to obtain the necessary licenses or other rights or to develop non-infringing technology could prevent us from selling our products and could therefore seriously harm our business.

22. If we are unable to protect our proprietary technology from misappropriation, our business may be harmed.

Any misappropriation of our technology or the development of competitive technology could seriously harm our business. We regard a substantial portion of our software products and systems as proprietary and rely on a combination of statutory, contractual and methods such as common law copyright, trademark, trade secret laws, customer licensing agreements, employee and third party Non-Disclosure Agreements ("NDA"), Non-Competition Agreements ("NCA") and a we also enter into confidentiality agreements with our employees, consultants, subcontractors, customers and potential customers and limit access to, and distribution of, our proprietary information.

The steps we have taken to protect our proprietary rights may be inadequate. If so, we might not be able to prevent others from using what we regard as our technology to compete with us. Existing trade secret, copyright and trademark laws offer only limited protection. In addition, the laws of some foreign countries do not protect our proprietary technology or allow enforcement of confidentiality covenants to the same extent as the laws of the USA. There is also the risk that other companies could independently develop similar or superior technology without violating our proprietary rights.

If we have to resort to legal proceedings to enforce our intellectual property rights, the proceedings could be burdensome, protracted and expensive and could involve a high degree of risk.

23. Restrictive conditions and negative lien under lenders agreements.

The covenants in borrowings from banks, among other things, require us to obtain prior written consent of our bankers for activities such as reorganization of capital structure, amalgamation, reconstruction, takeover or any scheme of compromise or arrangement, acquisition, capital expenditure or material or effective change in ownership or control or material change in our management, amendments in our constitutional documents, creating further indebtedness of a long term nature whether for borrowed money or otherwise, declaration of dividend, investment by way of equity capital, lending or advancing funds or deposits with or undertaking guarantee obligations on behalf of any other concern, withdrawal of funds by principal shareholders and removal of any hypothecated assets from the place where they are kept or stored.

24. ***One of our Promoters TAKE Solutions Pte. Limited, and Promoter Group companies Esyspro Infotech Limited and iStartWeb Private Limited have incurred losses in the one or more of the last three years FY 2004, 2005 and 2006.***

Our Promoters TAKE Solutions Pte. Limited and our Promoter Group companies Esyspro Infotech Limited and iStartWeb Private Limited have incurred losses in one or more of the last three years, as set forth in the table below:

(Rs. In Millions)

Name of the Promoter/ Group Companies	March 31, 2004	March 31, 2005	March 31, 2006
TAKE Solutions Pte. Limited *(Promoter)*	-	(0.91) (for the period November 19, 2004 to March 31, 2005)	22.12
iStartWeb Private Limited *(Promoter Group Company)*	(1.68)	(1.96)	1.04
Esyspro Infotech Limited *(Promoter Group Company)*	0.68	(0.01)	(0.05)

25. ***One of our Subsidiary TAKE United SdnBhd has availed an interest free loan from TAKE Solutions Pte. Limited one of our Promoters. The present outstanding amount of the same as on March 31, 2007 is Rs. 1.38 Million. The loan is repayable on demand.***

26. ***Our Company has outstanding Bank Guarantees amounting to Rs. 0.2 Million and has further given a corporate guarantee for one of its Subsidiary amounting to Rs.30 Million.***

27. ***Possible conflict of the business with the entities controlled by promoters or promoter group companies.***

The object clause as contained in the Memorandum of Association of few of our group companies forming part of the promoter group enable them to provide information technology services which may result in conflict of interest with our line of business if they plan to pursue the same activities as carried on by us in future. For more details on these companies please refer to sections titled “Our Promoters” and “Our Promoter Group” on page 129 and 134 of this Red Herring Prospectus.

28. ***We have issued equity shares in the last twelve months and the price of such issuance may be lower than the Issue Price.***

We have made the following allotment of Equity Shares in the twelve months before the date of this Red Herring Prospectus and the price of such issuances may be lower than the Issue Price:

Allottee	Date of Allotment	Issue Price (Rs.)	Number of Equity Shares
Passport India Investments (Mauritius) Limited	February 27, 2007	625.00	370,000
Galleon International Master Fund Spc, Limited. – New Silk Route Pipe Segregated Portfolio	June 4, 2007	625.00	530,000

29. ***The objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institution and further the Issue proceeds will not be subject to monitoring by any monitoring agency.***

The purposes for which the proceeds of the Issue are to be utilized have not been appraised by any independent entity and are based on our own estimates. We cannot assure you that the proceeds shall be fully utilized as specified in the "Objects of the Issue". For details on how we intend to use the proceeds of the fresh issue, see the section titled "Objects of the Issue" on page 24 of this RHP. Further, we have not appointed a monitoring agency for monitoring the use of the proceeds of this Issue

30. ***We may be exposed to credit risk.***

As part of our business practice the payment collection process may extend over a period of time. Customers budgeting constraints can impact their ability to make the required payments. In addition, the creditworthiness of our clients may deteriorate over time and we can be adversely affected by bankruptcies or other business failures of our customers.

31. ***Our business activities, including product development, are mainly carried out from our premises in Chennai, India.***

Our product development activities are concentrated in Chennai. In addition, majority of our critical equipment i.e. servers, computers and software are located at these premises. We may have to suspend our activities due to natural calamities or other Acts of God that may affect Chennai and/or our premises.

Risks Factor relating to the Objects of the Issue

32. ***We have not placed firm orders for the hardware and software required for our software development facility.***

We have not placed any orders for the hardware and software for software development facility for which we have allocated Rs. 103 Million from the proceeds of this Issue. For the estimates where the orders are yet to be placed, we have relied on quotations received by us in November, 2006. We have not yet placed any orders for the above requirements and will place the same in or around November, 2007.

33. ***We have not entered into any definitive agreement in relation to the premises identified by us for the enhancement of our software development facilities. We have entered into a Memorandum of Understanding with the proposed Lessor for the premises but it cannot be ensured that any definitive agreement shall be executed and the transaction shall be completed.***

34. ***We have not entered into any definitive agreements to utilize a portion of the net proceeds of this Issue.***

We have allocated Rs. [●] Million from the Issue proceeds for acquiring companies, products and businesses. We have recently acquired ClearOrbit Inc., USA and funded the acquisition using debt facilities, repayment of which will be from the Issue proceeds. We are in an advanced stage of negotiation with the other target entity. As regards the proposed acquisition of other target entity, there can also be no assurance that we will be able to conclude definitive agreements on terms anticipated by us. In the event the identified targets are not acquired by us, we shall pursue our strategy to grow inorganically and acquire companies, products and businesses which suit our purposes. However, our pursuit of inorganic growth may not necessarily be successful and we are exposed to risks related to such growth strategy.

35. ***We and our subsidiary CMNK Consultancy & Services Private Limited have availed certain loan facilities from DSP Merrill Lynch and Yes Bank Limited aggregating to Rs. 1000 Million for the purpose of acquiring ClearOrbit. Part of the proceeds of the Issue shall be utilised for the repayment of these loan facilities. Till the finalisation of the acquisition of the other target entity, the unutilised funds shall be temporarily invested in quality interest bearing liquid instruments including deposits in banks, for the necessary duration or for reducing working capital requirement.***

Our Company and its subsidiary CMNK Consultancy & Services Private Limited has availed of certain loan facilities from DSP Merrill Lynch and Yes Bank Limited aggregating to Rs. 1000 Million for the purpose of acquiring the target entities. Our Company intends to prepay these facilities from the proceeds of the Issue. Our Company has secured the loan facilities by creating a negative lien on seventy percent (70%) of the stockholding of TAKE Inc. with DSP Merrill Lynch and pledge of thirty percent (30%) of its stockholding in TAKE Inc. alongwith an undertaking to Yes Bank for non-disposal for its balance shareholding in TAKE Inc. A corporate guarantee of TAKE Inc. has also been provided to secure the facility provided by Yes Bank.

The terms on which these facilities have been provided to us *inter alia* restrict our Company from providing loans, advances, guarantees to our group companies, availing of any fresh debt borrowing without the consent of the lenders, creation of charge or any encumbrance over the assets specifically charged with the lenders, creating any lien or encumbrance or charge with respect to any property or assets of our Company or otherwise become liable for any financial obligation of any other person other than those permitted by the lenders. The terms of the facility also required our Company to repay a part of the loan facility from any further pre-IPO equity placement. Pursuant to the pre-IPO equity placement of 530,000 equity shares with Galleon International Master Fund Spc. Ltd. – New Silk Route Pipe Segregated Portfolio at a price of Rs. 625 per share aggregating to Rs. 331.250 Million, our Company has prepaid an amount of Rs. 165.625 Million to DSP Merrill Lynch and Yes Bank Limited, collectively.

36. We have recently acquired ClearOrbit. We may face difficulties in integrating personnel and operations due to cultural and other differences and in retaining and motivating their key personnel.

37. We shall be using Rs. 150.00 Million out of the proceeds of the Issue to develop new products and enhance or upgrade our present product suite in the SCM and Life Sciences space, including upgradation of the TAKE RTE framework. We may be exposed to risks such as product non-performance, commercial failures and delay in product launches resulting into a material adverse impact on our future operations.

Risks Factor relating to the Industry in which we operate

38. Our tax liability may increase and profitability may reduce in case of termination or reduction of tax incentives provided by the Government of India and the state government.

Presently, we benefit from certain tax incentives under Section 10A of the Income Tax Act for the IT services provided by us from our development centres which have been declared as “Software Technology Parks” or STPs. Due to the tax holiday available to our development centres, our tax liability is reduced as compared to the tax liability that would have arisen if the tax holiday was not available. Under current laws, tax incentives available to STPs and such other units are available for a ten year period from the commencement of operations of the unit or the Assessment Year 2010-2011, which ever is earlier. The Central Government may not continue the tax holiday beyond Assessment Year 2010-2011, which shall have an adverse impact on our profitability due to increase in tax liability.

Risks Relating to our Shareholders and the Equity Shares

39. Our Promoters will continue to retain majority control in our Company after this Issue.

Prior to the Issue, our Promoters owned 71.90% of our equity share capital. Following this Issue, our Promoters will own approximately 59.32% of our post-Issue equity share capital. Accordingly, our Promoters will continue to have control over our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election, termination or appointment of our officers and directors. This control could delay, defer, or prevent a change in control in our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage potential acquirers from making an offer or otherwise attempting to obtain control over our Company even if it is in its best interest. Our Promoters may also influence our material policies in a matter that could conflict with the interests of our other shareholders.

40. Future issuance of our Equity Shares could affect the trading price of our Equity Shares.

Post this Issue, our Promoters will hold in the aggregate approximately 59.32% of our issued and paid up Equity Shares capital. On June 6, 2006, we adopted an Employee Stock Option Scheme (ESOS) under which our bona fide permanent employees and that of our one hundred percent (100%) Subsidiaries will be eligible for stock options. Our ESOS complies with the SEBI (Employee Stock Option and Employee Stock Purchase Scheme) Guidelines, 1999 and the issuance of Equity Shares pursuant thereto will be subject to compliance with the applicable laws and regulations. The aggregate number of Equity Shares to be issued under the ESOS will be up to the maximum of 600,000 shares and the exercise price will be determined by our Compensation Committee. The vested options issued under the ESOS may be exercised within five years of the date of grant in a phased manner as per the terms of the ESOS. Any future issuance of Equity Shares by us, the disposal of Equity Shares by any of our major shareholders and our issuance of stock options under the ESOS could dilute your shareholding, adversely affect the trading price of our Equity Shares or impact our ability to raise capital through another offering of securities.

41. We have issued 4,910,850 5% Non-Cumulative Redeemable Preference Shares of face value of Rs. 10 each to one of our Promoters, TAKE Solutions Pte. Ltd.

These preference shares are entitled to dividend every year, at the rate of 5% on the preference share capital. In respect of capital, on winding up or repayment, these preference shares carry a preferential right to repayment of capital in preference over equity shareholders. Further, in terms of the provisions of the Companies Act these preference shareholders may acquire voting rights if there is a default on the part of our Company in paying dividends in respect of periods as more specifically provided for in Section 87 of the Companies Act. For more details on the Preference Shares issued by our Company, please see the section titled "Capital Structure of the Company" on page 16 of this RHP.

External Risk Factors

42. Third party statistical and financial data in the RHP may be incomplete or unreliable

We have not independently verified data from industry publications and other sources and therefore cannot assure you that they are complete or reliable. Discussions of matters relating to India, its economy or the IT industry in the RHP are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.

43. You will not be able to sell immediately on the stock exchange any of the Equity Shares you purchase in this Issue.

The Equity Shares will be listed on each of the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Investors' book entry, or "demat", accounts with depository participants in India are expected to be credited within two working days of the date on which the basis of allotment is approved by the Designated Stock Exchange i.e. BSE. Thereafter, upon receipt of final approval of the Stock Exchanges, trading in the Equity Shares is expected to commence within seven working days of the date on which the basis of allotment is approved by BSE. In the event that the allotment is not made, refund orders are not despatched and/or demat credits are not made within 15 days from the Issue Closing Date we shall pay a penal interest of 15% per annum on the amount due. There can be no assurance that the Equity Shares allocated earlier to investors will be credited to such investor's demat account, or that trading will commence, within the time periods specified above.

44. There has been no public market for the Equity Shares prior to this Issue and so the Issue Price may not be indicative of the value of the Equity Shares

Prior to this Issue, there has been no public market for the Equity Shares in India or elsewhere. After this Issue, there will be no public market for the Equity Shares in any country other than India. The Issue Price was determined by us in consultation with the BRLM and could differ significantly from the price at which the Equity Shares will trade subsequent to completion of this Issue. We cannot assure you that even after the Equity Shares have been approved for listing on the Stock Exchanges, an active trading market for the Equity Shares will develop or be sustained after this Issue, or that the Issue Price will correspond to the price at which the Equity Shares will trade in the Indian public market subsequent to this Issue.

45. Conditions in stock exchanges may affect the price or liquidity of our Equity Shares

Indian stock exchanges are smaller and more volatile than stock markets in developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities.

Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies. These problems have included temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and imposed margin requirements. Further, from time to time, disputes have occurred between listed companies and Indian stock exchanges and other securities regulatory bodies that, in some case, have had a negative effect on market sentiment. Similar problems could occur in the future and, if they do, they could negatively affect the market price and liquidity of our Equity Shares.

46. Economic developments and volatility in securities markets in other countries may cause the price of our Equity Shares to decline

The Indian stock markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, an economic downturn in the USA and European countries may adversely affect market prices in the world's securities markets, including the Indian stock markets. Negative economic developments in other emerging market countries, such as rising fiscal or trade deficits, or a default on national debt, may negatively affect investors' confidence, cause increased volatility in Indian stock markets and cause the price of our Equity Shares to decline.

47. ***Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have a adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures, and the trading price of our Equity Shares.

48. ***Terrorist attacks or war or conflicts involving India or other countries could adversely affect business sentiment and the financial markets and adversely affect our business.***

Incidents such as the September 11, 2001 terrorist attacks on New York and Washington D.C., and other incidents such as in Bali Indonesia, Madrid Spain, London UK and Mumbai may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability.

Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighboring countries. Armed conflicts, particularly between India and Pakistan, could adversely affect the regions economy. Such events could also create a perception that investments in Indian companies involve a higher degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

49. ***A slowdown in economic growth in India could cause our business to suffer.***

Our performance is dependent on the health of the overall Indian economy. A slowdown in the Indian economy could adversely affect our business and results of operations including our ability to implement our strategy. India's economy could be adversely affected by a general rise in interest rates, weather conditions adversely affecting agriculture, deterioration of infrastructure or various other factors affecting the growth of industrial, manufacturing and services sector. In addition, the Indian economy is in a state of transition. The share of the services sector of the economy is increasing while that of the industrial, manufacturing and agricultural sectors is declining. It is difficult to gauge the impact of these fundamental economic changes on our business.

50. ***Political instability or changes in the government could delay further liberalisation of the Indian economy and adversely effect economic conditions in India generally, which could impact our business.***

Since 1991, successive Indian governments have pursued policies of economic liberalisation. The role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant. The leadership of India has changed a number of times since 1996. The current central government, which came to power in May 2004, is led by the Indian National Congress in coalition with several political parties. Although the current government has announced policies and taken initiatives that support the economic liberalisation policies that have been pursued by previous governments, the rate of economic liberalisation has been affected by the coalition nature of the current government. If there were to be any slowdown in the economic liberalisation, or a reversal of steps already taken, it could have an adverse effect on our business and results of operations.

51. ***Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods and drought in the past few years. The extent and severity of these natural disasters determines their impact on the Indian economy and, if such impact were to have a material adverse affect on the Indian economy, it may lead to an adverse effect on our business and results of operations.

52. ***Our share prices could be volatile and may also decline. The price of our Equity Shares in Indian stock exchanges may fluctuate after this Issue as a result of several factors, including:***

a. *Volatility in the Indian and Global securities market;*

b. *The results of operations and performance;*

c. *Change in perceptions about our future performance or the performance of other companies in the same industry;*

d. *The performance of our competitors in the industry and market perception of investors in this sector;*

e. *Adverse media reports on our performance or on the industry prospects and future outlook;*

f. *Changes in the estimates of our performance or recommendation by financial analysts;*

g. *Significant development in India's economic liberalization and deregulation policies;*

h. *Significant development in India's fiscal and environmental regulations.*

Notes to Risk Factors:

- The Consolidated Networth of our Company as per the financial statements of the Company before the Issue as on March 31, 2007 is Rs. 877.79 Million and as on March 31, 2006 was Rs. 324.94 Million and the size of this Issue is Rs. [●] Million. The Networth of our Company (Standalone) as per the financial statements of the Company before the Issue as on March 31, 2007 is Rs. 588.24 Million and as on March 31, 2006 was Rs. 256.28 Million.
- The average cost of acquisition of the Equity Shares of the Promoters is Rs.15.97 per share.
- The book value per share (Standalone) as on March 31, 2006 and March 31, 2007 is Rs. 23.58 per share and Rs. 57.53 per share, respectively. The book value per share (consolidated) as on March 31, 2006 and March 31, 2007 is Rs. 31.60 per share and Rs. 88.84 per share, respectively.
- Bonus Shares issued by our Company in March 2006, in the ratio of 1:4 i.e. one equity share for every four equity shares held by the shareholders, have been issued by capitalizing our free reserves and surplus.
- Public Issue of 2,100,000 Equity Shares of Rs. 10 each of the Company for cash at a price of Rs. [●] per equity share aggregating Rs. [●] Million. The Issue comprises of a Net Issue to the Public of upto 2,000,000 Equity Shares and the reservation of upto 100,000 Equity Shares for subscription by eligible employees (the "Employee Reservation Portion") at the Issue Price. The Net Issue constitutes 16.67 of the fully diluted post issue paid-up equity capital of the Company.
- For interest of our Promoters/Directors/Key Managerial Personnel and other ventures promoted by Promoters, please refer to sections titled "Risk Factors", "Our Promoters", "Our Promoter Group", "Our Management", "Related Party Transactions" and "Financial Statements of our Company" beginning on page xiii, 129,134, 115, 138 and 140 respectively of this Red Herring Prospectus.
- For related party transaction refer to section titled "Related Party Transactions" beginning on page no. 138 of this Red Herring Prospectus.
- Investors are advised to refer to the section titled "Basis for Issue Price" on page 44 of this Red Herring Prospectus.
- The Promoters/Promoter Group/Directors of our Company have not purchased and/or sold/financed any shares of the Company during the past six (6) months other than as disclosed in the notes to the section titled Capital Structure of the Company on page 16 of this Red Herring Prospectus.
- Trading in Equity Shares of our Company for all the investors shall be in dematerialized form only.
- No part of the Issue proceeds will be paid as consideration to Promoters, Directors, Key Managerial Personnel, Associate or Group Companies/concerns.
- Investors may contact the BRLM for any complaints, information or clarifications pertaining to the Issue.
- Undersubscription in any category except in the QIB portion will be allowed to be met with spill over from any other category. In case of oversubscription in the 'Net Issue to the Public' category, spill over to the extent of undersubscription shall be permitted from the Employee Reservation Portion to the 'Net Issue' category.
- Investors may note that in case of oversubscription in the Issue, allotment shall be on proportionate basis to Qualified Institutional Buyers, Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees (refer to section tilted "Basis of Allocation" beginning on page 234 of this Red Herring Prospectus) in consultation with the Designated Stock Exchange.
- Investors may contact the BRLM for any complaints, information or clarifications pertaining to the Issue.

SUMMARY OF OUR BUSINESS AND INDUSTRY

Industry Overview

Worldwide technology related spends are forecast to reach USD 2.1 trillion by 2010, growing at a CAGR of more than 7% over 2006-2010. Growth in global sourcing is expected to outpace growth in total spends, with up to USD110 -120 billion of the total amount spent on software and services in 2010, likely to be source through the global delivery model. The Indian IT software and services sector is expected to achieve the targeted USD60 billion (CAGR of 24.2% over FY2007 – 10E) in exports and USD13-15 billion in domestic revenues by FY2010. [NASSCOM (National Association of Software and Service Companies), Strategic Review 2007]. The enterprise software market in particular is big and varied and the total global commercial software market was USD207 Billion in 2005. Enterprise vertical and enterprise process applications accounted for USD 84 Billion. [Forrester Research, May 2005].

Supply Chain Management

Companies are now looking to optimize the management of the entire supply network, across organizational boundaries, and even evolve new business models to collaborate with customers, partners, internal business units and suppliers for delivering value to all stakeholders in the supply-network. This translates into greater complexity in its management, monitoring and optimization.

Technology is facilitating new ways of working with suppliers and channel partners to leverage information and knowledge across the supply chain in order that businesses meet their customers' needs. Total global revenue paid to vendors for supply chain management solutions in 2005 is estimated at USD 5.5 Billion by AMR Research, with a projected growth rate of five to seven percent through 2009.

Businesses that once relied on ERP (Enterprise Resource Planning) vendors to generate efficiencies have realized that such efficiencies are limited to organizational initiatives. The next stage – which the major suite and best-of-breed vendors have already embarked upon – is to push software-based automation or enhancement of business processes out into the several verticals.

The SCM (Supply Chain Management) software market has three segments: supply chain planning, supply chain execution and supply chain collaboration.

Over the last two years, the market for SCP (Supply Chain Planning) solutions experienced substantial consolidation. It has now stabilized.

The two key differentiating capabilities would be Business Platform Strength and Domain Knowledge. Software product vendors leveraging the SOA (Service Oriented Architecture) and SaaS (Software As A Service) models would be better placed to meet customer expectations.

Life Sciences

With an industry size estimated at USD 602 Billion in 2005 (IMS Health), the life sciences industry is one of the largest global businesses.

It is through innovation and the launch of new and effective forms of medicine that the pharmaceutical industry can continue to grow. This primary growth driver addresses two key aspects in the development of a successful drug i.e. the components of the drug development process - Research and Development, and Regulatory Compliance.

The drug discovery process is clearly time-consuming, complex and highly risky. The time taken to get products to market, together with the cost of developing new chemical entities continues to rise. These pressures coupled with the substantial time and costs involved in developing a successful drug, are prompting the industry to embrace information technology as a means of bringing new efficiencies to drug discovery and development — from isolating new compounds to clinical trials and FDA (United States Federal Drug Agency) filings.

According to Gartner's top down estimate, the expected industry savings on account of a 30-50% automation of the clinical trials process (including use of data interchange standards) is USD 5.8 Billion to USD 6.6 Billion. IT solutions have a particularly important role to play in addressing drug tracking and monitoring regulations, reinvigorating the new drug pipeline flow, containing the spiraling cost of clinical trials, document management etc. According to a report by Forrester (Smart Spending Plans for Pharma IT), the total IT budgets in the pharmaceutical industry was expected to net USD 10 Billion in 2005.

Business Process Management

Many enterprises are now turning to Business Process Management Suites (BPMS) as a way to realize their strategic focus on business processes. BPMS products are now very much in demand, with the worldwide market growing at a CAGR of more than 20% between 2005 and 2009 to reach USD 2.7 Billion. (Forresters research report of February 2006. – Forresters BPM Wave 2006

TAKE SOLUTIONS LIMITED

Business Overview

We are an international Business technology company with products backed by domain expertise to provide cost-effective comprehensive solutions for businesses. Our mission is to establish and maintain a competitive edge backed by a domain centric approach along with continued commitment to leadership development. We believe that our products provide the technology platform to enhance our customers' growth and organizational agility.

Our efforts are complemented by our Subsidiaries, which are as follows -

1. Autopartsasia Private Limited
2. TAKE United Sdn Bhd
3. Towell-TAKE LLC
4. CMNK Consultancy & Services Private Limited
5. TAKE Solutions Inc. (Subsidiary of CMNK Consultancy & Services Private Limited)
6. Applied Clinical Intelligence, LLC (Subsidiary of TAKE Solutions Inc.)
7. ClearOrbit Inc., USA (Subsidiary of TAKE Solutions Inc.)
8. TAKE Solutions GmbH (Subsidiary of TAKE Solutions Inc.)

Our products are focused on the Supply Chain Management ("SCM") and Life Sciences ("LS") verticals and are complementary to the legacy or enterprise resource planning software, which our clients currently use. We currently have 16 active products in the SCM vertical, which are housed under the One SCM™ suite, and 6 products in the LS vertical under the One Clinical™ suite. The foundation base of our final product offerings in both segments is the domain knowledge and the TAKE RTE (Real Time Enterprise) framework.

Our products are designed to provide customers with a palette of standard business solutions arranged in applications, which provide integrated enterprise-wide processing of business workflows. Through our products we provide industry-specific solutions.

Started in the year 2001, our company was formed by a group of professionals, with an entrepreneurial drive, extensive knowledge and experience in the area of Supply Chain Management. We have since grown both organically and through acquisitions. This has facilitated our reach into other geographies, introduction of another specialized domain - Life Sciences, and expansion of our product range.

As on March 31, 2007 we have completed more than 2500 software installations for over 250 customers ranging in size from multinational enterprises to medium- and smaller-sized companies.

Business Strengths

- ✓ Flexible technology platform to cater to a wide range of industries
- ✓ Strong domain expertise, which has resulted in a product suite in Supply Chain Management & Life Sciences
- ✓ Transforming Expertise into Products
- ✓ Domain expertise leading to flexibility of our products
- ✓ Unique business model
- ✓ Large product bank with low ownership costs
- ✓ Strong focus on growth and profitability
- ✓ Niche Sector Play

SUMMARY OF FINANACIAL INFORMATION

Summary Statement of Consolidated Assets and Liabilities of TAKE Solutions Limited (The Group) as restated as at

(Rs. in millions)

	Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003
A.	**Fixed Assets**					
	Gross Block	85.49	63.75	31.34	17.56	15.29
	Less: Depreciation	35.71	26.23	4.91	5.71	3.56
	Net Block	**49.78**	**37.52**	**26.43**	**11.85**	**11.73**
B.	**Software Product Development**	**201.51**	**103.31**	**3.00**	**9.80**	**19.07**
C.	**Goodwill on Consolidation**	**223.31**	**179.43**	**0.05**	**0.00**	**0.13**
D.	**Investments**	**7.73**	**7.73**	**6.72**	**6.72**	**0.05**
E.	**Deferred Tax Assets**	**0.55**	**0.00**	**0.00**	**9.85**	**11.11**
F.	**Current Assets, Loans and Advances**					
	Sundry Debtors	784.88	370.02	93.45	54.94	23.95
	Cash & Bank Balances	1209.07	118.28	32.43	2.74	2.89
	Other Current Assets	14.50	18.53	6.58	5.94	2.61
	Loans & Advances	85.61	70.48	26.14	39.45	22.96
		2094.06	**577.31**	**158.6**	**103.07**	**52.41**
G.	**Liabilities and Provisions**					
	Secured Loans	1326.31	238.61	0.72	6.41	1.60
	Unsecured Loans	58.64	168.2	8.74	1.59	1.52
	Deferred Tax Liabilities	38.05	19.21	3.49	0.00	0.00
	Current Liabilities & Provisions	276.16	154.34	43.82	24.27	16.27
		1699.16	**580.36**	**56.77**	**32.27**	**19.39**
H.	**Net Worth (A+B+C+D+E+F-G)**	**877.79**	**324.94**	**138.03**	**109.02**	**75.11**
I.	**Represented by**					
	1. Share Capital					
	Equity Share Capital	93.70	90.00	71.08	71.08	38.00
	Preference Share capital	49.11	44.06	0.00	0.00	0.00
	2. Share Capital Suspense Account	0.00	0.00	0.00	0.00	12.08
	3. Share Application Money	0.00	0.00	0.00	0.00	9.90
	4. Reserves & Surplus	704.81	166.32	61.25	32.61	15.35
	5. Minority Interest	37.82	24.59	5.79	5.49	0.00
		885.44	**324.97**	**138.12**	**109.18**	**75.33**
J.	Miscellaneous expenditure to the extent not written off	7.65	0.03	0.09	0.16	0.22
	K. P& L Account –Debit Balance					
L.	**Net Worth (I-J-K)**	**877.79**	**324.94**	**138.03**	**109.02**	**75.11**

Summary Statement of Consolidated Profit and Loss of TAKE Solutions Limited (The Group) as restated for the year/ period ended

(Rs. in millions)

	Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003 (01.02.02 to 31.03.03)
A.	**Income**					
	1. Revenues	1821.62	478.08	277.58	134.88	63.42
	2. Other Income	6.67	3.81	3.44	1.13	0.66
	Total	**1828.29**	**481.89**	**281.02**	**136.01**	**64.08**
B.	**Expenses**					
	1. Employee Cost	359.91	86.84	42.67	36.24	17.55
	2. Operation & Other Expenses	1001.57	235.25	183.46	82.32	55.95
	3. Interest	34.19	2.53	0.40	0.53	0.27
	Total	**1395.67**	**324.62**	**226.53**	**119.09**	**73.77**
C.	**Net Profit/(Loss) before Amortization, Depreciation & Tax**	**432.63**	**157.27**	**54.49**	**16.92**	**-9.69**
	(i) Product Development Expenses written off	41.42	9.58	6.80	9.47	7.10
	(ii) Depreciation	10.23	2.78	1.74	1.38	0.72
D.	**Net Profit/(Loss) before Tax**	380.98	144.91	45.95	6.07	-17.51
	(iii) Taxation					
	- Current Tax	31.04	19.83	3.63	0.32	0.00
	- Deferred Tax	18.29	15.72	13.35	1.26	-8.26
	- Fringe Benefit Tax	1.23	1.20	0.00	0.00	0.00
E.	**Net Profit/ (Loss) before Minority interest and extra-ordinary items(C - i-ii-iii)**	**330.42**	**108.16**	**28.97**	**4.49**	**-9.25**
	Less: Minority Interest	14.05	11.77	0.3	0.01	0.00
	Extra-Ordinary items (net of Tax)	0.00	0.00	0.00	0.00	0.00
F.	**Net Profit / (Loss) after extra Ordinary items**	**316.37**	**96.39**	**28.67**	**4.48**	**-9.25**
G.	**Debit balance of Profit and Loss Account of erstwhile company on merger**	**0.00**	**0.00**	**0.00**	**0.00**	**-1.32**
H.	**Short/(Excess) provision in respect of Income Tax for earlier years**	**0.76**	**0.36**	**0.00**	**0.00**	**0.00**
I.	**Net profit / (Loss) as stated (F+G-H)**	**315.61**	**96.03**	**28.67**	**4.48**	**-10.57**
J.	**Tax provision – Restated**	**0.76**	**0.36**	**-0.76**	**0.00**	**-0.36**
K.	**Net Profit / (Loss) as restated. (H + I)**	**316.37**	**96.39**	**27.91**	**4.48**	**-10.93**

Summary Statement of Assets and Liabilities of TAKE Solutions Limited, as restated as at

(Rs. in millions)

	Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003
A.	**Fixed Assets**					
	Gross Block	34.17	30.19	28.69	15.05	15.29
	Less: Depreciation	8.58	5.72	3.35	4.35	3.56
	Net Block	25.59	24.47	25.34	10.70	11.73
B.	**Capitalised Software Product Cost**	**106.90**	**53.76**	**3.00**	**9.80**	**19.07**
C.	**Investments**	**974.79**	**245.32**	**3.43**	**1.01**	**0.14**
D.	**Deferred Tax Assets**	**0.55**	**0.00**	**0.00**	**9.85**	**11.11**
E.	**Current Assets, Loans and Advances**					
	Sundry Debtors	212.61	151.96	73.38	43.23	23.95
	Cash & Bank Balances	136.28	26.03	31.71	1.73	2.89
	Other Current Assets	0.92	8.26	4.43	3.49	6.67
	Loans & Advances	63.29	47.16	26.08	39.45	18.93
		413.10	**233.41**	**135.60**	**87.90**	**52.44**
F.	**Liabilities and Provisions**					
	Secured Loans	814.67	232.12	0.29	1.02	1.60
	Unsecured Loans	0.00	0.00	7.25	0.00	1.52
	Deferred Tax Liabilities	38.01	19.21	3.49	0.00	0.00
	Current Liabilities & Provisions	80.01	49.35	28.18	19.48	16.25
		932.69	**300.68**	**39.21**	**20.50**	**19.37**
G.	**Net Worth (A+B+C+D+E-F)**	**588.24**	**256.28**	**128.16**	**98.76**	**75.12**
H.	**Represented by**					
	1. Share Capital					
	Equity Share Capital	93.70	90.00	71.08	71.08	38.00
	Preference Share Capital	49.11	44.06	0.00	0.00	0.00
	2. Share Capital Suspense Account	0.00	0.00	0.00	0.00	12.08
	3. Share Application Money	0.00	0.00	0.00	0.00	9.90
	4. Reserves & Surplus	453.08	122.25	57.17	44.24	36.26
		595.89	**256.31**	**128.25**	**115.32**	**96.24**
I.	**Miscellaneous Expenditure (not written off)**	7.65	0.03	0.09	0.16	0.22
	J. P& L Account –Debit Balance	0.00	0.00	0.00	16.40	20.90
K.	**Net Worth (H-I-J)**	**588.24**	**256.28**	**128.16**	**98.76**	**75.12**

Summary Statement of Profits and Losses of TAKE Solutions Limited, as restated for the Year/Period ended

(Rs. in millions)

	Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003 (01.02.02 to 31.03.03)
A.	**Income**					
	1. Revenues	572.88	367.63	239.40	131.20	63.42
	2. Other Income	0.78	3.75	3.39	1.13	0.66
	Total	**573.66**	**371.38**	**242.79**	**132.33**	**64.08**
B.	**Expenses**					
	1. Employee Cost	63.30	48.29	37.68	35.48	17.55
	2. Operation & Other Expenses	320.20	229.33	150.1	79.63	55.95
	3. Interest	33.54	2.52	0.4	0.32	0.26
	Total	**417.04**	**280.14**	**188.18**	**115.43**	**73.76**
C.	**Net Profit/(Loss) before Amortization, Depreciation & Tax**	**156.62**	**91.24**	**54.61**	**16.9**	**-9.68**
	(i) Product Development Expenses written off	25.54	7.89	6.8	9.47	7.1
	(ii) Depreciation	2.92	2.59	1.54	1.35	0.72
D.	**Net Profit/(Loss) before Tax**	128.16	80.76	46.27	6.08	-17.5
	(iii) Taxation					
	- Current Tax	4.90	5.2	3.6	0.32	0.00
	- Deferred Tax	18.26	15.72	13.35	1.26	-8.26
	- Fringe Benefit Tax	1.10	1.2	0.00	0.00	0.00
E.	**Net Profit / (Loss) before extra-ordinary items(C - i-ii-iii)**	**103.90**	**58.64**	**29.32**	**4.50**	**-9.24**
	Extra-Ordinary items (net of Tax)	0.00	0.00	0.00	0.00	0.00
F.	**Net Profit/ (Loss) after extra Ordinary items**	**103.90**	**58.64**	**29.32**	**4.50**	**-9.24**
G.	**Short/(Excess)provision in respect of Income Tax for earlier years**	**-0.62**	**-0.36**	**0.00**	**0.00**	**0.00**
H.	**Net profit / (Loss) as stated**	**103.28**	**58.28**	**29.32**	**4.50**	**-9.24**
I.	**Profit and Loss balance transfer due to –Merger of Milleenium Infocomm Limited**	**0.00**	**0.00**	**0.00**	**0.00**	**1.32**
J.	**Net Profit / (Loss) (H-I)**	**103.28**	**58.28**	**29.32**	**4.50**	**-10.56**
K.	**Tax provision restated**	**0.62**	**0.36**	**-0.62**	**0.00**	**-0.36**
L.	**Net profit/ (loss) as restated**	**103.90**	**58.64**	**28.70**	**4.50**	**-10.92**

THE ISSUE

Issue of Equity Shares	2,100,000 Equity Shares of face value of Rs. 10 each
Of which Employee Reservation Portion	100,000 Equity Shares of face value of Rs. 10/- each
Net Issue to the Public	2,000,000 Equity Shares of face value of Rs. 10 each
Qualified Institutional Buyers (QIB) portion	At least 1,200,000 Equity Shares of face value of Rs. 10 each ***(Allocation on a proportionate basis)***
- Available for allocation to Mutual Funds only	60,000 Equity Shares of face value of Rs. 10 each ***(Allocation on a proportionate basis)***
Balance for QIBs including Mutual Funds	1,140,000 Equity Shares of face value of Rs. 10 each ***(Allocation on a proportionate basis)***
Non-Institutional Portion	Up to 200,000 Equity Shares of face value of Rs. 10 each ***(Allocation on a proportionate basis)***
Retail Portion	Up to 600,000 Equity Shares of face value of Rs. 10 each ***(Allocation on a proportionate basis)***
Equity Shares outstanding prior to the Issue	9,900,000 Equity Shares of face value of Rs. 10 each
Equity Shares outstanding after the Issue	12,000,000 Equity Shares of face value of Rs. 10 each
Use of Issue Proceeds	See the section titled “Objects of the Issue” on page 24 of this RHP.

GENERAL INFORMATION

Our Company's Registered Office is situated at # 76, Venkatakrishna Road, Raja Annamalaipurum, Chennai 600028, India. The registration number of the Company is U63090TN2000PTC46338.

Our Corporate Office is situated at # 80/81, MBC Towers, 6th Floor, TTK Road, Alwarpet, Chennai 600 018, India

Our Company is registered with Registrar of Companies, Tamil Nadu, Chennai situated at Shastri Bhavan, No. 26, Haddows Road, Chennai 600 006.

Our Company was originally incorporated under the Companies Act on December 20, 2000 as TAKE Solutions Private Limited and pursuant to a Scheme of Amalgamation, our Company was merged with Millennium Infocomm Limited w.e.f. the Appointed Date i.e. January 1, 2003 and the Scheme of Amalgamation came into effect on February 23, 2004 i.e. the Effective Date and the word "Private" was deleted from the name of the Company by the Registrar of Companies, Tamil Nadu on March 29, 2004.

Our Board of Directors

Name of the Director	Designation
Mr. Wong Toon King	Non-Executive Chairman
Mr. Sridharan Sivan	Managing Director
Mr. Rangasami Seshadri	Whole-time Director
Mr. Ram Yeleswarapu	Non-Executive and Non-Independent Director
Mr. Harikesavanallur Ramani Srinivasan	Non-Executive and Non-Independent Director
Mr. Devaki Venkataraman Ravi	Non-Executive and Non-Independent Director
Prof. Ganesan Raghuram	Independent Director
Mr. Rangasamy Sundara Rajan	Independent Director
Mr. Dodballapur Achuta Rao Prasanna	Independent Director
Mr. Narayanan Kumar	Independent Director

Further details of our Managing Director, Wholetime Director and Non-Executive and Non-Independent Directors are provided hereinbelow:

Name of our Executive and Non-Independent Directors	Age	Date of Appointment/ Term of Office
Mr. Sridharan Sivan Des: Managing Director Fathers Name: Mr. R. Sivan Add: 4, Bharati Nagar, First Street, T. Nagar, Chennai 600 017 Occ: Business	40	July 14, 2006 Term: 3 Years
Mr. Ram Yeleswarapu Des: Non-Independent Director Fathers Name: Mr. Krishnamurthy Yeleswarupu Add: 37, Elmara Drive, Bridgewater, New Jersey 08807 USA Occ: Business	40	June 22, 2005 (To retire by rotation)
Mr. Harikesavanallur Ramani Srinivasan Des: Non-Independent Director Fathers Name: Mr. H.S. Ramani Add: 72, Venkatakrishna Road, Raja Annamalai Puram, Chennai 600 028 Occ: Business	43	June 6, 2006 (To retire by rotation)

Name of our Executive and Non-Independent Directors	Age	Date of Appointment/ Term of Office
Mr. Devaki Venkataraman Ravi Des: Non-Independent Director Fathers Name: Devaki Venkatasubbaiah Venkataraman Add: B3E, Regal Palm Gardens, Cee Dee Apartments, Velachery Tambaram Road, Velachery, Chennai 600 042. Occ: Business	42	June 6, 2006 (To retire by rotation)
Mr. Rangasami Seshadri Des: Whole-time Director Fathers Name: Mr. S. Rangasami Add: Flat C, Anandam Apartments, Door No. 4, New No. 7, Second Street, East Abhiram Puram, Chennai 600 004. Occ: Business	50	Since Incorporation Term: 3 years

Compliance Officer

Mr. Venkataraman Sundar
(Vice President – Finance & Company Secretary)
TAKE Solutions Limited
76, Venkatakrishna Road,
Raja Annamalaipurum,
Chennai 600028, India
Tel: (+91 44) 6696 4200, 6696 5555, 6696 4266
Fax: (+91 44) 2461 7360
Email: ipo@takesolutions.com
Website: www.takesolutions.com

Investors can contact the Compliance Officer in case of any Pre-Issue or Post-Issue related problems such as non-receipt of letters of allotment / share certificates / credit of securities in their demat accounts / refund orders and such other issues.

BOOK RUNNING LEAD MANAGERS

Edelweiss Capital Limited
14th Floor,
Express Towers,
Nariman Point,
Mumbai – 400 021
Tel: +91 22 2286 4400
Fax: +91 22 2288 2119.
Email: take.ipo@edelcap.com
Website: www.edelcap.com
Contact Person: Ms. Cheryl Menezes

DOMESTIC LEGAL COUNSEL TO THE ISSUE

Rajani Associates
Advocates & Solicitors
F-4 "C" Road, Churchgate
Mumbai 400020, India
Tel: 022 22021010
Fax: 022 22021011
E-mail: info@rajaniassociates.net
Contact Person: Mr. Prem Rajani

REGISTRAR TO THE ISSUE

Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W),
Mumbai, India 400078
Tel: +91-22-25960320 (9 Lines)
Fax: +91-22-25960329
Email: take@intimespectrum.com
Website: www.intimespectrum.com
Contact Person: Mr. Salim Shaikh

BANKERS TO THE ISSUE

HDFC Bank Limited
26 A, Narayan Properties,
Chandivali, Farm Road,
Sakinaka, Andheri East,
Mumbai – 400 072
Tel: +91-22-2856 9009
Fax: +91-22-2856 9256
E-mail: viral.kothari@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Viral Kothari

The Hongkong and Shanghai Banking Corporation Limited
52/60, Mahatma Gandhi Road,
Global Payments & Cash Management,
Mumbai - 400 001
Tel: +91-22-2268 5352
Fax: +91-22-2273 4421
E-mail: suyog.mhatre@hsbc.co.in
Website: www.hsbc.co.in
Contact Person: Mr. Suyog Mhatre

Yes Bank Limited
9th Floor, Nehru Centre, Discovery of India,
Dr. AB Road, Worli,
Mumbai 400 018
Tel: +91-22-6669 9000
Fax: +91-22-6669 9255
E-mail: shreejit.nair@yesbank.in
Website: www.yesbank.in
Contact Person: Mr. Shreejit Nair

UTI Bank
Jeevan Prakash Building,
Ground Floor,
Sir. P.M. Road,
Fort, Mumbai - 400 001
Tel: +91-22-6610 7265
Fax: +91-22-22835785
E-mail: roshan.mathias@utibank.co.in
Website: www.utibank.com
Contact Person: Mr. Roshan Mathias

SYNDICATE MEMBERS

Edelweiss Securities Limited
14th Floor, Express Towers,
Nariman Point,
Mumbai – 400 021
Tel: +91 22 2286 4400
Fax: +91 22 2288 2119.
Website: www.edelcap.com
Email:take.ipo@edelcap.com
Contact Person: Mr. Devang Ashar

STATUTORY AUDITORS*

Sundar Srini & Sridhar
Chartered Accountants
No. 9, Rajamannar Street, T.Nagar,
Chennai 600017
Tel: (+91 44) 2815 8527
Fax: (+91 44) 2815 8526
Email: sridhar@sssindia.com
* Chartered Accountant certifying the Financial Information of ClearOrbit Inc. USA by way of review report.

BANKERS TO THE COMPANY

HDFC Bank Limited
R.A. Puram Branch,
Chennai 600028
Tel: 44 20 7826 4544
Fax: 44 20 7588 0555
E-mail: vaishnavi.viswanathan@hdfcbank.com

The Hongkong and Shanghai Banking Corporation Limited
Cathedral Road,
Chennai 600086
Tel: 44 20 7826 4544
Fax: 44 20 7588 0555
E-mail: shivanandlal@hsbc.co.in

Yes Bank Limited
Nehru Centre, 9th Floor,
Discovery of India,
Dr. A.B. Road,
Worli, Mumbai 400018
Tel: 44 20 7826 4544
Fax: 44 20 7588 0555
E-mail: jaideep.iyer@yesbank.in

City Union Bank Limited
No. 67, Mandaveli Street,
Chennai 600028
Tel: 44 24937874
Fax: 44 24610024
E-mail: cub036@cityunionbank.com

IDBI Bank Limited
Greams Road Branch
P. M. Tower
37, Greams Road
Thousand Lights
Chennai 600006
Tel: 44 28 293413
Fax: 44 28 295370
E-mail: manikandan_s@idbibank.com

Various agencies like the Bankers to the Issue, Escrow Collection Bank(s), Syndicate Members, Brokers, Advertising agencies, Public Relations agencies etc. will be appointed by us in consultation with the BRLM.

We confirm that all the intermediaries associated with the Issue are registered with SEBI and have complied with the requirements of SEBI regulations and are eligible to be associated with the Issue.

Statement of Responsibilities for the Issue

The BRLM shall be responsible for the following activities:

- Capital structuring with the relative components and formalities such as type of instruments etc.
- Due diligence of the Company's operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus and of statutory and non-statutory advertisement including memorandum containing salient features of the Prospectus and any other publicity material. The BRLM shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, ROC and SEBI including finalisation of the prospectus and filing with the Stock Exchanges/ROC.
- Appointment of other intermediaries viz. Registrar to the Issue, printers, advertising agency and Bankers to the Issue.
- Retail and Non-Institutional marketing strategy, which will cover *inter alia*:
    - Formulating marketing strategies, preparation of publicity budget;
    - Finalise media and public relations strategy;
    - Finalise centers for holding conferences for press and brokers;
    - Finalise collection centers;
    - Follow-up on distribution of publicity and issue material, including Bid cum Application Forms, Red Herring Prospectus and deciding on the quantum of the Issue material;
- Institutional marketing strategy, which will cover *inter alia*:
    - Finalize the list and division of investors for one-on-one meetings;
    - Finalize road show presentations.
- Managing the book, co-ordination with Stock Exchanges and pricing and institutional allocation in consultation with the Company.
- The post bidding activities including management of Escrow Accounts, coordination of non-institutional allocation, intimation of allocation and dispatch of refunds to Bidders etc.
- The post Issue activities will involve essential follow up steps, including finalization of trading and dealing instruments and dispatch of certificates and demat delivery of Equity Shares, with the various agencies connected with the work such as the Registrar to the Issue and Bankers to the Issue and the banks handling refund business. The BRLM shall be responsible for ensuring that these agencies fulfill their functions and enable them to discharge this responsibility through suitable agreements with the Company.

Issue Grading

We have not opted for grading of this Issue from any credit rating agency.

Credit Rating

This being an Issue of Equity Shares, credit rating is not required.

Monitoring Agency

In terms of Clause 8.17 of the SEBI DIP Guidelines our Company is not required to appoint a Monitoring Agency. However, the use of the proceeds of the Issue shall be monitored by the Audit Committee and our Company shall disclose to the Audit Committee, the uses/applications of funds by major category on a quarterly basis as a part of our Company's declaration of financial results. Further, on an annual basis, our Company shall prepare a statement of funds utilized for the purposes other than those stated in the Prospectus and place it before the Audit Committee. Such disclosure shall be made by our Company till such time that the full money raised through the issue has been fully utilized. The statement shall be certified by the statutory auditors of our Company. The Audit Committee shall make appropriate recommendations to the Board to take up steps in this matter.

Trustee

This being an Issue of Equity Shares, the appointment of trustees is not required.

Book Building Process

Book building, with reference to the Issue refers to the process of collection of Bids, on the basis of the

Red Herring Prospectus within the Price Band. The Issue Price is fixed after the Bid Closing Date / Issue Closing Date.

The principal parties involved in the Book Building Process are:

- The Company;
- Book Running Lead Managers;
- Members of Syndicate who are intermediaries registered with SEBI or registered as brokers with NSE/ BSE and eligible to act as Underwriters. Syndicate Members are appointed by the BRLM;
- Escrow Collection Bank(s); and
- Registrar to the Issue.

The Net Issue being less than 25% of the post issue equity capital, the Issue is being made through the 100% Book Building Process with an allocation of at least 60% of the Net Issue allotted to QIB on a proportionate basis out of which 5% shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIB and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. If at least 60% of the Net Issue cannot be allocated to QIB, then the entire application money will be refunded forthwith. Further, up to 10% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and up to 30% of the Net Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price.

The Company shall comply with Guidelines issued by SEBI for this Issue. In this regard, the Company has appointed Edelweiss Capital Limited as the Book Running Lead Manager to manage the Issue and to procure subscription to the Issue.

Pursuant to amendments to the SEBI DIP Guidelines, QIB Bidders are not allowed to withdraw their Bid(s) after the Bid Closing Date / Issue Closing Date and for further details see the section titled "Terms of the Issue" on page 42 of this RHP.

Illustration of Book Building and Price Discovery Process

Illustration of Book Building and Price Discovery Process (Investors should note that this example is solely for illustrative purposes and is not specific to the Issue) Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 30 to Rs. 36 per share, issue size of 4,000 equity shares and receipt of seven bids from bidders. A graphical representation of the consolidated demand and price would be made available on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com) and also at the bidding centres during the bidding/issue period. The illustrative book as shown below shows the demand for the shares of a company at various prices and is collated from bids from various investors.

Number of equity shares bid for	Bid Price (Rs.)	Cumulative equity shares bid	Subscription
1000	36	1000	25.00%
1500	35	2500	62.50%
500	34	3000	75.00%
1000	33	4000	100.00%
1500	32	5500	137.50%
2000	31	7500	187.50%
2500	30	10000	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the issue is subscribed, i.e., Rs. 33 in the above example. The issuer company in consultation with the Book Running Lead Managers will finalize the issue price at or below such cut off price, i.e., at or below Rs. 33. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken for bidding:

- ✓ Check eligibility for bidding (see the section titled “Issue Procedure” “Who Can Bid” on page 216 of this Red Herring Prospectus);
- ✓ Ensure that the Bidder has a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- ✓ Ensure that you have mentioned your PAN and attach copies of your PAN card to the Bid cum Application Form (see the section titled “Issue Procedure” on page 216 of this Red Herring Prospectus;
- ✓ Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue any time after the Bid/Issue Opening Date without assigning any reason therefore.

Bid/Issue Programme

Bidding Period/Issue Period

BID/ISSUE OPENS ON	**AUGUST 1, 2007**
BID/ISSUE CLOSES ON	**AUGUST 7, 2007**

Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 3.00 p.m**. (Indian Standard Time) during the Bidding Period as mentioned above at the bidding centres mentioned on the Bid cum Application Form except that on the Bid/Issue Closing Date, the Bids shall be accepted **only between 10.00 a.m. and 1.00 p.m.** (Indian Standard Time) and uploaded till such time as permitted by the NSE and the BSE on the Bid/Issue Closing Date.

Our Company reserves the right to revise the Price Band during the Bidding Period in accordance with SEBI Guidelines. The cap on the Price Band should not be more than 20% of the floor of the Price Band. Subject to compliance with the immediately preceding sentence, the floor of the Price Band can move up or down to the extent of 20% of the floor of the price band advertised at least one day prior to the Bid/Issue Opening Date.

In case of revision in the Price Band, the Bidding/ Issue Period will be extended for three additional working days after revision of Price Band subject to the Bidding/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bidding/ Issue Period, if applicable, will be widely disseminated by notification to the NSE and the BSE, by issuing a press release, and also by indicating the change on the web site of the BRLM and at the terminals of the Syndicate.

Underwriting Agreement

After the determination of the Issue Price and allocation of our Equity Shares but prior to filing of the Prospectus with the Registrar of Companies, Chennai, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued through this Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLM shall be responsible for bringing in the amount devolved in the event that their respective Syndicate Members do not fulfill their underwriting obligations.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the Registrar of Companies, Tamil Nadu)

Name and Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rs. Lakhs)
Edelweiss Capital Limited	[●]	[●]
Edelweiss Securities Limited	[●]	[●]

The above-mentioned amount is indicative underwriting and this would be finalized after pricing and actual allocation. The above Underwriting Agreement is dated [●].

In the opinion of our Board of Directors (based on a certificate given by the Underwriters), the resources of all the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. All the above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

Allocation among Underwriters may not necessarily be in proportion to their underwriting commitments.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default, the respective Underwriter in addition to other obligations to be defined in the Underwriting Agreement will also be required to procure / subscribe to the extent of the defaulted amount.

CAPITAL STRUCTURE OF THE COMPANY

The share capital of our Company as on the date of this RHP is set forth below:

(Rs. in Million)

Particulars	Nominal Value	Aggregate value at Issue Price
(A) Authorized Share Capital		
15,000,000 Equity Shares of Rs. 10/- each 5,000,000 Preference Shares of Rs. 10/- each	150.00 50.00	
(B) Issued, Subscribed and Paid-up		
9,900,000 Equity Shares of Rs. 10/- each 4,910,850 Preference Shares of Rs. 10/- each	99.00 49.11	
(C) Present Issue in terms of this Red Herring Prospectus		
2,100,000 Equity Shares of Rs. 10/- each fully paid up	21.00	[•]
Out of the above:		
Employee Reservation Portion		
100,000 Equity Shares of Rs. 10/- each	1.00	**[•]**
Net Issue to the Public		**[•]**
2,000,000 Equity Shares of Rs. 10/- each	20.00	
(E) Paid up capital after the Issue		
12,000,000 Equity Shares of Rs. 10/- each fully paid up 4,910,850 Preference Shares of Rs. 10/- each	120.00 49.11	
(F) Share Premium Account		
Before the Issue		578.08
After the Issue*		[•]

* The Share Premium Account will be determined after the Book Building Process and confirmation of the Issue Price.

Note:

We have passed a Special Resolution at an EGM held on June 21, 2006 for approving the Employee Stock Options Scheme ("Scheme") under Section 79A of the Companies Act in terms of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999. These stock options shall be convertible into Equity Shares in terms of the Scheme. The maximum amount of Equity Shares that can be issued on conversion of the stock options is restricted to 600,000 Equity Shares under the Scheme. Not more than 5% of the paid up equity capital of the Company will be collectively issued to our employees and the employees of our one hundred percent Subsidiaries. However, no stock options of the Company have been granted under the Scheme to any employee of the Company or our one hundred percent Subsidiaries as on date of the filing of the RHP with SEBI/ROC. For details of the Scheme, please see the section "Our Management" on page no. 115 *on this RHP.*

Notes to Capital Structure

Details of Change in Authorized Capital

Particulars	Date	No. of Shares	Details of Changes
Incorporation	December 20, 2000	5,000,000	On Incorporation
Increase	November 28, 2003	7,000,000	From Rs. 50.00 Million to Rs. 70.00 Million by addition of 2,000,000 Equity Shares of Rs. 10 each
Increase	March 29, 2004	10,000,000	From Rs. 70.00 Million to Rs. 100.00 Million by addition of 3,000,000 Equity Shares of Rs. 10 each
Increase	March 22, 2006	15,000,000 5,000,000	From Rs. 100.00 Million to Rs. 200.00 Million by addition of 5,000,000 Equity Shares of Rs. 10 each and 5,000,000 Preference Shares of Rs. 10 each

Equity Share Capital History of the Company (Capital Build up)

Date of allotment made fully paid up	No. of Equity Shares allotted	Face value per share (Rs.)	Cumulative No. of Equity Shares	Issue Price per Share (Rs.)	Consid-eration	Nature of Allotment	Securities Premium Account (Rs.)
December 20, 2000	100	10	100	10	Cash	On Incorporation	Nil
December 20, 2000	100	10	200	10	Cash	On Incorporation	Nil
October 16, 2001	500,000	10	500,200	10	Cash	Allotment	Nil
October 16, 2001	1,500,000	10	2,000,200	10	Cash	Allotment	Nil
August 16, 2002	190,000	10	2,190,200	10	Cash	Allotment	Nil
August 16, 2002	1,610,000	10	3,800,200	10	Cash	Allotment	Nil
October 31, 2003	700,000*	10	4,500,200	10	Consideration other than Cash	Purchase of Business	Nil
October 31, 2003	300,000*	10	4,800,200	10	Consideration other than Cash	Purchase of Business	Nil
November 28, 2003	600,000	10	5,400,200	15	Cash	Allotment	3,000,000
December 12, 2003	500,000	10	5,900,200	20	Cash	Allotment	5,000,000
March 31, 2004	1,208,200	10	7,108,400	10	-	Allotment on Amalgamation of MICL**	Nil
March 22, 2006	1,777,292	10	8,885,692	10	-	Bonus	Nil
March 31, 2006	114,308	10	9,000,000	225	Cash	Allotment	24,576,220
February 27, 2007	370,000	10	9,370,000	625	Cash	Allotment	227,550,000
June 4, 2007	530,000	10	9,900,000	625	Cash	Allotment	325,950,000
	9,900,000						

** Please refer to the section titled "History and Certain Corporate Matters" [For details on the acquisition of certain softwares in consideration for issue of Equity Shares by the Company on page 99 of this RHP.*

*** Amalgamation of Millennium Infocom Limited ("MICL") with our Company.*

The Madras High Court by an Order dated December 31, 2003 sanctioned the Scheme of Amalgamation under Sections 391 and 394 of the Companies Act between MICL and our Company. As per the Scheme of Amalgamation for every four (4) equity shares held by the shareholders of MICL, one (1) Equity Share of our Company had been issued. Consequent to the amalgamation, erstwhile shareholders of MICL were issued 1,208,200 Equity Shares of Rs. 10 each of our Company. The Appointed Date for the Scheme was January 1, 2003 and the Scheme of Amalgamation came into effect on February 23, 2004 i.e. the Effective Date and the word "Private" was deleted from the name of the Company by the Registrar of Companies, Tamil Nadu on March 29, 2004.

Preference Share Capital (Build up)

Name of Preference Shareholder	Date of Allotment	No. of Preference shares	Face Value	Consideration in Rupees (Per Preference Share)
TAKE Solutions Pte. Limited	March 31, 2006	4,406,000	10/-	10.00
TAKE Solutions Pte. Limited	August 9, 2006	504,850	10/-	10.00
Total		**4,910,850**		

Terms of the Issue of Preference Shares:

- ✓ The Preference Shares are non-cumulative redeemable preference shares.
- ✓ The Preference Shares carry a right to dividend every year, at the rate of 5% on the preference share capital on a non-cumulative basis.
- ✓ With respect to capital, in the event of winding up of the Company or repayment of capital to the shareholders, these preference shares carry a preferential right to repayment of capital over the equity shareholders of the Company.
- ✓ In terms of Section 87 of the Companies Act, preference shareholder may acquire voting rights in the event of default on the part of our Company in the payment of dividends in respect of periods as more specifically provided for in the Companies Act.

Promoters Shareholding (Equity)

Name of Promoter	Date of Allotment/ Acquisition	Nature of Issue – Allotment / Acquisition	No. of Equity Shares	Face Value (Rs.)	Conside-ration in Rupees (Per Equity Share)	Percentage of Pre- Issue paid-up capital (%)	Percentage of Post Issue paid-up capital (%)
TAKE Solutions Pte. Limited	March 31, 2005	Acquisition	4,456,383	10	15.00	45.01	37.13
	April 27, 2005	Acquisition	428,267	10	15.00	4.33	3.57
	October 24, 2005	Acquisition	463,850	10	15.00	4.68	3.87
	March 22, 2006	Bonus out of Free Reserves	1,737,125	10	Bonus	17.55	14.48
Total (A)			7,085,625			71.57	59.05
Aakanksha Management Consultancy and Holdings Private Limited	March 31, 2006	Allotment	23,000	10	225.00	0.23	0.19
Total (B)			23,000			0.23	0.19
DRP Consultants Private Limited	March 31, 2006	Allotment	10,000	10	225.00	0.10	0.08
Total (C)			10,000			0.10	0.08
Total (A)+(B)+(C)			**7,118,625**			**71.90**	**59.32**

Our other Promoters i.e. Mr. Sridharan Sivan, Mr. Harikesavanallur Ramani Srinivasan, Mr. Devaki Venkataraman Ravi, Mr. Ram Yeleswarapu do not directly hold any equity shares in the Company.

Promoters Contribution and Lock-in

All Equity Shares of the Promoters which are being locked in are not ineligible for computation of Promoters Contribution as specified under Clause 4.6 of SEBI DIP Guidelines.

Pursuant to the SEBI DIP Guidelines, an aggregate of 20% of the post-Issue capital of the Company held by our Promoters shall be locked-in for a period of three (3) years from the date of allotment in the Issue.

The details of such lock-in are as given below:

Name	Allotment/ Acquisition	Date of Allotment/ Acquisition	No. of Shares	Face Value (Rs.)	Conside-ration/ Issue Price	% of Post Issue	Lock-in period Equity Capital
TAKE Solutions Pte. Limited	Acquisition	October 24, 2005	463,850	10	15.00	3.87	3 years
TAKE Solutions Pte. Limited	Acquisition	April 27, 2005	428,267	10	15.00	3.57	3 years
TAKE Solutions Pte. Limited	Acquisition	March 31, 2005	627,883	10	15.00	5.23	3 years
TAKE Solutions Pte. Limited	Acquisition	March 31, 2005	1,000,000*	10	15.00	8.33	3 years
			2,520,000			21.00	

TAKE Solutions Pte. Limited by its letter dated June 15, 2007 has given its consent for lock in as stated above. The shares acquired last have been locked in first and the lock in period shall commence from the date of allotment of shares in the Issue. The minimum Promoters contribution for 3 years lock-in of shares has been computed based on the total of the post issue capital and the 600,000 Equity Shares earmarked for the ESOS assuming full allotment of options.

We confirm that the issuance of bonus shares are not made out of revaluation reserves or reserves without accrual of cash resources.

Note:

*In terms of Clause 4.6.4A of the SEBI DIP Guidelines, pledged securities held by Promoters are not eligible for computation of promoter's contribution. However, in terms of Clause 4.15.1 of the SEBI DIP Guidelines, securities locked in as minimum promoters contribution under Clause 4.11.1 of the SEBI DIP Guidelines may be pledged, only if, in addition to fulfilling the requirements of this clause, the loan has been granted by the banks or financial institutions for the purpose of financing one or more of the objects of the Issue.

TAKE Solutions Pte. Limited has pledged 1,519,342 Equity Shares with Yes Bank Limited (which has been entirely considered for computation of Promoters' Contribution) for the purpose of securing the structured debt facility and term loan aggregating Rs. 200 Million provided by them to our Company for the purpose of facilitating the acquisition of ClearOrbit Inc. mentioned in the section "Objects of the Issue" on page 24 of this Red Herring Prospectus.

Based on the above, we confirm that the said shares considered for Promoter's Contribution are eligible for Promoter's Contribution. Further Yes Bank Limited has, by a letter dated June 12, 2007 provided its consent for the lock-in of the respective shares for a period of 3 years from the date of allotment.

Balance Promoters Shareholdings shall be locked in as follows:

Name	No. of Shares	Face Value (Rs.)	Price	% of post issue equity capital	Lock-in period
Promoters					
TAKE Solutions Pte. Limited	45,65,625	10/-	15.00	38.05	1 year
Aakanksha Management Consultancy and Holdings Private Limited	23,000	10/-	225.00	0.19	1 year
DRP Consultants Private Limited	10,000	10/-	225.00	0.08	1 year
TOTAL	**45,98,625**			**38.32**	

Details of Equity Share Capital locked-in for one year are as follows:

As per Clause 4.14.1 of the SEBI DIP Guidelines, in addition to the lock-in of the Promoter's Shareholding specified above, our entire pre-Issue equity share capital including the shares allotted under the Private Placement, will be locked-in for a period of one year. The lock-in shall begin from the date of allotment Equity of Shares in this Issue and shall end one year after the date of allotment in this Issue. We have issued letters to the shareholders on October 31, 2006 informing them about the lock-in of their shares for a period of one year from the date of allotment in this Issue. Subsequent allotees have consented for the lock-in of their equity shares for a period of one year from the date of allotment in this Issue.

However, in terms of Clause 4.16.1(a) of the SEBI DIP Guidelines, the pre-Issue Equity Shares held by persons other than the Promoters which are locked in as per Clause 4.14 of the SEBI DIP Guidelines may be transferred to any person holding Equity Shares which are locked in as per Clause 4.14 of the SEBI DIP Guidelines subject to the continuation of lock-in in the hands of the transferees for the remaining period and compliance of SEBI Takeover Regulations, as applicable.

Further, in terms of Clause 4.16.1 (b) of the SEBI DIP Guidelines, the Equity Shares held by Promoters and locked-in as per Clause 4.14 of the SEBI DIP Guidelines, may be transferred to and among the Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in, in the hands of the transferee for the remaining period and compliance with SEBI Takeover Regulations, as applicable.

Equity Shares held by our Promoters under lock-in period, cannot be sold/ hypothecated/ transferred during the lock-in period. However, the Promoters can pledge such locked-in Equity Shares with banks or financial institutions as collateral security, for loans granted by such banks or financial institutions provided the pledge of shares is one of the terms of the sanction of loan. In line with the above provisions, 2,925,800 Equity Shares of our Company held by our Promoter i.e. TAKE Pte. and locked in for one year have been pledged with DSP Merrill Lynch and Yes Bank to secure repayment of the debt structure facility and term loan of Rs.1000 Million in the aggregate utilized for the acquisition of ClearOrbit Inc., USA.

The ultimate major shareholders of the Promoters/Corporate Promoters and Promoter Group of our Company is presented in the table below:

Corporate Promoter	Name of major shareholders (owning over 10% shareholding in the Corporate Promoters)	% holding in the Corporate Promoter	Ultimate individual owner (where applicable)*	Relationship of the ultimate individual owner with our Company
TAKE Solutions Pte. Limited	Esyspro Infotech Limited	17.75	NA	NA
	Asia Global Trading (Chennai) Limited	14.94	Mr. G.J.R. Krishnan **	NA
	Aakanksha Management Consultancy and Holdings Private Limited	14.15	Mr. Harikesavanallur Ramani Srinivasan	Promoter
	DRP Consultants Private Limited	13.71	Mr. Devaki Venkataraman Ravi	Promoter
Aakanksha Management Consultancy and Holdings Private Limited	Mr. Harikesavanallur Ramani Srinivasan	91.98	Mr. Harikesavanallur Ramani Srinivasan	Promoter
DRP Consultants Private Limited	Mr. Devaki Venkataraman Ravi	99.67	Mr. Devaki Venkataraman Ravi	Promoter

*For details on the ultimate individual owners please refer to the Sections titled “Our Promoters” and Our Promoter Group” on pages 129 and 134 respectively.

** Mr G.J.R. Krishnan is employed as a company secretary in Shriram City Union Finance Limited.

Further the table below presents the direct/ indirect equity shareholding of each of the individual Promoters in our Company:

Individual Promoter	Direct holding in the Company (%)	Indirect holding in the Company (through shareholding in the corporate Promoters & Promoter Group company) (%)	Total/Pre-Issue equity shareholding in the Company (%)	Total equity shareholding as a % of post-Issue paid up equity capital
Mr. Sridharan Sivan	Nil	3.92 (through iStartWeb Private Limited shareholding in TAKE Pte.)	3.92	3.24
Mr. Harikesavanallur Ramani Srinivasan	Nil	0.23 (through Aakanksha Management Consultancy and Holdings Private Limited shareholding in our Company); 10.13 (through Aakanksha Management Consultancy and Holdings Private Limited shareholding in TAKE Pte.)	10.36	8.55
Mr. Devaki Venkataraman Ravi	Nil	0.11 (through DRP Consultants Private Limited shareholding in our Company) 9.81 (through DRP Consultants Private Limited shareholding in TAKE Pte.)	9.92	8.18
Mr. Ram Yeleswarapu	Nil	5.63 (through shareholding in TAKE Pte.)	5.63	4.65
	Total		**29.83**	**24.62**

Issue of Equity Shares in the preceding one year

We have made the following allotments of Equity Shares in the twelve months before the date of this Red Herring Prospectus and the price of such issuances may be lower than the Issue Price:

Allottee	Date of Allotment	Issue Price (Rs.)	Number of Equity Shares
Passport India Investments (Mauritius) Limited	February 27, 2007	625.00	370,000
Galleon International Master Fund Spc, Limited. – New Silk Route Pipe Segregated Portfolio	June 4, 2007	625.00	530,000

Our pre and post Issue equity shareholding pattern

The table below presents our pre and post Issue equity shareholding pattern: -

Particulars	Pre-Issue Paid Up Equity Capital		Post-Issue Paid Up Equity Capital	
	No. of Shares of face value Rs 10each	% of equity share holding	No. of Shares of face value Rs 10 each	% of equity shareholding
Promoters				
TAKE Solutions Pte. Limited	7,085,625	71.57	7,085,625	59.05
Aakanksha Management Consultancy and Holdings Limited	23,000	0.23	23,000	0.19
DRP Consultants Private Limited	10,000	0.10	10,000	0.08
Sub Total (A)	7,118,625	71.90	7,118,625	59.32
Promoter Group (excluding Promoters)	Nil	Nil	-	-
Total (B)	Nil	Nil	-	-
Others				
NRIs	43,944	0.44	[●]	[●]
Employees	27,165	0.27	[●]	[●]
Others	2,710,266	27.38	[●]	[●]
Total (C)	2,781,375	28.09		
Total (A+B+C)	**9,900,000**	**100**	**12,000,000**	**100**

For details of Directors holding shares in our Company, please refer to the section titled ‘Our Management’ on page 115 of this RHP.

Our top 10 equity shareholders as on the date of filing of this Red Herring Prospectus are as set out below:

Sr. No.	Name of Equity Shareholders	No. of Equity Shares	Percentage of Shareholding (%)
1.	TAKE Solutions Pte. Limited	7, 085,625	71.57
2.	Merlina Enterprises Private Limited	625,000	6.31
3.	Galleon International Master Fund SPC Ltd	530,000	5.35
4.	Passport India Investments (Mauritius) Limited	370,000	3.74
5.	Manish Kumar	300,000	3.03
6.	Sapphire Biz Forecasting & Consulting Private Limited	200,000	2.02
7.	V. Nagesh	100,000	1.01
8.	V. Bharti	100,000	0.50
9.	V. Nagesh (HUF)	50,000	0.50
10.	Raj Kumar	43,944	0.49

Our top ten shareholders ten (10) days prior to filing this Red Herring Prospectus are as set out below:

Sr. No.	Name of Equity Shareholders	No. of Equity Shares	Percentage of Shareholding (%)
1.	TAKE Solutions Pte. Limited	7, 085,625	71.57
2.	Merlina Enterprises Private Limited	625,000	6.31
3.	Galleon International Master Fund SPC Ltd	530,000	5.35
4.	Passport India Investments (Mauritius) Limited	370,000	3.74
5.	Manish Kumar	300,000	3.03
6.	Sapphire Biz Forecasting & Consulting Private Limited	200,000	2.02
7.	V. Nagesh	100,000	1.01
8.	V. Bharti	100,000	1.01
9.	V. Nagesh (HUF)	50,000	0.50
10.	Raj Kumar	43,944	0.49

Our top ten shareholders as of two (2) years prior to filing this Red Herring Prospectus were as set out below:

Sr. No.	Name of Equity Shareholders	No. of Equity Shares	Percentage of Shareholding (%)
1.	Shri Kavery Commercial Corporation	3,059,175	43.04
2.	Millennium Business Solutions Pvt. Ltd.	1,000,000	14.07
3.	Shri Bhairavi Enterprises	1,000,000	14.07
4.	Aakanksha Management Consultancy and Holdings Private Limited	833,250	11.72
5.	iStartWeb Private Limited	700,000	9.85
6.	Metalogic Systems Private Limited	300,000	4.22
7.	S. Sridharan	29,200	0.41
8.	S. Srikanth	18,800	0.26
9.	Jasmit Singh Gujral	8,975	0.13
10.	Gajanan Financial & Investment Private Limited	6,250	0.09

(i) Neither us, nor any of our Promoters, Directors or the BRLM have entered into any buy-back and / or standby arrangements for purchase of Equity Shares of our Company from any person.

(ii) Our Company and its Subsidiary CMNK have availed a debt structured facility and term loan from DSP Merrill Lynch and Yes Bank, respectively, aggregating to Rs. 1000 Million for the purpose of facilitating the acquisition of ClearOrbit undertaken prior to the filing of this RHP with the ROC. For details of the same, please see the section titled "Objects to the Issue" on page 24 of this Red Herring Prospectus.

(iii) An oversubscription to the extent of 10% of the Net Issue to the Public can be retained for the purpose of rounding off to the nearest integer, subject to allotment of minimum allotment lot, while finalising the allotment.

(iv) Under-subscription if any, in the Retail Portion or Non-Institutional Portion would be met with spill over from other categories or combination of other categories at our discretion in consultation with the BRLM. Undersubscription in the Employee Reservation Portion would be added back to the Retail Portion and the Non Institutional Portion.

(v) There would be no further issue of capital whether by way of issue of bonus shares, rights issue during the period commencing from submission of this RHP to SEBI until the Equity Shares offered through this RHP.

(vi) We presently do not intend or propose to alter our capital structure for a period of six months from the date of filing of this Red Herring Prospectus, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise except that if we enter into acquisitions or joint ventures, we may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisition or participation in such joint ventures.

(vii) Equity Shares issued for consideration other than cash:

Date of Issue	No. of Shares Issued	Name of Person to whom Issued	Consideration/ Reasons for Issue	Benefits if any accrued to the Company
October 31, 2003	700,000	iStartWeb Private Limited	Purchase of Business	Acquisition of Software
October 31, 2003	300,000	MSIPL	Purchase of Business	Acquisition of Software

Please refer to the section titled "History and Certain Corporate Matters" on page 99 of this RHP, for details on the acquisition of softwares in consideration for issue of equity shares by the Company. All the bonus shares issued by us in the past are by capitalizing free reserves only.

(viii) We have not issued any warrants, option, convertible loans, debentures or any other securities convertible at a later date into equity, which would entitle the holders to acquire further Equity Shares in our Company.

(ix) As on the date of filing this RHP, our issued capital is fully paid up.

(x) We have 763 members as on the date of this RHP. Prior to the sanction of the Scheme of Amalgamation between MICL and our Company, under Sections 391 and 394 of the Companies Act our Company was a private limited company with 8 members. Pursuant to the amalgamation, the shareholders of the erstwhile MICL were issued 1,208,200 Equity Shares of Rs. 10 each of our Company and our Company accordingly became a public limited company from the date when the Scheme of Amalgamation came into effect on February 23, 2004 i.e. the Effective Date. The word "Private" was deleted from the name of our Company by the ROC on March 29, 2004.

(xi) Except as disclosed in this section, our Promoter/Promoter Group and our Directors have not acquired, sold or purchased Equity Shares in our Company during a period of six (6) months preceding the date when this Red Herring Prospectus was filed with SEBI.

(xii) Our Company has approved an Employees Stock Option Scheme, 2006 but there have been no options granted or Equity Shares issued pursuant thereto on the date of filing this RHP with SEBI.

(xiii) In the case of over-subscription in all categories, at least 60% of the Net Issue shall be allocated on a proportionate basis to QIB Bidders, of which 5% shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion would be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, up to 10% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and up to 30% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category, would be met with spill over from other categories at the discretion of our Company in consultation with the BRLM.

(xiv) A Bidder cannot make a Bid for more than the number of Equity Shares offered through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of Bidder. For further details on the number of shares that can be bid for under each category, refer to the paragraph "Maximum and Minimum Bid Size" on page 217 of this Red Herring Prospectus, under the section titled "Issue Procedure".

(xv) There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. We shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

OBJECTS OF THE ISSUE

The objects of this Issue are to raise fresh capital and to achieve the benefits of listing our Equity Shares on the Stock Exchanges.

The net proceeds from the Issue after deducting the underwriting commission, the management fees, brokerage, fees to various advisors and all other Issue related expenses are estimated at Rs. [●] Million and we intend to deploy these proceeds towards:

1. Acquisition of companies/businesses/products;
2. Repayment of debt facilities utilized for acquisition;
3. Product Development;
4. Enhancement of Domestic Infrastructure Facilities; and
5. Prepayment of Term Loan.

The main object clause of our MOA and objects incidental to the main objects enable us to undertake our existing activities and the activities for which funds are being raised by us through this Issue.

The fund requirement is based on our current business plans and the deployment of the same is based on our internal management estimates and has not been appraised by any bank or financial institution. In view of the uncertainties attached to the nature of our business we may have to revise our business plan from time to time and as a result thereof the utilisation of the Issue proceeds may change. As regards any variation in the actual utilisation of Issue proceeds for the aforesaid activities, any increased funds required for any particular activity will be met from our internal accruals or debt.

DETAILS OF PROCEEDS OF THE ISSUE

The details of the Proceeds of this Issue are summarised below:

(Rs. in Million)

Means of Finance	Estimated Amount
Gross proceeds of the Issue	[●]
Issue related expenses	[●]
Net Proceeds of the Issue	[●]

DETAILS OF USE OF NET PROCEEDS OF THE ISSUE

The details of the utilization of net proceeds of this Issue are summarized in the table below:

(Rs. in Million)

Sr. No.	Utilization of Net Proceeds	Estimated Amount
1.	Acquisition of Companies/business/products	[●]
2.	Repayment of debt facilities utilized for acquisitions	835.00
3.	Product Development	150.00
4.	Enhancement of Domestic Infrastructure Facilities	232.00
5.	Prepayment of Term Loan	200.00
6.	Issue Expenses	[●]
	TOTAL	[●]

Details of use of the Net Proceeds of this Issue

1. Acquisition of Companies/ businesses/ products

From the net proceeds of this Issue, we shall utilise around Rs. [●] Million by July 2008, for making acquisitions both in India and/or outside India of companies and/or products and/or businesses engaged in similar line of activities.

The acquisitions would be made either directly by our Company or through way of our Subsidiaries. If the target entity identified is located in a geography where we are present through our Subsidiaries, then the acquisition shall be undertaken through that Subsidiary. For details of our Subsidiaries and the geographies in which they are located, please refer to the section "History and Certain Corporate Matters" on see page 99 of this RHP. In the event we identify a target in a geography where we currently do not have operations, our Company would directly acquire the entity. In the event the acquisition is made through our Subsidiaries the primary utilization of the proceeds of this Issue will be utilized by way of equity investments in such Subsidiary while the end use would be to facilitate the acquisition.

Our acquisitions strategy will enable us to grow inorganically and expand our present line of products in the verticals in which we already have deep domain experience and also enter into new verticals. For further information on our acquisition strategy and benefits accruing, refer to the section titled "Business Overview" on page 63 of the Red Herring Prospectus and more specifically "Our Growth Strategy" on page 89 of the Red Herring Prospectus.

In order to achieve the above we have already identified and initiated negotiations with certain target companies that have strong product offering and allied services mainly in the following verticals:

- Supply Chain Management ("SCM")
- Life Sciences

Since we are undergoing negotiations with the potential targets, we are unable to disclose the final payout towards the below-mentioned acquisitions.

Our acquisition strategy is to target IPR focused and product driven companies having a strong customer base and market share with a strong management bandwidth. We may use a combination of cash and stock, if required, to make these acquisitions. We have already acquired one of the two ascertained target companies viz. ClearOrbit Inc. USA which has now become a wholly owned subsidiary of TAKE Inc., USA w.e.f. June 20, 2007.

We are in an advanced stage of acquiring at least one other potential target company. Since we have signed a Non-Disclosure Agreement dated July 19, 2006 with the target company, we are unable to disclose its name. However, we provide the salient features of the target company in which we have evinced interest. For the sake of convenience we shall call the target as Company B.

a) Company B

Company B pioneered the introduction of SaaS (Software as a Service) into the foodservice industry, delivering a unique combination of supply chain information services and analytic applications that help their customers make better decisions.

The lack of data standards in the foodservice industry creates a tremendous amount of difficulty for trading partners to communicate with each other, properly settle transactions, or understand the flow of products through the supply chain. Unlike the grocery industry where a case of ketchup carries a standard UPC code the same case of ketchup in the foodservice industry is identified with a different product description, product number, location identifier, pack and size description depending on the distributor through which the product is shipped.

Company B's supply chain information services automate the collection of transactional, process-oriented data directly from the customers trading partners, while monitoring the timely and complete delivery of that data. Company B then transforms the raw data into actionable information by leveraging patented technology to identify invalid or inconsistent data, map the distributors data attributes to their customer's own nomenclature, enhancing the distributor reported data with additional proprietary attributes required to support their customer's business processes, and delivering the data in a standardized format that represents meaningful information to the customers.

The Applications of Company B in supply chain information services space can be integrated into customers' existing applications, and are currently being used to enable solutions from leading enterprise application vendors including SAP, Oracle, and Business Objects. Company B also provides a complete suite of hosted applications that address the unique and specific needs of companies in the foodservice industry, helping their customers better manage key business processes that include:

- Trade Spend Management
- Food Spend Management
- Promotion Management
- Procurement
- Vendor and Product Management

2) Repayment of Debt facilities utilized for Acquisition

Pending the receipt of the Proceeds of the Issue and their deployment in terms of the Objects of the Issue, the Company had approached DSP Merrill Lynch and Yes Bank Limited for a loan facility to facilitate the proposed acquisition of ClearOrbit through our subsidiary in USA i.e. TAKE Inc. The details of the loan facility provided by to our Company and our subsidiary CMNK for the purpose of acquisition have been set out hereinbelow:

Loan facility provided to our Company by DSP Merrill Lynch and Yes Bank for acquisitions:

Name of Institution/ Bank	Type of Loan	Limit/Amount Due (Rs. in Million)	Rate of Interest (Floating) %	Security
DSP Merrill Lynch	Structured Debt Facility	300.00	13.5 (for 0 to 4 months) 16.00 (for 5 to 6 months) 19.00 (for 7 to 36 months)	Pledge of 3,926,458 Equity Shares held by TAKE Solutions Pte. Limited aggregating to 41.05% of the total post Issue equity shareholding of the Company.
Yes Bank	Term Loan	200.00	14.00 (for 0 to 6 months) 18.00 (for 7 to 18 months) 20.00 (for 19 to 36 months)	Pledge of 1,519,342 Equity Shares held by TAKE Solutions Pte. Limited aggregating to 4.33% of the total post Issue equity shareholding of the Company. Pari passu charge on movable, immovable and current assets of our Company

The loan facility of Rs. 500 Million provided to our Company by DSP Merrill Lynch and Yes Bank has been invested by our Company in equity share capital of our subsidiary CMNK. CMNK in turn has utilized this amount for subscription of preferred stock in TAKE Inc. *(which was later converted into common stock)* to enable TAKE Inc. to acquire the stockholdings from the stockholders of ClearOrbit.

Loan facility provided to CMNK Consultancy & Services Private Limited by DSP Merrill Lynch for acquisitions:

Name of Institution/ Bank	Type of Loan	Limit/Amount Due (Rs. in Million)	Rate Of Interest (Floating) %	Security
DSP Merrill Lynch	Structured Debt Facility	500.00	13.5 (for 0 to 4 months) 16.00 (for 5 to 6 months) 19.00 (for 7 to 36 months)	The pledge of 3,926,458 Equity Shares held by TAKE Solutions Pte. Limited aggregating to 41.05% of the total post Issue equity shareholding of the Company.

The loan facility of Rs.500 Million provided by DSP Merrill Lynch to CMNK has been invested by CMNK in the preferred stock of TAKE Inc. (*which was later converted into common stock*) to enable TAKE Inc. to acquire the stockholdings from the stockholders of ClearOrbit. Accordingly, CMNK has expended in the aggregate a sum of Rs.928 Million from the total sum of Rs.1000 Million for the purpose of acquisition of ClearOrbit. The aforesaid is set forth below in a tabular manner.

Investing company	Loan Facility utilized	Use of the Loan Facility	Ultimate utilization of funds by the Company's subsidiary
TAKE Solutions Limited	Rs. 500 Million	Subscription of Equity Shares of CMNK	Further investment by CMNK in the subscription of preferred stock of TAKE Solutions Inc.
CMNK Consultancy & Services Private Limited	Rs.428 Million*	Subscription of preferred stock (now common stock) of TAKE Solutions Inc.	Subscription of preferred stock (now common stock) of TAKE Solutions Inc.

* Please refer to the table for utilization of funds set forth below.

The utilization of the above borrowed funds of Rs. 1000.00 Million is set out below:

Particulars of Utilisation of Funds	Amount (Rs. In Million)
Total Funds available	1000.00
Costs of Funds/Processing Fees	30.00
Actual Funds available for ulilisation	970.00
Funds invested by CMNK in TAKE Inc.	928.00
Balance of Funds available	42.00

ClearOrbit was acquired by TAKE Solutions Inc. for a consideration of US$ 20.60 Million (INR 910.52 Million). The acquisition was structured by way of an Agreement and Plan of Merger dated May 24, 2007. Pursuant to the filing a Merger Certificate with the Secretary of the State of Delaware ClearOrbit on June 20, 2007 has become of or our Subsidiaries in the USA. For details on the Agreement and Plan of Merger, please refer to the section titled "History and Certain Corporate Matters" on page 99 of this RHP.

ClearOrbit was founded in 1994 and currently serves more than 250 manufacturing and distribution companies in the world.

ClearOrbit extends enterprise systems with proven Supply Chain Execution ("SCE") and Collaborative Supply Management ("CSM") software solutions. Its customers enhance the functionality of their procurement, manufacturing and warehousing/ distribution systems through the automation of internal business processes and by incorporating their trading partners into extended SCE processes.

ClearOrbit products are expected to work in conjunction with our Company's existing enterprise applications to expand rather than duplicate functionality, eliminating inefficiencies in the supply chain. By using single data model architecture, ClearOrbit delivers Enterprise Resource Planning (ERP) with fully integrated supply chain execution and collaboration solutions. These solutions address functionality issues inherent in most ERP system implementations, allowing customers to meet their unique business requirements.

Synergy Benefits

The following are the synergistic benefits that we expect to draw from the acquisition of ClearOrbit Inc.

1. Proven Execution Products with collaborative platform for Oracle and SAP. This shall add to our product portfolio of TAKE and shall provide an enhanced product offering to clients in multiple technologies such as Microsoft/Oracle and SAP.
2. Leverage and build on Global Delivery capabilities at our office at Chennai and thereby derive a cost advantage.
3. Expand markets for ClearOrbit products into Asia Pacific region currently served by us. Visible opportunities exist in the MNC clients currently served by them and having operations in Asia Pacific region. Growth opportunities also exist in the Asia Pacific region due to high growth in the SCM area and high penetration of Oracle and SAP.
4. Market reach for our OneSCM Product Suite in the US market by way of accessing customers currently served by ClearOrbit.
5. Leverage implementation and support capability in the Asia Pacific region.

For further details on ClearOrbit Inc., refer to the sections titled "Business Overview" and "History and Certain Corporate Matters" on page 63 and 99 of the Red Herring Prospectus.

Product Development

We propose to further augment our product suite in the SCM and Life Sciences verticals. We are also in the process of upgrading 'TAKE RTE', the technology framework which forms the base for our product development. We will utilize Rs.150 Million from the Proceeds of the Issue for Product Development purposes details of which are set out below:

Product Verticals/Framework	Cost (Rs. in Million)
SCM	50
Life Sciences	60
TAKE RTE	40
Total	**150**

Our product development strategy and the utilization of the Net Proceeds of the Issue for this object have been briefly set out hereinbelow:

OneSCM

OneSCM is our product suite in the SCM vertical. OneSCM suite consists of products covering Supply Chain Execution, Supply Chain Collaboration and Supply Chain Planning. We are upgrading these products for further functionality, usability and deployment.

Currently we have 11 products in the OneSCM Suite:

A) Supply Chain Execution

- ✓ TAKE MOBITRANZ
- ✓ TAKE IPOINT
- ✓ TAKE HUB
- ✓ TAKE FORWARD
- ✓ TAKE BEST
- ✓ TAKE INFORIS

B) Supply Chain Collaboration

- ✓ OneSCM Collaboration Platform

C) Supply Chain Planning

- ✓ TAKE BIZAXIS
- ✓ TAKE INSIGHT
- ✓ TAKE CAMEO
- ✓ TAKE OPTIMA

We shall be upgrading the platform and these products to higher versions. The product upgrades and the dates of release are as under:

OneSCM Collaboration Platform

Version	Release/Target Date	Details
1.1	September, 2006 (Released)	**Primary Sales Module:**Product pricing, trade promotions, sales order acquisition, processing and sales order fulfillment tracking, returns from customers.**Warehousing Module:**Warehouse network management, inventory control, order based receiving, storage, order picking, shipping, inter-warehouse stock transfers.**Procurement Module:**Replenishment indents, purchasing (inclusive of ordering by clubbing & splitting indents), purchase order fulfillment tracking, returns to source.
1.5	September 2006(Released)	**Secondary Sales Module:**Distributor order acquisition, inventory control, distributor stock status acquisition, targeted publishing of product pricing, promotions, sales order, purchase order and business accounting information from Primary Sales Module (OneSCM CP or ERP) to Distributor's IT Solution (TAKE iPoint). Consolidation of secondary sales information (Distributor's Sales) and stock information for reporting.
3.0	April 2007(Released)	**Collaborative Demand Forecasting Module:**Consensus building process on environmental factors and their impact for forecast horizon, across various roles/players in the supply chain, publishing the consensus forecast to all stake holders in the process.

TAKE I POINT

Version	Release/Target Date	Details
5.0	September 2007	Migration to TAKE RTE Suite v5.0. Revised Enterprise Architecture.TAKE IPOINT (Enterprise) - Secondary Sales Visibility:Capture distributor stock information, capture enterprise sales information and generate visibility to secondary sales. Integration with ERP / TAKE ESM.

TAKE BIZAXIS

Version	Release/Target Date	Details
1.0	September 2006(Released)	ETL services for processing of data to provide information repository service foundation.
1.1	March 2007(Released)	ETL services for processing of data to provide information repository service foundation for OneSCM Collaboration Platform – Primary Sales & Warehousing Modules.
2.0	March 2007(Released)	ETL services for processing of data to provide information repository service foundation for OneSCM Collaboration Platform – Secondary Sales Module.
5.0	September 2007	Integration with products on TAKE RTE Suite v5.0

TAKE INSIGHT

Version	Release/Target Date	Details
1.0	September 2006(Released)	Reporting and role based dashboards showing KPIs – Generic.
1.1	March 2007(Released)	Reporting and role based dashboards showing KPIs – Primary Sales & Warehousing.
2.0	May 2007(Released)	Reporting and role based dashboards showing KPIs – Secondary Sales.
5.0	June 2007	Integration with products on TAKE RTE Suite v5.0..

TAKE CAMEO

Version	Release/Target	Details
2.0	September 2006(Released)	Forecasting based on artificial neural networks using parameterized historical data & environmental factors. UI change, deployment in LAN environment.
3.0	April 2007(Released)	Consensus demand forecasting based on artificial neural networks using parameterized historical data & environmental factors.

TAKE MOBITRANZ

Version	Release/Target	Details
1.0	March 2007(Released)	**Sales Module:**Top-up the van sales process with sales person performance planning & data acquisition.
2.0	June 2007	**Warehousing Module:**Receive, put away, pick, pack, ship processes on PDAs/ HHTs.

TAKE OPTIMA

Version	Release/Target	Details
1.0	September 2006(Released)	Single-SKU multi-node supply network material flow decisions to meet demand – optimizing cost of transportation.
2.0	April 2007 (Released)	Multi-SKU multi-node supply network material flow decisions to meet demand – optimizing cost of transportation.
5.0	March 2008	Optimizing transportation using multiple routing options to service demand nodes (task interleaving).

Schedule of Implementation:

(Rs. In Million)

Sr. No.	Products	For the period December 1, 2006 to June 15, 2007	Estimated for balance FY 2007-08	Total
1.	One SCM collaboration Platform	10.53	14.97	25.50
2.	Take Biz Axis	1.70	0.80	2.50
3.	Take Insight	2.08	2.42	4.50
4.	Take Cameo	1.65	0.85	2.50
5.	Take Mobitranz	3.82	3.68	7.50
6.	Take Optima	3.45	4.05	7.50
	Total	**23.23**	**26.77**	**50.00**

The expenditure incurred in respect of SCM suite development from April 2007 to June 15, 2007 has been certified by the Company's Statutory Auditor. In terms of the certificate dated June 15, 2007 our Company has already incurred expenditure to the tune of Rs. 23.23 Million as is given in the table below:

(Rs. in Million)

Deployment of Funds for Product Development in the SCM space	Amount
Total	23.23
Sources of Fund	
Internal Accurals and Proceeds of Allotment of Equity Shares	23.23
Total	**23.23**

Life Sciences

OneClinical Suite

OneClinical Suite is our Product Suite in Life Sciences vertical. The OneClinical Suite covers four key areas of the Life Sciences i.e. Clinical Process Efficiencies, Clinical Data Management & Safety Analytics, and Regulatory Information Management and Clinical SCM. We have already launched 6 products in the market. By FY2008 we propose to have a total of 13 products covering the above segments.

- Clinical Process Efficiencies (2 new products)
  - ✓ TrialInitiator
  - ✓ BioIncubator
- Clinical Data Management & Safety Analytics (3 new products, 2 already in the market)
  - ✓ Safety Reporting.
  - ✓ Signal Detection tool
  - ✓ Clinicalsafety.net
  - ✓ SafetyView
  - ✓ Clinical and Safety data standards accelerator
- PharmaReady (1 new product and 4 products already launched in the market)
  - ✓ Estability
  - ✓ PharmaReady DMS
  - ✓ PharmaReady eCTD
  - ✓ PharmaReady SPL
  - ✓ PharmaReady TRMS
- Clinical SCM (1 new product)
  - ✓ Epedigree

Products	**Release/Target Date**
TrialInitiator	March 2007
BioIncubator	March 2007
Safety Reporting	December 2007
Signal Detection tool	March 2007
Clinical safety.net	March 2007
Estability	December 2007
Epedigree	December 2007

(i) Clinical Process Efficiencies

Clinical Process Efficiencies is a new process in the Life Sciences domain wherein we plan to deploy about Rs. 18.00 Million for the development of the new product in this space. The brief details of the products under development are as under:

- ✓ **TrialInitiator,** helps sponsors to design, plan and manage starting up of new clinical trials in different therapeutic areas, based on historical clinical data, patient demographic availability etc. The sub modules in this are, structured protocol authoring, budgeting, recruitment planning, time and resource allocation, clinical supplies forecasting.
- ✓ **BioIncubator**, a hosted solution that will act as a platform for small and medium biotech companies to initiate, conduct clinical trials, analyze results, collaborate with sites and trading partners, submit to the agencies and archive datasets and documents in a regulatory compliant manner.

(ii) Clinical Data Management and Safety Analytics

We have two (2) products in the space already viz. Clinical and Safety Data Standards Accelerator and Safety View. About Rs. 22 Million is expected to be spent on the development of the other 3 products namely Clinicalsafety.net and Safety data standards accelerator, Safety Reporting and Signal Detection tool.

- ✓ **SafetyView**, our safety reporting dashboard, provides near real-time, accurate safety information in a multi-trial environment.
- ✓ **Clinicalsafety.net,** our platform for DMCs, provides a single, secure online collaboration site that offers a single source for study documents and enables rapid, automatic update of safety information, an audit trail for committee and sponsor communication, interactive discussion platforms and full archiving and documentation of the entire DMC.
- ✓ **Clinical and Safety data standards accelerator** provides a set of tools and templates to convert active and legacy datasets into industry standard (CDISC) datasets. It has metadata management, submissions ready document preparation and validation modules to manage a set of comprehensive clinical and safety domains.
- ✓ **Safety Reporting** addresses the important need of Regulatory compliant serious adverse events reporting to a growing market of small and medium pharmaceuticals and biotech companies. This has an Electronic Submission Module (E2B Gateway), templates, guidelines and workflow for mandatory reports to regulatory agencies and trading partners.
- ✓ **Signal Detection tool** analyzes safety data for patterns utilizing several statistical alogrithms in legacy data and active safety data for events to drug interaction.

(iii) PharmaReady Suite – Regulatory information management system

The PharmaReady suite consists of 5 products namely **PharmaReady DMS, PharmaReady eCTD, PharmaReady SPL, PharmaReady TRMS and Estability.** Except eStability all the products are currently fully developed and sold in the market. Product development cost of Rs. 9.00 Million from the proceeds of the Issue will be utilized towards eStability product development and maintenance of the other products which are in the market.

- ✓ **PharmaReady DMS** is a web-based Training Document Management System specifically designed for Health Science organizations where ease of installation, ease of use, regulatory compliance, and affordability are the primary business drivers.

  21 CFR Part 11 *Current Good Manufacturing Practice for Finished Pharmaceuticals* states that their must be "written procedures for production and process control". PharmaReady DMS manages the entire document life-cycle process and gives the tools to securely manage a wide range of business documents, including those related to regulated environments.
- ✓ **PharmaReady eCTD** is a web-based electronic Common Technical Document solution specifically designed for regulatory affairs areas in Health Science organizations where ease of installation, ease of use, regulatory compliance, and affordability are the primary business drivers.

  The eCTD is a worldwide standard developed by the International Conference on Harmonisation (ICH) to facilitate efficient regulatory submission handling. The standard harmonizes the organization and formatting of electronic submissions for multiple submission types like INDs, NDAs, and ANDAs.

  The eCTD standards involve standardized technologies (i.e. XML, Portable Document Format) as well as definitions for file naming, hyperlinking, and event font and text color specifications. PharmaReady eCTD is a fully 21 CFR Part 11 compliant eCTD solution based on Microsoft Windows technology. PharmaReady eCTD is designed specifically for the management of submissions using the ICH eCTD standards, technologies and methodologies.
- ✓ **PharmaReady TRMS** is a web-based Training Record Management System specifically designed for Life Science organizations where ease of installation, ease of use, regulatory compliance, and affordability are the primary business drivers.

  21 CFR Part 11 *Current Good Manufacturing Practice for Finished Pharmaceuticals* states that training in standard operations for each employee must be provided to ensure all employees are properly qualified to complete their assigned work tasks. PharmaReady TRMS manages the process of technical training and maintenance of a comprehensive and accurate file of training records for each employee. It also gives the tools to ensure employees are adequately trained with the required documentation.

PharmaReady TRMS is designed specifically for management of training related to SOPs, Work Instructions, and other Specifications documents within business areas regulated by the FDA. It can also be used for documenting employee training within the organization.

- ✓ **Submit** SPL

  A challenge for pharmaceutical companies is learning how to implement an efficient process for submitting SPL-PLR documents. Submit SPL provides a road map to achieve SPL compliance by utilizing a three-step approach. Compliance can be achieved by either availing conversion services or buying SPL technology which helps achieve compliance and improve the entire product labeling process.

- ✓ **EStability -**addresses standards based stability data to integrate into eCTD submissions. It will have adaptors into several Lab systems, manufacturing systems. This system is based on industry messaging and data standards.

(iv) ***Clinical SCM***

The Product that is planned for this space is ePedigree. We are leveraging our SCM domain in the Life Sciences vertical and have planned to release ePedigree in the second half of 2007.

- ✓ **EPedigree -** Electronic pedigree is a chain of custody documenting path of the drug through the supply chain i.e. the sponsor or manufacturer, wholesaler, retailer, dispensing unit and other intermediate stakeholders (entities in the chain) adds to the pedigree. Seller identifies and certifies drugs and the full chain of custody; the next one on the chain, receiving the drugs authenticates the pedigrees. When the shipment arrives, the pedigrees are matched to the products and signed verifying their accuracy. Pedigree software maintains the product-to-pedigree match while the products are in inventory. This is a track and trace software. RFID, barcoding devices are integrated to enhance the automation capabilities and security features.

Schedule of Implementation:

(Rs. In Million)

Sr. No.	Products	For the period December, 2006 to June 15, 2007	Estimated Balance of FY2007-08	Total
1.	Clinical Process Efficiencies	6.25	11.75	18.00
2.	Clinical Data Management & Safety Analytics	19.65	2.35	22.00
3.	Regulatory Information management system (Pharmaready)	7.37	1.63	9.00
4.	Clinical SCM (ePedigree)	3.80	7.20	11.00
	Total	**37.07**	**22.93**	**60.00**

The expenditure incurred in respect of Life Sciences vertical from April 1, 2007 to June 15, 2007 has been certified by our Company's Statutory Auditor. In terms of the certificate issued by our Company's Statutory Auditor dated June 15, 2007, the details of the funds already deployed for the product development in this vertical is are set out below:

Deployment of Funds for Product Development in the Life Sciences space	Amount (Rs. In Millions)
Total	37.07
Sources of Fund	
Internal Accurals and Proceeds of Allotment of Equity Shares	37.07
Total	**37.07**

TAKE RTE

TAKE RTE Suite – Product Development

Take RTE suite is a "Declarative Derive & Drive" way of business process representation for the SOA platform provides people – business manager, business analyst, employee, programmer – with different skills to manipulate the same process from the same source thereby enabling a ***"common understanding"*** and eliminating the IT-Business divide. The abstracted meta data from this single source forms the **"business information type"** that concurrently resolves all the technology integration challenges, workflow, process portal, business activity monitoring and DW/BI. Take RTE forms the technology base for the product development and Business Process Management solutions provided by TAKE.

The Suite contains the following major product subsystems:

- ✓ TAKE RTE Framework - Runtime Platform
- ✓ TAKE RTE Dev Studios - The Development Platform

The broader version releases that are being planned for the above said products are set forth below:

Products and Subsystems	Technical Details	Timelines
TAKE RTE Suite 2.0 SP1	Moved on to .NET Framework 2.0 & SQL Server 2005	December, 2006
TAKE RTE Suite - Vista Version – MS Focused Release	Early Adapter for Vista, development on Beta version of .NET 3.0, Vista, Office 2007	January, 2007
TAKE RTE Suite 2.0 SP2	Features on Configuration, BAM and DW	May, 2007
TAKE RTE Suite 2.0 SP3	Enhancement on Studios, and Framework Features	In progress

TAKE RTE Framework:

Subsystems	Objective	Current Environment		Version
Usability & UI	Enhance Usability	Limitations	Configuration by Admin for various features at runtimeWinFX - WPF enabled UI for Framework and Studios	Suite 2.0 SP1Vista version
Connectivity Engine	Enhancement on connectivity to external systems		Enhanced connectivity to the external application, WCF based connectivity	Suite 2.0 SP1Vista version
Business Intelligence & Reporting	This Subsystem helps in building cubes and to generate the reports.		Plumbing modules for automatically moving the relevant data (on configuration) to dimensions and fact table. Support for the following is envisaged: i. Analytical Reports ii. Usage of SQL Server 2005 Analysis Services and Reporting Services for Cubes and Reports iii. DW Configuration enhancement.	Suite 1.0 SP1 Suite 2.0 SP1 Suite 2.0 SP2
Business Activity Monitoring	Helps in capturing and publishing the Business activities to the business.		Dimensions for BAM – Entity, Process, Time	Suite 2.0 SP2
ADS Support	ADS/LDAP support		• ADS	Suite 2.0 SP3

TAKE RTE Studios

The following studios form part of the Development Studios. The product will be upgraded with the following new features. These studios will help in the SDLC phase of the product development.

Subsystems	Objective	Current Environment		Version
TAKE RTE Studios	Development environment.	This Studio uses Microsoft Visio 2000 for effective capturing of process flows.	Basic Edit option,Code Generation, DW support Enhanced UI, Web Enablement, Visio 2007 support	Suite 2.0 SP1 Suite 2.0 SP2 Vista version
TAKE RTE Studio	Refined Studios with 2 Studios in the suite		This is to reduce the number of studios and enabling prototyping	Suite 2.0 Sp3

Schedule of Implementation

(Rs. In Million)

Sr. No.	Products	December 1, 2006 to June 15, 2007	Estimated for Balance FY2007-08	Total
1.	Take RTE Framework	12.24	12.75	25.00
2.	Take RTE Studio	6.84	8.16	15.00
	Total	**19.08**	**20.92**	**40.00**

The expenditure incurred in respect of TAKE RTE products from April 1, 2007 to June 15, 2007 has been certified by our Company's Statutory Auditor. In terms of the certificate issued by our Company's Statutory Auditor dated June 15, 2007 the details of the funds already deployed for the product development in these products is are set out below:

Deployment of Funds for Product Development for TAKE RTE	Amount (Rs. In Millions)
Total	19.08
Sources of Fund	
Internal Accurals and Proceeds from Allotment of Equity Shares	19.08
Total	19.08

Software Product Development Cost- Basis of arriving at Costs

Internally developed software products are valued based on costs directly attributable to the development of such software and allocated indirect cost and they are capitalised individually once their technical feasibility is established in accordance with the requirements of Accounting Standard 26, 'Intangible Asset' issued by the Institute of Chartered Accountants of India.

Expenses incurred during research phase till the establishment of commercial feasibility is charged off to Profit and Loss Account.

Products capitalised are being amortized over a period of three years from the launch date and the unamortised product costs as at Balance Sheet date are shown under Assets separately, as against the earlier classification under Current Assets.

Enhancement of Domestic Infrastructure Facilities

For the purpose of enhancement of our domestic infrastructure facilities we have earmarked Rs. 232.00 Million from the net proceeds of the Issue for establishing a software development centre. The existing software product development facilities need to be expanded to enable our Company to manage our growth process. We have entered into a MOU dated November 30, 2006 with Shriram Properties and Infrastructure Limited for premises admeasuring 125,000 sq.ft. situated at GST Road, Perungalathur, Chennai (the proposed SEZ). The premises shall be taken on a long term lease basis for a period of 10 years commencing from January 2008. The premises include air conditioning, power and 100% power back up through generators.

In respect of the establishing the proposed software development centre we have estimated the following expenses:

(Rs. In Million)

Particulars	**Amount**
Interiors	129.00
Servers/Computers/Printers/Software/Disaster Recovery Systems/ Office Equipment	103.00
Total	**232.00**

Interiors

For establishing the software development facility we will be deploying certain amount from the Net Proceeds of the Issue for carrying out the interiors of the premises. The possession of the premises would be handed over to our Company as soon as the major structural work at the site is over which is expected in around January 2008. We estimate the amount to be utilized from the net proceeds of the Issue to be around Rs. 129.00 Million. We have received a quotation dated December 1, 2006 from an interior works contractor M/s. Reach Interiors, Chennai of around 128.92 Million towards the estimated expenses on interiors.

Servers/Computers/Printers/Software/Disaster Recovery Systems/ Office Equipment:

For the purposes of establishing the software development centre, we shall require adequate number and versions of servers, computers, printers, software, disaster recovery systems, and other office equipment. We briefly set out our estimated requirements for the above items:

Category	**Product description**	**Configuration**	**Unit Price**	**Qty**	**Total Cost (Rs.)**	**Remarks**	**Total Amount (in Rs. Million)**
Networking	Rack	42 U Rack – Server	85,100	3	255,300	For all the blade server to fix	**7.06**
		42 U rack – networking	30,130	4	120,520	Networking for each floor (250 Users per floor)	
	Switch	Cisco Catalyst 4500	430,534	2	861,068		
		Cisco 48 Port switch	58,394	22	1,284,668		
		NetGear Wireless Access point	120,000	1	120,000		
	Router	Cisco 7600 Series	1,099,048	1	1,099,048	MPLS/ WAN/ MAN/ Video	
	Firewall	Net Screen 5400	750,000	2	1,500,000	Gateway level Spam control, URL filtering, IPS and Antivirus	
	EPABX	Avaya Basic telephony	600,000	1	600,000		
	Video conference Unit	Polycom Video conference unit (4 person at a time)	629,000	1	629,000		

	Projector	Sanya XU	72,500	4	290,000		
	Plasma Screen	NEC Plasma screen	300,000	1	300,000	simultaneously 4 location can have Video conference.	
Server	1. Domain & Common Servers	HP Blade Server – 1	320,000	5	1,600,000	HP Blade Server	**9.92**
	2. Web Servers	HP Blade Server – 2	320,000	6	1,920,000		
	3. Development Servers	HP Blade Server – 3	320,000	8	2,560,000		
	4. Database Servers	HP Blade Server – 4	320,000	6	1,920,000		
	5. Test Servers	HP Blade Server – 5	320,000	6	1,920,000		
SAN	Storage Area (3 TB)	HP EVA 4000	2,700,000	1	2,700,000		**2.70**
Workstation	Desktop	HP Desktop P4 2 GB RAM, 60 GB HDD, 15 TFT with other accessories	32,000	1,000	32,000,000	PC	**32.00**
Connectivity	1. ILL (One Time & Recurring)	4 MBPS	1,000,000	1	1,000,000		**1.45**
	2. Redundant ILL (One Time & Recurring)	2 MBPS	450,000	1	450,000		
Backup	HP Ulterium	MSL 6030 Tape library with one enclosure and 12 media.	430,654	1	430,654		**0.43**
Software	Desktop Prof Lic/SA	Combined License copy and payment can be divided into 3 years	15,120	1,000	15,120,000	Enterprise Agreement License for the desktop computing and project management, Messaging	**40.62**
	Windows Svr Std English Lic/SA		18,912	14	264,768		
	Windows Svr Ent English Lic/SA		61,488	25	153,7200		

	Exchange Svr Ent English Lic/SA		102,000	3	306,000		
	SQL Svr Standard Edtn Lic/SA 1 Proc		129,984	10	1,299,840		
	Project Server English Lic/SA		17,136	1	17,136		
	Project Server CAL English Lic/SA Pack		3,024	1,000	302,4000		
	VStudio Pro with MSDN Pro Lic/SA		19,056	1,000	19,056,000		
Power	250 KVA Online UPS with 1 Hour backup	4 PC will consume 1KVA UPS	8,500,000	1	8,500,000		**8.50**
						Total	**102.68**

The above estimates are based on quotations received in November, 2006 from various suppliers of these items/equipment like HP India, Bharti Infotel Limited, Bharti Comtel Limited, Frontier Business Systems Private Limited, Emerson Network Power (India) Private Limited, APW President Systems Limited, Genesis IT Innovations Limited and Power Centre Private Limited.

We have not yet placed any orders for the above requirements and will place the same in or around the November, 2007.

Schedule of Implementation

(Rs. in Million)

Particulars	**Estimated for FY 2007-08**
Interiors	129.00
Servers/Computers/Printers/Software/Disaster Recovery Systems/ Office Equipment	103.00
Total	**232.00**

Plant & Machinery

Since our Company is in the business of providing software product solutions and services, no plant or machinery details can be provided.

Utilities

Since our Company is in the business of providing software product solutions and services, there is no specific requirement of power, water, raw materials and other utilities.

Manpower

Once the proposed software development centre is established and working, in addition to our present manpower of 253 in India, as on June 15, 2007 our manpower requirements shall increase to an additional 500 employees. We will recruit suitable manpower at the appropriate time.

Pre-payment of Term Loan to Yes Bank

We have availed a Term Loan of Rs. 200.00 Million from Yes Bank in March, 2006 towards business development and general corporate purposes. The Term Loan has been sanctioned to us by Yes Bank at the Yes Bank Prime Lending Rate (PLR of Yes Bank) minus 1.75%, (prevalent from time to time), which at the time of the sanction was 10.75% p.a. Currently we are paying interest at the rate of 13.75% p.a. We will prepay this Term Loan out of the net proceeds of this Issue. We are not liable to pay any penalty on the prepayment of this Term Loan. Under the terms of the sanction we are allowed to prepay the Term Loan to Yes Bank and are allowed to make the prepayment at the end of every quarter with prior consent of Yes Bank. We have received the consent of Yes Bank by a letter dated September 26, 2006.

We present below further details of the term loan in a tabular form –

Particulars	**Loan details**
Nature of the Loan	Term loan from Yes Bank
Object of the Loan	Business development and general corporate purposes
Date of Sanction	March 21, 2006
Date of the Loan Agreement	March 22, 2006
Date of Disbursement	Single disbursement of the entire amount on March 24, 2006
Nature of Interest Charge	Floating rate of interest
Rate of Interest on the Loan	1.75% below PLR (Prime Lending Rate) Current interest rate paid by the Company – 13.75% p.a.
Security	First charge on fixed assets and pari passu charge on present and future current assets
Repayment Schedule	The loan is to be repaid in 36 equal monthly installments commencing from 13th month from the date of the first disbursement (i.e. after a moratorium of 12 months).
Last date of repayment of the loan	April 24, 2010
Terms of Prepayment	The Company can prepay the term loan at the end of every quarter with the prior consent of the Bank. Such prior consent has accordingly been obtained by a letter dated September 26, 2006.There is no liability attached to prepayment of the loan.

Use of the Term Loan:

Out of the Rs.200 Million received from Yes Bank, about Rs.148 Million was used by our Company for making an equity investment in our Subsidiary, TAKE Inc., on March 24, 2006. Further, TAKE Inc. utilized this amount of USD 3.25 Million for acquisition of two subsidiaries – OnSphere Corporation (“OnSphere”) and Applied Clinical Intelligence LLC (“ACI”). Onsphere has recently been merged with TAKE Inc.

The prepayment of the Term Loan shall be fully made upon realization of the Proceeds of this Issue.

Issue Expenses

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The total expenses of the Issue are estimated to be around [●] of the Issue size. All expenses with respect to the Issue would be met out of the proceeds of the Issue. The split of the Issue expenses is as under:

(Rs. in Million)

Expenses	**Amount (approx.)**
Management fees, underwriting & brokerage	[●]
Marketing and Advertising Expenses	[●]
Stationary, Printing & Registrar Expenses	[●]
Legal Fees, Listing fees, book building charges, auditors fees	[●]
Miscellaneous	[●]
Total	[●]

Funds Deployed till date and the sources of its deployment:

The expenditure incurred in respect of this Issue upto June 15, 2007 as certified by the Company's statutory Auditor, pursuant to their certificate dated June, 16, 2007 was Rs. 8.00 Million as set forth in the table below:

Deployment of Funds	Amount (Rs. in Millions)
Public Issue Expenses	8.00
Total	8.00
Sources of Fund	
Internal Accurals	8.00
Total	8.00

Summary Schedule of Implementation:

Particulars	Commencement	Completion	Funds deployed from December 1, 2006 till June 15, 2007	Funds to be deployed during the balance period in FY 07-08	Funds to be deployed in FY 2008-2009	Total
Acquisitions	July, 2006	July, 2008	[●]	[●]	[●]	
Repayment of debt facilities utilized for the purpose of acquisitions	June, 2007	September 2007	165.63	834.37	NIL	1000.00
Product Development	August, 2006	March, 2008	79.38	70.62	NIL	150.00
Enhancement of Domestic Infrastructure Facilities	April, 2007	March, 2008	NIL	232.00	NIL	232.00
Pre-payment of Term Loan Yes Bank	-	March 2008	NIL	200.00	NIL	200.00
Issue Expenses	April, 2006	August, 2007	8.00	[●]	[●]	[●]

Interim Use of Fund

Our management, in accordance with the policies setup by our Board, will have the discretion in deploying the proceeds received from the Issue. Pending utilization for the purpose described above, we intend to temporarily invest the funds in high quality interest bearing liquid instruments including deposits in banks, for the necessary duration or for reducing working capital requirement.

Appraisal

Our funds requirements and deployment thereof are based on internal management estimates and have not been appraised by any bank/ financial institution.

Surplus or Shortfall in Issue Proceeds

In case of any variation in the actual utilization of funds/ shortfall in Issue proceeds, earmarked for the above activities, increased fund deployment for a particular activity may be met with, in the first instance, by surplus funds, if any, or otherwise by additional debt and/ or equity.

Our Company shall utilize the surplus funds (available after meeting all the above-mentioned expenses), if any, for General Corporate Purposes such as offshore marketing expenses, business development expenses and additional working capital requirements.

Working Capital Requirement:

Our Company may not need to utilise any of the Issue Proceeds towards working capital requirements, as our Company intends to meet these through a combination of internal resources and bank funds on working capital lines of credit as explained below:

(Rs. in Million)

Particulars	**2007-08**	**2008-09**	**2009-10**
Debtors – India	272.23	508.93	524.53
Other current assets(Loans, advances & others)	51.33	95.13	96.53
Cash & Bank Balances	17.11	31.71	36.94
Current liabilities	(101.38)	(191.48)	(203.00)
Net Working Capital Requirement	239.29	444.29	455.00

Presently we have the following Working Capital Lines of Credit:

(Rs. in Million)

Bank	**Limit Sanctioned**	**Amount Utilised as on March 31, 2007**
HDFC Bank Limited	50.00	14.03
The Hongkong and Shanghai Banking Corporation Limited	50.00	50.00
Yes Bank Limited	100.00	48.79
Total	**200.00**	**112.82**

Further our internal accruals (on a standalone basis) stood at Rs.453.08 Million as on March 31, 2007.

Accordingly and in the light of the above facts, there may not be any need for utilising part of the Issue Proceeds towards working capital requirements.

Monitoring Agency

In terms of Clause 8.17.1 of the SEBI DIP Guidelines, since this Issue will not exceed Rs. 5,000 Million, we are not required to appoint a monitoring agency. However, the use of the proceeds of the Issue shall be monitored by the Audit Committee and our Company shall disclose to the Audit Committee, the uses/applications of funds by major category on a quarterly basis as a part of their quaterly declaration of financial results. Further, on an annual basis, our Company shall prepare a statement of funds utilized for the purposes other than those stated in the Prospectus and place it before the Audit Committee. Such disclosure shall be made by our Company till such time that the full money raised thorugh the Issue has been fully utilized. The statement shall be certified by the statutory auditors of our Company. The Audit Committee shall make appropriate recommendations to the Board to take up steps in this matter.

Except as stated in this section, no part of the Issue proceeds, will be paid by us, as consideration to Promoters, Directors, Company's Key Managerial Personnel, Promoter Group or companies promoted by the Promoters except in usual course of business.

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, the Company's Memorandum of Association and Articles of Association, the terms of each of the Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid-cum-Application Form, the Revision Form, the CAN and other terms and conditions as may be incorporated in the Allotment advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to applicable laws, guidelines, notifications and regulations relating to the issue of capital and the listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Our Board of Directors approved a fresh issue of 3.00 Million Equity Shares pursuant to a resolution passed at its meetings held on June 6, 2006. Our shareholders authorized the Issue at the EGM of the Company held on June 21, 2006. The Board approved this Red Herring Prospectus on July 17, 2007.

Ranking of Equity Shares

The Equity Shares being offered shall be subject to the provisions of the Companies Act, the Company's Memorandum of Association and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of the Company including rights in respect of dividends.

Mode of Payment of Dividend

We shall pay dividends to our shareholders as per the provisions of the Companies Act.

Compliance with SEBI Guidelines

We shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Face Value and Issue Price

The Equity Shares are being offered in terms of this Red Herring Prospectus at a total price of Rs. [●] per Equity Share. At any given point of time there shall be only one denomination for the Equity Shares. The face value of each Equity Share is Rs. 10 and the Issue Price is 67.5 times the face value at the lower end of the price band and 73 times at the higher end of the price band.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Associations, the

holders of our Equity Shares shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced
- Right to receive surplus on liquidation;
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and our Company's Memorandum and Articles.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to "Main Provisions of the Articles of Association" on page 240 of this Red Herring Prospectus.

Market Lot and Trading Lot

In terms of Section 68B of the Companies Act, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI Guidelines, the trading of our Equity Shares shall only be in dematerialized form for all investors. Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 9 Equity Shares. For details of allocation and Allotment, please refer to "Issue Procedure" on page 216 of this Red Herring Prospectus.

Nomination Facility to Investor

In accordance with Section 109A of the Companies Act, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the registered office of our Company, or to the Registrar to the Issue and transfer agents of our Company. In accordance with Section 109B of the Companies Act, any person who becomes a nominee by virtue of Section 109A of the Companies Act shall, upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective Depository Participant of the applicant would prevail. If the investors require to change their nomination, they are requested to inform their respective Depository Participant. The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only to (1) "qualified institutional buyers" (as defined under Rule 144A under the U.S. Securities Act) in the United States in transactions exempt from registration under the U.S. Securities Act, and (2) investors in India pursuant to a public offering in India, and (3) institutional investors outside the United States and India in transactions compliant with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with applicable laws of such jurisdiction.

Minimum Subscription

If the Company does not receive the minimum subscription of 90% of the Net Issue (including Allotment of at least 60% of the Net Issue to QIBs) to the public to the extent of the amount payable on application, including devolvement on Underwriters, if any, within 60 days from the date of closure of the Issue, the Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Company becomes liable to pay the amount (i.e., 60 days from the Bid Closing Date), we shall pay interest prescribed under Section 73 of the Companies Act. Further, in terms of Rule 19(2)(b) of the SCRR, if at least 60% of the Net Issue cannot be allocated to QIBs, all application money shall be refunded forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with competent courts/authorities in Chennai, India.

Application in Issue

Equity Shares being issued through this Red Herring Prospectus can be applied for in the dematerialized form only.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by us in consultation with the BRLM, on the basis of assessment of market demand for its Equity Shares by the Book Building Process. The face value of the Equity Shares is Rs. 10 and the Issue Price is 67.5 times the face value at the lower end of the Price band and 73 times the face value at the higher end of the Price Band.

Investors should read the following summary with the Risk Factors beginning from page no. xiii and the details about us and our financial statements included in thisRed Herring Prospectus. The trading price of our Equity Shares could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

- Domain experience, which has resulted in an established product suite in supply chain management & life sciences.
- Domain experience leading to flexibility of our Products
- Unique business model
- Large product bank with low ownership costs
- Focus on growth and profitability
- Niche Sector Play

Quantitative Factors

Adjusted Earning Per Equity Share*

Period	**Earning Per Equity Share (Stand alone) (Rs.)**	**Earning Per Equity Share (Consolidated) (Rs.)**	**Weight**
FY 2004-05	3.30	3.23	1
FY 2005-06	6.60	10.85	2
FY 2006-07	11.50	35.03	3
Weighted average	8.50	21.67	

*Face value of the equity shares is Rs. 10/-.

Price / Earning (P/E) ratio in relation to the Issue Price of Rs. [●]

Industry P/E*

Computer Software Industry, Medium/Small

Particulars	**P/E (Number of times)**
a) Based on the adjusted EPS for the year ended March 31, 2007	[●]
b) Based on weighted average EPS of Rs.8.50	[●]
c) Based on weighted average EPS of Rs.21.67	[●]
d) Industry - Computers - Software - Medium/Small*	
i) Highest	3196.4
ii) Lowest (other than those companies having a NIL P/E)	3.2
iii) Average	N.A.

* Source: Capital Market, Volume XXII/08, June 18 – July 01, 2007

Accounting Ratios of some of the companies in the similar industry group

	Face Value (Rs.)	EPS (Rs.)	P/E	RONW (%)	NAV (Rs.)
Sasken Comm. Tech.	10	12.9	39.0	N.A.	146.2
Subex Azure	10	6.0	101.7	N.A.	60.8
TAKE Solutions Limited (Stand alone financial information)	10	11.50	[●]	17.66	57.53
TAKE Solutions Limited (Consolidated financial information)	10	35.03	[●]	36.04	88.44

Source: Capital Market, Volume XXII/08, June 18 – July 01, 2007

Note:

The rationale for selecting the above peer group companies is that the primary offering proposition of these companies is software products catering to specific industry segments, which is similar to our Company's offering model. Further the peer group companies are also comparable in terms of size and scale of operations.

Return on Net Worth (RoNW)

Year	**RoNW % (Stand alone)**	**RoNW % (Consolidated)**	***Weight***
FY 2004-05	22.88	20.77	1
FY 2005-06	22.88	29.67	2
FY 2006-07	17.66	36.04	3
Weighted Average	**20.27**	**31.37**	

RONW has been calculated as per the following formula: (Net Profit)/ (Equity shareholder's funds outstanding at the end of the year)

Minimum Return on Increased Net Worth required to maintain Pre-Issue EPS on a stand alone and consolidated basis of Rs.11.50 and Rs.35.03 respectively is Rs. [●] and Rs. [●] respectively.

Net Asset Value per share (NAV)

	NAV
As of March 31, 2007 (Stand alone)	Rs. 57.53
As of March 31, 2007 (Consolidated)	Rs. 88.44
After the Issue	Rs. [●]

NAV has been calculated as per the following formula: (Equity shareholders' funds)/ (Total number of Equity Shares outstanding at the end of the period)

The face value of our Equity Shares is Rs. 10/- and the Issue Price is Rs. [●] i.e. [●] times of the face value.

The BRLM believe that the Issue Price of Rs. [●] is justified in view of the above qualitative and quantitative parameters. See the sections titled "Risk Factors" and "Financial Statements" beginning on page xiii and 140 respectively of this Red Herring Prospectus, including important profitability and return ratios, as set out in the Auditors Report, on pages 154 and 172 for further information.

STATEMENT OF TAX BENEFITS

The Board of Directors
TAKE Solutions Limited
Chennai.

Dear Sirs,

Re: Opinion on Tax Benefits

We hereby report that the enclosed annexure states the possible general tax benefits available to **TAKE Solutions Limited (the 'Company')** and its shareholders under the current tax laws presently in force in India. There are no special tax benefits available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed below are not exhaustive. This statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for a professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide assurance as to whether:

- The Company or its shareholders will continue to obtain these benefits in future; or
- The Conditions prescribed for availing the benefits have been/ would be met with.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business and operations of the Company.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of the law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any person in respect of this assignment.

For Sundar Srini & Sridhar
Chartered Accountants

S. Sridhar
Partner
Membership No: 25504

Chennai
June 04, 2007

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO TAKE SOLUTIONS LIMITED AND TO ITS SHAREHOLDERS.

A. BENEFITS TO THE COMPANY UNDER INCOME TAX ACT, 1961:

1. Under the provisions of Section 10A of the Act, a company which is engaged in the business of export of articles or things or computer software and which satisfies the prescribed conditions is eligible to claim a benefit with respect to profits derived by its undertaking/s from the export of articles or things or computer Software for a period of ten consecutive assessment years, beginning with the assessment year relevant to the previous year in which the undertaking/s begin to manufacture or produce such articles or things or computer software. The eligible deduction would be the amount, which bears to the profits of the undertaking/s the same proportion as the export turnover of the undertaking/s bears to the total turnover of the undertaking/s. Profits on domestic turnover would get taxed. The benefit is available subject to fulfillment of conditions prescribed by the section and no benefit under this Section shall be allowed to any assessee with respect to any such undertaking for the assessment year beginning on the 1st day of April 2010 and subsequent years. However, with effect from the Assessment year 2008-2009, the company will be required to pay Minimum Alternate Tax on the book profit of the company computed as per provisions of the Section 115JB of the Act even where provisions of Section 10 A of the Income Tax Act applies. But the company is allowed to take credit in respect of tax paid under the provisions of Section 115JB and such tax credit shall be carried forward for five succeeding assessment years and set off as per the provisions of Section 115JAA of the Income Tax Act.

2. In terms of section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1st April 2003 by domestic companies) received on the shares of any company is exempted from the tax.

3. As per section 10 (35) of the Act, the following income shall be exempt in the hands of the company

   a) Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or

   b) Income received in respect of the units from the Administrator of the Specified undertaking; or

   c) Income received in respect of units from the specified company

   However, this exemption does not apply to any income arising from the transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.

   For this purpose (I) “Administrator” means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) “Specified Company” means a company as referred to in section 2(h) of the Said Act.

4. As per section 10(38) of the Act, long term capital gains arising to the company from the transfer of a long term capital asset being a equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transactions tax would not liable to tax in the hands of the company.

   For this purpose, “Equity Oriented Fund” means a fund-

   a) where the investible funds are invested by way of equity shares in the domestic companies to the extent of more than 65% of the total proceeds of such funds; and

   b) which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.

   As per section 115JB, the company will not be able to reduce the income (net of expenses) to which the provisions of the section 10(38) of the Act apply while calculating “book profits” under the provisions of section 115JB of the Act and will be required to pay the Minimum Alternate Tax @ 10% ((plus applicable surcharge & cess) of the book profits determined.

5. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested up to a maximum of Rs.50 lacs (w.e.f investments made on or after April 1, 2007) within a period of 6 months after the date of such transfer for a period of at least 3 years in bonds issued on or after April 1, 2007 by:

   a) National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;

   b) Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956.

6. Under section 112 of the Act and other relevant provisions of the Act, long term capital gains (i.e. if the shares are held for a period exceeding 12 months) (in cases not covered under section 10(38) of the Act), arising on transfer of investment in shares, shall be taxed at a rate of 20% (plus applicable surcharge & cess) after indexation as provided in the second proviso to section 48. The amount of such tax should, however, be limited to 10% (plus applicable surcharge & cess) without indexation, at the option of the shareholder.

7. Under section 111A of the Act and other relevant provisions of the Act, short-term capital gains (i.e., of the shares listed in a recognized stock exchange, shall be taxed at a rate of 10% (plus applicable surcharge & cess) in cases where securities transaction tax has been paid.

B. BENEFITS TO THE SHAREHOLDERS OF THE COMPANY – UNDER THE INCOME TAX ACT, 1961

Resident shareholders

1. In terms of section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1st April 2003 by domestic companies) received on the shares of any company is exempted from the tax. However, the company declaring dividend (whether interim or otherwise), whether out of current or accumulated profits shall be required to pay 15% dividend tax (plus applicable surcharge and cess) on the distributed profits.

2. As per section 10(38) of the Act, long term capital gains arising to the share holder from the transfer of a long term capital asset being a equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transactions tax would not liable to tax in the hands of the share holder.

   For this purpose, "Equity Oriented Fund" means a fund-

   a) where the investible funds are invested by way of equity shares in the domestic companies to the extent of more than 65% of the total proceeds of such funds; and

   b) which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.

3. In terms of section 88E of the Act, the securities transaction tax paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business would be eligible for rebate from the amount of income-tax on the income chargeable under the head 'Profits and gains of business or profession' arising from taxable securities transactions. As such, no deduction will be allowed in computing the income chargeable to tax as "capital gains" or under the head "Profits and Gains of Business or Profession" for such amount paid on account of securities transaction tax.

4. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested up to a maximum of Rs.50 lacs (w.e.f investments made on or after April 1, 2007)within a period of 6 months after the date of such transfer for a period of at least 3 years in bonds issued on or after April 1, 2007 by:

   a) National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;

   b) Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956.

5. Under section 54F of the Act, long-term capital gains [in cases not covered under section 10(38) of the Act arising to an individual or Hindu Undivided Family (HUF) on transfer of shares of the company will be exempt from Capital gain tax subject to other conditions, if the net consideration from such shares are used for purchase of residential house property within a period of one year before or two years after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of transfer.

6. Under section 112 of the Act and other relevant provisions of the Act, long term capital gains (i.e. if the shares are held for a period exceeding 12 months) (in cases not covered under section 10(38) of the Act), arising on transfer of investment in shares, shall be taxed at a rate of 20% (plus applicable surcharge & cess) after indexation as provided in the second proviso to section 48. The amount of such tax should, however, be limited to 10% (plus applicable surcharge & cess) without indexation, at the option of the shareholder.

7. Under section 111A of the Act and other relevant provisions of the Act, short-term capital gains (i.e., of the shares listed in a recognized stock exchange, shall be taxed at a rate of 10% (plus applicable surcharge & cess) in cases where securities transaction tax has been paid.

Non-Resident Indians/Non-Resident shareholders (Other than FIIs and Foreign Venture Capital Investors)

8. In terms of section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1st April 2003 by domestic companies) received on the shares of any company is exempted from the tax. However, the company declaring dividend (whether interim or otherwise), whether out of current or accumulated profits shall be required to pay 15% dividend tax (plus applicable surcharge and cess) on the distributed profits.

9. As per section 10(38) of the Act, long term capital gains arising to the share holder from the transfer of a long term capital asset being a equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transactions tax would not liable to tax in the hands of the share holder.

For this purpose, "Equity Oriented Fund" means a fund-

a) where the investible funds are invested by way of equity shares in the domestic companies to the extent of more than 65% of the total proceeds of such funds; and

b) which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.

10. In terms of section 88E of the Act, the securities transaction tax paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business would be eligible for rebate from the amount of income-tax on the income chargeable under the head 'Profits and gains of business or profession' arising from taxable securities transactions. As such, no deduction will be allowed in computing the income chargeable to tax as "capital gains" or under the head "Profits and Gains of Business or Profession" for such amount paid on account of securities transaction tax.

11. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested up to a maximum of Rs.50 lacs (w.e.f investments made on or after April 1, 2007) within a period of 6 months after the date of such transfer for a period of at least 3 years in bonds issued on or after April 1, 2007 by:

    a) National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;

    b) Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956.

12. Under section 54F of the Act, long-term capital gains [in cases not covered under section 10(38) of the Act arising to an individual or Hindu Undivided Family (HUF) on transfer of shares of the company will be exempt from Capital gain tax subject to other conditions, if the net consideration from such shares are used for purchase of residential house property within a period of one year before or two years after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of transfer.

13. Under section 115-I of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. "Special Provisions Relating to Certain Incomes of Non-Residents" which are as follows:

    a) As per section 115E of the Act, where shares in the company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to the non-resident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be concessionally taxed at the flat rate of 10% (plus applicable surcharge and education cess) (without indexation benefit but with protection against foreign exchange fluctuation).

    b) As per section 115F of the Act, long term capital gains (in cases not covered under section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the company subscribed to in convertible foreign exchange shall be exempt from Income tax, if the net consideration is reinvested in specified assets within six months of the date of the transfer. If only a part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their of acquisition.

    c) As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

    d) As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income, for the Assessment Year in which he is first assessable as Resident, under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

14. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the Non-resident.

Foreign Institutional Investors (FIIs)

15. In terms of section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1st April 2003 by domestic companies) received on the shares of any company is exempted from the tax. However, the company declaring dividend (whether interim or otherwise), whether out of current or accumulated profits shall be required to pay 15% dividend tax (plus applicable surcharge and cess) on the distributed profits.

16. As per section 10(38) of the Act, long term capital gains arising to the FIIs from the transfer of a long term capital asset being a equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transactions tax would not liable to tax in the hands of the FIIs.

    For this purpose, "Equity Oriented Fund" means a fund-

    a) where the investible funds are invested by way of equity shares in the domestic companies to the extent of more than 65% of the total proceeds of such funds; and

    b) which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.

17. As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates:

Nature of income	Rate of tax
Long term capital gains	10 %
Short term capital gains (other than referred to section 111A)	30 %

    The above rates have to be increased by the applicable surcharge and education cess.

    In case of long term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.

18. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested up to a maximum of Rs.50 lacs (w.e.f investments made on or after April 1, 2007)within a period of 6 months after the date of such transfer for a period of at least 3 years in bonds issued on or after April 1, 2007 by:

    a) National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;

    b) Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956.

19. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FIIs has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.

Venture Capital Companies/Funds

20. In terms of section 10(23FB) of the Act, all Venture Capital Companies or Venture Capital Funds set up to raise funds for investment and which are registered with Securities and Exchange Board of India, subject to the conditions specified, are eligible for exemption from income tax on all their income, including dividend from and income from sale of shares of the company.

Mutual Funds

21. In terms of section 10(23D) of the Act, any income of the Mutual Funds registered under Securities and Exchange Board of India Act, 1992 or Regulations made thereunder, Mutual Funds set up by public sector banks or public financial institutions and the Mutual Funds authorized by the Reserve Bank of India would be exempt from Income tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf including dividend from and income from sale of shares of the company.

C. BENEFITS TO THE MEMBERS OF THE COMPANY UNDER WEALTH TAX ACT

Shares of Company held by the shareholder will not be treated as an asset within the meaning of section 2(ea) of Wealth Tax Act 1957, hence shares are not liable to Wealth Tax Act, 1957.

D. BENEFITS TO MEMBERS OF THE COMPANY UNDER GIFT TAX ACT, 1958

Gifts made after 1st October 1998 is not liable for any gift tax and hence gift of shares of the company would not be liable for gift tax.

The above statement of Possible Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

Notes:

1. All the above benefits are as per the current tax laws.
2. The stated benefits will be available only to the sole/first named holder in case of joint holder of shares.
3. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investments in the shares of the company.
4. The content of this annexure is based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based o the existing provisions of the law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to TAKE Solutions Limited for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this assignment.

Industry Overview

The decade that passed had opened tremendous opportunities for Information Technology service providers in countries such as India. In the coming decade considerable changes are expected within the market for packaged application software globally and its method of deployment. Global access and reach through internet platforms alone would not be sufficient for business success; the need for business process efficiencies is today driving the markets towards digital business platforms.

Worldwide technology related spends are forecast to reach USD 2.1 trillion by 2010, growing at a CAGR of more than 7% over 2006-2010. Growth in global sourcing is expected to outpace growth in total spends, with upto USD110 -120 billion of the total amount spent on software and services in 2010, likely to be source through the global delivery model. The Indian IT software and services sector is expected to achieve the targeted USD60 billion (CAGR of 24.2% over FY2007 – 10E) in exports and USD13-15 billion in domestic revenues by FY2010. [NASSCOM (National Association of Software and Service Companies), Strategic Review 2007].. The enterprise software market in particular is big and varied and the total global commercial software market was USD $ 207 Billion in 2005. Enterprise vertical and enterprise process applications accounted for USD $ 84 Billion. [Forrester Research Inc, Teleconference The Future of Software, May 2006].

The global spending in the software products segment is estimated to grow at 7% CAGR from 2004 to 2008, with an aggregate value of USD $ 259 Billion in 2008. (Industry 2.0, June 2005) The application markets that are expected to grow faster than the total market would be integration, sales and business forecasting and planning, inventory management and business analysis. The best of opportunities for business technology vendors would emerge from the need for companies to innovate in the areas of global process automation, customer intimacy, predictive business actions & processes, and fast & flexible new product introduction processes.

Companies operating in the developed tertiary economy based mature markets like the US and EU, are increasingly under pressure to derive more value from investments made in existing enterprise applications and spend less on maintenance of legacy applications. This, in the backdrop of statutory requirements and competitive pressures for innovation to collaborate with stakeholders outside the immediate enterprise, sets the stage for adoption of newer technologies that protect investments in IT already made by these companies.

With little or no investment to protect, the Small and Medium Enterprises in the developed and the developing countries would continue to be more open to adopt newer business practices and technologies. The small and medium enterprises would have the agility to make quantum jumps in technology without the burden of large spends on maintenance of existing Information Technology systems.

SUPPLY CHAIN MANAGEMENT

Supply chain management is the process of planning, implementing, and controlling the operations of the supply chain in order to satisfy customer requirements as efficiently as possible. Supply chain management spans all movement and storage of raw materials, work-in-process inventory, and finished goods from point-of-origin to point-of-consumption.

Efficient business systems are an imperative for companies to be able to increase cost efficiency, deliver products faster and meet new market demands. Companies are now looking to optimize the management of the entire supply network, across organizational boundaries, and even evolve new business models to collaborate with customers, partners, internal business units and suppliers for delivering value to all stakeholders in the supply-network.

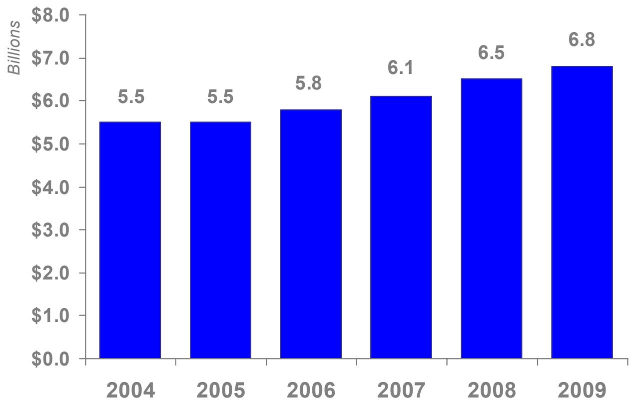
Businesses are increasingly outsourcing manufacturing to and purchasing from low-cost countries using external business partners. This means that more and more business partners are involved in the supply chain, thus increasing complexity in its management, monitoring and optimization.

In the future, the ability to orchestrate end-to-end business processes across organizational boundaries, through multiple process owners, and collaborating process participants would be fundamental to business success.

IT SOLUTIONS

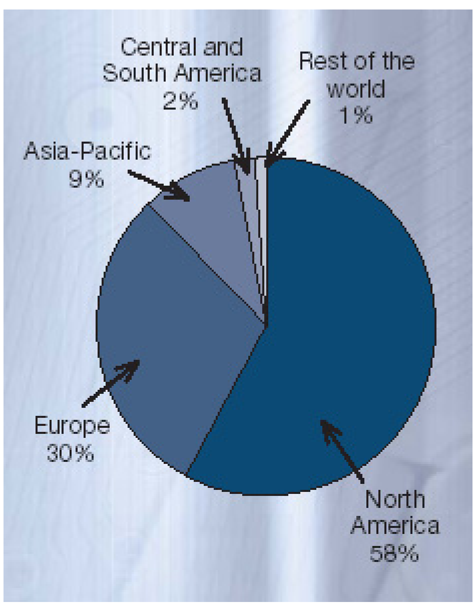
Technology is facilitating new ways of working with suppliers and channel partners to leverage information and knowledge across the supply chain in order that businesses meet their customers' needs. Using such technologies to enable increasingly interwoven business processes across organizational boundaries to deal with supply chain issues and opportunities can now generate the best of efficiencies.

Total global revenue paid to vendors for supply chain management solutions in 2005 is estimated at USD $ 5.5 Billion by AMR Research, with a projected growth rate of five to seven percent through 2009.



Source: SCM and Logistics Landscape 2005, AMR Research

SCM license revenue share by geographic region in 2004.



Source: SCM and Logistics Landscape 2005, AMR Research

Evolution of technology solutions

Businesses that once relied on ERP vendors to generate efficiencies have realized that such efficiencies are limited to organizational initiatives. Even efforts to merely link-up to their vendors and customers for visibility have resulted in marginal gains.

Core ERP and the early generations of mainstream best-of-breed products have captured the low hanging fruit in the software market, which consisted in the automation at a generic level of basic corporate functions such as accounting, order management, HR, sales and service, procurement and supply chain forecasting.

The next stage – which the major suite and best-of-breed vendors have already embarked upon – is to push software-based automation or enhancement of business processes out into the several verticals. Most existing legacy applications, including many early generation ERP suites, will be replaced by more modern software.

The cumbersome architectures of the single-vendor suites are not an effective platform for delivering the more fine-grained automation of real-world business processes customers now demand. The service-oriented architectures that all the vendors are working on – built around de facto industry standards (J2EE, NET, web services, XML) will make these benefits possible. But in doing so, they will lower the barriers of proprietary architecture that made the concept of a single-vendor suite popular.

A research report of Peerstone Research titled "The Future of the ERP Suite" based on a series of in-depth ERP surveys states that the notion of a single-vendor ERP suite that also includes major non-ERP applications such as CRM and SCM has outlived its usefulness. Vendors have shifted their product development efforts to focus on the emerging open suite architectures.

- Most enterprise customers don't buy applications for more than one major function at a time. The true core of an ERP suite is the Financials module, and many customers find it convenient to install this core in conjunction with tightly linked operational modules such as Order Management or Inventory. But they see little benefit to undertaking CRM, SCM or even Human Resources as part of the same project.
- Looking at modules in actual use, the major ERP vendor installed bases are quite fragmented.
- Sizeable minorities of ERP customers believe the integration benefits of a single-vendor suite do justify some sacrifice of business functionality. But the amount of functionality they are prepared to give up is not large.
- A clear majority believes that getting an application closely matched to their actual business processes trumps the advantages of brand name or single vendor integration.
- The really hard integration problems involve legacy applications with antiquated, architectures. Buying a suite instead of best of breed may reduce the number of legacy integrations that need to be built and maintained. But the problem won't really go away until legacy applications are retired together.

Market Segmentation

The SCM software market has three segments:

- Supply Chain Planning (SCP)
- Supply Chain Execution (SCE)
- Supply Chain Co-ordination/Collaboration (SCC)

SUPPLY CHAIN PLANNING

Supply Chain Planning ("SCP") markets include the following applications: Manufacturing Planning, Replenishment and Distribution Planning, Supply/Demand Balancing, Order Promising, and Demand Planning. These applications utilize sophisticated algorithms to determine constraints, define capacity, and generate optimal and feasible solutions.

This market has witnessed aggressive efforts by ERP providers attempting to tap into application areas that have been traditionally dominated by Best-of-Breed suppliers. Best-of-breed suppliers position themselves as providers with greater ability to manage the complexities of the supply chain, superior calculation power, greater agility, and improved integration capabilities achieved through open standards and SOA.

Supply chain planning applications have been around for over a decade now. Companies have recently started looking to add core support in such areas as demand planning/ management, supply and materials planning, optimized shop floor scheduling, inventory deployment and other areas that can help to improve operational performance. Other companies with more experience in SCP solutions are beginning to adopt newer solutions that support collaboration, multi-party order fulfillment, promotions and trade management, pricing optimization, multi-level inventory optimization and other newer capabilities.

Supply Chain Execution

A variety of market forces are combining to increase the importance of "supply chain execution" or such business functions as transportation, distribution, and inventory management. These forces include shorter cycle times, increasingly complex order profiles, the overall emphasis on supply chain management, customer requirements etc.

To respond to these increasingly complex demands, improve operational efficiencies, and enhance customer service, many companies are upgrading their technology support in areas such as transportation management systems, warehouse management systems, supply chain visibility, and related software applications.

SCE market growth has been higher basically on account of the fact that these bring additional operational capabilities and that they open up opportunities for collaborative efforts to synchronize the supply chains for flexibility, adaptability & responsiveness.

The following are the conclusions arrived at according to a study by Supply Chain Digest in 2005 with respect to supply chain planning and supply chain execution:

- Users clearly rate best-of-breed solutions substantially superior to ERP applications in such areas as functionality, ease of use, domain expertise and overall value.
- The greater importance a company places on logistics and supply chain execution, the higher they tend to rate best-of-breed providers and the higher hurdle they place on ERP solutions to meet their needs.
- Users want ERP providers to bring more domain expertise and experience along with their software modules

Supply Chain Coordination/Collaboration

The advent of SOA as a disruptive technology has changed the basis on which SCM solution vendors would compete. As the innovation focus shifts from application to process, these vendors would resort to boosting their process IQ and begin creating business service repositories. As empowered users ask SCM vendors to continually adapt their applications to their dynamic processes — and not vice-versa — these ISVs will in turn ask their platform partners for process-modeling and analysis functionality.

Best-of-breed suppliers are poised to present themselves as providers with greater ability to manage the complexities of the supply chain, superior calculation power, greater agility, and improved integration capabilities achieved through open standards and SOA.

This segment is characterized by the following:

Challenges Addressed

- Protecting investments already made
- Capitalizing on new technologies
- Focus on collaboration
- Adopting new process models
- Focus on process control
- Bringing SCP, SCE and SCC together to achieve optimization

Market Projections

- Shrinking ERP Market – Focus shifting to the SME segment
- Business process catalogs based on SOA will replace applications & suites

Essentially the two key differentiating capabilities would be Business Platform Strength and Domain Knowledge.

EVOLVING IT MODELS

Platform players using products leveraging Service Oriented Architecture (SOA) Software as a service (SaaS) and open source would be better placed in the software market during the years to come. Two factors which would serve as a common catalyst across both the mature and emerging markets are:

- Inclusiveness & Collaboration: There is an increasing awareness that business and organizational efficiency is not just a derivative of an enterprise's private processes but is equally dependent upon the public processes that seamlessly bring about collaboration with all external stakeholders. IT solutions are therefore increasingly expected to facilitate business processes that transcend organizational boundaries and accommodate the business drivers of all stakeholders.
- Leveraging Technology: Need to leverage on use of internet as an efficient means of collaboration and transaction in everyday business.

Thus software product vendors leveraging the SOA and SaaS models would be better placed to meet customer expectations.

Service Oriented Architecture

Best of breed suppliers have emphasized new engagement models and services, such as Software as a Service. Service Oriented Architecture (SOA) is being regarded as the most effective way of overcoming complexities involved in creating business processes that are flexible and adaptive enough to address ever-changing business needs and for bringing about demonstrable and measurable business results.

SOA is helping change the way business solutions are delivered by providing closer, more effective alignment between business objectives and processes and IT systems.

The capability to bridge traditional business silos by quickly and cost-effectively mixing and matching services, regardless of source, is the ultimate business value of a Service- oriented architecture (SOA).

Software as a Service (SaaS)

Software as a Service (SaaS) has evolved as a popular service model in the past few years. With a hosted application service provider (ASP) system, the business model allows companies to buy applications as they are used from software vendors, while removing the risk of purchasing and managing the software themselves.

AMR Research shows that of, software that companies are planning to buy in 2005-06, 28 to 30% of the potential buyers have shown interest in hosted systems. This proportion was approximately 10% in 2004.

Software as a Service: As an on-demand business model, has registered a significant increase particularly in the transportation segment. One of the reasons for this is that companies are increasingly resorting to the Internet as a useful and reliable tool that helps with business issues. It is believed that hosted software programs can be installed quickly with minimum IT resources required.

LIFE SCIENCES

With an industry size estimated at USD $ 602 Billion in 2005 (IMS Health), the life sciences industry is one of the largest and most significant global businesses. The industry increasingly faces pressure to research, develop and release new blockbuster drugs to address gaps in medication, release innovative medicines faster than competitors and at the same time increase access to affordable medicines for people burdened with chronic, degenerative, infectious and life threatening diseases.

Greater IT spending with an emphasis on revitalization of key systems and development of innovative business processes will play an important role in an industry fraught with its inherent complexities, rising costs, pressure from government regulators enforcing changing regulatory requirements, consumers and global competition.

The nature and processes involved in the life sciences industry has been described below, in order to understand the increasingly important role of IT in the industry.

Key factors responsible for growth in the industry

The growth of the pharmaceutical industry largely reflects the new discoveries and medicines that the industry has developed and the impact that these have had on life expectancy. Given that the elderly tend to account for the greatest proportion of drug usage, the older the population, the greater the demand for drugs. However, beyond research innovation and the ageing of the population as is the case in developed countries, industrialization of the developing economies and a greater emphasis on market penetration, including the use of direct-to-consumer techniques, have all helped fuel growth. Also, improvements in drug regulatory approval times over the past ten years have facilitated growth by affording patented drugs a greater period of market exclusivity (albeit the increased length of the clinical trial process has to date eaten into much of this benefit).

Thus it is through innovation and the launch of new and effective forms of medicine that the pharmaceutical industry can continue to grow. This primary growth driver addresses two key aspects in the development of a successful drug i.e. the components of the drug development process -

- Research and Development
- Regulatory Compliance

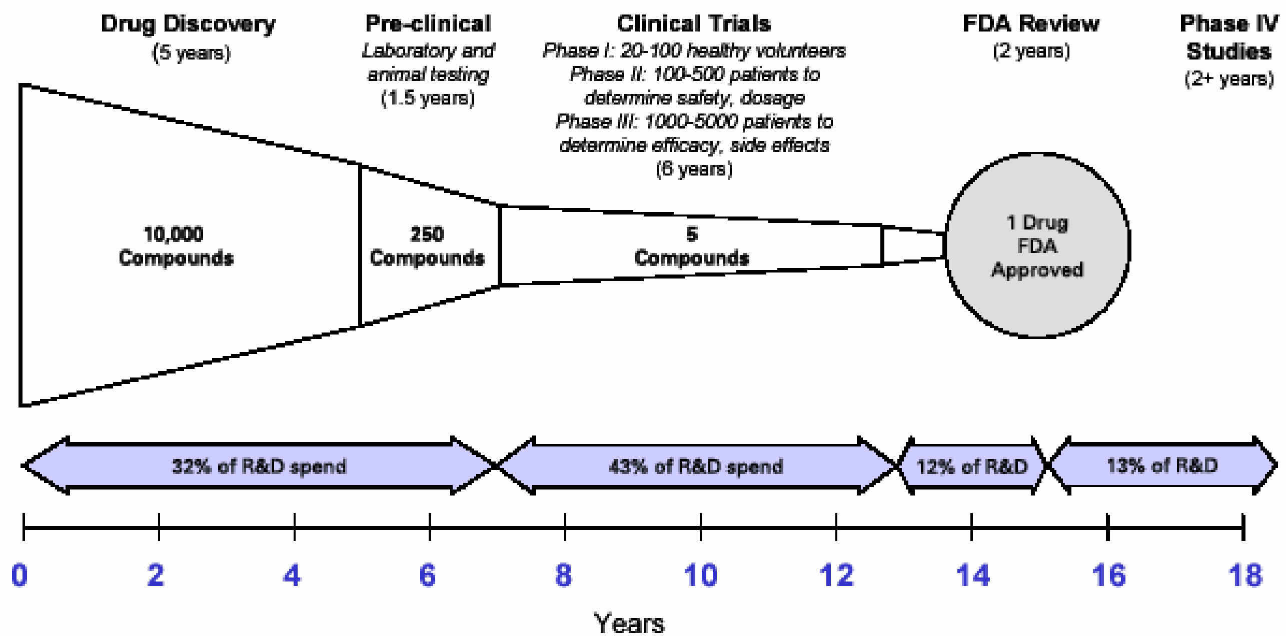
Research and Development

Research and Development is the lifeblood of the pharmaceutical industry. As the industry has grown, it has invested greater amounts in research and development in search of new medicines to better treat diseases. In the US alone, the industry trade body PhRMA (Pharmaceutical Research and Manufacturers of America) estimates that pharmaceutical R&D spending in the US has increased more than tenfold over the past twenty years. As a consequence, more molecules than ever before are entering research pipelines, although failure rates are also rising.

The drug discovery process is clearly time-consuming, complex and risky. From start to finish, industry estimates suggest that of the 5,000-10,000 molecules screened in the discovery process, only one gets launched in the market as an approved drug. As molecules become more complex and safety regulations more stringent, the costs of developing a pharmaceutical have increased dramatically.

As illustrated in the chart below, the research and development programme for drug development comprises several distinct phases that can broadly be divided into discovery, pre-clinical, clinical and post-marketing.

Chart: Process of research and development – stages and timing



Source: Deutsche Bank, Global Pharmaceuticals, Pharmaceuticals for Beginners

We have briefly described the stages in this process –

- Drug Discovery

In the discovery phase, thousands of molecules may be screened to see if they have a potential pharmacological effect, but over a period of two to three years, only a handful may move forward for preclinical evaluation.

The drug discovery process begins with the knowledge about the disease, which is developed in the laboratories of pharma companies besides Contract Research Organizations (CROs)/ biotechnology companies, government, university laboratories. Once the potential drug target is identified, the drug companies will attempt to develop a molecule that interacts with that target and which might form the basis of a drug.

- Pre-clinical phase

A handful of drug candidates are taken forward for pre-clinical testing in animals (in vivo or in the body) and further laboratory analysis (in vitro or outside the body) and the key pharmacological characteristics of a compound are determined. An important goal of these pre-clinical animal studies is to characterize any relationship between increased drug doses and toxic effects.

- Clinical trials

A drug sponsor may begin clinical studies in humans once the FDA is satisfied that the preclinical animal data does not show an unacceptable safety risk to humans. The pharmaceutical company will file an investigational new drug (IND) application with the regulatory authorities. Once approved, human trials can begin, although at all stages, sponsors and investigators must follow regulations designed to ensure safety. There are four main phases of clinical trials in drug development and a new drug application, or NDA, will typically involve almost 70 clinical trials involving more than 4,000 patients. (Deutsche Bank, Global Pharmaceuticals, Pharmaceuticals for Beginners)

<u>Phase I</u>

Phase I trials represent initial safety trials on a new medicine. They are usually conducted in a small number of healthy male volunteers and are undertaken to establish the dose range tolerated by volunteers, as well as to gain further knowledge on the pharmacokinetics of the drug in humans.

<u>Phase II</u>

Phase II trials are conducted to evaluate efficacy and safety in selected populations of patients with the disease or condition to be treated or prevented. Objectives typically focus on dose response and dosing frequency, together with safety, efficacy and side effect characteristics.

Phase III

Phase III trials are typically conducted once the efficacy of a medicine has been demonstrated and the optimal dose range determined. They are conducted in patients for whom the medicine is intended and are designed to demonstrate safety and efficacy in larger patient populations.

Phase IV

Assuming the successful completion of at least two pivotal trials, the drug sponsor submits a new drug application to the relevant regulatory authority, such as the FDA in the US, the EAEM in Europe or the MHLW in Japan, for approval to manufacture, distribute and market the drug. However, even if the drug is approved, the clinical process does not come to an end. Sponsors are required to undertake post-marketing surveillance to monitor a drug's safety, a process that continues for the life of the drug.

Regulatory Compliance

- Importance

Regulatory compliance is the centerpiece of risk management and governance in the life sciences industry. Because they affect consumer health, product failures and non-compliance with regulations can result in shutdowns in manufacturing operations, product withdrawals, fines, lawsuits, revenue loss and tarnished reputations.

Regulatory compliance plays a particularly important role in pharmaceutical companies because regulations apply across the entire product life cycle from invention to testing, manufacturing, and marketing. Pharmaceutical companies must manage risk across a broader range of intellectual property management, clinical trials, submissions, operational validation, privacy, sales practices, and brand reputation management activities.

- Regulatory Process

As with drug development, the process of regulatory approval in the US falls under the supervision of the Food & Drug Administration ("FDA"). A new drug sponsor (invariably the drug manufacturer) will submit a file, called a New Drug Application for a new chemical entity (NCE) to the FDA for approval to manufacture, distribute and market the drug in the US, based on the data collated through the clinical trial process. This file comprises a multitude of information, including written reports of each individual study, manufacturing data and a summary of all available information concerning the safety and efficacy of the drug. It includes at least two pivotal trials, one of which must have been undertaken in the US (pivotal trials represent the key clinical trials confirming efficacy and so on for any NCE submission). In addition, 120 days prior to a drug's anticipated approval, the sponsor must provide the FDA with a summary of all safety information surrounding the new drug, including any additional safety data obtained from trials undertaken during the review process.

- Regulations

Regulators globally have not created a single harmonized protocol for drug approval. As such, separate regulatory bodies and approval processes exist in each of the major markets of the US, Europe and Japan. While future harmonization is an objective, currently, a new drug needs to go through at least three separate approval processes if it is to be launched in the world's three largest markets. This is both costly and time consuming.

The requirements of the different regulators also mean that companies often have to undertake further clinical trials in order to meet the regulatory needs of the authorities in the different territories, a feature that further increases the already substantial costs of the regulatory process. The actual filing requirements across the three major regulatory regimes are gradually converging.

Chart: Global regulations affecting operational risk

Regulations and scope	R&D	Trials	Approvals	Manufacturing	Distribution	Marketing	Safety
Electronic Common Technical Document (eCTD) In 2005, the FDA revised electronic submissions guidance to include electronic common technical document (eCTD) specifications. This guidance expects to enhance the receipt, processing, and review of electronic submissions to the FDA.[*]	◌	◒	●	◌	◌	◌	◒
Electronic Records — 21 CFR Part 11 FDA guideline that requires firms to ensure the authenticity, integrity, and confidentiality of electronic records. Also requires firms to document the installation (IQ), operational (OQ), and performance qualifications (PQ) of computerized systems, validating installation, configuration, and any ongoing change management.	◌	◒	◌	●	●	◌	◒
Periodic Safety Update Reports (PSUR) The FDA Post Marketing Drug Risk Assessment (PMDRA) program requires PSURs to protect public health by summarizing interval safety data and overall safety evaluations. The PSUR includes updates on emerging or urgent safety issues, as well as major signal detection and evaluation.	◌	◒	◒	◌	◌	●	●
Prescription Drug Labeling — Physician's Labeling Rule (PLR) Drug labeling is the primary means of providing critical information about drugs to practitioners. In January 2006, the FDA announced that US product inserts (USPIs) must highlight important facts, summarize info, and organize label content for easier offline and online navigation.[†]	◌	◌	◒	◒	●	●	●
Prescription Drug Marketing Act (PDMA) This 1987 law aimed to prevent the wholesale distribution and sale of subpotent, adulterated, counterfeit, or misbranded prescription drugs.[†]	◌	◌	◌	◒	●	◌	◒
Structured Product Labeling (SPL) Starting in 2005, the FDA required drug manufacturers to submit prescribing and product information in SPL format in a human- and machine-readable format. Using XML, SPL makes information in FDA-approved package inserts (labels) more structured and accessible.[§]	◌	◌	◒	◒	●	●	●

● Primary area of focus ◒ Secondary area of focus ◌: No significant focus in this area

* eCTD – The guidance discusses issues related to the electronic submission of applications for human pharmaceutical products and related submissions, including abbreviated new drug applications (ANDAs), biologics license applications (BLAs), investigational new drug applications (INDs), new drug applications (NDAs), master files (e.g.: drug master files), advertising materials, promotional labeling.

<u>Drug Development Process - Complexity</u>

On an average, it is estimated that company spending on R&D is allocated broadly one-third discovery/pre-clinical and two-thirds clinical, with roughly 35% of discovery/pre-clinical spending allocated to financing research within external organizations. (Deutsche Bank, Global Pharmaceuticals, Pharmaceuticals for Beginners)

The time taken to get products to market, together with the cost of developing new chemical entities continues to rise. It is estimated that the average time taken to get a product to market has increased over the past 20 years to almost 15 years – a near 20% increase. On an average, almost 70 clinical trials are now undertaken for each new drug application, compared to nearer 30 at the start of the 1980s, with each new drug application today requiring over 4,200 patients compared to over 1,300, 20 years ago. (Deutsche Bank, Global Pharmaceuticals, Pharmaceuticals for Beginners)

This has led to a stark increase in the average costs incurred to develop a new drug. It is estimated that the average successful drug now costs nearly $900mn pre-tax to bring to market, a sum that includes an estimated USD150-200mn for the cost of drugs that fail to navigate the research process successfully. Thus the number of new chemical entities approved each year is in not keeping pace with increases in the level of R&D spending. (Deutsche Bank, Global Pharmaceuticals, Pharmaceuticals for Beginners)

Need and role of IT in the Life Sciences Industry

Pharmaceutical companies face tremendous pressure to improve their pipelines and test, approve, and market more new drugs. These pressures coupled with the substantial time and costs involved in developing a successful drug, are prompting the industry to embrace information technology as a means of bringing new efficiencies to drug discovery and development — from isolating new compounds to clinical trials and FDA filings.

Forrester in its report titled “Smart Spending Plans for Pharma IT” has identified the following Technology Opportunities for Life Sciences:

1. North American IT spending is expected to grow at the rate of 7% and the pharmaceutical IT investment is expected to keep pace. However near term pressures to respond to changes in regulations, to forge partnerships and to increase off shoring can cause IT budget managers to behave tactically when they should strategically about revitalizing key systems and developing innovative business processes.
2. Addressing drug tracking and monitoring regulations: Large pharmaceutical firms will buckle under huge volumes of data as the FDA pushes forward on regulations to secure the drug supply chain and to monitor manufacturing processes continuously.
3. Applying RFID tags to bulk supplies — as well as consumer use packages — will create a monstrous haystack of ePedigree data that systems must filter and analyze to uncover the few needles of information pointing to theft, counterfeiting, or gray-market activities. Process analytical technology (PAT) further burdens manufacturing systems by requiring that firms collect good manufacturing process (GMP) data at every step in the manufacturing process.
4. Reinvigorating new drug pipeline flow: In 2005 alone, the drug industry stands to lose nearly USD15 Billion when several blockbuster drugs lose patent protection. To compensate, pharmaceutical firms must dramatically improve research and development productivity.
5. To increase the flow of promising compounds and stem late-stage product failures, major firms will partner, co-license, and acquire drug innovations from small biotech’s at an accelerated rate.
6. Containing the spiraling cost of clinical trials: Of the USD800-900 Million spent to develop and approve a new drug, clinical trials continue to consume approximately 30% of this expense. While the move to offshore or outsourced clinical recruitment, monitoring, and data management can cut trial information collection and processing costs by up to 40%, radical change in the form of genetic and chemical markers, implantable devices, and in vivo diagnostics are required to track therapies across longitudinal studies and can halve the amount of time required to verify new compounds.

IT spending in the pharmaceutical industry has witnessed a considerable growth over the last few years. Technology breakthroughs are industrializing the drug development process and the benefits are estimated as follows:

- Total estimated industry spending on R&D in 2004: USD 49.3 Billion (Source: PhRMA)
- Percentage of R&D allocated to clinical trials: 39 - 45% of the R&D budget
- Percentage improvement by automating the clinical trials process (including use of data interchange standards): 30 – 50%
- Industry savings from automation and standards: USD 5.8 Billion to USD 6.6 Billion (based on 30% improvement)

Source: Gartner’s top down estimate

IT Applications in the Life Sciences Industry

The application portfolio of drug companies typically includes tools for:

- Investigator relationship management
- Clinical data management
- Clinical trial management
- Adverse event management
- Coding system
- Document management

- Electronic data capture
- Patient diaries
- Project and portfolio management
- Laboratory data systems
- Statistical analysis and reporting
- Randomization
- Resource management

IT has a particularly important role to play in the following areas -

The clinical IT environment is extraordinarily complex, consisting of multiple "functionally focused" applications. Within clinical development, IT can effectively address the following areas:

- Availability of data (electronic data capture [EDC] should be pervasive)
- Access to data and applications (systems should be e-enabled)
- Integration of applications and data (systems should be easily integrated)
- Flexibility to adopt new technology (it should be easy to retire and introduce new applications and technologies)
- Intuitive user environment (users should have a single point of access to applications).

The e-enabling of clinical development can increase the flexibility of the organization and staff by enabling mobile work. The e-business infrastructure can be made available to others in the clinical development supply chain, such as investigators, CROs and regulatory agencies is essential to maximizing productivity because it eliminates duplicate data entry and reconciliation work — particularly important as data begins flowing in near-real time.

Likewise, an environment as dynamic as clinical trials demands that companies be able to easily retire old applications and bring in new ones without difficult integration, training, or process upheaval. One of the most important productivity strategies is to give clinical development professionals a single point of access to the applications, data, and tools they need to do their jobs faster and more effectively.

The availability of near-real-time data resulting from broad adoption of EDC will be a catalyst for change in clinical development, helping to accelerate trials and approvals, and eliminating unsuccessful trials earlier.

- Addressing drug tracking and monitoring regulations

Pressure from government regulators, consumers, and global competition can derail strategic but resource-intensive investments in drug research and clinical trial management.

Maintaining secure information exchange between partners requires new and higher levels of collaboration and information management technology that protects intellectual property and locks out competitors. New systems that aid collaboration will require technologies like digital rights management, collaboration platforms, secure portals, and user identity management.

Clinical trial automation, in particular, can play a key role in reducing drug development costs. Clinical-trial IT typically refers to integrating and deploying an infrastructure that gives users easy access to applications, productivity tools, and accurate data from wherever they are working. IT can help drive necessary change and ease the process improvement required to increase clinical development productivity.

CRO usage drivers are increased complexity of clinical trials and regulatory submissions on account of heightened safety concerns following negative publicity around several high profile drugs, rising globalization of pharmaceutical marketplace; need for global data management and regulatory guidelines expertise. Rising cost pressures on pharmaceutical companies and growing pressures to bring drugs to market more quickly have also increased the usage of CRO.

According to a report by Forrester (Smart Spending Plans for Pharma IT); the total IT budgets in the pharmaceutical industry was expected to net USD10 Billion in 2005.

BUSINESS PROCESS MANAGEMENT

Many enterprises are now turning to Business Process Management Suites (BPMS) as a way to realize their strategic focus on business processes. BPMS products are now very much in demand, with the worldwide market growing at a CAGR of more than 20% between 2005 and 2009 to reach USD $ 2.7 Billion. (Forresters research report of February 2006. – Forresters BPM Wave 2006

Forresters study of 145 top business and IT decision makers has revealed that over 113 of those who were interviewed confirmed that they have already completed are piloting or have planned to implement BPM software.

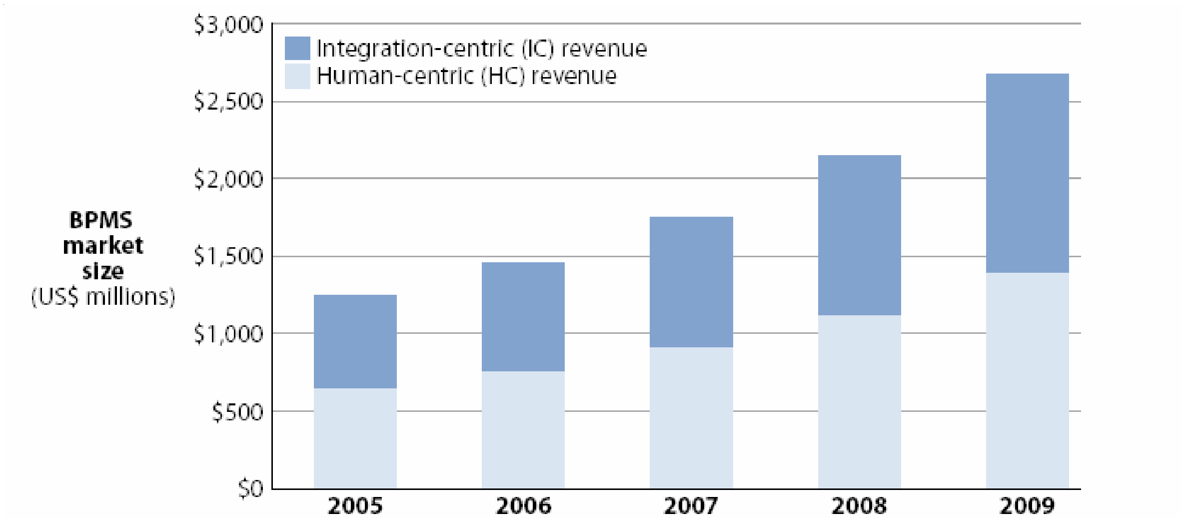
The report further quotes that BPM empowers enterprises to manage cross-functional customer facing and inter enterprise business processes. In older days running an enterprise meant aligning departments around a specific set of functions and then managing the department from above. This reduces focus on the customer and lays too much focus on internal operations.

The new way of doing business driven by visionary CXOs requires a fundamental shift making business process owners accountable for cross functional inert enterprise business process that focus on the ultimate user the customer. Companies that do not make this shift in transition will wither, while process driven companies have a greater chance of thriving.

To shift to a process driven approach requires considerable work from a systems approach, because most IT applications take a functional focus.

BPM MARKET GROWTH – WORLD WIDE

Source: Forresters BPM Wave 2006



	2005	2006	2007	2008	2009
Size	$1,249M	$1,453M	$1,747M	$2,149M	$2,676M
IC growth	N/A	17.5%	21.0%	23.0%	24.5%
HC growth	N/A	15.0%	19.5%	23.0%	24.5%

Methodology and Benefits:

BPMS comes in providing a layer of software that orchestrates business processes by integrating different applications, data bases and human interacts that deliver customer value. The significant benefit of BPM is its ability to help the organization provide the customer with what they want and when they want it. This is accomplished through fine tuning internal processes to minimize delays and wasted efforts. The benefits are improved management control.

Increase effectiveness of outsourcing efforts; achieve agility in spite of systemic limitations in business applications.

BPM products are designed ground up to over come real world problems business managers face on daily basis as they strive to delight customers; build and deliver products and services into rapidly changing market, pinpoint and eliminate unnecessary costs.

To derive enhanced value from IT investment made on ERPs, CIOs are evaluating BPM solutions to build customer facing, applications, and processes involving external stakeholders.

BPM solutions

Organizations are increasingly using ERPs as effective backend systems owing to their strength on transactions and using BPMS to deliver agility to end customers.

Organizations business architecture (processes) is driven by the way customers require organizations to respond. Traditional enterprise architecture tends to classify applications into functional silos. Solutions developed on a BPM platform help remove this divide.

BUSINESS OVERVIEW

You are requested to note that for the purpose of this section, all references to the terms "we", "us", "our" shall mean our company (TAKE Solutions Limited) as well as our Subsidiaries.

We are an international business technology company with products backed by a strong domain expertise to provide cost-effective comprehensive solutions for businesses. Use of strong domain knowledge, deployment of our technology frame work, a client centric, template free, approach to solutions deployed and a sound delivery model form the basic tenets of our organization. We would use these basic tenets to provide delight to our customers.

Our efforts are complemented by our Subsidiaries, which are as follows -

1. Autopartsasia Private Limited
2. TAKE United Sdn Bhd
3. Towell-TAKE LLC
4. CMNK Consultancy & Services Private Limited
5. TAKE Solutions Inc. (Subsidiary of CMNK Consultancy & Services Private Limited)
6. Applied Clinical Intelligence, LLC (Subsidiary of TAKE Solutions Inc.)
7. ClearOrbit Inc., USA (Subsidiary of TAKE Solutions Inc.)
8. TAKE Solutions GmbH (Subsidiary of TAKE Solutions Inc.)

Our products are focused on the Supply Chain Management (SCM) and Life Sciences (LS) verticals and are complimentary to the legacy or enterprise resource planning software, which our clients currently use. We currently have 16 active products in the SCM vertical, which are housed under the One SCM™ suite, and 6 products in the LS vertical under the One Clinical™ suite. The foundation of all our product offerings in both segments is the domain knowledge and the TAKE RTE (Real Time Enterprise) framework.

Our products are designed to provide customers with a palette of standard business solutions arranged in applications, which provide integrated enterprise-wide processing of business workflows. Through our products we provide industry-specific solutions.

Started in the year 2001, our company was formed by a group of professionals, with an entrepreneurial drive, extensive knowledge and experience in the area of Supply Chain Management. We have since grown both organically and through acquisitions. This has facilitated our reach into other geographies, introduction of another specialized domain - Life Sciences, and expansion of our product range.

As on March 31, 2007 we have completed more than 2500 software installations for over 250 customers ranging in size from multinational enterprises to medium- and smaller-sized companies.

For the year ended March 31, 2007, our sales revenues was Rs.1,828.29 Million as compared to Rs. 481.89 Million for the previous year, and Net Profit after Tax as restated was Rs.316.37 Million as compared to Rs.96.39 Million for the previous year.

OUR CORPORATE IDENTITY

We believe that our corporate identity is our differentiating factor. The defining characteristics of our identity are:

1. DOMAIN CENTRIC APPROACH

Our competitive edge flows from the deep domain expertise that we possess in the segments of Supply Chain Management and Life Sciences. Our management strength is augmented by operating experience in these domains. Our software products imbibe this domain knowledge to provide the desired functionality to end users. This approach enhances our ability to relate to key business managers in client organizations.

2. PRESENCE IN NICHE BUSINESS SEGMENTS

We have consciously focused on niche business areas like Supply Chain Management and Life Sciences. These areas encompass a broad scope of activities and involve complexity in operation. Owing to the domain expertise, we understand the unique business requirements of these chosen business segments and address them appropriately with technology, even at the granular level.

3. PROVIDER OF INNOVATIVE IT PRODUCTS

We offer business solutions through the software products that we develop. We believe that we have a breakthrough technology framework, which supports intra as well as inter - enterprise business processes with a technology frame work. Business analysts who elicit functional requirements from clients would, using the technology frame work, be able to seamlessly translate these into business processes to meet end customer functionality. The technology frame work supports a rapid assembly of pre built business processes and components to deliver customized solutions. This results in reusability of process patterns across customers while delivering template free customer specific solutions. Further our products can be seamlessly integrated with the underlying ERP package or the legacy system used by the clients.

4. FOSTERING AN ENTREPRENEURIAL WORKING CULTURE

Started by a group of professionals with an entrepreneurial drive, our company believes in maintaining and protecting the entrepreneurial working spirit amongst our employees. This creates a spirit of belongingness and ownership leading to employees taking up more responsibility and accompanying autonomy.

INORGANIC GROWTH

We have consciously followed a strategy of organic and inorganic growth. Since inception we have made the following acquisitions/ amalgamations:

Year of acquisition	Name of acquired/Amalgamated company	Nature of business
2003	Amalgamation with Millennium Infocomm Ltd	Millennium Infocomm Limited was a Microsoft partner, developing software solutions in the logistics as well as financial services domain.
	Acquisitions of divisions of iStart WebLimited and Metalogic Systems (India) Private Limited	The division of iStartWeb Private Limited, dealt with BPM, workflow management, application and information integration.The division of Metalogic had capabilities in secondary sales management software.
2005	We acquired the equity capital of TAKE Inc. USA	Clinmetrics had one product in the Lifesciences spaces, and a visionary management team, that was planning on an array of applications focused on the drug development process.Today this product suit is branded “One Clinical”
2006	TAKE Inc. acquired one hundred percent (100%) equity in Onsphere Corporation, USA.	OnSphere has contributed the Pharma Ready product range to “One Clinical” suite and is also a Microsoft Gold partner with strategic relationship with US companies. It has strengthened the management in US geography from client relationship perspective. OnSphere has now been merged with TAKE Inc. w.e.f. January 2, 2007.
	TAKE Inc. acquired fifty one percent (51%) membership in Applied Clinical Intelligence LLC, USA	ACI has added strong client relationships with pharmaceutical companies in the US and furthers domain expertise in the data analytics part of drug development process.
	We acquired 58.06% of the equity share capital of Autopartsasia Private Limited in India.	We acquired Autopartsasia Private Limited, which is a 100% EOU in India. This acquisition enabled us to extend SCM model in the automotive space of the industry. Autopartsasia’s US based clients help launch the SCM product suite to US geography.

	We acquired 97.49% equity share capital of Millennium Business Solutions (Sdn) Bhd., Malaysia and changed its name to TAKE United Sdn Bhd after entering into shareholders agreement with United Group.	We forayed into the South East Asian market for marketing SCM suite of products. Holds the Malaysian Government's MSC - Pioneer status in Supply Chain Management solutions.
2007	We acquired 100% of the equity share capital of CMNK Consultancy & Services Private Limited.	CMNK is an investment vehicle for the future acquisitions of our Company.
	ClearOrbit Inc. USA	ClearOrbit extends enterprise systems with proven Supply Chain Execution ("SCE") and Collaborative Supply Management ("CSM") software solutions.ClearOrbit products work in conjunction with our Company's existing enterprise applications to expand rather than duplicate functionality, eliminating inefficiencies in the supply chain. By using single data model architecture, ClearOrbit delivers on the promise of Enterprise Resource Planning (ERP) with fully integrated supply chain execution and collaboration solutions. These solutions address functionality issues inherent in most ERP system implementations, allowing customers to meet their unique business requirements

The underlying theme in all our acquisitions till date has been:

- Acquisition of additional domain expertise.
- Acquisition of additional geographies and customers.
- Leveraging off-shoring benefits.
- Augmenting managerial bandwidth.

Acquisition of ClearOrbit Inc. ("ClearOrbit"), USA

The latest acquisition we have completed is that of ClearOrbit, USA. We are deploying a part of the Issue proceeds to repay the debt facilities utilized for facilitating the acquisition. We present below details about ClearOrbit, integration plan and the nature of synergies anticipated by virtue of this acquisition.

Business Description

ClearOrbit extends enterprise systems value with proven Supply Chain Execution (SCE) and Collaborative Supply Management (CSM) software solutions. Their approach allows customers to leverage their investment in enterprise applications. ClearOrbit customers enhance the functionality of their procurement, manufacturing and warehousing/distribution systems through the automation of internal business processes and by incorporating their trading partners into extended supply chain execution processes. There are 78 employees in ClearOrbit.

ClearOrbit products work in conjunction with a company's existing enterprise applications to expand rather than duplicate functionality, eliminating inefficiencies in the supply chain. By using single data model architecture, ClearOrbit delivers on the promise of Enterprise Resource Planning (ERP) with integrated supply chain execution and collaboration solutions. These solutions address functionality issues inherent in most ERP system implementations, allowing customers to meet their unique business requirements.

Solution Offerings

Manufacturers and distributors constantly aim to cut costs and reduce inventory while simultaneously responding to new customer demands. Increased reliance on trading partners such as contract manufacturers, 3PLs and component suppliers adds additional complexity to the challenge of managing supply chain networks.

The products offered by ClearOrbit aim to address issues faced by clients such as excessive labour costs, shortages and missed deliveries, increasing costs, quality problems, compliance concerns (regulatory, environmental etc.), uncertainty on revenues, inability to respond to changing market conditions. The typical causes of such issues are a lack of control over outsourced operations, use of manual processes, disparate information systems and concerns on data accuracy.

ClearOrbit solutions aim to improve the speed, visibility and control of extended manufacturing and distribution supply chains, creating economic value to their customer base.

ClearOrbit solutions cater to the following industry segments -

- Aerospace & Defense
- Automotive
- Consumer Products
- High Tech Manufacturing
- Industrial Products
- Telecom & Cable
- Pharmaceuticals & Healthcare

Synergy Benefits

We believe the following are the synergistic benefits available on account of our acquisition of ClearOrbit

1. Proven Execution Products with collaborative platform for Oracle and SAP. This shall add to our product portfolio of TAKE and shall provide an enhanced product offering to clients in multiple technologies such as Microsoft/Oracle and SAP.
2. Leverage and build on Global Delivery capabilities at our office at Chennai and thereby derive a cost advantage.
3. Expand markets for ClearOrbit products into Asia Pacific region currently served by us. Visible opportunities exist in the MNC clients currently served by them and having operations in Asia Pacific region. Growth opportunities also exist in the Asia Pacific region due to high growth in the SCM area and high penetration of Oracle and SAP.
4. Market reach for our OneSCM Product Suite in the US market by way of accessing customers currently served by ClearOrbit.
5. Leverage implementation and support capability in the Asia Pacific region.

Product Summary

Product	Description
Gemini Data Collection Series	**Mobile Data Collection for Discrete and Process Manufacturers running Oracle Applications**
Gemini Advanced Fixed Assets	ClearOrbit's Gemini Simplified Interface Suite (G.SI) for Advanced Fixed Assets module allows companies to tightly integrate RF data capture, RFID character based terminal input and bar code technologies to automate keytransactions in Oracle Fixed Assets
Gemini for Discrete Manufacturing	Gemini Discrete provides mobile automation of high volume transactions within Oracle Work in Process including: WIP Move, WIP Issue, WIP Return, WIP Resource, WIP Status, WIP Completion, Work Order-less Complete and Shop Floor
Gemini for OPM	ClearOrbit's Gemini Simplified Interface (G.SI)™ forOPM allows companies running Oracle ProcessManufacturing (OPM) 11i to tightly integrate RF datacapture, character based terminal input and bar codetechnologies into supply chain processes.
Gemini Advanced Shipping Methods	ClearOrbit's Advanced Shipping Methods provides high value shipping extensions for manufacturers and distributors, optimized for Oracle 11i. Advanced Shipping Methods consists of a broad set of order fulfillment transactions that are used as the "building blocks" for your unique outbound process.
Gemini High Availability	ClearOrbit's Gemini Simplified Interface (G.SI) for HighAvailability extends the ability for users to leverage bar code scanning and process automation to situations when the Oracle ERP system is unavailable. Mission-critical transactions can continue even when the ERP is not available, avoiding delayed transactions or transactions captured on pen and paper and then (hopefully) later recorded in the ERP.

Gemini Inventory LPN's	G.SI for Inventory LPN Management enables license plate numbers (LPNs) for receiving, manufacturing and inventory transactions, in addition to the shipping-only capability with standard Oracle applications.
Gemini for Flow Manufacturing	Gemini for Flow Manufacturing automates the WIP Assembly Completion function in Oracle Applications, specifically, the WIP Assembly Completion in work order-less Oracle Flow Manufacturing.
Gemini Guided Picking	ClearOrbit's Gemini Simplified Interface Suite (G.SI)for Guided Picking extends the functionality of Oracle 11i by allowing rules to determine the order and location of items picked from inventory to fulfill an order. Guided Picking dramatically increases the efficiency and accuracy of picking and shipping processes.
Gemini Guided Putaway	ClearOrbit's Gemini Simplified Interface Suite (G.SI) for Guided Putaway extends the functionality of Oracle 11i by allowing rules to determine the order and location of items to be putaway after they are received from suppliers.
Xtended Mobile Applications for Oracle	**Add-on packages of data collection transactions that plug-in directly to Oracle Mobile Supply Chain Applications and Oracle Warehouse Management Systems.**
Xtended Mobile Applications for MSCA	X.MA transactions extend the functionality of Oracle Mobile Supply Chain Applications (MSCA), providing additional transactions that operate off the MSCA menu and utilize the same Oracle data model.
Xtended Mobile Applications for WMS	X.MA offers a standard-product "Mobile Solution Packs" to extend WMS functionality. These high-value, easily installed software modules work with the Oracle data model to increase the functionality available within WMS. X.MA runs on the same mobile terminal with a single sign on.
Labeling & Infrastructure Products	**Enterprise label management, manifesting interface, and device integration.**
Compliance Label Manager	ClearOrbit's Compliance Label Manager provides a flexible labeling environment that allows customer business users to define and manage their own label formats and rules. Users can configure rules to define the content and type of label formats, allowing dynamic selection based on customer, ship-to location, material type, and many other criteria.
Manifest Interface Manager	ClearOrbit's Manifest Interface Manager (MIM)provides a direct interface between your shipment manifest system and Oracle Applications via our Gemini Simplified Interface Suite. Key Oracle data is automatically fed to the manifest system during the ship confirm transaction in the Gemini Simplified Interface application or Oracle MSCA.
Connect	Connect is the ClearOrbit technology platform thatprovides manufacturers the unique ability to integrate theEnterprise Resource Planning (ERP) system directly toindustrial devices to drive significant supply chain efficiency improvements. Connect provides enterprise hardware integration (EHI) for a broad range of industrialdevices, including RFID, RF scanners, bar code printers,scales and carousels.
Xtended Process Control (XPC) Series	**Supply chain execution and demand sharing for multiple material replenishment strategies.**
XPC Demand Collaborator	ClearOrbit's Demand Collaborator provides an automatedsolution to allow customer planning staff to delegatethe purchase part planning and ordering process directly to the supplier or contract manufacturer (CM). Suppliers and CM's are given direct visibility to MRP Planned Orders, and then are able to indicate their acceptance or rejection of requested quantities.

XPC PO Collaborator	Purchase Order Collaborator makes your currententerprise system the center of a Private Trading Exchange (PTX) with your suppliers. By using the Internet to enable comprehensive, real-time purchase order management, PO Collaborator ensures: accurate confirmation of purchase orders, shipments matchlogs, bar code labels match shipments, receipts are confirmed and supplier and manufacturer records match.
XPC PO Change Management	PO Change Management extends the functionality of PO Collaborator (sold separately) by automating the communication of order changes suggested by your MRP system, allowing buyers and suppliers to simultaneously change, manage, and collaborate on purchase orders and MRP suggestions.
XPC PO Drop Shipment	PO Drop Shipment works with Purchase Order (PO) Collaborator to provide your contract manufacturers visibility to Purchase Orders in your ERP. PO Drop Shipment tracks and manages orders through thestaging and shipment process, including the printing ofbar code labels with all of the necessary customerinformation printed on your format, using your ERP data.It also can print the ERP shipping documents and commercial invoices.
XPC Sales Order Drop Shipment	SO Drop Shipment (SOD) allows you tomanage the ordering, shipping and inventory management transactions associated with partners drop-shipping items based on your booked Sales Orders. SOD provides partners web-based visibility to your sales orders that require shipments from inventory stored on-site at their locations. Partners then ship the appropriate products. SOD generates the appropriate bar code labels for each container, as well as necessary shipping documentation, all pulled in real time from your ERP.

Enterprise Returns Management (ERM)	**Suite of modules that provide visibility, control, and automation of product returns.**
Enterprise Returns Management	ClearOrbit's Enterprise Returns Management provides end-to-end visibility and control of returned products. Key capabilities include return authorization, optimized material routing, receipt, disposition, and value recovery.

Strategic partnerships

At ClearOrbit alliances are a critical component of their success. Working with their Business and Alliance Partners, ClearOrbit increases the accuracy and speed of data flows to client ERP while ensuring that total process control is the central focus. This applies to both internal and external business processes.

1. **Oracle Corporation:** Since the inception of ERP, ClearOrbit and Oracle have been helping companies integrate their supply chains, delivering increased efficiencies within their manufacturing processes and decreased operating costs.
2. **SAP:** ClearOrbit is partnering with SAP to offer unique supply chain execution capabilities as software extensions for SAP customers. ClearOrbit's products complement SAP to control material movement execution within manufacturing, warehousing and fulfillment operations, and in collaboration with trading partners, at key process points of inventory ownership transfer.

Differentiating Factors

We believe that the following are the salient features of the product offerings of ClearOrbit –

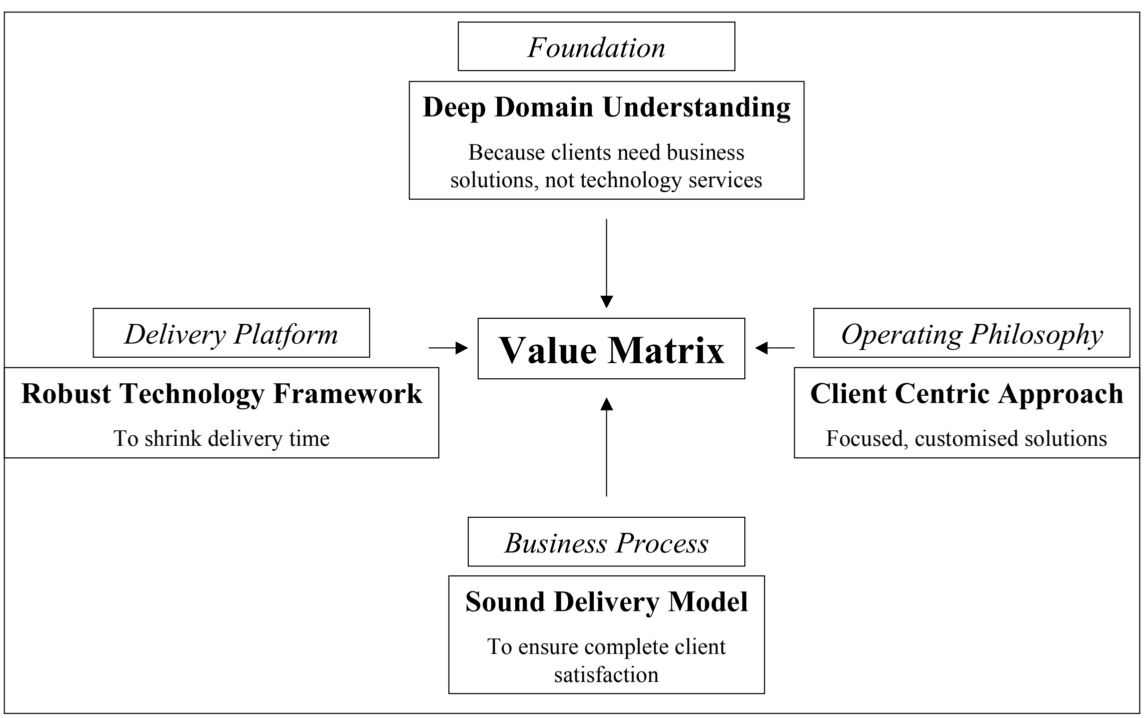
1. Leverage single enterprise data model
   - ➢ Rapid implementation
   - ➢ Real-time data visibility and integrity across entire supply chain
   - ➢ Low total cost of ownership
2. Rules engine & configurable workflow
   - ➢ Control over internal and outsourced operations
   - ➢ Ability to adapt to changing business conditions

3. Process approach to solutions
   - ROI by eliminating inefficiencies within and across organization
   - Visibility to key points of the manufacturing and distribution supply chain
   - Sophisticated tools to orchestrate the supply chain
4. Validation prior to execution
   - Prevent errors before they occur
   - Control over trading partner activities
5. Real-time device integration
   - Data accuracy
   - Increased throughput and labor efficiency
   - Inventory control
6. Internal & remote document printing ability
   - Enable 'drop-ship' and inbound compliance while retaining control
   - Remove unnecessary transportation & warehousing costs
   - Compliance with customer & regulatory barcode/RFID mandates

OUR PRODUCTS

Our comprehensive suite of products manage business processes in the demand management & pricing, supply management and logistics management areas in the SCM vertical and drug discovery life cycle in the Life Sciences space. Our products are developed by domain specialists involved in translating professional knowledge into embedded intellectual property (product / process). Our solutions are built on our internally built Business Process Management framework TAKE RTE based on Service Oriented Architecture (SOA). This facilitates design, build, implementation, and execution of new business strategies flexibly and rapidly through a process-centric approach. Further, our products are designed to work alone or together with other enterprise wide software systems and hardware platforms.

THE VALUE MATRIX



We understand that as solution providers, we are responsible for creating value for our customers. Our corporate vision and identity has enabled us to frame the value matrix, illustrated below.

Elements	Value proposition
Deep domain understanding	In Supply Chain Management, in-depth industry knowledge helps us understand the underlying need of our clients and address all dimensions of it. This ensures incisive business solutions that strengthen the supply chain management process of the customers.In the Life Sciences segment, the understanding of the drug development process enables us to derive intelligent results from the underlying data, improvise clinical trial effectiveness and ensure timely and secure submission of data to the regulatory authorities.
Technology framework	We have developed a flagship product and technology framework - TAKE RTE combining BPM, workflow management, application, information integration and data warehousing that has vastly reduced product development time. We have developed process driven Supply Chain Management and Life Sciences solutions from this broad framework.
Client centric approach	Whether it is Supply Chain Management or Life Sciences, the robust product framework built on the back of strong domain understanding helps us adopt a client-centric approach where each business solution is suitably customized to the exact needs of the customers, ensuring that rigidity and generalized solutions are not imposed on clients.
Sound delivery model	We follow a 4-D delivery model consisting have discover, design, delivery and delight phases in all our contracts. This is the articulation of the business process from the stage of approaching a client, to developing, designing and delivering the required solutions.

SCM DOMAIN

We are focused on an ecosystem based approach rather than an enterprise-oriented one. As a business solutions provider, we understand the importance of knowledge as opposed to information, generated by a software system. Existing ERP packages and legacy systems are essentially enterprise-oriented and do not comprehensively address the requirements beyond the enterprise. Supply chain efficiencies are best driven by collective efficiencies of all stakeholders in the value chain.

Dynamic business conditions and the resultant changes that are triggered, are captured in our SCM products, which are designed with in-built flexibility. The underlying theme in our products is to provide our customers with greater ability to manage the complexities of the supply chain, superior calculation power, greater agility, and improved integration capabilities achieved through open standards and SOA.

For example, in the forward supply chain, inventory planning is dependent on the inventory levels at the distribution and retail. The demand and pricing management modules of our software products have the capability to extend to the various distribution points of the value chain to provide the visibility needed to manage inventory effectively.

We believe that a deep domain expertise can alone effectively address the complexity and intricacies of supply chain management, and understand the granularity involved therein.

Our SCM products can be easily integrated with the underlying ERP/ legacy system and do not require any changes in the existing software system of the enterprise.

Creation of value through combined capabilities of all partners in business – orchestration of business processes that span outside the organizations boundaries and across various entities such as suppliers, distributors, vendors, stockists etc.

Our Product Suite in the SCM Vertical is sold under the umbrella brand One SCM; these can be also used as individual modules depending on the customer's requirement. The entire suite of One SCM is depicted below:A description of our individual product within the suite is given below:

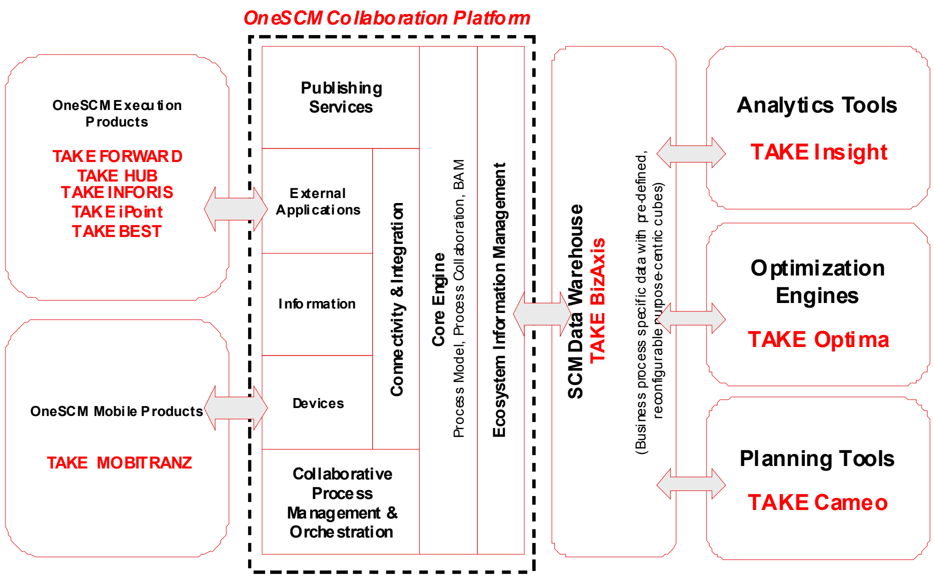


Figure 1: OneSCM Suite – Conceptual Architecture

OneSCM SUITE:

We have broken down the entire SCM domain into the following elements:

Supply chain planning

The solutions offered includes a collaborative platform that facilitates and automates planning activities across different stake holders in the organization, in addition to demand forecasting using static and dynamic models.

1. TAKE CAMEO

- Advanced planning of operations based on information / knowledge repository services of TAKE Business edge
- Planning tools that work as stand-alone units or in conjunction with other products of the One SCM Suite
- Consensus/collaborative planning decisions through One SCM Collaboration Platform
- Main Modules
- Demand Management (Demand Forecasting)
- Supply Management (Sales & Inventory Planning)
- Logistics Management (Consignment & Shipment Planning)

SUPPLY CHAIN EXECUTION:

2. TAKE iPoint

A Comprehensive trading, accounting, sales and distribution management system for the traders/distributors/Value Added Resellers and the primary sales enterprises

- Automates the supply chain business processes, both on the buy side as well as sell side of their business
- Main Modules
- Sales
- Purchases
- Inventory
- Accounting

3. TAKE HUB

- Automates business process involved in managing a network of hubs/warehouses
- Supports a scenario of a network of multi user hubs for the enterprise and 3rd party logistics service providers
- Collaborates with TAKE Optima, for optimization of Inventory, deployment, transportation cost, freshness and availability.
- Main Modules
- Receipt Management (Arrival, put away)
- Supply Management (Pick, pack, logistics)
- Storage Management (Location & Resource)

4. TAKE BEST

- Automates the procurement business process
- Effectively schedules and manages the deliveries of items from suppliers based on a variety of product pull signals
- Collaborates with TAKE Hub and TAKE Optima in material planning and scheduling
- Main Modules
- Purchasing Management
- Vendor Management
- Payment Management

5. TAKE FORWARD

- Automates the transportation business processes.
- Effectively Manages the transportation for an enterprise and as well as that of carrier providing 3rd party logistics services
- Integrates with TAKE Hub in Delivery management and with TAKE Optima for Optimizing transportation cost
- Main Modules
- Indent and Delivery Management (Request & shipment management)
- Track & Trace (Consignment tracking)
- Payment Management (Bill processing)

6. TAKE INFORIS

- Automates the planning and scheduling production activities including sequencing.
- Collaborates with TAKE Hub and TAKE Optima in Production planning, and scheduling and storage.

î Main Modules

- Production Management
- Material Management (Raw materials and Finished goods)

7. TAKE MOBITRANZ

- A comprehensive solution for secondary sales management using mobile technology (HHT/PDA) for traders/distributors/VARs/Retailers.
- Collaborates with TAKE Hub and One SCM Collaboration Platform for enterprise supply chain planning and scheduling.
- Main Modules
- Sales
- Purchases
- Inventory
- Accounting

SUPPLY CHAIN COLLABORATION AND CO-ORDINATION:

8. ONE SCM COLLABORATION PLATFORM

The very definition of the term the extended supply chain necessarily includes all stake holders within and outside the major enterprise. It is a well understood fact that true supply chain efficiencies can only be obtained if all stake holders of the extended supply chain are efficient. Existing IT solutions in the form of enterprise resource planning solutions or stand alone legacy systems are strong on transactions and cater to functionality as required within the immediate enterprise. Business processes which require on line interaction, real time visibility of the state of the process and inventory visibility after the title to goods has undergone a change are absent in conventional applications.. Existing conventional applications do not allow a seamless view of business processes nor do they allow real time visibility of both inventory and process across the supply chain. This hampers the creation of an efficient supply chain which aims to replace inventory with information and provide real time view of business processes.

The One SCM collaboration platform which is a solution built for the ecosystem of trading partners, service providers and the enterprise provides collaborative business processes which involve different stake holders of the extended supply chain. The One SCM collaboration platform facilitates the creation of an efficient supply chain by providing real time view of business processes and inventory.

The products of the OneSCM Suite are purpose-built and come pre-configured to enable collaborative business practices in the business ecosystem. The product facilitates every partner enterprise in the supply chain to have its own set of private processes by embracing its preferred best practices for addressing the demand management / supply management / logistics management functions and yet align with the public processes of the ecosystem to ensure supply chain performance.

The Primary Sales Module is a ready-for-collaboration private process that automates the sales order acquisition & fulfillment processes with discounts/promotions (via TAKE iPOINT or via the web manually/using PDAs), order fulfillment lifecycle management; sales & inventory deployment.

The Secondary Sales Module is also a ready-for-collaboration private process that automates publishing of geography/relationship based sales, pricing and promotion policies to channel partners, aggregation of secondary sales information from TAKE iPOINT, via the web manually/using PDAs or via SMS services on mobile phones, to create an insight into the secondary sales by geography / product category / product line as well as monitor sales force and channel effectiveness.

Warehouse Network & Transportation Management Modules provide the ability to manage the logistics functions that the focal enterprise chooses to manage. This includes complete management of the network of warehouses as well as the transportation processes involved. Apart from basic warehousing functionality like handling ASNs, receipt, put-away, preserve, pick, pack and ship processes, custom configurable value addition processes like labeling, kitting and product conversion are also supported. With respect to transportation, the processes addressed include consignment creation, shipment scheduling, mode and carrier selection, vehicle indenting, consignment/delivery tracking, processing claims, authorizing freight payments and paying carriers for services rendered.

The OneSCM™ collaboration platform orchestrates public processes that determine the supply chain performance by synchronizing private processes of all business entities in the supply network. The platform enables business professionals to define and alter processes with minimal or no change in the technology components of the solution. It facilitates seamless integration of any other application including customer owned legacy systems or third party solutions as well as our products.

ANALYTICS & OPTIMIZATION:

Sensing and analyzing the effectiveness of the business processes and building in business rules engines and algorithms for complete optimization without any manual intervention

Performance Management

9. TAKE BIZ AXIS

- Provides information / knowledge repository services
- Basic transaction aggregation and MIS reporting
- Advanced analytics & business intelligence
- Advanced planning & optimization
- Provides a foundation for role based dash-boards for monitoring key supply chain performance metrics
- Lends to professional services on ETL, data securitization and disaster management efficiently
- Main Modules
- Demand Management (Primary Sales, Secondary Sales)
- Supply Management (Production, Inventory, Procurement)
- Logistics Management (Transportation, Hub(s) Management)

ANALYTICS

10. TAKE INSIGHT

- Advanced analytics and business intelligence based on information / knowledge repository services of TAKE Biz Axis.
- Preconfigured dashboards that can be associated to operational roles, based on SCOR performance metrics
- Seamlessly integrates action ability from the dashboards into the execution products of One SCM suite through One SCM Collaboration Platform
- Main Modules
- Demand Management (Primary Sales, Secondary Sales)
- Supply Management (Production, Inventory, Procurement)
- Logistics Management (Transportation, Hub(s) Management)

OPTIMISATION

11. TAKE OPTIMA

- Advanced optimization of use of resources (materials / people / money) based on information / knowledge repository services of TAKE Biz Axis
- Optimization engines that work as stand-alone units or in conjunction with other products of the One SCM Suite
- Consensus/collaborative optimization decisions through One SCM Collaboration Platform
- Main Modules
- Demand Management (Inventory Allocation)
- Supply Management (Inventory Deployment)
- Logistics Management (Route Optimization)

Our subsidiary, Towell TAKE LLC won the ‘Technology Trendsetter Award’ at the recently concluded Information Technology Exhibition, COMEX 2007 held in the Sultanate of Oman.

Towel TAKE LLC showcased some of its products including the RFID (Radio Frequency Identification) solutions and the Supply Chain Management suite (OneSCM). In addition to its established solutions in the handheld mobility application sector, it also featured its Enterprise Resource Planning (ERP) solution, TIMICS.

A total of 74 companies participated at COMEX 2007 and there were 5 nominations for every award category including the 'Technology Trendsetter' award.

LIFE SCIENCE DOMAIN

In the Life Sciences domain we are committed to delivering a full spectrum of Clinical Safety, Intelligence, Governance, Risk & Compliance software products and services for clinical trials, drug and device development lifecycles.

ONE CLINICAL PRODUCT SUITE:

The One Clinical product suite includes specific algorithms and process maps to assist in the design and implementation of clinical trials, observational trials, historical (retrospective) studies from both chart reviews and study databases, meta-analyses as well as integrated summaries of safety and efficacy. The algorithms collect and analyze clinical data in order to provide trusted information to life science decision makers in a cost efficient manner. Finally the product integrates and reports clinical study data from legacy and current studies for sponsors utilizing CDISC data standards. It also integrates disparate data sources originating from IVRS, ECG, LABS, and Aes etc. utilizing CDISC data standards.

Our umbrella product has the following modules:

- PharmaReady Regulatory Compliance Suite
- Clinical Data Management and Safety Analytics

I. <u>PHARMAREADY REGULATORY COMPLIANT SUITE</u>

PharmaReady is designed on Microsoft's Scalable and Reliable .NET architecture. It is designed specifically for management of SOPs, work instructions, training records, submission documents, and all other documents within regulated business areas.

PharmaReady™ Information Management Suite ensures full

- Regulatory Compliance, Ease of Use and Affordability.
- Document Management System
- Training Records Management System
- Structured Product Labeling

TAKE Solutions Inc., USA launched an enhanced version of PharmaReady™ namely PharmaReady™ V4.0.

PharmaReady™ V4.0 Document Management System (DMS) and e-submissions suite offers a fully integrated one-stop product suite that meets the regulatory compliance requirements of several pharmaceutical regulators of different countries including USA, Europe and Canada.

Adding on to a fully integrated Document Management System (DMS) and Training Records Management System (TRMS), PharmaReady™ V4.0 includes fully integrated Structured Product Labeling (SPL/PLR) and Electronic Common Technical Document (eCTD) modules.

PharmaReady™ V4.0 Document Management System (DMS) offers "Maximum Value" and aims to render information management practical and affordable for regulated organizations in the pharmaceutical segment. PharmaReady™ seeks to enable customers to draw the benefits of advanced information management systems with significant cost saving. With the "Get It Done Now and Stay Compliant" promise, it enhances implementation and aims to ensure compliance and mitigate risk. With PharmaReady™, customers get a suite of information management solutions such as document management, label creation, and eCTD submission management that will be up and running in days, not months. A strong life sciences domain business expertise has taken Microsoft Windows and SQL Server platforms enables us to offer a fully integrated one-stop product suite that meets all regulatory pharmaceutical compliance requirements.

<u>1. PHARMAREADY DMS</u>:

A web based integrated Document Management System (DMS) specifically designed for life science organizations where ease of installation, ease of use, Part 11 compliance and affordability are the primary business drivers.

<u>2. PHARMAREADY TRMS</u>:

A web based Training Records Management System (TRMS) specially designed for the complete management of employee training related documents within business areas regulated by the FDA.

3. PHARMAREADY SPL:

A web based Structured Product Labeling (SPL) application allowing simple copy past label authoring, supporting complex content structures including tables, lists, special characters and nested sections. PharmaReady SPL offers context sensitive FDA guidelines provided for each label section along with automated data element validations to ensure full regulatory compliance.

4. PHARMAREADY ECTD:

A web-based Electronic Common Technical Document (eCTD) publishing system, designed to provide intuitive electronic content assembling with integrated document management and publishing features, Pharma Ready ECTD will support all major regional templates, life cycle management and consolidated submission reviews. Workflow and role based document authoring and access management will provide multi user electronic submission authoring and publishing.

II. CLINICAL DATA AND SAFETY ANALYTICS

We have introduced 2 products into the market in this space

5. SAFETY VIEW

Safety View, our safety-reporting dashboard, provides near real-time, accurate safety information in a multi-trial environment.

6. CLINICAL AND SAFETY DATA STANDARDS ACCELERATOR

This provides a set of tools and templates to convert active and legacy datasets into industry standard (CDISC) datasets. It has metadata management, submissions ready document preparation and validation modules to manage a set of comprehensive clinical and safety domains.

BUSINESS PROCESS MANAGEMENT SOLUTIONS

Most organizations, which have implemented IT solutions, have strong functional back-end systems. These include enterprise applications or custom built applications for Manufacturing, Customer Relation Management, Finance, Human Resource Management Services, Etc. These functional systems are self-contained silos and are very effective in capturing transactions. These systems handle only some of the processes.

Customers have migrated to semi automatic or manual mode of operation. While the advent of the Internet has ensured that these processes are transformed electronically, they continue to remain unstructured and unthreaded. This has resulted in lack of harmony. Automation of processes has created new efficiencies and a competitive edge. Organizations have used such advantages as their core competencies.

Automation of these processes requires workflow and integration (BPM), Process management Portal (PMP), data warehousing (DW) and Composite Application Development environment (CADE). Welcome to the world of BPM – A new way of transforming the organization into a real time environment. The typical business user is opaque to these components that help build business process management. Each of the components mentioned above such as EAI, workflow, Data warehousing, or process portals, are available with different vendors. This makes it difficult for the average business user to integrate these based on his requirements. Business process management solutions for different verticals are provided using the TAKE RTE product suite.

TAKE RTE product suite

The TAKE RTE product suite consists of the TAKE RTE Studio and the TAKE RTE framework.

TAKE RTE studio – TAKE RTE studio is used to design and develop the application

TAKE RTE framework – Is the execution engine to execute the design & development done by the RTE studio.

BPM - Application development using TAKE RTE.

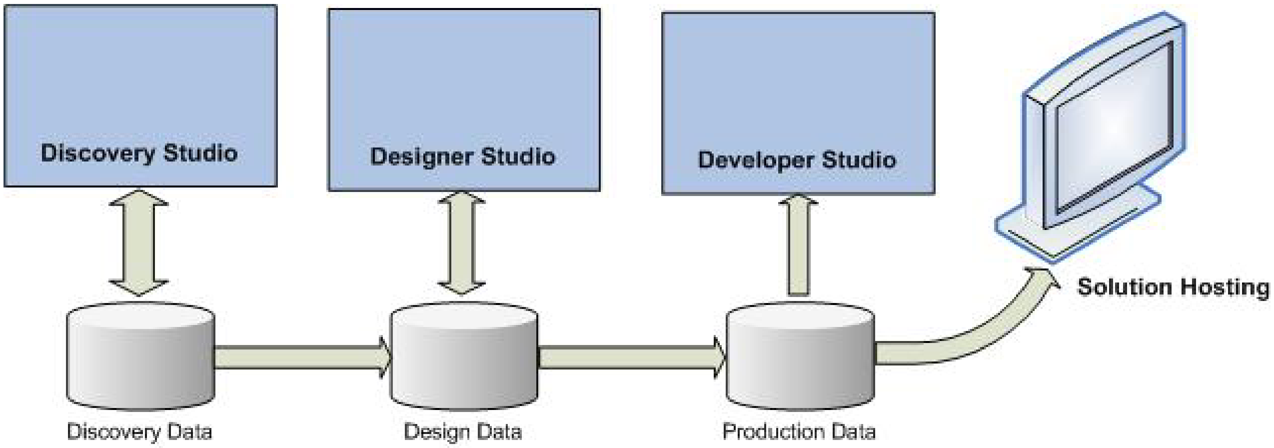
BPM solutions developed and implemented for different industry verticals use the discovery, designer and development studio. The schematic representation provided below illustrates the use of the studios in sequence to develop the application.

The Business analyst captures the requirements using the discovery studio and this exact representation and information is used to design and develop the application.

The use of the studios facilitates the implementation of a virtual delivery model where requirements are obtained by business analysts using the discovery studio at one location and the same information is consumed by the design studio to design and later develop the solution using the developer, at a different location. .

Such an approach ensures that substantial reduction in overall effort for the project and consequent reduction in time for development is obtained.

SCHEMATIC REPRESENTATION OF THE INTEGRATED DEVELOPEMNT ENVIRONMENT



TAKE RTE Development Environment

Discovery Studio: The discovery studio would be used by the business analyst to capture the business requirements and the details of the business processes to be developed.

Designer Studio: The designer studio would be used by the technical architects to design the user interface and the technical database design of the application.

Developer Studio: The design information available in the designer studio is consumed by the developer studio to generate the screens and the code for the application.

TAKE RTE - **The factors and the relevance**

Developer Community

Discovery – Business user-friendly environment to capture the requirements and detailing.

Design environment – Sophisticated product design environment for designing processes.

Development environment – Robust development model, ease of use for developers.

Business User Community

Automation - Product features for automating the business processes and business rules built by the modeling tools

Workflow – Handles the inter enterprise and Intra enterprise workflows

Monitoring & management- Products set of tools to monitor and manage running business processes.

Product architecture – Runtime integration environment in terms of performance, scalability and reliability.

Information integration capabilities- The ease of integration information from multiple system to form a clean data warehouse foundation

Integration capabilities – Integration is not the driving point, but it is inherent. The ease of integrating with multiple systems

Process capabilities: The capability to handle various types of processes which are people, system, integration, document, content, decision and domain intensive.

User experience – Rich GUI, focused content, ease of use, process management portal

Product augmentation- Ease of working with great add-ons like Devices, add-on apps and environment**.**

Industry Standards – Compatibility with the evolving global standards for interoperability

We have launched a version of TAKE RTE Suite, based on the recently launched Windows Vista platform, on January 31, 2007, ahead of the proposed schedule.

The product and the subsystem is the TAKE RTE Suite – 3.0 – MS Focused Release which has been developed on the .NET Framework 3.0, SQL Server 2005, Vista.

The TAKE RTE Suite on Windows Vista utilizes the power of WinFX to enable real time information.

PRICING STRATEGY

Customers face challenges when trying to achieve their desired returns on software investments. These challenges are compounded by traditional software pricing models that often force companies to make long-term commitments for projected capacities. When these projections are inaccurate, the desired returns on investment are not achieved. Many companies are also concerned that, due to short product life cycles for some software products, new products may become available before the end of their current software license agreement periods. In addition, some companies, particularly those in new or evolving industries, want pricing structures that are linked to the growth of their businesses to minimize the risks of overestimating capacity projections.

We believe we can service our customers better by offering more flexible licensing terms to help ensure they realize maximum value from their software investments. Our pricing strategy offers customers a wide range of purchasing and payment options. By offering more flexible licensing agreements, customers can evaluate whether our software meets their needs before making larger commitments. As customers become more comfortable with their software investments, they typically license our software for longer terms, generally up to three years.

Some customers prefer to choose cost certainty and sign longer-term agreements. Our customers can also license our software products under traditional one-, two-, or three-year licenses. We provide our customers with the option to change their product mix after an initial period of time to mitigate their risks. We also help customers reduce uncertainty by providing a standard pricing schedule based on simple usage tiers.

Further, we offer our customers a single point of contact for all their installation, integration, and ongoing maintenance needs. We maintain customer relationships, identify possible areas for additional education or services, and help ensure that customers maximize the benefits of the licensed software. We have traditionally operated on a Sales Specialists (people with excellent domain expertise) and Account Managers (single persons responsible for overall account management of specific customers) strategy to enhance the sales and customer satisfaction process.

Our revenue stream comprises of the following components:

Revenue stream	Pricing strategy
a. License fee and product related services.	Products, which are designed for users within an enterprise, are licensed for individual users and the pricing is on a named user basis. For all web based application software products we provide a server based license fee which allows a pre defined group of user which range from a 250 user pack to a 500 users pack, and an enterprise wide license to cater to unlimited users.
b. AMC fees	Typically ranges from 12 – 20 % of the implemented cost of the software product.
c. Product based services	The company is trying to expand into areas of Business Services Provisioning (BSP) based on its own products. This would enhance sticky revenues and derive long-term associations. The revenues are based on transaction pricing with minimum thresholds.
d. Domain Related Services	Revenue received for Domain related services in SCM and Life Sciences, linked to the number of transactions delivered.
e. Business Process Management Solutions	TAKE uses its BPM framework to develop business processes for different industry verticals. Pricing is based on the number of business processes delivered.

Warranty

We provide a warranty of three to six months on our products. Thereafter an annual maintenance contract is signed with the client for addressing all requirements relating to the products installed, for which an annual fee is charged.

In addition to investment in research and development, we provide technical support to our customers. A service level agreement driven by three level supports is extended during the warranty and the validity of the annual maintenance contract.

Level 1 support pertains to issues related to use and training on the software.

Level 2 support pertains to bugs on the software.

Level 3 support pertains to enhancements as required by the client on the software.

Service level agreements specify the time for response and resolution of the issues as reported by customers. Training is normally part of the product implementation plan.

MARKETING, SALES & EXECUTION

Marketing Efforts

As a provider of niche products, we are conscious of the importance of our marketing efforts in facilitating client acquisition. We have a dynamic marketing team that has developed several initiatives to expand the universe of clients that we can potentially acquire in our target markets.

We use an elaborate lead generation system wherein all client interaction is recorded on a centralized web-based system at a global level. The availability of such data to all our operating units strengthens our marketing efforts, reduces the relationship building exercise and acts as a useful storehouse of prospects-related market intelligence.

We source information on prospective clients from our internal intelligence efforts as well as external agencies such as information and lead providers. We currently have a vast database of prospective clients, who will be accessed through the web. Our e-mails act as the initial mode of contact with the prospective clients and contain a link to our website. We have a tracking mechanism to obtain the details of persons accessing our website, which can be regarded as a proxy signifying the primary interest level of the user.

We attend trade exhibitions and fairs, and demonstrate the features of our products. As part of our detailed pre-event exercises, we establish correspondence with those invited and thereafter follow up with interested prospective clients.

We have a dedicated and trained team of tele-callers that works on the database created. This team consists of personnel with the relevant expertise in our business segments, making qualified sales pitches to the prospective clients.

We have a dedicated team of domain specific business development executives that follows-up on the leads generated and work towards a structured solution for each of the prospect.

A part of our business is derived by way of references made by existing, satisfied clients. Thisaccounts for a majority part of the contracts secured by us and is an important means of client acquisition, particularly in niche business segments like ours.

Customers

Our client base includes large corporations as well as small and medium enterprises (SMEs). While the large corporations generally have an existing ERP package for integration of activities within the enterprise, this may not necessarily be the case in SMEs. Thus our products serve as an extension to the existing ERP package in the case of most large corporations. We generally offer a combination of our products to the clients and in the case of some SMEs, we offer the complete suite of products in the specific business segment.

No individual customer accounted for a material portion of our revenue during any of the past three fiscal years, or a material portion of deferred subscription revenue reported in the balance sheet at the end of any period in the past three fiscal years. The majority of our software products are used with relatively expensive computer hardware. As a result, most of our revenue is generated from customers who have the ability to make substantial commitments to software and hardware implementations. Our software products are used in a broad range of industries, businesses and applications.

Our top customers in terms of value are as follows:

S No	Customer - Industry	No of Licenses	Total Value in USD
1	Heavy Duty Engine parts Manufacturer in USA	100 Licenses	2,487,543
2	Pharmaceutical Drug Manufacturer in USA	Enterprise license	1,368,570
3	Tractor Spares Distributor, based in US	250 Licenses	1,210,013
4	Pharmaceutical Drug Manufacturer in USA	Enterprise license	1,025,345
5	Pharmaceutical Drug Manufacturer in USA	Enterprise license	1,004,593
6	Pharmaceutical Drug Manufacturer in USA	Enterprise license	739,792
7	Insurance Company in USA	Enterprise license	686,696
8	Engineering parts Manufacturer in USA	25 Licenses	556,054
9	Manufacturer of Cigarettes, Food & Confectionary	80 Licenses	512,900
10	Logistics Services Company in Malaysia	55 Licenses	511,500

Note: We have confidentiality agreements as a part of the contract with each of the abovementioned clients hence the names of the clients cannot be disclosed. Further, pursuant to these terms of confidentiality we are not in a position to include the abovementioned contract licenses as a part of the Material Contracts and Documents for Inspection.

EXECUTION

On securing a contract, the Solutions Architect Group (SAG) is entrusted with the task of understanding the business issues and conducts a requirement assessment of the customer. This team consists of domain experts and technologically qualified personnel. The domain knowledge enables a relatively smoother and quicker grasping of the workflow patterns existing in the enterprise. This ensures that the ideal product that meets the client's requirement is mapped out. In some cases, we conduct prototyping of the product in case of some unique customizing requirements.

The formal consummation of the sales process occurs with the grant of the license/s to the client for usage of our product/s. This is followed by the actual installation of the product at the client's site. The products are demonstrated and the clients are trained about the features and applications of the products.

The average time taken for completion of a contract in the Supply Chain Management segment is 1 to 3 months and 1 to 4 months in the Life Sciences segment.

QUALITY

We achieved SEI – CMMI Level 5 certification in August 2006. This is the highest level of certification awarded by the Software Engineering Institute, Carnegie Mellon University. The certification is recognized globally for advancing the practice of world-class software engineering standards.

In line with our commitment to quality, we have developed "Quest", an internal business quality process control that aims at overseeing the productivity of technocrats involved in projects.

We have received the following certifications/ accreditations:

Certification	Certifying body	Description
High Impact Gold Partner	Microsoft	This is awarded to independent companies that have proven their expertise through certification and customer references in one or more specialized areas.
Microsoft's Digital Pharma Initiative	Microsoft	The initiative utilizes the Microsoft .NET Framework and industry-based software to help life sciences companies focus on solving business issues instead of dealing with integration and implementation challenges.
Registered CDISC Solution Provider	Clinical Data Interchange Standards Consortium (CDISC)	Our Subsidiary, Applied Clinical Intelligence, is one of only 17 companies worldwide to have earned the renowned RCSP status. CDISC Providers are "Qualified consultants, system integrators, and subject matter experts believed by CDISC to have sufficient knowledge and experience implementing the various CDISC standards."

We have also initiated department-specific processes and procedures designed to achieve the highest levels of quality. We use a software development methodology that is designed to standardize all of our development life cycle systems and procedures. The aim is to reduce mistakes or errors. We have also taken a company-wide initiative designed to integrate development and marketing efforts and improve communications to further enhance our product life cycle. By driving better teamwork among departments, we believe we can deliver innovative, customer-focused software products to market products at a quicker pace.

TECHNOLOGY & PRODUCT DEVELOPMENT

TAKE RTE Suite is the Business Process Management Suite that helps in building and deploying the products faster. TAKE RTE Suite provides the built in features that provides effective way in modeling, deploying and managing the processes in a product.

The key underlying attributes of the framework are

- Services oriented architecture based execution platform consumes Meta data to an executable product
- Studio to convert Business Knowledge as portable Meta Data

Features of TAKE RTE Suite

- Process Centric Approach
- Service-Oriented Architecture
- Management by Exception
- Seamless change management
- Non-Repudiation
- Inherent Integration
- Composite Application Development Environment

TAKE RTE Suite comprises of the following:

- **Framework**
- **Studio**

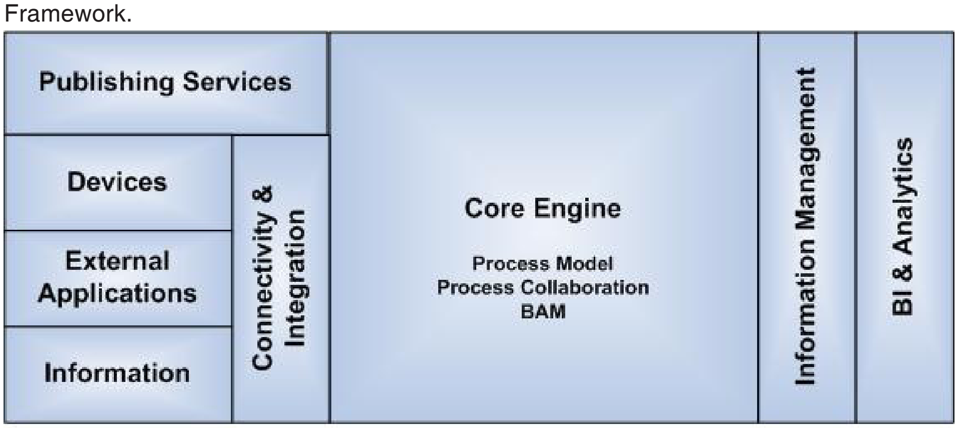
These provide the necessary environment for the users to focus only on the business domain rules and components.

TAKE RTE Framework - This is based on Services oriented architecture and forms the execution engine. The Meta Data and codes generated by the Studio are consumed to provide a product. The framework provides all the necessary BPM functionalities. The Framework adopts the three-layered Service-Oriented Architecture.

- Layering Pattern helps in achieving the Scalability, Extensibility and Manageability.
- Service-Oriented Architecture helps in achieving in exposing the business services for the consumers.

TAKE RTE Studio - The Studio provides the development environment with the process modeling, code and Meta data generation to be consumed by the execution engine.

The following diagram represents the conceptual representation of individual subsystems that form the part of TAKE RTE Framework.



TAKE RTE Framework

The following are major features of TAKE RTE Framework:

BUSINESS PROCESS MANAGEMENT

This feature focuses on managing the business processes and the related advantages that can be utilized by the users.

- Process Visibility and Action ability.
- Active Application
- Process Flow & Routing
- Process Level Transaction Integrity
- Process Collaboration

Business Activity Monitoring

TAKE RTE Suite takes care of the Monitoring at two levels. As there are multiple processes collaborate with each other as part of the business, any alerts that need to be raised to bring the attention of the business users should be monitored and accordingly act on it. When the processes collaborate with each other and let the Users & Systems to act on process touch points, the activities are monitored. To handle these two aspects the following features are provided.

- Real Time Process Monitoring.
- Non-repudiation.
- SLA based escalation.

Enterprise Process Portal

Portal is the single entry point for any user to exploit the features of the system. The Framework uses Portal to expose the Enterprise Processes in the portal to provide the following advantages:

- Process Visibility.
- Process Touch points.
- Built-in Role based Access.
- Agenda.
- Single Click action ability.
- AJAX based response.

Integration & Connectivity

A Business Process, as part of its responsibility, may need to interact with external systems, where the integration becomes inherent feature. The integration can be configured for the integration. Standard integration connectors are also made available.

Connectivity feature takes care of interaction with the devices

- External Application Integration.
- Information Integration.
- Connectivity to Devices.
- Reliable communication.

INFORMATION MANAGEMENT

This features helps in terms of collating the information based on the need and transform the data for use by BI & Analytics

- Near-Real-Time Transformation of data to Dimensions.

BUSINESS INTELLIGENCE (BI) & ANALYTICS

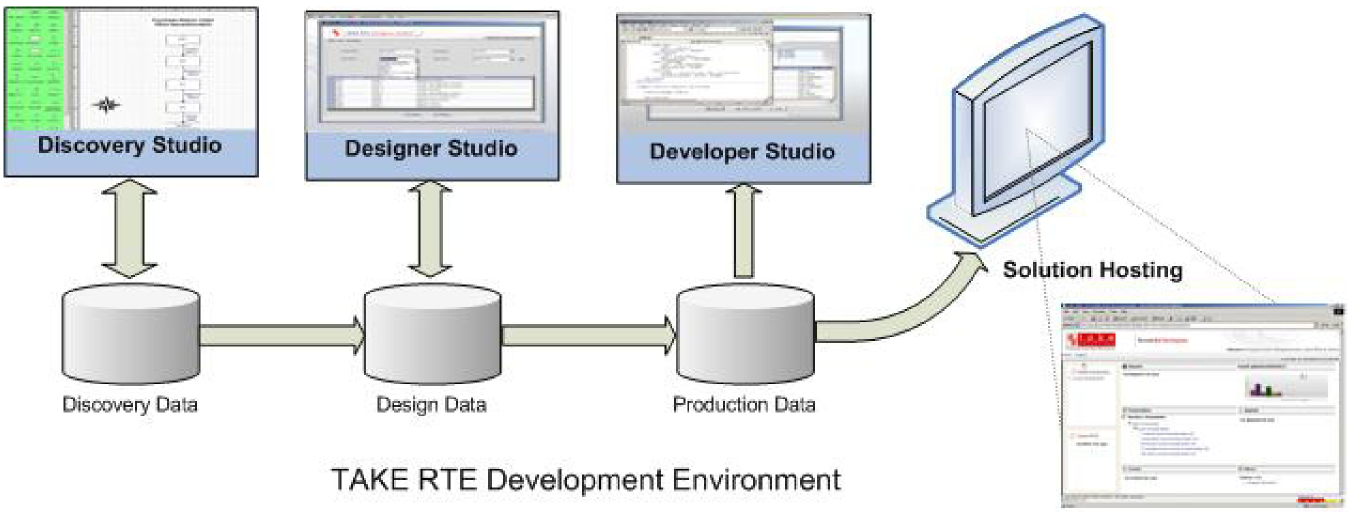
This feature helps in consuming the information to form the dimensional cubes. Reporting environment makes use of the cubes and the transaction data to provide the different types of reports.

- Analysis Services.

- Report Generation.
- Support for KPIs and Metrics.

TAKE RTE Studio – The Development Environment

TAKE RTE Studio is the suite of Studios that help in modeling and detailing of the processes, design the UI & data stores and generates the NET code to reduce the people dependency and increases the quality and productivity.



DISCOVERY STUDIO:

This Studio helps in discovering the Business Processes and their process flows with related information.

- Modeling the Processes & Enterprise Entities
- Business Process
- Captures all domain related information
- Adds Process flavor to the business functionality.
- Helps in automatic process model document generation

DESIGNER STUDIO:

This Studio helps in doing the technical design for the processes that have been modeled using Discovery Studio.

- Helps the technical people to design the system for the defined processes.
- Helps in building AJAX based UI.
- Generates UI using HTML / ASPX.
- Provides database designer.

DEVELOPER STUDIO:

As a productivity enhancer, this studio helps generating code based on the process and technical designs in a touch of a button. The following are major features.

- Generates code for Masters
- Generate stubs for the processes.
- Generates Code behind for ASPX.

Key Benefits

- Faster time to market
- Consistent delivery
- Easy change management
- Lower cost due to 70% pre-coded framework
- Technology complexities abstracted from the users and developers
- New generation features
- Easy technology upgrade of products

NEW INITIATIVES IN PRODUCT DEVELOPMENT

We continue to invest extensively in product development and enhancements. We anticipate that we will continue to adapt our software products to the rapid changes in the domains we specialize in and will continue to enhance our products to help them remain compatible with systemic changes across our domains. We expect that we will continue to be able to improve our software products to work with the latest hardware platforms and operating systems.

We have several programs designed to involve customers throughout our software product development process. Our Product Management Group (PMG) of experienced IT and domain professionals act as an independent adviser for software design and development. We also work with recognized worldwide user groups such as CDISC, HL7, and SPL., especially in the Life Sciences domain who actively communicate with each other and with us about our software products. Each of these programs provides us with valuable information that we use to develop and enhance our software products.

Our R&D team consists of experts in the domains of Supply Chain Management and Life Sciences. They are referred to as centers of excellence and design the product map, re-define products etc. They are responsible for developing the idea into an executable offering. For this purpose, they carry out the implementation pilot, prototyping and assist in the installation of new or modified products. While the Center of Excellence for the Supply Chain Management segment is based in Chennai, India, it lies in New Jersey, USA for the Life Sciences segment. We also pursue “next-generation” technologies that we believe our customers need to enhance their businesses. Our research and development efforts, across all of our product areas, include emerging technologies such as: RFID, Microsoft VISTA, Hand held terminals, mobile and wireless technologies

PROPRIETORY RIGHTS

Certain aspects of our products and technology are proprietary. We rely on Indian and U.S intellectual property laws, including patents, copyrights, trademarks and trade secret laws to protect our proprietary rights. As on the date of this RHP, we have obtained/applied for 29 Trade marks and copyrights worldwide. We also maintain contractual restrictions in our agreements with customers, employees and others to protect our intellectual property rights. In addition, we license software and technology from third parties and incorporate them into our own software products. The source code for our products is protected both as a trade secret and as a copyrighted work.

RISK MITIGATION

The business risks relating to our products and the methods for mitigating these risks are mentioned below.

Product Performance: Consequential and Indirect damages.

Liability on account of non-performance of the product and consequent non performance resulting in incidental, consequential and indirect damages as claimed by end customers.

This risk is mitigated by comprehensive testing of our products formulated by the QA team through exhaustive test cases, user acceptance tests and formal sign offs from customers to meet agreed contractual obligations prior to commencement of implementation. This is part of the product implementation plan, which is shared with the customer prior to commencing the engagement. In addition prior to commercial launch of any product extensive beta versions of our product are deployed at select customer sites to evaluate and verify performance of the product in real time scenarios.

INTELLECTUAL PROPERTY INFRINGEMENT:

We could be exposed to Infringement of intellectual property rights by modifications to the software by our customers and partners. In our contract with our customers, it is specified that the software be used for the original purpose for which it is intended and no modifications without our consent is undertaken. This is reflected in the form of the following clause in its agreements with customers and resellers.

INDEMNIFICATION FOR INTELLECTUAL PROPERTY INFRINGEMENT

We shall have no liability for any claim of infringement that results from

(i) any modification or attempted modification of our suite by the customer not authorized by us

(ii) any failure by customer to implement any improvements, enhancements or updates to our suite, or

(iii) the combination, operation, or use of our suite with any other suite programs, data or documentation, if such infringement would have been avoided by the use of our suite without such combination, operation or use, unless the customer has obtained our prior written authorization permitting such modification or attempted modification, failure to implement, or combination, operation or use.

RISK ON WARRANTY:

We provide our customer with a warranty clause which is limited to rectification of bugs reported in the software during the warranty period and does not expose us to any other punitive damages direct or indirect arising from the use of the software.

HR PRACTICES AND HUMAN RESOURCE PROFILE

Selection Process

Our selection process is driven by

(a) Requirements arising out of customer engagements and product implementation plan.

(b) Requirements based on Product Development Plan as well as Strategic Manpower Plan.

(c) The hiring processing is based on the competency defined for the role. The interview process is structured and involves at least 2 different functions before the final decision. At senior management role the selection is also driven by the assessment through Psycho-profiling using proven tools like 16PF etc.

(d) Greater focus in hiring decisions is on the ability of the individual and satisfaction of his needs at higher levels on Maslow's law.

Employee Retention/ Motivation

Employee retention program is driven by the following initiatives. :

Long Term

- Stay Pay Scheme provides for incentives for the period of stay with performance. The amount is disbursed to encourage employees to stay and continue to perform.
- Employees get international exposure through deputation in our offices in US, Malaysia and Muscat.
- Employee of the month reward for exceptional performance of the employee. The employee must have performed job beyond the normal expectation and would have with stood the organizations Values.
- Employee Education Support Program
- Providing test opportunities aligned to the Microsoft Curriculum
- Training on new technology by Microsoft representatives
- In house certification system on technology.
- Open House Session to receive suggestion from employees and address their concerns collectively.
- @TAKE an in-house magazine with content contributed by employees carries a section that highlights employees' achievements both with in and outside the organization.
- Innovation award for innovation / ideas contributed by Employees.
- Best Bay award bring awareness to maintain work environment
- Employee referral program to increase number of people that are engaged with each other.
- Transparent Appraisal Process that is based on defined KRA and Metrics. The measurement and ratings system is objective and self-explanatory. This avoids any kind of surprises to the employees.

Early Impact

On the spot reward, by providing case reward and/or Well Done / Cheer Up cards. The well-done card is redeemable after accumulating as per policy.

- Dinner or celebration on success by the team
- Employee Grievance Management system that is through an on line window and driven through defined Service Level Agreements in resolution.

Our greatest strength is our people's knowledge and it is our associates and managers who deliver the outstanding projects upon which we have built our reputation. The quest for knowledge among our people and an organizational commitment to continuous personal and professional development is an important driver in a fast-changing industry. This commitment plays an important role in ensuring that the associates keep themselves current with leading-edge technologies skills so that they can perform their roles effectively and efficiently.

Training Programs

Our framework for continuous learning is built around the 4D Process. We conduct all our learning programs through TAKE Academy, our in-house learning center. Through this dedicated center, we offer many conventional and leading-edge learning programs for our employees—both for new employees and lateral entrants (mid-career level professionals).

The training plan provides a sequence of inputs as individuals grow through their professional career, commencing with a structured induction to leadership training while assuming senior responsibilities.

Training and development initiatives are available at each milestone and cover the following:

Domain Knowledge Training:

Our competency is on two Domains i.e. SCM & Life Sciences. Domain Experts offer training programs on a regular basis for Junior & Middle level employees as well.

Technical Training:

We have both entry-level technical training program and High-end Technical Training programs. Evangelists from Microsoft Corporation conduct certain High-end Technical Training.

Quality Process Training:

We have a strong focus on quality processes and methodologies. This training is tailored to the role that one is playing i.e. Software Engineer, Programmer Analyst, and Project Managers etc.

Personal Effectiveness and Managerial Programs:

Programs to enhance the managerial capabilities and leadership abilities, to enable better customer satisfaction, achieve organizational vision and create high performing multicultural teams.

Training Methodology

In addition to the formal learning in classrooms, TAKE Academy has also planned to take learning to its employees' desktops. Some of the initiatives are multi-mode learning, and learning through Technology-Based Training (TBT)

We encourage our associates to get certified across key technologies. We provide assistance through formal training and mentoring through our dedicated Learning Center. Apart from external certification programs, we have an internal certification program, where employees become TAKE Certified Professionals, to systematically evaluate competencies.

Induction Program:

Induction is the first step in building a two-way relationship between the organization and an employee. We are committed to recruiting and retaining quality staff, and are therefore committed to a high quality induction program for staff. Our Induction program contains the following elements:

- Orientation (physical) - describing where the facilities are
- Orientation (organizational) - showing how the employee fits into the team
- Details of the organization's history, its products and services, its culture and values
- Health and safety information - this is a legal requirement
- Explanation of terms and conditions
- A clear outline of the job/role requirements.

EMPLOYEES

The table below sets forth the approximate number of employees by location and function as of June 15, 2007:

Department	Employees as of June 15, 2007
Domain Experts	107
Product development	87
Sales and support (including pre-sales and post-sales)	41
Technology professionals	237
Information technology support, finance andAdministration	21
Total	**493**

OUR COMPETITIVE STRENGTHS:

We have a flexible technology platform to cater to a wide range of industries

We have a breakthrough technology framework, which supports inter-enterprise business processes using a Service Oriented Architecture (SOA) platform. Our product development follows a structured process of creating the business processes in the TAKE RTE studio which includes the generic and specific coding. These are then ported on to the TAKE RTE framework as Meta data, as the final product. This approach to product development is a new paradigm, which adapts itself seamlessly to changes in the business process and work flows. The flexibility in-built in our products because of the use of the TAKE RTE framework is:

1. Ability to transcend multiple domains
2. RTE framework which maps business processes is insulated from changes in the underlying technology used by our clients
3. Enables line of business professionals (users) across industries to define/alter processes with minimal/no change in the technology components of the solution
4. Vertical (across functional departments) and horizontal (across number of users) scalability
5. Faster time to market
6. Consistent base model for product development which ensures minimal human errors
7. Lower product development cost due to 70% pre-coded framework

We have domain expertise, which has resulted in a product suite in supply chain management & life sciences.

We will continue to invest in augmenting the resource base of domain experts in both the Life sciences and Supply Chain Management domains. Strengthening industry specific initiatives, which establish and facilitate TAKE's position as a thought leader in both the domains would be pursued. Increased participation in industry wide initiatives and forums to emerge, as an industry leader would be pursued.

We have about 40 SCM and 50 Life Sciences domain professionals currently. About 20% of our workforce constitutes domain professionals who have operating experience in the respective industry sector.

The domain professionals in the SCM vertical cover the supply, demand and the logistics space. In the supply management space we have specialists who have performed the functions of procurement, manufacturing and outsourced contract manufacturing. In the logistics space we have specialists who have managed warehouses and transportation businesses. In the demand space, we have specialists who were part of the sales, marketing and distribution operations in large corporations. These professionals have work experience in the FMCG, Food & Beverages, pharmaceuticals, third party services providers, retail and apparel industries.

The domain professionals in the life sciences vertical have extensive experience in the following areas - pharmaceutical regulatory, quality, CRO, clinical data management, therapeutic, clinical labs, healthcare and pharmaceutical manufacturing space.

<u>Transforming Expertise into Products</u>

We adopt a proactive approach to product management. We leverage our deep domain expertise to create and define new market-specific product opportunities.

Our domain strength gives us the following unique capabilities:

- Ability to assimilate market intelligence and identify longer term opportunities at an early stage
- Create innovative solutions for such identified market/industry opportunities
- Define business scenarios and process flows for the solutions identified
- Provide thought leadership, propagate our solutions and promote standardization of business solutions
- Ability to converse with our potential clients on a functional basis rather than on a technical basis

<u>Domain expertise leading to flexibility of our products</u>

1. Common Knowledge Repository
2. Variable Business Scenarios
3. Across Business Processes
4. Common development Platform
5. Interchangeable Solutions

Unique business model

We have a scalable business model. We are present in the software products space and sell ready-to-use solutions. Our products are able to meet the varied and peculiar requirements of the customers because of the deep functionality that is built-in. The absence of such functionality would have resulted in enormous customization requirements that could make the product sale into a project assignment. Hence licenses could be sold with minimum customization efforts.

We focus on providing what the customer requires so that the solution that we finally deliver meets the specific needs of the client. We are able to do this because of our technology framework which tailors our product exactly to the customer's processes. This leads to sticky revenues and deeper relationships.

Our technology centre is based out of Chennai, India and focuses on product development, customization and support. The 4D delivery model is used to achieve cost effective deployment of products while improving profitability of the organization. We have invested in automation and processes to create a virtual global delivery model that is cost effective. Most of our customers are based out of the US and Asia Pacific. The off shore delivery centre which caters to these markets leverages on the low-cost skilled technical staff available in India.

Large product bank with low ownership costs

We have a large product bank. The products in the SCM space have grown from 4 in FY 2003 to 16 currently. The products in the Life Sciences have grown from 1 in FY 2004 to 6 currently. The ramp up of these products has happened at a comparatively low cost. This is due to a combination of factors including better product management strategy, low cost development location, clarity of approach due to deep domain understanding and a technology framework in TAKE RTE.

Our product development costs are primarily related to development of our IT infrastructure, the product life cycle management and training. Availability of relatively cheaper IT infrastructure locally, low cost manpower and our in-house training academy has helped us in minimizing our product development cost.

Our average product development time is about 6 months to 1 year. However we carry out multiple product development concurrently.

<u>Learning Curve Advantage</u>

The learning happens on two fronts viz. customer engagements and successive product development efforts.

Our incremental learning curve is aided by the following factors:

1. Accruing out of continual implementation exercise
2. Accruing out of successive development efforts involving interfaces between various functional groups in the organization

We have a strong focus on growth and profitability

We have been profitable since inception and have judiciously maintained the balance between growth and profitability.

(Rs. in Million)

Particulars	FY 2003 (14 months)	FY 2004	FY 2005	FY 2006	FY 2007
Revenue	64.08	136.01	281.02	481.89	1,828.29
YOY growth	112%	107%	71%	279%	
EBITDA	(9.42)	17.45	54.89	159.80	466.82
YOY growth	(285.20)%	214.62%	191.16%	192%	
Net Profit	(9.25)	4.49	28.97	108.17	330.42
YOY growth	(148.54)%	545.21%	273.41%	205%	
EBITDA per employee	(0.07)	0.06	0.15	0.43	0.95%
EBITDA Margin	-15%	12.83%	19.53%	33.16%	25.53%
Net Profit Margins	-14%	3.30%	10.31%	22.45%	18.07%

Niche Sector Play

We identified SCM and Life Sciences as niche verticals, in which we have a deep understanding of the domain. Such niche verticals are characterized by limited resources that possess domain knowledge, resulting in a quasi entry barrier.

We have leveraged on our SCM domain knowledge to provide functionality to our products across various industries such as FMCG, retail, automotives, foods and beverages etc.

With our SCM domain knowledge and products, we also cater to the pharmaceutical industry where we enjoy excellent customer traction and references. Considering the fact that we are already aware and have incorporated all regulatory standards and practices into our LS products it is easier to customize and configure SCM products for the pharmaceutical industry.

Within the SCM space, the industry is witnessing an upswing in technology as companies are increasingly realizing the inadequacies of legacy systems / ERPs at operational levels and backing up with domain centric products / solutions. Moreover there is an increasing need for knowledge as opposed to information in interacting with operational issues shifts the focus to products.

In the Life Sciences space, the lack of “block busters” has led to a focus on time compression and cost reduction. The drug development process being risky, expensive and time consuming has fueled demand for IT solutions. Moreover domain knowledge is a key entry barrier.

OUR GROWTH STRATEGY

Remain strongly product centric – augment it with services

We will continue to be strongly product centric and explore avenues to improve the fee based revenue such as Business Service Provisioning by a unique combination of supply chain information services and analytic applications — to reduce costs, control risk, and grow revenues for the customer. These are sticky annuity based business.

Gain momentum and leadership position in US and Asia Pacific markets

We have gathered momentum in the US and Asia Pacific markets. We will continue to release products along with a sustained sales and marketing campaign in these markets. We will also look at market expansion through acquisitions in these geographies for the SCM and Life sciences verticals. We aim to generate cross selling opportunities on the existing customer base and open up newer opportunities.

Domain centric acquisitions

We will pursue an aggressive domain centric acquisition strategy. The acquisitions will be in the SCM and LS verticals. In the SCM space the acquisition will be in the companies that are strong in SCM execution and SCM planning. In the LS vertical the acquisition will be in the Regulatory, Clinical data management and Clinical business process areas.

We are also looking at acquiring companies that have product-based revenues in the SaaS and BSP sector. These are models emerging as newer avenues of sticky annuity revenue generation models.

Our key acquisition objectives are to acquire top-notch entrepreneurs, domain specialists, product specialists and sales team with experience in large ticket transactions in the SCM and LS verticals.

Entry into new markets

Through the acquisition route, we will look at entry into new geographies such as North America, European Union and uncatered markets in Asia Pacific. We will also expand the market through entry into new industry segments such as hi-tech manufacturing, aero space, and defense and Automotive industries in the SCM vertical, by acquiring companies with specific industry expertise and the relevant customer-base. In the life sciences, we will also expand the market through entry into new industry segments such as pharmaceutical services, contract research organizations and biotech.

Be a part of the emerging technologies and standards

Apart from being a part of CDISC, SPL and HL7 working committees to new standards in technology development, we also actively pursue new technologies and incorporate them in our products.

<u>Microsoft Digital Pharma Initiative:</u>

This is an initiative from Microsoft that is designed to enable pharmaceutical and life sciences companies to work on a common digital platform that unifies, streamlines, data and information across partners who need to comply with regulatory standards and may be using disparate systems.

Microsoft's Digital Pharma initiative is based on open industry standards such as Web services and XML, and life-sciences-industry-specific standards such as the Clinical Data Interchange Standards Consortium (CDISC).

The solutions framework is launched with the support of more than 18 life sciences solutions companies, all of which have committed to delivering solutions and services that align with the Digital Pharma vision and use Microsoft's .NET Framework, the programming model for building Extensible Markup Language (XML) Web services and applications.

It is common platform which supports unification of standards and facilitates adherence to regulatory compliances. It uses the .Net and web services which are recent cutting edge technologies pursued by the leader in the industry.

We are one of the 18 technology based companies globally and the only one from India to be selected in this Digital Pharma initiative.

We are one of the active Microsoft Gold Partner members. The key benefits of this program are as follows:

1. Training and support to the technical and development team to upgrade, augment and retrain skills
2. The sales team of Microsoft provides industry specific leads to our sales team
3. Opportunity to experiment with newer platforms of Microsoft at the beta stage, a case in point is the Vista program of Microsoft
4. We have the flexibility to utilize and launch a co-branding campaign along with Microsoft for our products

Our Intellectual Property Registrations

<u>Trade Marks</u>

We have registered some of our trade marks under Class 9 of the Trade Marks Act, 1999 with the Trade Marks Registry, Mumbai. The marks set out below have been registered in the name of our Company:

Marks	Particulars
	The logo of our Company has been registered under Class 9 of the Trade Marks Act, 1999, bearing Trade Mark No. 1035198 with effect from August 8, 2001 by the Trade Marks Registry, Mumbai under a registration certificate dated July 22, 2005. The registration is valid for a period of ten years from the date of application i.e. August 8, 2001 and is further renewable for each period of ten years.
"take solutions supply chain enablers"	The mark "take solutions supply chain enablers" is registered under Class 9 of the Trade Marks Act, 1999, bearing Trade Mark No. 1035197 with effect from August 8, 2001 by the Trade Marks Registry, Mumbai vide registration certificate dated September 19, 2005. The registration is valid for a period of ten years from the date of application i.e. August 8, 2001 up to August 7, 2011 and is further renewable for each period of ten years.

We have applied for registration of certain other trade marks in respect of our products under Class 9 of the Trade Marks Act, 1999 with the Trade Marks Registry, Mumbai. Details of the trade marks with their current status are set out below:

Trade Marks	Class Applied	Application No. & Date	Date of Use	Current Status
take SUITE Intelligent SCM	9	1045623 – September 19, 2001	January 1, 2001	Registration Pending
take BEST Intelligent SCM	9	1045625 - September 19, 2001	January 1, 2001	Registration Pending
take NET Intelligent SCM	9	1045624 - September 19, 2001	January 1, 2001	Registration Pending
take RTE business process enablers	9	1200829 - March, 2004	January 1, 2003	Registration Pending
take HUB Intelligent SCM	9	1045621 - September 19, 2001	January 1, 2001	Registration Pending
take CARE Intelligent SCM	9	1045622 - September 19, 2001	January 1, 2001	Registration Pending
take CAMEO Intelligent SCM	9	1045620 - September 19, 2001	January 1, 2001	Registration Pending
take FORWARD Intelligent SCM	9	1045626 – September 19, 2001	January 1, 2001	Registration Pending
take IPOINT Intelligent SCM	9	1200828 – May 22, 2003	January 1, 2003	Registration Pending

Copyrights

We have obtained Copyright with respect to some of our software products under the Copyright Act, 1957 issued by the Registrar of Copyrights, New Delhi. Details of the copyrights registered in our name are set out below:

Sr. No	Diary No.	Title of Work	ROC No.
1.	374/03 – CO/SW	**Take RTE**	SW – 1731/05
2.	375/03 – CO/SW	**Take IPoint**	SW – 1732/05
3.	376/03 – CO/SW	**Take Cameo**	SW – 1733/05
4.	377/03 – CO/SW	**Take Forward**	SW – 1734/05
5.	378/03 – CO/SW	**Take Hub**	SW – 1735/05
6.	379/03 – CO/SW	**Take Best**	SW – 1736/05

Trade Marks registered in the name of our Subsidiaries

Trade Mark	Particulars
PharmaReady	This mark has been registered under International Class 9 and prior U.S. Classes 21, 23, 26, 36 and 38, on October 19, 2004 bearing Registration No. 2896254 in the name of Onsphere Corporation with respect to its document management software for implementing standard operating procedures and document management within business areas regulated by the USFDA and other agencies, designed specifically for pharmaceutical, biotech, healthcare, life sciences and clinical research organizations. The registration is valid for a period of ten years from the date of registration i.e. October 19, 2004 and is further renewable for a period ten years. Onsphere Corporation has recently merged with TAKE Inc. w.e.f. December 29, 2006.
OneClinical™: Home ONECLINICAL	This service mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary TAKE Inc. The same was filed on September 14, 2006.
ONE SCM	This service mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary TAKE Solutions, Inc. The same was filed on December 27, 2005.
take solutions Enabling Business Efficiencies	This service mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary TAKE Solutions, Inc. The same was filed on December 27, 2005.
CLEAR ORBIT	This mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary ClearOrbit Inc., USA. The same was registered on November 2, 2003.
CLEAR ORBIT EXTENDING ENTERPRISE VALUE	This mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary ClearOrbit Inc., USA. The same was registered on November 2, 2003.
ENDEAVOR SERIES	This mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary ClearOrbit Inc., USA. The same was registered on September 23, 2003.
EXTENDING ENTERPRISE VALUE	This mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary ClearOrbit Inc., USA. The same was registered on November 2, 2003.
GEMINI SERIES	This mark has been registered with the United States Patent and Trademark Office in the name of our Subsidiary ClearOrbit Inc., USA. The same was registered on December 16, 2003.

Further, copyright obtained by our Subsidiary ClearOrbit Inc., USA for its software products are set out below:

- ✓ CONNECT/AUTOMATIVE V10.7
- ✓ CONNECT/AUTOMATIVE V11I
- ✓ CONNECT/AUTOMATIVE V11.

The above copyrights have been registered on April 3, 2002.

Our Indebtedness

(Rs. in Million)

Name of Bank	Type of Loan	Limit/Amount Due	Rate Of Interest (Floating)	Repayment Schedule	Security
Yes Bank	Term Loan	200.00	1.75% below PLR	36 equal monthly installment with a moratorium of 12 months beginning March 22, 2006	First charge on fixed Assets and pari passu charge on present and future current assets
HDFC Bank	Working capital, Demand Loan and Cash Credit Facility Bill Discounting	50.00	11.00% 8.50%	Cash credit on demandWorking capital demand loan up to 6 months	Pari Passu first charge on the entire stocks and receivables of the Company along with HSBC and Yes Bank
Shriram Transport Finance Company Limited	Hire Purchase Loan for hiring computers and peripherals	16.94		Monthly EMI of Rs. 4,31,710 x 59 months = Rs. 25,47,890 and Rs. 431346 x 1 month = Rs. 4,31,346	Computers and computer peripherals
HSBC Bank	Guarantees Working Capital Loan (Revolving Basis)Overdraft	50.00 (Combined Limited)	Mutually agreeable rates	Payable monthly in arrears or on the due date, whichever is earlier. Interest on overdraft facility to be charged on daily balances at PLR.	First pari passu charge on Plant & Machinery for 50.00 Million First pari passu charge on Stock & Receivables for 50.00 Million Letter of Comfort from Shriram Financial Services Holdings Private Limited
Yes Bank Ltd	Working Capital Loan (combined PCFC)	100.00 (Combined Limit)	13.75% (as on date)	–	- Pari Passu first charge on the entire stocks and receivables of the Company along with HSBC and HDFC Bank
DSP Merrill Lynch (DSP MLC)*	Structured Debt Facility	300.00	13.5 (for 0 to 4 months) 16.00 (for 5 to 6 months)	From the proceeds of the Issue	Pledge of 3,926,458 equity shares held by TAKE Solutions Pte. Limited aggregating to 41.05% of the total post issue equity shareholding of the Company.

			19.00 (for 7 to 36 months)		Negative lien on 70% stock of TAKE Inc. with undertaking that borrower will create security, subject to RBI approval, in the event of default. DSPMLC shall have the physical custody of 70% stock of TAKE Inc. This 70% stock will be pari passu with YBL. IL&FS (security agent) will have physical custody of this stock.
Yes Bank Limited	Term Loan	200.00	14.00 (for 0 to 6 months) 18.00 (for 7 to 18 months) 20.00 (for 19 to 36 months)	- From the proceeds of the Issue	Pledge of 1,519,342 equity shares held by TAKE Solutions Pte. Limited aggregating to 4.33% of the total post issue equity shareholding of the Company. Pari passu charge on movable, immovable and current assets

PROPERTY

For the purpose of enhancement of our domestic infrastructure facilities we have earmarked Rs. 232.00 Million from the Net Proceeds of the Issue for establishing a software development centre, for details of the same please refer to the section titled 'Objects of the Issue' on page 24 of this RHP. The existing software product development facilities need to be expanded to enter enable our Company to enter the next phase of growth.

We have entered into a MOU dated November 30, 2006 with Shriram Properties and Infrastructure Limited for premises admeasuring 125,000 sq.ft. situated at GST Road, Perungalathur, Chennai (the proposed SEZ). The premises shall be taken on a long term lease basis for a period of 10 years commencing from January 2008. The premises includes air conditioning, power and 100% power back up through generators. The building in which the premises shall be located is under construction and is expected to be ready for occupation around January 2008. However, we have not yet entered into any definitive agreement in relation to the above premises.

Other Property Details of our Company and our Subsidiaries

No.	Company	Address	Land Area and Built-up area	Ownership/ Lease Basis
1.	TAKE Solutions Limited	Registered Office - 76, Venkatakrishna Road, Raja Annamalaipuram, Chennai 600 028.	750 sq. ft.	Lease agreement dated March 31, 2006 for a period of 33 months from April 1, 2006.
2.	TAKE Solutions Limited	Administrative & Corporate office - 80/81, MBC Towers, 6th Floor, Alwarpet, Chennai 600 018.	18,000 square feet of super built up area	Lease for a period of nine years with effect from October 1, 2004 till September 30, 2013.
3.	TAKE Solutions Limited	Administrative & Corporate office (STPI Unit)- 80/81, MBC Towers, 7th Floor, Alwarpet, Chennai 600 018.	15,750 square feet of super built up area	Lease for a period of nine years with effect from June 1, 2005 till May 31, 2014.

4.	Autopartsasia Private Limited	Unit 1 & 2, Gem & Jewellery Complex, Phase I, MEPZ – SEZ, Tambaram, Chennai 600 045	4,304 square feet	Lease is valid for a term of fifteen years from September 1, 2003 to August 30, 2018 for Unit 1 and February 1, 2005 to January 1, 2020 for Unit 2.
5.	TAKE Solutions Limited (Branch Office)	600, College Road East, 3rd Floor, Princeton, New Jersey, 08540	5,123 square feet	Lease for a period of five (5) years from April 1, 2005 till March 31, 2010.
6.	TAKE Inc.	Suite 101 situated at 4901 Waters Edge Drive, in the City of Raleigh, Wake County, North Carolina.	10,000 square feet	Lease was valid for a period of twenty four months with effect from March 1, 2005 up to February 28, 2007. The lease is currently under renewal.

INSURANCE

We have adequately insured our assets and stocks lying at our corporate and STPI offices and through various insurance policies. We have also insured our employees through a Group Personal Accident Insurance. Please find below brief details of the aforesaid policies.

1. **Insurance Policies availed of by us for the equipment lying at our Corporate Office and STPI Office:**

   Enterprise and Package Policy taken from Cholamandalam Ms General Insurance Company Limited covering the assets of our Company lying at the corporate office up to a limit of Rs. 26.62 Million and STPI office for a limit of Rs. 9.27 Million. This policy is valid up to December 10, 2007 and is renewed on a year to year basis.

2. **Group Personal Accident Insurance**

   Our Company has availed Group Personal Accident Insurance Policy from Cholamandalam MS General Insurance Company Limited covering 380 employees in India. This policy is effective from August 17, 2006 and shall expire on August 16, 2007. This policy is renewed on a year to year basis. The total sum insured under this policy is Rs. 57.00 Million and our Company pays a total premium of Rs. 0.11 Million for the same.

KEY REGULATIONS AND POLICIES

Some of the laws that affect our industry and business are as follows:

Copyright Act, 1957

Copyright Act, 1957 deals with the rights provided to authors/creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. Copyright is a bundle of rights including, *inter alia,* rights of reproduction, communication to the public, adaptation and translation of the work. The Act protects these rights by making it unlawful to reproduce such works without the owner's permission thereby protecting and rewarding creativity. However, subject to certain conditions, a fair deal for research or private study, criticism or review, news reporting, as well as use of works in library and schools and in the legislatures, is permitted without specific permission of the copyright owners and therefore such use would not amount to infringement.

Illegal use or violation by way of exploitation without authorisation of the author of the copyright amounts to infringement. Copyright in a work is considered as infringed only if a substantial part is made use of unauthorizedly. Making infringing copies for sale or hire or selling or letting them for hire, permitting any place for the performance of works in public where such performance constitutes infringement of copyright, distributing infringing copies for the purpose of trade or to such an extent so as to affect prejudicially the interest of the owner of copyright, public exhibition of infringing copies by way of trade, and importation of infringing copies into India are some of the commonly known acts involving infringement of copyright. Any person who knowingly infringes or abets the infringement of the copyright in any work commits criminal offence under Section 63 of the Copyright Act. The minimum punishment for infringement of copyright is imprisonment for six months with the minimum fine of Rs. 0.50 Million. In the case of a second and subsequent conviction the minimum punishment is imprisonment for one year and fine of Rs. 0.1 Million. All infringing copies of any work in which copyright subsists shall be deemed to be the property of the owner of the copyright. A copyright owner can take legal action against any person who infringes the copyright in the work. The copyright owner is entitled to remedies by way of injunctions, damages and accounts.

Copyright is an assignable right. The owner of the copyright in an existing work or the prospective owner of the copyright in a future work may assign to any person the copyright either wholly or partially and either generally or subject to limitations and either for the whole term of the copyright or for any part. Assignment of the copyright must be in writing and signed by the assignor or by his duly authorised agent. The assignment document must identify the specific works and specify the rights assigned and the duration and territorial extent of such assignment. It must also specify the amount of royalty payable, if any, to the author or his legal heirs during the currency of the assignment. The assignment may be revised, extended or terminated on terms mutually agreed upon by the parties.

The term of a copyright is 60 years. In the case of original literary, dramatic, musical and artistic works the 60-year period is counted from the year following the death of the author.

Information Technology Act, 2000

Information Technology Act, 2000 (the "Act") is principally based on the UNCITRAL Model Law. The object is to give effect to the resolution of the United Nations which recommended giving favourable consideration to the said model law while enacting or revising their laws so that uniformity of law, applicable to the alternatives to the paper based methods of communication and storage of information is achieved. It's other object is to promote efficient delivery of government services by means of reliable electronic records. It therefore provides for:

- Legal recognition for transactions carried out by means of electronic data interchange and other means for electronic communication, commonly referred to as "electronic commerce", which involve the use of alternatives to paper based methods of communication and storage of information;
- Facilitating electronic filing of documents with the government agencies and for matters connected therewith or incidental thereto.

The Act regulates Information Technology i.e. it governs information storage, processing and communication. The use of modern means of communications such as E-mail and electronic data interchange has been rapidly increasing. However, the communication of legally significant information in the form of paperless messages may be hindered by legal obstacles to the use of such messages, or uncertainty to their legal effect and validity. The purpose of the Act is to remove such obstacles and to create a more secure legal environment for what has now become known as "electronic commerce". The Act provides legal recognition of electronic records and electronic signatures, their use, retention, attribution and security. Penalties are provided for cyber crimes which include tampering with computer source document and electronic publishing of obscene information, in addition to provision of compensation in certain cases. The act also provides punishment for offences committed outside India if the Act involves a computer system or computer network outside India.

The Act facilitates revolution of e-commerce, provides a legal framework to digital documents and helps inpreventing cyber crimes. In a nutshell, the Act provides for:

- Legal recognition of electronic record;
- Admissibility of electronic data/evidence in courts;
- Legal acceptance of digital signatures;
- Punishment for Cyber obscenity and crimes;
- Establishment of a Cyber Regulatory Advisory Committee and a Cyber Regulatory Appellate Tribunal.

There is a proposal to amend the Act to incorporate provisions relating to the tightening of data protection to match the standard of the US and the EU. The legislation shall be soon brought before the Indian Parliament.

Trademarks

Trademarks have been defined by TRIPS as any sign, or any combination of signs capable of distinguishing the goods or services of one undertaking from those of other undertakings. Such distinguishing marks constitute protect-able subject matter under TRIPS. TRIPS provides that initial registration and each renewal of registration shall be for a term of not less than ten years and the registration shall be renewable indefinity. Compulsory licensing of trademarks is not permitted. In light of the changes in trade and commercial practices, globalisation of trade, the need for simplification and harmonisation of trademark registration systems etc., the Indian Parliament undertook a comprehensive review of the Trade and Merchandise Marks Act, 1958 and replaced the same with a new legislation viz. the Trade Marks Act, 1999. This Act makes trademarks law in India compatible with TRIPS and also harmonises it with international systems and practices.

Patents

Under TRIPS inventions in all branches of technology whether products or process shall be patenable if they meet the three tests of being new, involving an inventive step and being capable of industrial application. In addition to the general security exemption which applied to TRIPS, specific exclusions are permissible from the scope of patentability of inventions, the prevention of whose commercial exploitation is necessary to protect public order or morality, human, animal plant life or health or to avoid serious prejudice to the environment. TRIPS provides for a minimum 20 year term of protection counted from the date of filing. India has already implemented its obligations under Articles 70.8 and 70.9 of TRIPS Patents Act, 1970 was introduced in Parliament on December 20, 1999 and notified on June 25, 2002 to make the patent law TRIPS compatible.

Labour laws

India has stringent labour legislation proceeding the interests of employees. There is a clear distinction between (i) employees who are 'workmen' (as defined under various enactments including the Industrial Disputes Act, 1947 (the "IDA") and (ii) employees who are not 'workmen'.

Workmen who have been provided several benefits and are protected under various labour laws, whilst those persons who have not been classified as workmen are generally not afforded statutory benefits or protection, except in relation to bonus, provident fund and gratuity. Employees are usually subject to the terms of their employment contracts with their employer, which are regulated by the provisions of the Indian Contract Act, 1872.

Termination of a non-workman is governed by the terms of the relevant employment contract. As regards a 'workmen', the IDA sets out certain requirements in relation to the termination of the workman's services. This includes detailed procedures prescribed for the resolution of disputes with labour between employers and employees in the areas of termination and serverance obligations of the employee. The applicability of such laws depends on the number of workers employed and their monthly remuneration.

Software Technology Parks Scheme

Government of India announced a special scheme to promote software exports called The Software Technology Park Scheme (The "Scheme"). The Scheme is implemented through Software Technology Parks of India ("STPI") which is an autonomous society of Ministry of Information Technology, Government of India.

STPI was established under the Department of Information Technology, Ministry of Communications and Information Technology, Government of India on 5th June 1991 with an objective to implement STP scheme, set-up and manage infrastructural facilities and provide other services like technology assessment and professional training. Software Technology Park (STP) is a 100% export oriented scheme for the development and export of computer software using data communication links or in the form of physical exports including export of professional services. This scheme is unique in its nature as it focuses on one product/ sector i.e. computer software.

Software Technology Parks ("STPs") are export oriented projects catering to the needs of software development for exports.

STPs can be set up by the Central Government, State Government, Public or Private Sector Undertakings or any combination thereof. An STP may be an individual unit by itself or it may be one of such units located in an area designated as STP Complex by the Ministry of Information Technology. The Government has already set up STPs at Pune, Bangalore, Bhubaneshwar, Hyderabad, Thiruvananthapuram, Gandhinagar and Noida. The STP Scheme is administered by the Ministry of Information Technology.

STPs have been set-up with the main objectives of establishing and managing the infrastructural resources such as data communication facilities, core computer facilities, built-up space, common amenities, providing services (import certification, software valuation, project approvals, etc.) to the users who undertake software development for export purposes, promoting development and export of software and software services through technology assessments, market analysis, marketing segmentation, marketing support etc., and training professionals and encouraging design and development in the field of Software Technology and Software Engineering.

An Indian company, a subsidiary of foreign company, a branch office of foreign company are eligible to become an STP member. In order to become certified member unit under STP scheme, approval from the competent authority is required. An application in the prescribed format for registering and establishing a STP unit is to be submitted to STPI. The application should be along with the details of the Software Project in terms of strengths, area of expertise, marketing arrangement, business plans, means of finance. The documents required for obtaining approval are: Gist of application, Application in triplicate, Project report, Board resolution, Memorandum or Articles of association, Export order / contract or MOU, List of Directors, Importer – Exporter code number, Proof of STP location premises (e.g. Leave and licence), Valid data communication proof (e.g. Receipt of payment, service acceptance letter), Bank certificate.

Salient Features Of the Scheme :-

- Approval under single window clearance mechanism.
- 100% foreign equity permitted.
- Imports in the STP units are completely duty free.
- Second hand capital goods may also be imported.
- Exemption of local taxes for domestic purchases.
- The sales in the domestic market are permissible upto 50% of the value of the export.
- Exemption from corporate income tax upto year 2010

HISTORY AND CERTAIN CORPORATE MATTERS

Brief Summary

Our Company was incorporated as a private limited company by the name TAKE Solutions Private Limited on December 20, 2000 having its Registered Office at No.76, Venkatakrishna Road, Raja Annamalaipuram, Chennai 600 028. We have been promoted by a team of domain experts in the supply chain management sector of the software industry.

Pursuant to a Scheme of Amalgamation, a company namely, Millennium Infocomm Limited was merged with our Company w.e.f. January 1, 2003 i.e. the Appointed Date and the Scheme of Amalgamation came into effect on February 23, 2004 i.e. the Effective Date and the word “Private” was deleted from the name of the Company by the Registrar of Companies, Tamil Nadu on March 29, 2004.

The Registered Office of our Company was earlier situated at No.17, Oliver Road, Mylapore, Chennai 600004 and has been shifted to the present address i.e. # 76, Venkatakrishna Road, Raja Annamalaipurum, Chennai 600028, India. w.e.f. November 28, 2003. The registered office of the Company was shifted to the present address due to administrative reasons.

On February 7 2003, we acquired the divisions/softwares of iStartWeb Private Limited and MSIPL. The division of iStartWeb Private Limited, dealt with BPM, workflow management, application and information integration. The division of MSIPL had capabilities in secondary sales management software.

In December, 2003, we acquired fifty one (51%) of the equity share capital of Megatrends Limited but subsequently on April 5, 2005 we divested our equity fully in Megatrends and this company ceased to be our subsidiary.

On November 20, 2004 we incorporated a wholly owned Subsidiary in the Kingdom of Bahrain by the name of TAKE Solutions Gulf W.L.L. This Subsidiary has enabled us to foray in the Middle East markets for marketing SCM suite of products. However, TAKE Solutions Gulf W.L.L. has now been voluntarily liquidated by the Company w.e.f. January 22, 2007.

We, in the year 2004-2005, developed a suite of products across the SCM vertical, which enabled us to deliver customized business solutions and support services at shrink-wrap speeds to our clients.

In December 2005, we acquired majority stake in the equity of TAKE Inc. then a subsidiary company of TAKE Solutions Pte. Limited (one of our Promoters). In March, 2006 we acquired the entire shareholding of TAKE Inc. USA and thereby our Company forayed into the US markets. The acquisition also added a new vertical i.e. the Life Sciences Space known as ‘Life Sciences Technology Solutions’ having a suite of products under the brand umbrella “OneClinical”. In 2006, TAKE Inc. launched the software product PharmaReady in the Life Sciences space. TAKE Inc. further has a subsidiary namely Applied Clinical Intelligence L.L.C.

On 29th March 2006 we acquired 58.06% in the equity of Autopartsasia Private Limited, which is a 100% EOU in India. This acquisition enabled us to extend our SCM model in the automotive space of the industry.

On 31st March 2006, we acquired 97.75% in the equity of Millennium Business Solutions (Sdn) Bhd., Malaysia from Millenium Business Solutions Private Limited, India. By way of this acquisition we forayed into the South East Asian market for marketing SCM suite of products. We have entered into a Shareholders Agreement dated June 1, 2006 with United Integrated Sdn Bhd, Malaysia for converting this company into a joint venture wherein our Company shall hold fifty one percent (51%) equity capital and the rest will be held by United Integrated Sdn Bhd, Malaysia. Pursuant this agreement, the name of the company has been changed to TAKE United Sdn Bhd w.e.f. July 7, 2006. The conversion of the company into a joint venture has not yet been given effect to.

In March, 2007 we acquired the entire share capital of CMNK Consultancy & Services Private Limited, a company incorporated under the provisions of the Companies Act. We have acquired this company to act as a vehicle to enable acquisition of target companies by our Company.

In June, 2007 we acquired ClearOrbit Inc. USA, a Delaware Corporation, through our USA based subsidiary TAKE Inc. ClearOrbit is now the wholly owned subsidiary of TAKE Solutions Inc.

Given below is a brief summary of the inorganic growth of our Company:

Year of acquisition	Name of acquired/amalgamated company	Nature of business of the acquisition / amalgamated company
2003	Amalgamation of Millennium Infocomm Limited with our Company.	Millennium Infocomm Limited was a Microsoft partner, developing software solutions in the logistics as well as financial services domain.
	Acquisitions of divisions of iStart Web Private Limited and Metalogic Systems (India) Private Limited (MSIPL)	The division of iStartWeb Private Limited, dealt with BPM, workflow management, application and information integration.The division of MSIPL had capabilities in secondary sales management software.

Year of acquisition	Name of acquired/amalgamated company	Nature of business of the acquisition / amalgamated company
2005	Our Company acquired the equity capital of TAKE Inc.	Clinmetrics as known prior to acquisition, had one product in the Lifesciences spaces, and a visionary management team, that was planning on an array of applications focused on the drug development process.Today this product suit is branded “One Clinical”
2006	TAKE Inc. acquired one hundred percent (100%) equity in Onsphere Corporation, USA.	OnSphere has contributed the Pharma Ready product range to “One Clinical” suite and is also a Microsoft Gold partner with strategic relationship with US companies. It has strengthened the management in US geography from client relationship perspective. Onsphere Corporation, USA has been merged with TAKE Inc. w.e.f.. December 29, 2006.
	TAKE Inc. acquired fifty one percent (51%) membership in Applied Clinical Intelligence LLC, USA	ACI has added strong client relationships with pharmaceutical companies in the US and furthers domain expertise in the data analytics part of drug development process.
	Our company acquired 58.06% of the equity share capital of Autopartsasia Private Limited in India.	Autopartsasia Private Limited is a 100% EOU in India. This acquisition enabled our company to extend SCM model in the automotive space of the industry. Autopartsasia’s US based clients help launch the SCM product suite in the US geography.
	Our Company acquired 97.49% equity share capital of Millennium Business Solutions (Sdn) Bhd., Malaysia and changed its name to TAKE United Sdn Bhd after entering into shareholders agreement with United Group.	Our Company forayed into the South East Asian market for marketing SCM suite of products. The Company holds the Malaysian Government’s MSC - Pioneer status in Supply Chain Management solutions.
2007	Our Company acquired 100% in CMNK Consultancy & Services Private Limited	This company has been acquired to act as a vehicle acquisition of target companies.
	Our Company acquired 100% in ClearOrbit Inc. USA through our subsidiary, TAKE Inc.	ClearOrbit extends enterprise systems with proven Supply Chain Execution (“SCE”) and Collaborative Supply Management (“CSM”) software solutions. ClearOrbit products work in conjunction with our Company’s existing enterprise applications to expand rather than duplicate functionality, eliminating inefficiencies in the supply chain. By using single data model architecture, ClearOrbit delivers on the promise of Enterprise Resource Planning (ERP) with fully integrated supply chain execution and collaboration solutions. These solutions address functionality issues inherent in most ERP system implementations, allowing customers to meet their unique business requirements

Our Company has entered into a Joint Venture-Shareholders’ Agreement dated June 18, 2006, with W.J. Towell & Co LLC (“***Towell***”), a company incorporated in Muscat, Sultanate of Oman, having its registered office at A1-Iskan Street, Greater Mutrah Business District, Sultanate of Oman, P.O. Box-1040, PC 112, Ruwi, Muscat, Sultanate of Oman, to incorporate Towell TAKE with an initial share capital of 1,50,000 Omani Rials divided into 1,50,000 shares of Omani Rial 1.00 each. Towell TAKE has been registered under Commercial Registration No. 1005282 on September 11, 2006

On August 25, 2006, we were assessed by KPMG as a SEI – CMMI 5 Level Company and have thereby achieved a milestone in our corporate life cycle.

We combine domain thought leadership with cutting edge technology to improve operational efficiencies and deliver measurable business results to our client world wide. Our expertise extends into Business Process Management (BPM), Data Warehousing and Business Intelligence (DW/BI).

TAKE stands for Technology, Analytics, Knowledge and Enterprise. We have an extensive team of dedicated, result oriented and client-focused professionals, representing a unique combination of extensive domain expertise and technical excellence.

Our Company had undertaken certain warehousing activities as part of our BSP services on behalf of certain clients. Our Company undertook on lease certain warehouses and obtained licenses and registrations from the concerned regulatory authorities. We now have ceased to undertake warehousing activities.

Milestones

Year	Particulars
2003	✓ Amalgamation with Millennium Infocomm Limited ✓ Acquisition of divisions of iStartWeb Private Limited and MSIPL
2004	TAKE was assessed as SEI – CMM 4 by KPMG
2005	TAKE acquired the substantial equity of TAKE Inc. USA
2006	✓ TAKE Inc. acquired one hundred percent (100%) equity in OnSphere Corporation, USA. (now merged with TAKE Inc.) ✓ TAKE Inc. acquired fifty one percent (51%) membership in Applied Clinical Intelligence LLC, USA. ✓ TAKE became the Microsoft Gold Certified Partner ✓ TAKE acquired 58.06% of equity capital in Autopartsasia Private Limited in India ✓ TAKE acquired Millennium Business Solutions (Sdn) Bhd., Malaysia and changed its name to TAKE United Sdn Bhd after entering into shareholders agreement with United Group ✓ TAKE entered into a joint venture with Towell Group, Muscat, Oman and set up the joint venture company, Towell-TAKE L.L.C. ✓ TAKE was certified as Microsoft 'High-Impact Depth Managed Partner ✓ TAKE was assessed as SEI – CMMI 5 by KPMG ✓ Merger of OnSphere Corporation, USA with TAKE Inc.
2007	✓ 'Technology Trendsetter Award' received by Towell TAKE at the recently concluded Information Technology Exhibition, COMEX 2007 held in the Sultanate of Oman ✓ Acquisition of CMNK Consultancy & Services Private Limited ✓ Acquisition of ClearOrbit Inc. USA through TAKE Inc.

For details on our financial performance and growth, financial statements and accounting policies, refer to the sections titled "Financial Statements of Our Company" and "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Main Objects of the Company

The main objects as contained in our Memorandum of Association of the Company are:

1. To provide Integrated Logistics Solutions, Supply Chain Solutions and other Value Added Services for various clients both in India and abroad.
2. To carry on business as Multi Modal Transport Operators, Warehouse Operators, Freight Forwarders, Procurement Managers and general contractors for various goods and services in India and abroad.
3. To engage in the business of development, design, manufacture, buying, selling, trading, importing, exporting supporting and implementation of all kinds of computer software, information technology tools and internet portals related to Logistics, Supply Chain Management and other activities enumerated above.

Changes in the Memorandum of Association and Articles of Association

Date of Change	Particulars of Change
November 28, 2003	The Authorised Share Capital of our Company was increased from Rs. 5,00,00,000/- to Rs. 7,00,00,000/-
March 29, 2004	The Authorised Share Capital of our Company was increased from Rs. 7,00,00,000/- to Rs. 10,00,00,000/-
March 22, 2006	The Authorised Share Capital of our Company was increased from Rs. 10,00,00,000/- to Rs. 20,00,00,000/- comprising of 1500000 Equity Shares of Rs.10 each and 500000 5% Non Cumulative Preference Shares of Rs.10 each.
January 25, 2007	Amendments to the Articles of Association as required under the listing requirements of the said Stock Exchange.

Subsidiaries of our Company

Our Company over a period of time have made a number of acquisitions and/or entered into joint ventures, within India and outside India resulting in these acquired companies and/or joint venture companies becoming our subsidiaries. The incorporation, acquisitions and/or joint venture were intended to facilitate our Company in expanding and carrying out its business activities in the US, Middle East, and Far Eastern markets. As on the date of filing of this RHP we have eight (8) Subsidiaries brief details of which are given hereunder:

Sr. No.	Name of the Subsidiary	Geography
1.	TAKE Solutions Inc.	USA
2.	Applied Clinical Intelligence, LLC (A subsidiary of TAKE Solutions Inc.)	USA
3.	Autopartsasia Private Limited	India
4.	Towell-TAKE LLC	Oman
5.	TAKE United Sdn Bhd, Malaysia.	Malaysia
6.	CMNK Consultancy & Services Private Limited,	India
7.	ClearOrbit Inc. (A subsidiary of TAKE Solutions Inc.)	USA
8.	TAKE Solutions GmbH, Switzerland (A subsidiary of TAKE Solutions Inc.)	Switzerland

TAKE Solutions, Inc. USA ("*TAKE Inc.*"), (Formerly Gatim, Inc.)

TAKE Inc. is our New Jersey based one hundred percent (100%) Subsidiary. TAKE Inc. was incorporated on July 6, 2000. The Authorised Share Capital of the company is USD 50,000,000. TAKE Inc. was earlier known as Gatim, Inc. and was renamed as TAKE Solutions Inc. w.e.f. January 15, 2005. The registered office of the company is situated at 600, College Road East, 3rd Floor, Princeton, New Jersey, 08540 – 4901. On January 14, 2005 TAKE Pte. acquired one hundred percent (100%) equity capital of Gatim Inc., Clinmetrics Inc. and 4BSoft Inc. from the shareholders of these companies by way of the following arrangement:

Gatim Inc. acquired 100% equity of Clinmetrics Inc. and 4BSoft Inc. making both of them its wholly owned subsidiaries. TAKE Pte. then acquired 100% equity in Gatim Inc. Pursuant to the acquisition of Gatim Inc. by TAKE Pte. the name of the company was changed to TAKE Inc. in January, 2005. On March 30, 2005 Clinmetrics and 4BSoft were merged into TAKE Inc. We then acquired TAKE Inc. from TAKE Pte. for a consideration of USD 1.30 Million in part payments made on December 27 2005 and March 17, 2006 for the one hundred percent (100%) equity. Thereafter, we increased the share capital of TAKE Inc. by infusing USD 3.25 Million on March 24, 2006.

On March 31, 2006, TAKE Inc. acquired one hundred percent (100%) shares of one OnSphere Corporation (a North Carolina based Corporation). OnSphere Corporation specialized in providing its clients services necessary to identify, define and realize eBusiness objectives. Onsphere delivered eBusiness Solution services tailored to the specific unique requirements of each individual client. OnSphere Corporation has been merged with TAKE Solutions Inc. w.e.f. from December 29, 2006.

On March 31, 2006, TAKE Inc. acquired fifty one percent (51%) of the membership interest in Applied Clinical Intelligence, LLC, (ACI) a Pennsylvania based limited liability company. ACI specializes in complex projects and work across many therapeutic areas, including oncology, cardiovascular, central nervous system, urology and respiratory, as well as cardiac and other devices. It also provides drug and device development related to medical reimbursement.

We have recently in February and March 2007, increased the share capital of TAKE Inc. by infusing USD 2.950 Million directly and USD 21 Million through CMNK, to enable TAKE Inc. to acquire ClearOrbit Inc. USA as mentioned in the section tilted "Objects of the Issue".

TAKE Solutions Inc. has recently, in June, 2007 acquired ClearOrbit Inc. USA for a consideration of $21.00 Million under an Agreement and Plan of Merger dated May 24, 2007. ClearOrbit Inc. and which has now become a wholly owned subsidiary of TAKE Solutions Inc.

Objects/Business Activities

TAKE Inc. delivers software solutions in the Life Sciences and bio-medical space.

Shareholding Pattern

The shareholding pattern of TAKE Inc. as on June 15, 2007 is as under:

Name	No. of Shares (US $ 1 each)	Percentage of Equity Capital
TAKE Solutions Limited	9,000,000	30%
CMNK Consultancy & Services Private Limited	21,000,000	70%
Total	30,000,000	**100%**

Directors

The Board of Directors of TAKE Inc. as on June 15, 2007 comprises of:

(1) Mr. Ram Yeleswarapu

(2) Mr. Sridharan Sivan

(3) Mr. Chella Gowri Shankar

(4) Mr. Kalyan Gopalakrishnan

(5) Mr. Krish Vaidyanathan

(6) Ms. Nadathur Srinivasan Shobana

Financials (Standalone):

(Amount in Million except per share data)

Particulars	FY 2004-2005		FY 2005-2006		FY 2006-2007	
	USD	INR (Rs.)	USD	INR (Rs)	USD	INR (Rs.)
Sales/Revenue	3.69	166.05	5.29	235.28	15.59	705.44
Profit/Loss after Tax	0.58	26.10	1.91	84.81	3.07	138.91
Reserves & Surplus	(0.16)	(7.20)	1.75	77.53	4.82	218.10
Equity Capital	0.31	13.95	4.55	201.75	30.00	1357.50
Earnings Per Share (EPS)	1.88	84.60	0.42	18.90	0.10	4.61
Book Value (per share)	0.46	20.70	1.38	61.19	1.16	52.49

Note: Conversion of One USD into INR has been made on the basis of monthly average conversion rates. The monthly average conversion rate for FY2004-05 is Rs. 45.00, for FY 2005-06 is Rs. 44.40 and FY 2006-07 is Rs.45.25. (Source: RBI Website)

We have obtained a legal opinion from Iyer Associates, Certified Public Accountants, having their office at 315 Lowell Avenue, Hamilton, NJ 08619, dated December 14, 2006 which states that in the United States there is no statutory or compulsory financial audit requirements for a closely held private company. However post acquisition of TAKE Inc. by TAKE Pte. during FY 2005 the financial statements of TAKE Inc. have been audited.

Financials (Consolidated):

Particulars	FY 2005-2006		FY 2006-2007	
	USD	INR (Rs.)	USD	INR (Rs.)
Sales/Revenue	5.30	234.56	19.16	866.99
Profit/Loss after Tax	1.91	84.86	3.07	138.91
Reserves & Surplus	1.13	50.25	4.82	218.10
Equity Capital	4.55	20.14	30.00	1357.50

Note: Conversion of One USD into INR has been made on the basis of monthly average conversion rates. The monthly average conversion rate for FY 2005-06 is Rs.44.34 and for FY 2006-07 is Rs.45.25. (Source: RBI Website)

Subsequent to TAKE Inc. becoming our wholly owned subsidiary, TAKE Inc. acquired two companies also based in USA and which became the subsidiaries of TAKE Inc. Thereafter, one of the two companies viz. Onsphere Corporation has since been merged with TAKE Inc. w.e.f. December 29, 2006. TAKE Inc. has recently incorporated a subsidiary in Switzerland by the name TAKE Solutions GmbH to foray into the European market. TAKE Inc. has recently acquired ClearOrbit Inc., USA which is one of the target companies to be acquired utilizing the proceeds of the Issue. Details of the subsidiaries of TAKE Inc. are briefly set out below:

(a) Applied Clinical Intelligence, LLC ("*ACI*")

ACI is a Pennsylvania, U.S.A. based limited liability company and was established in the year 2001. ACI is engaged in providing trusted information to communicate the value and safety of medical treatments, drugs and devices. TAKE Inc. has acquired fifty one percent (51%) equity in ACI. TAKE Inc. executed a Membership Interest Purchase Agreement dated March 31, 2006 for acquiring equity in ACI for a total consideration of USD 2.40 Million. TAKE Inc. and ACI have mutually agreed to enter into an Escrow Agreement whereby an aggregate amount of USD 0.50 Million and USD 0.40 Million for payment in 2007 and 2008 respectively shall be deposited for the benefit of AIC. The remaining 49% is held by the founders of AIC namely

Elizabeth Seltzer and Jonathan Seltzer who are holding 21.86% and 27.14%, respectively. The office of ACI is situated at 225 City Avenue, Suite 15, Balacynwyd, PA 19004.

Objects/Business Activities

ACI provides data-driven solutions for clinical trials and risk management programs. ACI's services and products support safe and proper use of pharmaceutical, biotechnology and medical device products. More than just consultants, ACI is an independent, specialized clinical services group with the strategic, operational and technical intelligence. In short, ACI provides the technology and services necessary for decision makers to do their job better.

Membership Pattern

The membership pattern of ACI as on June 15, 2007 is as follows:

Name	**Units**	**Ownership Percentage**
TAKE Inc.	35.70	51.00
Elizabeth Seltzer	15.30	21.86
Jonathan Seltzer	19.00	27.14
Total	**70.00**	**100.00**

Directors:

The Board of Directors of ACI as on June 15, 2007 comprises of:

(1) Mr. Ram Yeleswarapu

(2) Mr. Kalyan Gopalakrishnan

(3) Mr. Devaki Venkataraman Ravi

(4) Dr. Jonathan Seltzer

(5) Ms. Elizabeth Seltzer

Brief Financials of ACI:

(Amount in Million except per share data)

Particulars	**FY 2004*#**		**FY 2005*#**		**For the period ended Jan. 1, 2006 to Mar. 2007**	
	USD	USD	USD	INR (Rs.)	USD	INR (Rs.)
Sales/Revenue	2.87	129.16	2.78	158.23	3.63	164.25
Profit/Loss after Tax	1.32	59.51	0.50	18.74	0.43	19.45
Reserves & Surplus	1.10	45.45	0.96	35.30	0.81	36.65
Membership Interest (Units)		70		70		70

*Financial Year for ACI is January 1 to December 31 for FY2004 and 2005.

Note: Conversion of One USD into INR has been made on the basis of monthly average conversion rates. The monthly average conversion rate for FY2004-05 has been taken as Rs. 45.90, for FY 2005-06 as Rs. 45.00 and for FY 2006-07 as 45.25.

Financial Years for ACI is from January 1 to December 31.

We have obtained a legal opinion from Iyer Associates, Certified Public Accountants, having their office at 315 Lowell Avenue, Hamilton, NJ 08619, dated December 14, 2006 which states that in the United States there is no statutory or compulsory financial audit requirements for a closely held private company. However post acquisition of ACI by TAKE Inc. in FY 2006 the financial statements of ACI have been audited.

(b) ClearOrbit Inc. USA ("*ClearOrbit*")

ClearOrbit is the recently acquired subsidiary of TAKE Inc. ClearOrbit was incorporated under the name BPA Systems Inc. with the Secretary of State of Delaware on June 1, 2000. The principal office of ClearOrbit is situated at 6805, Capital of Texas Highway, Suite 370, Austin Texas 78731. The authorized capital stock (*authorised share capital*) of ClearOrbit, as of the date of the Merger Agreement, consists of 60,000,000 common stock (*equity shares*), USD 0.001 par value per share i.e. USD 60,000 and 10,000,000 Preferred Stock (*Preference Shares*) of par value USD 0.001 per share i.e. USD 10,000. The issued and outstanding common stock is 2,692,966 and 4,285,715 Preferred Stock.

Objects/Business Activities

ClearOrbit is in the business of software product development in the SCM space using multiple technologies.

Shareholding Pattern

The shareholding pattern of ClearOrbit as on June 21, 2007 is as follows:

Name	Nature of Capital	Percentage of Capital
TAKE Inc.	Common Stock (2,692,966)	100%
TAKE Inc.	Preferred Stock (4,285,715)	100%

Directors:

The Board of Directors of ClearOrbit as on June 21, 2007 comprises of:

1. Mr. Ram Yeleswarapu
2. Mr. Sridharan Sivan
3. Mr. Devaki Venkataraman Ravi
4. Mr. Bala Latupalli
5. Mr. John Reece

Brief Financials of ClearOrbit:

(Amount in Million except per share data)

Particulars	FY 2004*		FY 2005*		FY 2006*	
	USD	INR	USD	INR	USD	INR
Sales/Revenue	12.37	562.21	13.84	617.93	15.60	698.05
Profit/Loss after Tax	1.25	56.97	1.17	52.10	0.36	16.19
Reserves & Surplus	(6.42)	(405.32)	(8.86)	(386.47)	(6.18)	(286.77)
Equity Capital	17.32	907.46	18.56	913.02	16.28	866.11

Note: Conversion of One USD into INR has been made on the basis of monthly average conversion rates. The monthly average conversion rate for FY 2004 is Rs. 45.46, FY 2005 is Rs. 44.64, for FY 2006 is Rs. 44.73.

* Financial Year for ClearOrbit is July 1 to June 30

For further details on ClearOrbit, please refer to the Section on "Business Overview" on page 63, "Objects of the Issue" on page 24 and the Section on "History and Certain Corporate Matters" on page 99 of this Red Herring Prospectus.

TAKE Solutions GmbH

TAKE Solutions Inc. has recently incorporated on April 13, 2007 a company in Switzerland having its principal place of business at c/o MB Group GmbH, Baarerstrasse 135, 6301 Zug.

Object/ Business Activities

The business activities of the Company shall basically involve the marketing of our products in Europe.

Shareholding Pattern

The shareholding pattern of the TAKE Solutions, GmbH as on June 15, 2007 is as follows:

Name of the Shareholder	No. of Shares	Percentage of Capital
Mr. Devaki Venkataraman Ravi	1000	5%
Mr. Harikesavanallur Ramani Srinivasan	1000	5%
TAKE Solutions Inc.	18,000	90%
Total	**20,000**	**100%**

Board of Directors:

The Board of Directors of TAKE Solutions GmbH as on June 15, 2007 comprises of:

(1) Mr. Devaki Venkataraman Ravi

(2) Mr. Harikesavanallur Ramani Srinivasan

(3) Mr. Michael Bar

The company has been recently incorporated and is yet to commence operations.

Autopartsasia Private Limited ("*APL*")

By a Shareholders' Agreement dated March 28, 2006 entered into between APL, a private limited company having its registered office at Unit 1, Gem & Jewellery Complex, Phase I, MEPZ – SEZ, Tambaram, Chennai 600 045, Mr. K. Vaidyanathan, Mr. K. Ramakrishnan and us, we have acquired 58.06% stake in APL (comprising of 30,128 shares of Rs. 10.00 each). The authorised share capital of APL is Rs. 50,00,000 divided into 5,00,000 shares of Rs. 10.00 each. The paid up share capital of APL is Rs.5,18,940 divided into 51,894 shares of Rs. 10.00 each.

As per the terms of the above Shareholders' Agreement, we are free to sell our stake in APL either by private negotiation or by offer to public or to the shareholders of APL. The said agreement is valid till we hold at least 50.10% of the equity shares of APL.

Objects/Business Activities

APL is a technology based SCM player providing sourcing solutions and services and e-cataloque solutions in the in the auto ancillary sector. APL is a 100% Export Oriented Unit.

Shareholding Pattern

The shareholding pattern of APL as on June 15, 2007 is as follows:

Name	No. of Equity Shares	Percentage of Equity Capital
TAKE Solutions Limited	30,128	58.06%
Mr. K. Vaidyanathan	10,883	20.97%
Mr. K. Ramakrishnan	10,883	20.97%
Total	**51,894**	**100%**

Directors

The Board of Directors of APL as on June 15, 2007 comprises of:

(1) Mr. Chella Gowri Shankar

(2) Mr. Venkataraman Sundar

(3) Mr. K. Vaidyanathan

(4) Mr. K. Ramakrishnan

Brief Financials of APL

(Amount in Million except per share data)

Particulars	FY 2004-2005	FY 2005-2006	FY 2006-2007
Sales	72.34	130.13	247.92
Profit/Loss after Tax	6.17	7.58	9.77
Reserves & Surplus	9.23	15.74	25.37
Equity Capital	0.51	0.51	0.51
Earnings Per Share (EPS)	118.89	145.76	188.33
Book Value (per share)	187.79	313.29	498.95

TAKE United Sdn Bhd, Malaysia ("*TAKE United*") (formerly 'Millennium Business Solutions Sdn Bhd')

Our Company had in March 2006, acquired 97.5% stake in TAKE United (*erstwhile Millennium Business Solutions (M) Sdn Bhd ("**Millennium**")* (comprising of 97,499 shares acquired at the rate of RM 1.00 each), from Millennium Business Solutions Private Limited, India, a company incorporated and registered under the Companies Act, 1956.

TAKE United was initially incorporated with an authorised share capital of RM 100,000 which was subsequently increased to RM 5000000 divided into 5000000 shares of 1.00 RM each. The issued subscribed and paid capital of the company is 2,100,000 RM divided into 2,100,000 equity shares of 1.00 RM each.

Subsequently by a Shareholding Investment Agreement dated April 25, 2006 entered into between BA Tech Sdn Bhd, a company incorporated under the laws of Malaysia and owned by Mr. Rudy Ng Chong Jin and Mr. Colin Gerard Fernandez (the "***Shareholders***") and our Company, we have agreed to transfer 46.56% of our shareholding in TAKE United to the Shareholders as and by way of consideration towards the acquisition of United Software Technology Sdn Bhd ("***UST***") and the businesses of United Integrated Sdn Bhd ("***UI***") and its 100% subsidiaries i.e. United Business Consulting Sdn Bhd ("***UB***") and United Digital Sdn Bhd ("***UD***").

As per the terms of the Agreement UI, UD and UB are to be subsequently wound up. However, the above transaction has not been effected and only the name of the company has been changed to TAKE United w.e.f. July 7, 2006. TAKE United is yet to allot the shares to the Shareholders in terms of the Shareholding Investment Agreement. The resultant shareholding in the company after the Agreement is given effect to by the parties shall be as under:

Name	**Percentage of Equity Capital**
TAKE Solutions Limited	50.94%
Shareholders	49.00%
CGRM Infocom	0.06%
Mr. Harikesavanallur Ramani Srinivasan (as a nominee of TAKE Solutions Limited)	Negligible
Total	**100%**

Objects/Business Activities

TAKE United is in the business of developing software and consultancy in computer services in the Malaysia.

Shareholding Pattern

The shareholding pattern of TAKE United as on June 15, 2007 is as follows:

Name	**No. of Equity Shares**	**Percentage of Equity Capital**
TAKE Solutions Limited	2097499	99.88
CGRM Infocom	2500	0.12
Mr. Harikesavanallur Ramani Srinivasan (as a nominee of TAKE Solutions Limited)	1	Negligible
Total	**2,100,000**	**100%**

Directors

The Board of Directors of TAKE United as on June 15, 2007 comprise of:

1. Mr. Sridharan Sivan
2. Mr. Colin Gerard Fernandes
3. Mr. Rudy NG Chong Jin
4. Ms. Nadathur Srinivasan Shobana
5. Mr. Gopal Ramesh

Financials:

(Amount in Million except per share data)

Particulars	**FY 2004-2005**		**FY 2005-2006**		**FY 2006-2007**	
	RM	INR (Rs.)	RM	INR (Rs.)	RM	INR (Rs.)
Sales/Revenue	0.17	2.07	3.57	42.09	29.50	371.41
Profit/Loss after Tax	(0.23)	(2.70)	0.56	6.60	5.38	67.73
Reserves & Surplus	Nil	Nil	Nil	Nil	5.43	68.36
Equity Capital	0.01	0.12	0.10	1.18	2.10	26.44
Earnings Per Share (EPS)	(22.81)	(270.00)	5.59	65.90	2.56	32.23
Book Value (per share)	(50.06)	(593.00)	1.49	18.00	3.58	45.20

Note: Conversion of One Malaysia Ringgit (RM) into INR has been taken on the basis of monthly average conversion rates. The monthly average conversion rate considered for FY2004-05 is Rs. 11.85, FY 2005-06 Rs.11.79 and for FY 2006-07 Rs.12.59. (Source: RBI Website)

Towell-TAKE LLC, Muscat ("*Towell-TAKE*")

Our Company has by a Joint Venture-Shareholders' Agreement dated June 18, 2006, entered into a joint venture with W.J. Towell & Co LLC ("***Towell***"), a company incorporated in Muscat, Sultanate of Oman, having its registered office at A1-Iskan Street, Greater Mutrah Business District, Sultanate of Oman, P.O. Box-1040, PC 112, Ruwi, Muscat, Sultanate of Oman, to incorporate Towell TAKE with an initial share capital of 1,50,000 Oman Rials divided into 1,50,000 shares of Oman Rial 1.00 each. The registered office of Towell TAKE is P.O. Box-1040, PC 112, Ruwi, Muscat, Sultanate of Oman and the principal place of business is Mussandam Building, Building No. 255, Way No. 3106, Ruwi, Muscat, Sultanate of Oman.

Towell TAKE has been registered under Commercial Registration No. 1005282 on September 11, 2006.

As per the terms of the Joint Venture-Shareholders' Agreement dated June 18, 2006, the profits arising from the business of Towell TAKE are to be distributed between us and Towell in the ratio 51%:49% respectively. Towell TAKE has been incorporated for pursuing objects such as providing customised SCM solutions spanning a wide range of industries such as automobiles, light engineering, consumer durables, fast moving consumer goods, food and beverages, logistics, manufacturing and providing solutions in the Life Sciences Suite and deliver clinical intelligence to the Life Sciences Industry with its day to day affairs being managed by the Company.

Objects/Business Activities

Towell TAKE has been incorporated for pursuing objects such as providing customised SCM solutions spanning a wide range of industries such as automobiles, light engineering, consumer durables, fast moving consumer goods, food and beverages, logistics, manufacturing and providing solutions in the Life Sciences Suite and deliver clinical intelligence to the Life Sciences industries in the Middle East.

Shareholding Pattern

Shareholding pattern of Towell TAKE as on June 15, 2007 is as given below:

Name	No. of Shares	Percentage of Equity Capital
TAKE Solutions Limited	76,500	51%
W.J. Towell & Co LLC	73,500	49%

Directors

(1) Mr. Jamil Ali Sultan

(2) Mr. Sultan Iqbal Sultan

(3) Mr. Sridharan Sivan

(4) Major General A.L. Suri PVSM

Brief Financials

(Amount in Million except per share data)

Particulars	For the period (July 1, 2006 to March 31, 2007)	
	OMR	INR (Rs.)
Sales/Revenue	0.38	44.81
Profit/Loss after Tax	0.01	0.83
Reserves & Surplus	0.01	0.83
Equity Capital	0.15	17.69
Earnings Per Share (EPS)	0.05	5.90
Book Value (per share)	1.05	123.83

Note: Conversion of One Omani Riyals (OR) into INR has been made on the basis of monthly average conversion rates. The monthly average conversion rate for FY2006-07 is 117.93 (Source: RBI Website)

CMNK Consultancy & Services Private Limited ("*CMNK*")

Our Company has very recently acquired one hundred percent (100%) equity in CMNK. CMNK was incorporated by one Mr. C. Mahesh and Mr. N.S. Nanda Kishore on February 8, 2007 and having its registered office at Old. No. 71, New No. 157, G.N. Chetty Road, T. Nagar, Chennai 600017. The Corporate Identity Number (CIN) of CMNK is U74140TN2007PTC062313. At the time of acquisition by our Company, CMNK had not been carrying any operations or activity in terms of the object for which it had been established by its erstwhile promoters. The equity shares of CMNK were acquired by the Company at par from the erstwhile promoters. None of the erstwhile shareholders/promoters were related in any way to the Promoters/Promoter Group of our Company.

Post acquisition of CMNK, our Company has raised the Authorised Capital of CMNK from Rs. 0.1 Million to Rs. 50 Million. Consequently, our Company has infused funds in CMNK by way of equity and the paid up capital of CMNK is presently Rs. 50 Million divided into 5,000,000 equity shares of Rs. 10 each.

Our Company invested Rs. 500.00 Million *(rounded off)* by way of subscription of additional equity shares aggregating to 4,990,000 equity shares of Rs. 10/- each at a premium of Rs. 90 per equity share using the structured debt facility of Rs. 300 Million availed of from DSP Merrill Lynch and a term loan facility from Yes Bank of Rs. 200 Million. For details of the said credit facilities availed by our Company please refer to section tilted "Our Indebtedness"on page 93 of this Red Herring Prospectus.

CMNK has invested a sum of USD 21 Million (approx. Rs. 928 Million) in TAKE Solutions Inc., by acquiring its preferred stock (*now converted into common stock on March 31, 2007*) meant for the purpose of acquisition of ClearOrbit Inc., USA by TAKE Inc.

Shareholding Pattern

Shareholding pattern of CMNK as on June 15, 2007 is as given below:

Name	No. of Equity Shares	Percentage of Equity Capital
TAKE Solutions Limited	4,999,990	100%
V. Venkatesan (Nominee of TAKE Solutions Limited)	10	
Total	5,000,000	100%

Directors

(1) Mr. Venkataraman Sundar

(2) Ms. N.S. Shobana

(3) Mr. V. Venkatesan

Brief Financials

CMNK was incorporated recently and hence the audited financial information for the period ended March 31, 2007, being the only audited financial information available, are presented below.

(Amount in Million except per share data)

Particulars	For the period ended March 31, 2007
	INR (Rs.)
Sales/Revenue	–
Profit/Loss after Tax	(0.36)
Reserves & Surplus	449.07
Equity Capital	50.00
Earnings Per Share (EPS)	–
Book Value (per share)	99.74

Voluntary Liquidation of a subsidiary based in the Gulf region.

TAKE Solutions Gulf W.L.L, Bahrain ("*TAKE W.L.L.*")

TAKE W.L.L. was our wholly owned Subsidiary and was incorporated by us as a limited liability company on November 20, 2004 and registered with the Ministry of Commerce, Kingdom of Bahrain under a certificate of registration bearing no. 55095 dated November 20, 2004 issued by the Directorate of Commerce and Company Affairs of the Kingdom of Bahrain. The registered office of TAKE W.L.L was situated at Flat No. 64, Block No. 320, Road No. 2004, Building no. 133, P.O. Box No. 10944 Manama, Kingdom of Bahrain. The authorised and paid up share capital of TAKE W.L.L. at the time of voluntary liquidation was BD 20,000 divided into 200 fully paid up shares of BD 100 each. TAKE W.L.L. was incorporated for the purpose of rendering consultancy services for computer system use and operations in the Middle East.

Brief Financials of TAKE W.L.L.

(Amount in Million except per share data)

Particulars	**FY 2004-2005 (for the period November 20, 2004 to March 31, 2005)**		**FY 2005-2006 (for the year ended March 31, 2006)**	
	Bahrain Dinar (BD)	**INR (Rs.)**	**Bahrain Dinar (BD)**	**INR (Rs.)**
Sales	Nil	Nil	0.0065	0.77
Profit/Loss after Tax	(0.007)	(0.85)	(0.014)	(1.70)
Reserves & Surplus	(0.007)	(0.85)	(0.02)	(2.50)
Equity Capital	0.02	2.39	0.02	2.39
Earnings Per Share (EPS)	(35)	(4,183)	(70)	(8240)
Book Value (per share)	64.40	7725	(5.81)	(684)

Note: Conversion of One Bahrain Dinar (BD) into INR has been made on the basis of monthly average conversion rates. The monthly average conversion rates for FY2004-05 is 119.51 and for FY 2005-06 is Rs.117.71. Source: RBI Website

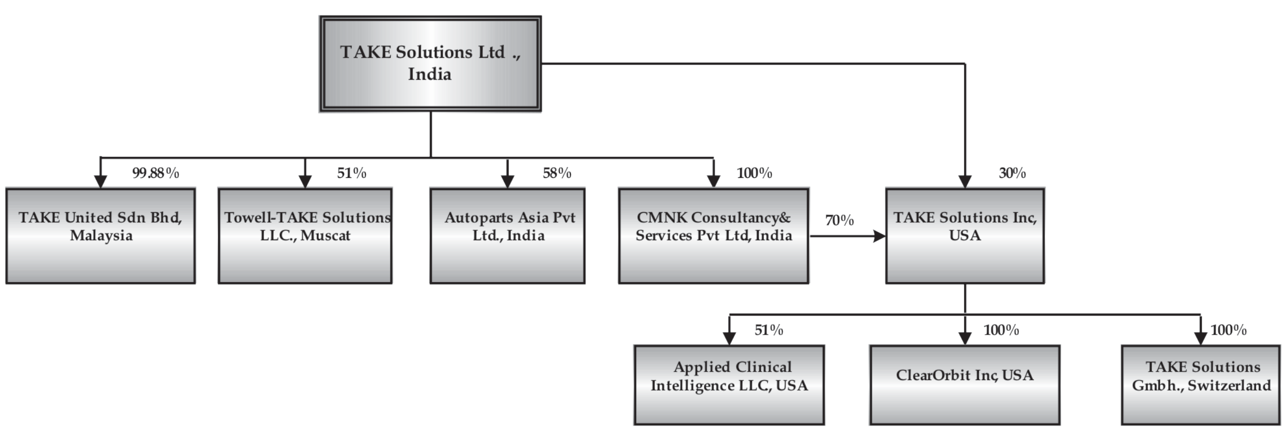
Reason for Voluntary Liquidation: TAKE W.L.L. was incorporated for the purpose of rendering consultancy services for computer system use and operations in the Middle East markets. However, our Company entered into a Joint Venture with W.J. Towell & Co LLC ("***Towell***"), a company incorporated in Muscat, Sultanate of Oman, and formed a joint venture company namely Towell TAKE LLC for operations in the Middle East markets in which the Company holds 51% equity. Further, there were no operations in TAKE W.L.L. at the time of entering into this joint venture. The Company therefore decided to voluntarily liquidate TAKE W.L.L and focus on Towell TAKE LLC for expansion in the Middle East markets. The voluntary liquidation of TAKE W.L.L. was approved by the Ministry of Industry and Commerce, Kingdom of Bahrain on January 22, 2007.

Our Company has written off its capital investment aggregating to 20,000/- (Bahraini Dinar) equivalent to Rs. 2.5 Million INR. made in TAKE W.L.L. in its books of accounts.

TAKE Acquisition Corp.: To enable and facilitate the acquisition of ClearOrbit Inc. USA, TAKE Solutions Inc. incorporated this company under the laws of the State of Delaware, USA having its principal office at 600 College Road East, 3rd Floor, Princeton, New Jersey 08540. This company on March 29, 2007 acted as the transferor company in the merger with ClearOrbit under the Agreement and Plan of Merger between TAKE Solutions Inc., ClearOrbit Inc. USA, the Stockholders of ClearOrbit Inc. USA, JMI Equity Fund IV, L.P. and TAKE Acquisition Corp.

ClearOrbit was acquired by TAKE Solutions Inc. and became our subsidiary w.e.f. June 20, 2007. In terms of the Agreement and Plan of Merger dated May 24, 2007. TAKE Acquisition Corp. merged with ClearOrbit (the Surviving Corporation) and the company ceased to exist w.e.f. from June 20, 2007.

We set out our group structure below:



Our Company's shareholding percentage in its Subsidiaries :-

S.No.	Name of the Subsidiaries	Shareholding Percentage
1.	TAKE United Sdn, Bhd., Malaysia	99.88%
2.	Towell – TAKE Solutions LLC.,Muscat	51%
3.	Autopartsasia Private Limited, India	58.06%
4.	CMNK Consultancy & Services Private Limited	100%
5.	TAKE Inc.	30% 70% through CMNK

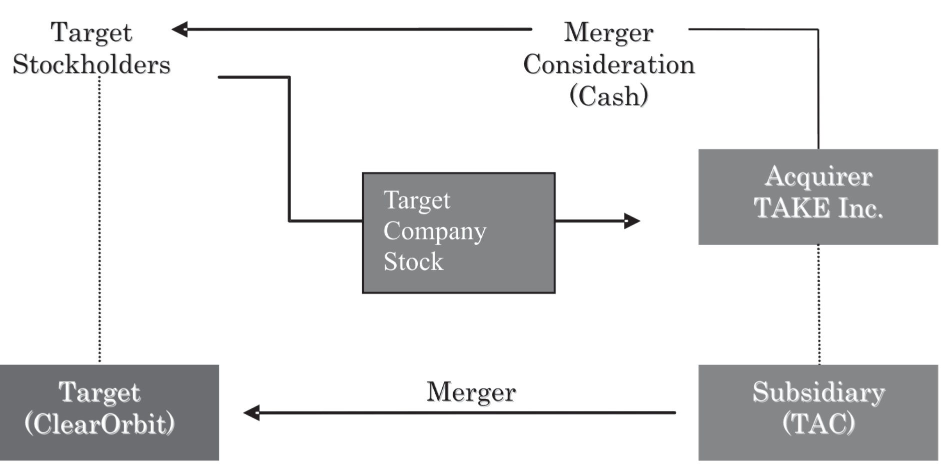
TAKE Solutions Inc. - Shareholding percentage in its subsidiaries:

Sr.No.	Name of the Subsidiaries	Shareholding Percentage
1.	Applied Clinical Intelligence LLC., USA	51%
2.	Clear Orbit Inc., USA	100%
3.	TAKE Solutions GmbH, Switzerland	100%

Acquisition of ClearOrbit Inc. USA

ClearOrbit Inc. USA ("***ClearOrbit***") was acquired by our Company through TAKE Solutions Inc. for a consideration of US$ 20.60 Million. The acquisition of ClearOrbit was undertaken by way of a reverse triangular merger involving our USA subsidiary TAKE Inc. and another subsidiary of TAKE Inc. namely TAKE Acquisition Corp. ("***TAC***"). In a reverse triangular merger, the acquirers subsidiary ("***Subsidiary***") gets merged into the target corporation ("***Target***") with the shareholders of the Target receiving the consideration in cash for the stock held by them from the Acquirer. In terms of the Agreement and Plan of Merger dated May 24, 2007 ("***Merger Agreement***"), TAC shall cease its separate corporate existence and ClearOrbit, as the Surviving Corporation, shall succeed to all the rights, privileges, powers and franchises, of a public as well as of a private nature, of itself and TAC and shall be responsible for all the debts, liabilities and duties of itself and TAC.

Reverse Triangular Merger for the Acquisition of ClearOrbit Inc. USA



The authorized capital stock (*authorised share capital*) of ClearOrbit, as of the date of the Merger Agreement, consists of 60,000,000 common stock (*equity shares*), USD 0.001 par value per share i.e. USD 60,000 and 10,000,000 Preferred Stock (*Preference Shares*) of par value USD 0.001 per share i.e. USD 10,000. The issued and outstanding common stock is 2,692,966 and 4,285,715 Preferred Stock.

The Principal Stockholders of ClearOrbit are Mr. John Reece, Excelsior Private Equity Fund II, Inc., Triton Venture Partners, L.P.; JMI Equity Fund IV, L.P., JMI Equity Fund IV (AI), L.P., JMI Euro Equity Fund IV, L.P., and JMI Equity Side Fund, L.P. The details of the preferred stockholding of the Principal Stockholders are provided below:

Name of the Preferred Stockholder	**No. of Preferred Stocks**
Excelsior Private Equity Fund II, Inc.	1,428,572
Triton Venture Partners L.P.	857,143
JMI Equity Fund IV, L.P.	1,405,071
JMI Equity Fund IV (AI), L.P.	111,268
JMI Euro Equity Fund IV, L.P.	448,661
JMI Equity Side Fund, L.P.	35,000
Total	**4,285,715**

Options granted under the stock option plan of ClearOrbit to the employees have been accelerated and the optionholders have been given an opportunity to surrender their options for cash in terms of a formula mentioned in the Merger Agreement. Pursuant to such option, the optionholders have surrendered their options in exchange and accepted cash consideration. The consideration is paid to the Optionholders is differential and varies as per the terms of the Merger Agreement. However, the total consideration paid to optionholders is USD 453,778.12 for 1,672,174 options.

The Gross Enterprise Value of ClearOrbit has been estimated at USD 20.60 Million. TAKE Inc. has paid the merger consideration of USD 20.60 Million including the debt pay-off amount of USD 350,000 and the transaction costs towards merger.

The Preferred Stockholders have been paid consideration between the price band of USD 0.40 to 1.04 per share of Preferred Stock. The total consideration paid to the Preferred Stockholders is USD 15,552,304.91. The common stockholders have been paid an initial consideration of USD 0.45608244 per share of Common Stock. TAKE Inc. has deposited a sum of USD 2,060,000 with the escrow agent to be distributed as per $0.04226371 per share of Common Stock upon the expiration of twelve (12) months period following the date of the closing of the Merger. The total consideration paid to Common Stockholders is 1,179,919.22 for 2,692,966. A sum equivalent to 4.5% of the merger consideration has been paid to (a) Mr. John Reece; (b) Mr. Jeff Beaulieu; (c) Warren Summer; (d) Mr. Sudhir Perinchery and (e) Chad Denton as management bonus in the percentages set out in the Merger Agreement. The total consideration paid for the acquisition has been set out in a tabular format below:

Nature of Stockholders/Other Parties	**Amount Paid (in USD)**
Common Stockholders	1,179,919.22
Preferred Stockholders	15,552,304.91
Optionholders	453,778.12
Non-Stockholders*	3,413,997.75
Total	**20,600,000.00**

*Note: The Non-Stockholders payments include payments for ClearOrbit Transaction Costs, Management Bonus, Representative Expenses, Escrow Deposit and pay-off to Comerica Bank N.A. for an outstanding line of credit.

The Merger Agreement provides for various representations and warranties given by ClearOrbit in relation to the Financial Statements of ClearOrbit, Contracts, Intellectual Property Rights, Indebtedness, Insurance, Personnel, Compliance with Law and Government Authorisations and other such representations. Similarly, the Principal Stockholders of ClearOrbit have given certain representations and warranties in relation to their authority to enter into the Merger Agreement, free and clear title over their shareholdings or any restriction on the sale, transfer and disposal of any capital stock of ClearOrbit in favour of TAKE Inc. and TAC.

The arrangement embodied in the Merger Agreement has not received any objection by any dissenting shareholder and all the stockholders/optionholders have consented to the merger.

TAKE Inc. and ClearOrbit have indemnified the Directors & Officers of ClearOrbit to an extent of $4.50 Million against all losses, claims, damages, costs, expenses, liabilities arising at or after the merger comes into effect and whether asserted or claimed prior to, at or after the merger comes into effect.

ClearOrbit has entered into fresh Employment Agreements dated May 24, 2007 with certain key employees namely (a) Mr. John Reece; (b) Mr. Jeff Beaulieu; (c) Warren Summer; and (d) Mr. Sudhir Perinchery. These key employees have agreed to continue for a further period of three years.

The Merger Agreement came into effect on the filing of the Certificate of Merger with the Secretary of State of the State of Delaware on June 20, 2007. Accordingly, the ClearOrbit Certificate of Incorporation has been amended and restated.

The law governing the Agreement and Plan of Merger is the Law of the State of Delaware in the USA.

For further details on ClearOrbit, please refer to the Section "Business Overview" on page 63 and "History and Certain Corporate Matters" on page 99 of this Red Herring Prospectus.

Mergers & Amalgamations

Amalgamation of Millennium Infocomm Limited ("MICL") with our Company

The Madras High Court by its Order dated December 31, 2003 has sanctioned a Scheme of Amalgamation between MICL and our Company, under Sections 391 and 394 of the Companies Act, 1956. As per the said Scheme of Amalgamation for every four (4) equity shares held by the shareholders of MICL, one (1) equity share of our Company has been issued. Accordingly pursuant to the amalgamation, the shareholders of the erstwhile MICL had been issued 1,208,200 equity shares of Rs. 10.00 each of our Company. The appointed date for the Scheme was January 1, 2003 and the Scheme of Amalgamation came into effect on February 23, 2004 i.e. the Effective Date and the word "Private" was deleted from the name of the Company by the Registrar of Companies, Tamil Nadu on March 29, 2004. MICL was a Microsoft partner, developing software solutions in the logistics as well as financial services domain.

Acquisition of software products by our Company

1. **iPoint**

By an Agreement dated February 7, 2003 entered with MSIPL (having its registered office at 31/5, 1st Cross, Trust Puram, Kodambakkam, Chennai 600 024) acquired a software product 'iPoint' w.e.f. January 1, 2003. We issued 300,000 equity shares of Rs. 10/- each to MSIPL as consideration for this acquisition on October 31, 2003.

IPoint is software for the distributors in the FMCG sector. IPoint has order processing, invoicing, purchase, inventory and accounting features. IPoint is flexible and easy to use software. iPoint has extensive MIS reporting features. It is developed in Microsoft VB6 and uses Ms Access as the database.

2. **Blue Yentra**

Our Company by an Agreement dated February 7, 2003 entered into with iStartWeb Private Limited acquired from iStartWeb Private Limited, with effect from January 1, 2003, the product and solutions division of iStartWeb Private Limited comprising of the software "Blue Yentra", together with its employees of this division. As per the terms of the Agreement, we issued 700,000 equity shares of Rs. 10/- each, as consideration for the acquisition.

Blue Yentra is rapid application development framework. Blue Yentra enables workflow, integration, enterprise portal and a data warehousing platform. Blue Yentra is a cross vertical technology platform. It can be used to create solutions for many industry verticals. It is developed by using Microsoft VB 6 and MS Sequel Server Database. Pursuant to the acquisition, Blue Yentra has been further upgraded and is now known as TAKE RTE.

Shareholder Agreements

1. Investment Agreement with Passport India Investments (Mauritius) Limited

An Investment Agreement dated February 9, 2007 ("*Investment Agreement*") has been entered into between Passport India Investments (Mauritius) Limited, a company established in Mauritius (the "*Investor*"), our Company and TAKE Solutions PTE Limited, in its capacity as the principal shareholder of the Company (the "*Principal Shareholders*").

Pursuant to the Investment Agreement, the Investor has subscribed to and the Company has issued and allotted to the Investor, 370,000 equity shares of Rs.10 each of the Company for a price of Rs.625 per share aggregating to a sum of Rs.231,250,000.

The Company and the Principal Shareholders have under the Investment Agreement jointly and severally given certain representations and warranties to the Investor that are usual in transactions of this nature, mainly involving the Company and the issues related thereto such as organization and good standing, share capital, accounts, records, payment of taxes, assets, insurance etc.

Further, the Principal Shareholders have confirmed that the Company shall not issue any equity shares to other investors prior to the Issue at a price less than Rs.625 per share.

As per the provision of the Investment Agreement the Company and the Principal Shareholders are jointly and severally liable to indemnify, defend and hold harmless the Investor from and against any and all actual and direct losses, liabilities, damages, demands, claims, actions, judgments or causes of action, interest, penalties and other costs or expenses (*including without limitation, reasonable attorneys' fees and expenses*) based upon, arising out of, or in relation to or otherwise in respect of any inaccuracy in or any breach of any Representation and Warranty or any other covenant contained in the Investment Agreement.

2. Investment Agreement with Galleon International Master Fund Spc, Limited – New Silk Route Pipe Segregated Portfolio ("Investor")

We have entered into an Investment Agreement with the Investor and TAKE Pte. ("Principal Shareholder") dated June 1, 2007.

The Investor has subscribed to and our Company has issued and allotted to the Investor, 530,000 equity shares (the "Subscription Shares") for a sum of Rs.625 per Subscription Share (the "Subscription Price") aggregating to Rs.331,250,000 (the "Subscription Amount").

Our Company is required to utilise the Subscription Amount towards acquisition of companies that will enable our Company to grow inorganically as well as enhance its products.

In addition to the subscription of the Subscription Shares, the Investor has been granted a call option by the Principal Shareholder whereby the Investor has a right to call upon the Principal Shareholder ("Call Option") to sell to it, additional shares of our Company held by the Principal Shareholder ("Additional Investor Shares") at a nominal price of Rs.10 per Additional Investor Share ("Call Option Price"), in terms of the Investment Agreement. Such Additional Investor Shares are to be computed by using the below set formula:

530,000 * (625 – Benchmark Price)/(Benchmark Price – 10)

(where Benchmark Price is the average of the floor price and ceiling price of the Price Band)

Further, the Investor is entitled to exercise the Call Option only if the Benchmark Price is less than the Subscription Price.

In an event the Issue is not successfully completed within three (3) months from the Closing Date (*being the date as, on fulfillment of the conditions precedent under the Investment Agreement being complied with, agreed upon between the Principal Shareholder and the Investor for subscription and allotment of the Subscription Shares*), the Investor is entitled to, at its sole discretion, request the Principal Shareholder to provide an exit route to the Investor within three (3) months of receipt of such request from the Investor.

In the event the Principal Shareholder fails to provide for an exit route to the Investor, then the Principal Shareholder has granted a put option to the Investor ("Put Option") to call upon the Principal Shareholder to purchase from the Investor, the Investor Shares at the Specified Price (*defined under the Investment Agreement to mean the sum of (a) in relation to the Subscription Shares, the Subscription Amount plus fair return computed at the rate of twelve percent (12%) per annum of the Subscription Amount, and (b) in relation to the Additional Investor Shares, the Call Option Price plus fair return computed at the rate of twelve percent (12%) per annum of the Call Option Price*).

During the period commencing from the Closing Date and ending on earlier of (a) the successful completion of the Issue or (b) twenty four (24) months from the Closing Date (the "Lock-up Period"), the Investor is restricted from transferring any of the Investor Shares to any person being a competitor of our Company (*which term under the Investment Agreement covers under its scope any person engaged in the same business as that of the Company*). Further, the Investor is entitled to transfer the Investor Shares to a proposed transferee during the Lock-up Period only after addressing to our Company and the Principal Shareholder a notice in that regard and on receiving from our Company and the Principal Shareholder a confirmation that such proposed transferee is not a competitor of our Company.

Our Company and the Principal Shareholder are jointly and severally liable to compensate and indemnify the Investor for any actual and direct losses, liabilities, damages, demands, claims, actions, judgments or causes of action, interest, penalties and other costs or expenses arising out of, or in relation to any inaccuracy in or any breach of any warranties given by our Company or the Principal Shareholder under the Investment Agreement or other covenants contained in the Investment Agreement.

Except as stated above, there are no agreements entered into with any shareholder.

Other Agreements

There are no other agreements entered into by our Company.

Strategic Partners

Our Company has not entered into any strategic partnership with any person.

Financial Partners

Our Company has no financial partners.

TAKE Group, Promoters and Promoter Group of our Company have not been detained as willful defaulters by RBI/Government Authorities and there are no violations of securities laws that have been commited in the past or that are pending against them.

OUR MANAGEMENT

Board of Directors

As per our Articles of Association, our Company is required to have a minimum of 3 and maximum of 11 directors. At present, we have Ten (10) Directors. Mr. Sridharan Sivan, Managing Director, manages our day-to-day affairs.

The Board of Directors of our Company comprise of the following members:

Sr. No	Name, Designation, Father's Name, Address and Occupation	Age	Date of Appointment and Term	Other Directorships/Trusteeship
1.	**Mr. Wong Toon King** **Des**: Non-Executive Chairman **Fathers Name:** Mr. Wong Tai Tong **Add:** 5, Caldecott Close Singapore, 299113. **Occ:** Business **DIN:** Applied for	40	March 5, 2004 (Non-Retiring Director)	1) SilkRoute Holdings Pte. Limited 2) SilkRoute Ventures Pte. Limited 3) Whois.com Pte. Limited 4) The Happy People Co. Pte. Limited 5) CA Carlifornia Pte. Limited 6) Z Fencing Pte. Limited 7) Z Sports Group Pte. Limited 8) Z Fencing International Pte Ltd 9) Aramis Fencing Equipe Pte. Limited 10) Kindergolf Pte Limited 11) Sentosa Cove Pte Limited 12) MediaCorp Pte Limited 13) Singapore Sports School Pte. Limited 14) MAE & Partners (Sole Proprietorship firm)
2.	**Mr. Sridharan Sivan** **Des**: Managing Director **Fathers Name:** Mr. R. Sivan **Add:** 4, Bharati Nagar, First Street, T. Nagar, Chennai 600 017 **Occ:** Business **DIN:** 00872558	40	July 14, 2006 Term**:** 3 Years	1) TAKE Solutions Pte. Limited 2) TAKE Inc. 3) Towell-TAKE L.L.C. 4) TAKE United Sdn Bhd
3.	**Mr. Ram Yeleswarapu** **Des**: Non-Executive and Non- Independent Director **Fathers Name:** Mr. Krishnamurthy Yeleswarupu **Add:** 37, Elmara Drive, Bridgewater, New Jersey 08807 USA **Occ:** Business **DIN:** Applied for	40	June 22, 2005 (To retire by rotation)	1) TAKE Solutions Inc. 2) TAKE Solutions Pte. Ltd. 3) Applied Clinical Intelligence
4.	**Mr. Harikesavanallur Ramani Srinivasan** **Des**: Non-Executive and Non- Independent Director **Fathers Name:** Mr. H.S. Ramani **Add:** 72, Venkatakrishna Road, Raja Annamalai Puram, Chennai 600 028 **Occ:** Business **DIN:** 00130277	43	June 6, 2006 (To retire by rotation)	1) Aakanksha Management Consultancy and Holdings Private Limited 2) Aasheesha Hospitality Services & Holdings Private Limited 3) Cross Creek Channel Investments Advisors Private Limited 4) Nexge Technologies Private Limited 5) SICAL Logistics Limited 6) TAKE Solutions GmbH, Switzerland 7) TAKE Solutions Pte. Limited
5.	**Mr. Devaki Venkataraman Ravi** **Des**: Non-Executive and Non- Independent Director **Fathers Name:** Devaki Venkatasubbaiah Venkataraman **Add:** B3E, Regal Palm Gardens, Cee Dee Apartments, Velachery Tambaram Road, Velachery, Chennai 600 042. **Occ:** Business **DIN:** 00171603	42	June 6, 2006 (To retire by rotation)	1) DRP Consultants Private Limited 2) Cross Creek Channel Investments Advisors Private Limited 3) Sriram Financial Services Holding Private Limited 4) Shriram Enterprises Holdings Private Limited 5) Shriram Insurance Holdings Private Limited 6) Shriram Holdings (Madras) Private Limited 7) Shriram Center for Learning Private Limited 8) TAKE Solutions Pte. Limited, Singapore 9) Applied Clinical Intelligence LLC, USA 10) Shriram Ownership Trust (Trustee) 11) Shriram General Insurance Company Private Limited

				12) Shriram Fortune Solutions Limited 13) Shriram Industrial Holdings Private Limited 14) TAKE Solutions GmbH, Switzerland
6.	**Mr. Rangasami Seshadri** **Des**: Whole-time Director **Fathers Name:** Mr. S. Rangasami **Add:** Flat C, Anandam Apartments, Door No. 4, New No. 7, Second Street, East Abhiram Puram, Chennai 600 004. **Occ:** Business **DIN:** 00197586	50	Since Incorporation Term: 3 years	NIL
7.	**Prof. Ganesan Raghuram** **Des**: Independent Director **Fathers Name:** Mr. S. Ganesan **Add:** No. 401, Iima Campus, Vastrapur, Ahmedabad, Gujurat 380 015. **Occ:** Business **DIN:** 01099026	51	October 15, 2001 (To retire by rotation)	1) Alcock Ashdown Gujarat Limited 2) Sequel Logistics Private Limited 3) India Infrastructure Finance Company Ltd.
8.	**Mr. Rangasamy Sundara Rajan** **Des:** Independent Director **Fathers Name:** Mr. Rangswamy **Add:** 30A, Davis Road, Cooke Town, Bangalore 560 084 **Occ:** Business **DIN:** 00034615	59	September 28, 2005 (To retire by rotation)	1) Sriram Financial Services Holding Private Limited 2) Manipal Acunova Private Limited 3) Shriram EPC Limited 4) Asia Cyrocell Private Limited 5) Namo Technology Ventures India Private Limited 6) Shriram Enterprises Holdings Private Limited 7) Quest India Fund (Trustee) Quantum Medpro Solutions Private Limited 8) Visionary RCM Infotech India Private Limited 9) Rambal Limited 10) Shriram Fortune Solutions Limited 11) Shriram Asset Management Company Limited
9.	**Mr. Dodballapur Achuta Rao Prasanna** **Des:** Independent Director **Fathers Name:** Mr. D.S. Achuta Rao **Add:** 6/3, Casa Laguna, Gangadhar Chetty Street, Ulsoor, Bangalore 560 042 **Occ:** Business **DIN:** 00253371	58	March 22, 2006 (To Retire by rotation)	1) Shasun Chemicals and Drugs Limited 2) Manipal Acunova Private Limited 3) Acunova Life Sciences Inc. USA 4) Acunova Life Sciences Limited, UK 5) Centre for Policy Research (Trustee) 6) Manipal Foundation (Trustee) 7) TAPAI Management Institute Trust (Trustee) 8) Shriram Ownership Trust (Trustee)
10.	**Mr. Narayanan Kumar** **Des:** Independent Director **Fathers Name:** Mr. K.S. Narayanan **Add:** No.1, George Avenue, Chennai 600018 **Occ:** Business **DIN:** 00007848	57	December 2, 2006	1) Bharti Airtel Limited 2) Entertainment Network (India) Limited 3) Ennore Port Limited 4) The India Cements Limited 5) MRF Limited 6) Indchem Software Technologies Limited 7) SilkRoute Indchem Limited 8) eG Innovations Private Limited 9) eG Innovations Pte. Limited 10) Young Soft Private Limited 11) Madhura Kumar Properties Private Limited 12) N Kumar Investment Holdings Private Limited 13) Cubbon Road Properties Private Limited 14) Times Innovative Media Private Limited 15) Nani Palkhivala Arbitration Centre (Sec. 25 company) 16) Madhuram Narayanan Centre for Exceptional Children (Trustee) 17) Madras Cricket Club (Sec. 25 company)

Brief Details of the Directors of our Company

Mr. Wong Toon King*,* 40 years, is the Non-Executive Chairman of our Company. He graduated from the Massachusetts Institute of Technology (MIT), USA with a Bachelor of Science Degree in Computer Science and Engineering. Mr. Wong provides the strategy and vision for our global operations and foray in international markets. A serial entrepreneur, Mr. Wong has Co-founded E-Commerce service companies. He is the recipient of business and leadership awards. In 2001, he received the prestigious Global Leaders for Tomorrow award by the World Economic Forum given to outstanding young businessman and entrepreneurs worldwide. He was also awarded Singapore youth award for Entrepeneurship award for entrepreneurship, the highest national award by the Singapore government for youth and many such awards.

Rangasami Seshadri, ***Whole-time Director,*** *50 years, Mr.* Seshadri is a co-founder of our Company. He spearheads the SCM BPO and FSI BPO functions of our Company. Constantly pushing back the boundaries, he evaluates new trends in technology. Thereby enabling us to lead and shape technology in this space.

Earlier, Mr. Seshadri headed the operations of SembCorp Logistics (India). He was part of the initial team that set up SembCorp in India in 1995. He has also done yeoman service in State Bank of India and corporate like TVS Group, Shaw Wallace and the Shriram Group.

Mr. Seshadri is a qualified Cost Accountant and Company Secretary and is a Graduate of Commerce and also a certified trainer.

Professor G. Raghuram, 51, years is one the Independent Director's of our Company. He is a Ph.D from Northwestern University, Kellogg Graduate School of Management, USA and an MBA from IIM, Ahmedabad. He completed his B.Tech in Electrical Engineering at IIT, Chennai. He has taught in institutions like IIMA, Tulane University, USA and Kellogg Graduate School of Management, USA and other business schools. His areas of expertise include Supply Chain and Logistics Management, Infrastructure and Services Management, Transportation Policy and Systems Analysis, and Operations Research and Management. He has served as consultant for 53 organizations in India and abroad.

He is also co-editor of three books: 'Shipping Management Cases and Concepts' (1998), 'Infrastructure Development and Financing: Towards a Public-Private Partnership (1999), and 'Logistics and Supply Chain Management: Cases and Concepts' (2000). He is currently Chairperson or Member of numerous Boards and Government Committees dealing with Infrastructure and Logistics.

Mr. Rangaswamy Sundara Rajan, 59 years, is an Independent Director on the Board of our Company. Mr. Rangaswamy Sundara Rajan is a mechanical engineer from the Jadhavpur University, Calcutta, and has done his MBA from IIM, Ahmedabad. Mr. Rangaswamy Sundara Rajan has a rich experience of over 30 years in the pharmaceutical industry. Mr. Sundara Rajan was the Executive Vice President-Strategic Business Planning of Matrix Laboratories Limited. He is currently Advisor to Shriram Group of Companies, Chennai.

Mr. Dodballapur Achuta Rao Prasanna, 58 years*,* is an Independent Director on the Board of our Company. Mr. Prasanna was a founding member of the Wipro team that initiated Wipro GE's entry to IT. He developed the global business for GE Medical leveraging India competitiveness. As Executive Chairman of Manipal Group, his focus has been on developing a research thrust for the group. He has worked in global leadership positions in GE and was Vice Chairman of Wipro.

He currently leads Confederation of Indian Industry, an industry taskforce, for making Bangalore a Health Destination. He is a member of the Board of Directors of Shasun Chemicals and Drugs Ltd. and also serves on the Board of Center for Policy Research, India's Think Tank on.

Mr. Prasanna is an alumnus of IIM Ahmedabad & GE Global Business Leadership Program at Crotonville.

Mr. Narayanan Kumar, 57 years, is an Electronic and Communications Engineer from the College of Engineering (Anna University) Chennai. He is the Vice-Chairman of the Sanmar Group. He is the Honorary Counsul General of Greece in Chennai. He is also the Honorary Business Representative of the International Enterprise Singapore (formerly Singapore Trade Development Board).

As a spokesman of Industry and Trade, Mr. Kumar is an ex-president of the CII. Mr. Kumar has public interest going beyond the confines of corporate industrial management in health, social welfare, education and sports. One special area where Mr. Kumar and the Sanmar group are involved is a centre for Exceptional Children called the Madhuran Narayanan Centre and the group runs a number of educational institutions.

For details of our Promoter Directors, please see the section on "Our Promoters" beginning on page 129 *of this RHP.*

Borrowing Powers of the Directors

Pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, the Company has been authorized to borrow from banks, funding institutions such sums of monies in excess of its paid-up capital and reserves, provided, however, such borrowings from banks and funding institutions together with the existing borrowings, if any, shall not exceed INR 3,000 Million*.* The Board of Directors have been authorized by the shareholders, by passing a Special Resolution at the EGM held on June 21, 2006, to exercise such powers to borrow such sums of monies for the purposes of the Company from banks and funding institutions for amounts not exceeding INR 3,000 Million.

Similarly, pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, the Company has been authorized by the shareholders, by passing a Special Resolution at the EGM held on June 21, 2006, to effect sale/Lease out/ disposal of part/or whole or substantially whole of the undertaking/s in order to securities the said proposed borrowing from Bank/s, Funding Institution/s, as may be required from time to time. The Board of Directors have been empowered to effect the sale/lease out/ or disposal thereof of whole/or substantially the whole of the undertaking of the Company.

Compensation paid to our Managing Director and Whole-Time Directors

Mr. Sridharan Sivan – Managing Director

As meeting of our Board held on July 14, 2006, on recommendation by the Remuneration Committee, the Board has revised the terms and conditions of appointment of Mr. Sivan Shridharan, Managing Director and appointed him for a term of three years w.e.f. April 1, 2006 to March 31, 2008. In terms of the Agreement with our Company he shall be paid a basic salary of Rs. 135,000 per month, furnished accommodation, reimbursement of fuel and maintenance expenses of the car, medical allowances & benefits, leave travel benefits for self and family in terms of the provisions of the Companies Act, 1956. The Agreement with the Managing Director does not provide for any benefits upon termination.

Mr. Rangasami Seshadri

As meeting of our Board held on July 14, 2006, on recommendation by the Remuneration Committee, the Board has revised the terms and conditions of appointment of Mr. Rangasami Seshadri Whole-time Director and appointed him for a term of three years w.e.f. April 1, 2006 to March 31, 2008. In terms of the Agreement he shall be paid a basic salary of Rs. 90,000 per month, furnished accommodation, reimbursement of fuel and maintenance expenses of the car, medical allowances & benefits, leave travel benefits for self and family in terms of the provisions of the Companies Act, 1956.

The Special Resolution for the appointment of the Managing Director and Wholetime Director was passed at the EGM of our Company held on March 31, 2005.

Except as stated above, we have not entered into any service contracts with any of the directors of our Company for providing benefits upon termination of employment.

Corporate Governance

The provisions of the listing agreements to be entered into with the Stock Exchanges with respect to corporate governance become applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges We have complied with the corporate governance code in accordance with Clause 49 of the Listing Agreement (as applicable) toincluding with respect to the appointment of Independent Directors to the Board and the constitution of the various committees of the Board viz. Audit Committee, the Shareholder's/ Investors Grievances-cum-Share Transfer Committee and Remuneration Committee. Currently our board has ten Directors, of which the Chairman of the Board is a non-executive Director, and in compliance with the requirements of Clause 49 of the Listing Agreement, we have two executive Directors, three non-executive Promoter Directors and five independent directors on our Board.

Composition and provisions as to the Board and Committees

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges and applicable to all listed companies w.e.f. January 1 2006, the board of a listed company should have an optimum combination of executive and non-executive directors with not less than fifty percent (50%) of the board comprising of non-executive directors. Further at least one-third (1/3) of the board should comprise of independent directors if the chairman is non-executive and at least half of the board should be independent incase of an executive chairman. Also a director shall not be a member in more than 10 committees or act as a chairman of more than five committees across all companies in which he is a director.

Our Company comprises of ten (10) directors. Of these, five (5) are independent directors. We set out the details their position on the Board:

Board of Directors

Name of the Director	Designation
Mr. Wong Toon King	Non-Executive Chairman
Mr. Sridharan Sivan	Managing Director
Mr. Rangasami Seshadri	Whole-time Director
Mr. Ram Yeleswarapu	Non-Executive and Non-Independent Director
Mr. Harikesavanallur Ramani Srinivasan	Non- Executive and Non-Independent Director

Name of the Director	Designation
Mr. Devaki Venkataraman Ravi	Non- Executive and Non-Independent Director
Prof. G. Raghuram	Independent Director
Mr. Rangaswamy Sundara Rajan	Independent Director
Mr. Dodballapur Achuta Rao Prasanna	Independent Director
Mr. Narayanan Kumar	Independent Director

Our Board shall meet atleast four times a year, with a maximum gap of four months between any two meetings. Our Board shall play a primary role in ensuring good governance and functioning of the Company. Our Board consists of professionals from diverse fields and has vast experience in their respective areas. Our Board's, role, functions, responsibility and accountability are clearly defined. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the meeting with the permission of the Chairman. The Board guides the management in achieving its goals and creating value for all stakeholders. Apart from the matters that are statutorily required to be placed before the Board, the working of all products and verticals are placed before the Board.

Audit Committee

The Audit Committee at the Board level will act as a link between the Management, the Statutory and Internal Auditors and the Board of Directors and oversees the financial reporting process and the disclosure of financial information to ensure that the financial statements are correct sufficient and credible. Besides, Audit Committee will be authorized to exercise all such powers and roles in accordance with Section 292A and Clause 49 of the Listing Agreement. The Committee's recommendation on any matter relating to financial management shall be binding on the Board. If the Board does not agree with the recommendations, it must record the reasons thereof in the minutes of the Board Meeting and communicate the same to the Shareholders. The Committee was reconstituted in the meeting of Board of Directors held on June 6, 2006. The Committee meets every four times a year. Mr. Venkataraman Sundar, Company Secretary, acts as the Secretary to the Committee.

Composition of Audit Committee

No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Rangaswamy Sundara Rajan	Chairman	Independent - Non Executive Director
2.	Mr. Devaki Venkataraman Ravi	Member	Non-Executive and Non - Independent Director
3.	Mr. Dodballapur Achutrao Prasanna	Member	Independent - Non Executive Director

The Audit Committee has the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Role of Audit Committee includes the following:

1. Oversight of the our financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approval of payment to statutory auditors for any other services rendered by the statutory Auditors;
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
    a) Matters required that need to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956;
    b) Changes, if any, in accounting policies and practices and reasons for the same;
    c) Major accounting entries involving estimates based on the exercise of judgment by management;
    d) Significant adjustments made in the financial statements arising out of audit findings;

e) Compliance with listing and other legal requirements relating to financial statements;

f) Disclosure of any related party transactions; and

g) Qualifications in the draft audit report.

5. Reviewing, with the management, quarterly financial statements before submission to the same to the Board for its approval.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

The Audit committee reviews the following information:

1. Management Discussion and Analysis of the financial condition and results of operation;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters/letters of internal control weaknesses;
4. The appointment, removal and terms of remuneration of the Chief Internal Auditor; and
5. Use of the proceeds of the Issue by the Company.

Shareholders' / Investors Grievance – Cum – Share Transfer Committee

We have complied with the requirements of Clause 49 of the Listing Agreement to be entered into with the Stock Exchanges by constituting a Shareholders' / Investors Grievance – Cum – Share Transfer Committee in the meeting of our Board held on June 6, 2006. The Committee is to redress the complaints of the shareholders in respect of matters pertaining to transfer of shares, non-receipt of annual report, dematerialization of shares, non-receipt of declared dividend etc. Mr. Venkataraman Sundar, Company Secretary, acts as the Secretary to the Committee.

Composition of Shareholders' / Investors Grievance – Cum – Share Transfer Committee

No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Sridharan Sivan	Chairman	Managing Director
2.	Mr. Harikesavanallur Ramani Srinivasan	Member	Non-Executive and Non-Independent Director
3.	Mr. Wong Toon King	Member	Independent Director

Remuneration Committee

As a measure of Corporate Governance we have reconstituted the Remuneration Committee also in the meeting of Board of Directors held on June 6, 2006. Mr. Venkataraman Sundar, Company Secretary, acts as the Secretary to the Committee.

Composition of Remuneration Committee:

No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Dodballapur Achutrao Prasanna	Chairman	Independent Director
2.	Mr. Rangaswamy Sundara Rajan	Member	Independent Director
3.	Mr. Devaki Venkataraman Ravi	Member	Non Executive and Non- Independent Director

Our remuneration policy is driven by the success and performance of the individual employee and ous Company. We seek to attract, retain, develop and motivate a high performance workforce through our compensation programs. We follow a compensation mix of fixed pay, benefits, individual performance pay is determined by business performance and the performance of individuals measured through the annual appraisal process.

Terms of Reference

The broad terms of reference of the Committee are:

- To review the Company's remuneration policy on specific remuneration packages to executive directors including pension rights and any compensation payment while striking a balance with the interest of the Company and the shareholders.
- To approve the Annual Remuneration Plan of the Company

Compensation Committee

We have on June 21, 2006 formulated an Employee Stock Option Scheme in accordance with the SEBI (Employee Stock Option and Employee Stock Purchase Scheme) Guidelines, 1999. In terms of the Scheme the Compensation Committee has been powered to administer the Scheme. The Compensation Committee was constituted by way of a resolution in the meeting of the Board of Directors held on June 6, 2006.

Composition of Compensation Committee

No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Harikesavanallur Ramani Srinivasan	Member	Non-Executive and Non-Independent Director
2.	Mr. Rangaswamy Sundara Rajan	Member	Independent Director
3.	Mr. Wong Toon King	Member	Independent Director

Mr. Venkataraman Sundar, Company Secretary, acts as the Secretary to the Committee.

Acquistion Committee

We have on June 4, 2007 constituted an Acquisition Committee for evaluating target companies and the strategy for their acquisition by our Company.

Composition of Acquistion Committee:

No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Devaki Venkataraman Ravi	Member	Non-Executive and Non-Independent Director
2.	Mr. Rangaswamy Sundara Rajan	Member	Independent Director
3.	Mr. Narayanan Kumar	Member	Independent Director

Mr. Sivan Sridharan, Managing Director and Mr. Ram Yeleswarapu, Non-Executive and Non-Independent Director shall be the special invitees at the meetings of the Committee.

Mr. Venkataraman Sundar, Company Secretary, acts as the Secretary to the Committee.

Shareholding of Directors

None of the Directors except as set forth in the table below hold any shareholding in our Company.

Name of the Director	Nature of holding	Number of Shares	Percentage of Shareholding (%) (Pre-Issue)	Percentage of Shareholding (%)(Post-Issue)
Mr. Rangasami Seshadri	Directly	10,000	0.10	0.08

For details on the indirect shareholding of our Promoter Directors please refer to the section titled "Capital Structure of the Company" on page 16 of this Red Herring Prospectus.

Interest of Directors

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All our directors may deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of reimbursement of traveling and other incidental expenses, if any.

Except as stated above and transactions disclosed in "Related Party Transactions" beginning on page 138 of this Red Herring Prospectus, our Directors do not have any other interest in our business. Except as stated otherwise in this Red Herring Prospectus and above, we have not entered into any contract, agreement or arrangement during the preceding 2 years from the date of this Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Changes in our Directors in last three years and reasons thereof

No	Name of Director	Date of Appointment	Date of Resignation	Reasons of Change
1	Mr. Prakash Bhat	February 21, 2001	August 24, 2001	Personal
2	Mr. Ramaswamy Dhanapal	February 15, 2002	August 4, 2003	Personal
3	Mrs. Akhila Srinivasan	August 4, 2003	March 22, 2006	Personal
4	Mr. Harikesavanallur Ramani Srinivasan	Since Inception	November 11, 2004	Appointment on the Board of TAKE Pte
5	Mr. Devaki Venkataraman Ravi	September 8, 2003	March 31, 2005	Appointment on the Board of TAKE Pte
6	Mr. Harikesavanallur Ramani Srinivasan	June 6, 2006	–	
7	Mr. Devaki Venkataraman Ravi	June 6, 2006	–	
8	Mr. Chella Gowri Shankar	November 18, 2004	September 19, 2006	Personal
9	Mr. Kalyan Gopalakrishnan	January 21, 2005	September 19, 2006	Personal

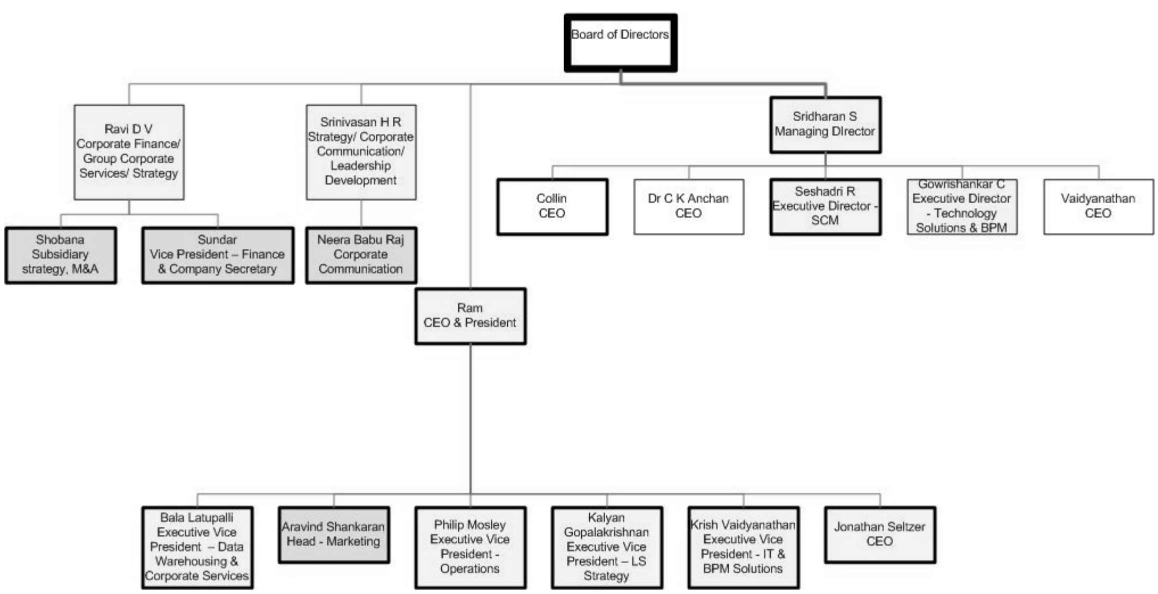
Management Organisation Chart

We have structured the organization (TAKE Group) to enhance the Entrepreneurial Spirit. The organization structuring is always a challenge to match the aspirations and goals or the individuals and the company. As regards our structure, each Subsidiary and the director responsible is provided necessary support to function as an independent entrepreneur and still be in collaborative mode with other members in the organization.

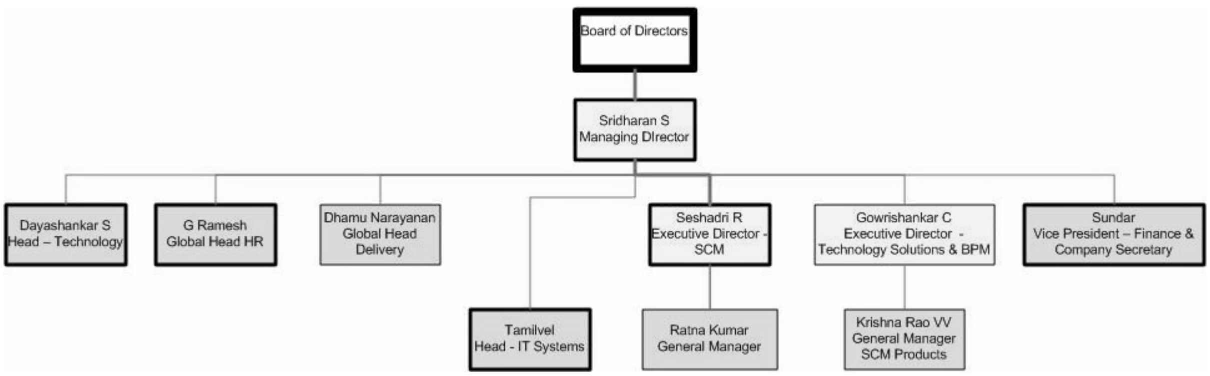
We have structured a review process which reviews and shares learning and experience of the entire organisation. Through an Executive Committee (EXCO) we assess the global operations of our Company. The structure of the EXCO is set out below:

1. EXCO meeting that happens once a month. EXCO reviews and decides on all critical operating decisions. The EXCO members are as below:

GLOBAL MANAGEMENT CHART



INDIA MANAGEMENT CHART



KEY MANAGEMENT PERSONNEL

Brief details of the Key Managerial Personnel

Mr. Chella Gowri Shankar

Mr. Chella Gowri Shankar, age 49 years, is Executive Director - Technology Solutions of our Company. He is responsible for all the technology solution offerings in the Asia Pacific region including exploring new markets and implementation of technology solutions. He is also the manufacturing manager with a deep understanding of its facets and inter-dependence on other components of the supply chain. A sound business perspective, systems approach and the ability to abstract processes to develop decision support systems are his strengths. He joined our Company on January 18, 2002 and his gross remuneration for the FY 2006-07 is Rs. 2,000,832.

Mr. Chella Gowri Shankar has worked with process industries covering Oils & Fats Refining, Solvent Extraction, Soaps & Detergents, Oleo Chemicals, Flavors & Fragrances and Neutraceuticals. He has been responsible for everything from plant engineering, project management, works management and plant design to product development. He has also had useful stints at ITC and Kancor Flavors and Extracts, a former Marico Group company. As General Manager, Technical he was responsible for implementing IT solutions and spearheading the ERP initiative of the organization.

A Chemical Engineer with postgraduate qualifications from the Indian Institute of Science, Bangalore.

Mr. Dayasankar Swaminathan – Head of Technology Division

Mr. Dayasankar, 37 years of age, has been done his Masters of Engineering (Computer Science and Engineering) from Regional Engineering College, India, heads the technology division of our Company. Apart from being responsible for all technology initiatives in our Company, he is responsible for placing our intellectual property on the BPM platform as well as for development of products in both SCM and Life Sciences space. He joined our Company on 4th April 2005 and his gross remuneration for the FY 2006-07 is Rs.2,152,188.

With more than 15 years of experience gained through working for companies like Satyam Computer Limited, Microsoft, Sutherland, HP, Mr. Dayasankar has collected expertise and technical leadership in enterprise architecture, product architecture and development. Mr. Dayasankar has also lead e-Governance Integration Architecture Framework Specification Initiative, designed a message broker based EAI (Enterprise Application Integration) engine and was actively involved in process formalization and tailoring in the product/project lifecycle. He has also developed custom architecture evaluation methodologies based on ATAM (Architecture Tradeoff Analysis Method) and SAAM (Software Architecture Analysis Method)

Mr. Dayasankar’s work on pattern testing methodology defining the scientific approach and formal methodology to validate software patterns has been published in Microsoft Patterns and Practices site.

Mr. Venkataraman Sundar - Vice President –Finance & Company Secretary

Mr. Venkataraman Sundar, 50 years of age, has done his Bachelor in Commerce from Madras University and an Associate Member of the Indian Institute of Bankers, Mumbai (C.A.I.I.B) and a Fellow Member of the Institute of Company Secretaries of India, New Delhi(FCS) and is qualified Cost Accountant. Mr. Sundar joined our Company as Vice President-Finance & Company Secretary in April, 2005 and is primarily responsible for the corporate finance, treasury functions, working capital management and the corporate secretarial & legal functions of our Company. Mr. Sundar has over 29 years of experience in corporate banking, investment banking, corporate finance, working capital management, project funding, joint venture operations, corporate secretarial and legal functions, having been associated with companies & MNCs like Ranbaxy Group, Escorts, SRF Ltd., Vysya Bank and Comcraft Group, PLC ,U.K. and St. John Freight Systems. Mr. Sundar has been involved in capital market operations in India with public issues. He has been a visiting faculty, examiner and trainer of the Institute of Company Secretaries of India. He has presented a number of Technical Papers on Capital Market, including Listing of GDRs, ADRs in overseas capital markets. The gross remuneration paid to him for the FY 2006-07 is Rs.1,585,368**.**

Mr. Aravind Sankaran, Head of Marketing

Mr. Aravind Sankaran 35 years of age, has done his Masters in Business from the Asian Institute of Management in Manila, Philippines and his Bachelors in Applied Sciences – Computer Technology from PSG College of Technology in Coimbatore, India. Mr. Aravind Sankaran joined our Company as Head of Marketing in March, 2006. Mr. Aravind’s primary helps in shorten the sales cycle. The marketing group’s activities include market research & intelligence, product/service positioning, pre-sale & post-sale support, demand generation and marketing collateral development. His gross remuneration for the FY 2006-07 is Rs.1,392,192.

Mr. Aravind has over 12 years of experience in the areas of international business development, marketing and sales in the software services and products industries. His experience spans many geographies including Asia Pacific (Singapore, Malaysia & Philippines) and over 6 years in North America (United States of America & Canada). Mr. Aravind also has a consulting background with clients in Asia Pacific including Computer Associates, Oracle and Perot Systems and with North American clients in the areas of feasibility studies, marketing plans and demand generation.

Ms. Neera Baburaj - Head of Corporate Communications

Ms. Neera, 40 years of age, has graduated in Physics from St Xavier, Ahmedabad and has done her postgraduate in Systems Management from NIIT, Mumbai. Ms. Neera heads corporate communications and public relations and is responsible for creating visibility across media, internal and external communication, organizing and managing events.

Ms. Neera joined our Company in October 2001 as a Manager of Business Development and Corporate Communications. Thereafter she shifted into the role of Manager - Human Resources, which entailed the responsibility of streamlining the complete human resources and training processes of our Company in its emergent phases. She has spearheaded various strategic Human resources initiatives within the Company. Ms. Neera is an active member of the Social Development Sub Committee of the Confederation of Indian Industries (CII) - Southern Region. Her gross remuneration for the FY 2006-07 is Rs. 857,280.

Nadathur Srinivasan Shobana - General Manager

Ms.N.S Shobana, 36 years of age, is qualified Chartered Accountant and Cost Accountant. She is also a qualified CPA from California, USA. She has 10 years of wide experience in business management. She has deep understanding on economic value add concept and was part of the EVA project in her earlier assignment with SembCorp. She was also involved in creating a unique policy for insurance for stock and cash in transit. She has been a part of our Company since inception and her gross remuneration for the FY 2006-07 is Rs.1,185,300.

Mr. Ramesh Gopal – Global Head -HR

Mr. Ramesh G, 40 years of age, holds a Masters degree in Commerce. He also holds Post Graduate qualification in Materials Management. He is specialist in Supply Chain and Organization Capability Development. He has over 19 years of experience in various organizations. Prior to our Company, his experience includes organizations like HCL, PEPSI, Inchcape. His gross remuneration for the FY 2006-07 is Rs. 1,672,188.

Mr. Dhamu Narayanan, Global Head - Delivery

Mr. Dhamu Narayanan, 42 years of age, brings over 20 years of experience, with a unique background of product management & development, business consulting, offshore outsourcing management, and business development. His core strengths are: product program and project management, global delivery model execution (offshore, offsite & onsite), process management, business development, and strategic relationship management. His key strengths in product management are building (product planning, R &D, product roadmap, marketing, customer management, P&L management, new technology solutions, building & managing delivery centers and process optimization), change management (technology transition and transformation management), relationship management (customer & internal) & mentoring across functions. He built the first offshore center in India for an Italian Bank – Gruppo Banca Sella – Sella Synergy India Pvt. Ltd., built the healthcare business unit of Satyam Computer Services, and also built one of the first BPM frameworks in Asia 2003. Under his leadership, clients have established offshore operations from strategy through steady state management with multi-cultural workforce being part of the overall team. He has recently joined us in November, 2006. His gross remuneration for the FY 2006-07 is 2,818,116.

Mr Tamilvel- Head - IT Systems

Mr. Tamilvel, 40 years of age, is a technocrat having 19 Years of experience in diverse functional area of IT. He spearheaded IT Division for Texmaco Group of companies (Indonesia) and successfully implemented ERP SCM and FSI services computerizations across country. He was actively involved in system design and development and implementations of large systems. He was working along with Infosys for their Banking product development in centralized mode and successfully deployed the same in two banks being Bank Putera and Bank Pikko in Indonesia with multilingual capability. He was responsible for setting up a datacenter in record time, along with Disaster Recovery Center. He has provided consultancy services for Madras Stock Exchange-Registrar, and ITC Printing Division, Viking group in India before his assignment in Indonesia. He finished his Bachelor Computer Science from Bharathidasan University. He joined our Company in September 2006. His gross remuneration for the FY 2006-07 is 1,192,188.

All the Key Management Personnel are permanent employees of the Company. Employees of our Subsidiaries have not been included in the above list of Key Management Personnel. None of the aforementioned key managerial personnel are related to the promoters of the Company and further do not share any family relationship amonst themselves. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person was selected as a member of senior management.

GLOBAL MANAGEMENT GROUP

Mr. Kalyan Gopalakrishnan, *Executive Vice President, Strategic Planning-TAKE Solutions Inc.*

Mr. Kalyan Gopalakrishnan, age 35 years, currently serves as Executive Vice President, Strategic Planning for in our Subsidiary TAKE Solutions Inc. - Life Sciences Division. Over the past decade, Mr. Kalyan has been a part of Clinical and Drug Safety system integration programs. His ability to intersect his domain insight with leading applied technologies is well-documented. Mr. Kalyan has architected comprehensive solutions resulting in delivering cross functional insights within drug research, clinical, and pre/post marketing phases - all while adhering to global regulatory requirements and industry standards. Mr. Kalyan in his present role at TAKE Solutions Inc. establishes and directs next generation technologies including semantic integration, service oriented architecture, and emerging data and document standards such as CDISC, HL7, and ICH. Mr. Kalyan's experience in architecting solutions that dramatically reduce the cost and complexity of information systems that support clinical research and healthcare activities is a core strength of TAKE Solutions, Inc. During Mr. Kalyan's professional consulting career, he has lead technology architecture roles at Accenture, Pfizer, Amgen and Novartis.

Mr. Kalyan has earned an Engineering degree with distinction in Electronics and Communication Engineering, after which, he participated in a multi-year research program in Network Systems at Indian Institute of Technology, Chennai

Mr. Balendra Latupalli, *Executive Vice President, Data Warehousing and Corporate Services-TAKE Solutions Inc.*

Mr. Balendra Latupalli is the Executive Vice President – Data Warehousing and Corporate Services with our Subsidiary TAKE Solutions Inc. with almost 14 years of IT experience across various Verticals. He currently heads the consulting and projects division at TAKE Solutions Inc. Mr. Balendra is responsible for identifying opportunities for domain consulting and Clinical certification of all the domain resources at TAKE Solutions Inc. Mr. Balendra was one of the founding partners at ClinMetrics Inc. He has successfully managed deployments of large-scale analytical applications across various vertical industries.

A solutions architect, Mr. Balendra has a passion for process and data modeling of real-life business situations, and is known in the bio-pharmaceutical industry for his creative abilities in crafting leading edge analytical applications. Mr. Balendra has a Masters in Computer Science degree from New York Institute of Technology, USA.

Mr. Phillip Mosely, *Executive Vice President, Operations-TAKE Solutions Inc.*

Mr. Phillip Mosely, currently serves as the Executive Vice President, Operations for our Company's Subsidiary, TAKE Solutions, Inc. - Life Sciences Division. From 1995-2006, Mr. Phillip Mosely served as President and CEO of the erstwhile OnSphere Corporation. specialized in the development and delivery of Microsoft project-based business solutions and consulting services.

In 1999, Mr. Mosely's organization developed a software product and successfully created a separate company, Report2Web. Report2Web was ultimately sold to Redwood Software, headquartered in the Netherlands. Under Mr. Phillip Mosely, in 1995 the erstwhile OnSphere Corporation received local and national recognition for employee development and revenue growth.

After joining the erstwhile OnSphere Corporation in 1992 as Vice President of Operations, Mr. Phillip Mosely was responsible for the solutions business and complete operational management of the company. Mr. Phillip Mosely designed and implemented OnSphere's solutions delivery model and the organization to support it.

Prior to joining OnSphere, Mr. Phillip Mosely founded the computer consulting firm, Excel Systems. Mr. Phillip Mosely began his career in 1985 as a software developer writing engineering and surveying software. Mr. Phillip Mosely is an undergraduate studies in Electrical Engineering are from North Carolina State University. OnSphere has recently merged with TAKE Inc.

Mr. Robert MacDougall, *Executive Vice President, Sales and Marketing-TAKE Solutions Inc.*

Mr. Robert MacDougall serves as Executive Vice President, Sales and Marketing for our Subsidiary TAKE Solutions Inc. Life Sciences - Division. Mr. Robert MacDougall is responsible for business development, sales, and marketing of its Life Sciences product and consulting services portfolio. These regulatory-compliant offerings are marketed under the OneClinical™ and PharmaReady™ brands. Mr. Robert MacDougall's team consists of sales, technical presales, marketing, and recruiting personnel serving its global markets. A key area of our competency is its use of Microsoft technology to develop custom applications to extend legacy systems to the web. Mr. Robert MacDougall has a long-standing association with Microsoft and has been recognized as a Gold Certified Partner with Microsoft for the past 10 years.

Mr. Robert MacDougall has 25 years experience in the Information Technology industry. During his 15 years with AT&T, he held senior sales and management positions within Technology Consulting and Communication Systems & Services business units. Mr. Robert MacDougall has extensive sales and management experience in both commercial and government markets. Mr. MacDougall holds a Bachelor of Science in Marketing from the University of Maryland, USA.

Mr. Krish Vaidyanathan*, Executive Vice President, Technology Solutions-TAKE Solutions Inc.*

Mr. Krish heads IT product strategy and delivery at TAKE Solutions Inc. where he is responsible for execution and delivery of our suite of software products and service solutions. Prior to the merger with TAKE Solutions, Krish was the founder and president of 4BSsoft Technology Corporation. He has 18 years of experience successfully developing and delivering IT products and services in various industries including Pharmaceutical, Biotechnology, Big 4, Insurance, Banking, Manufacturing, Retail and Supply Chain.

Mr. Krish holds a BS degree and an MBA with a major in Information Systems.

Mr. Ramakrishnan Krishnaswami - *Director & COO-Autopartsasia Limited*

Mr. Ramakrishnan, Director and COO of our Subsidiary Autopartsasia Limited,, is a graduate Mechanical Engineer from an institution under Anna University, College of Engineering Guindy, Chennai. He has over 15 years of experience in manufacturing.He has worked with organizations like Tata Motors (then known as TELCO).

He is the Director and COO of Autopartsasia Limited, our Subsidiary.

Mr. Vaidyanathan Krishnaswami – *CEO Autopartsasia Private Limite*d

Mr. Vaidyanathan, CEO Autopartsasia Private Limited*,* 42 years of age, is a Bachelor of Technology in Mechanical Engineering from Indian Institute of Technology, Chennai and a post graduate in Business Administration. He has experience of over 21 years. His experience includes organization like Tata Motors and India Piston.

Mr. Colin Fernandez *CEO- TAKE United*

Mr. Colin Fernandaz, CEO of our Subsidiary TAKE United Sdn Bhd, is a graduate in science from United States of America. He has more than 22 years of experience in management of Information Technology. He was associated with several IT initiative of Malaysian Government and was involved in projects with various ministries with Government of Malaysia.

Mr. Rudy N.G. - *Director – TAKE United*

Mr. Rudy, director of our Subsidiary TAKE United Sdn Bhd is a graduate from United Kingdom and an established expert in commerce in Malaysia. He was a merchant banker before becoming an entrepreneur and joining TAKE United. He played an important role with Commerce International Merchant Bank in Malaysia. He was one the key member of team that established Technical Stock Exchange in Malaysia (MESDEQ). He was instrumental in first few Initial Public Offerings in MESDEQ.

Dr. Anchan –*CEO- Towell TAKE*

Dr Anchan, CEO- Towell TAKE , is a Post Graduate in Commerce from Mumbai University. He is a PhD in Marketing from Bombay University. His experience of sales and marketing is spread across domain like print media, furniture, training products and it products. His experience includes organization like India Today Group, Chowugule and Godrej.

Shareholding of the Key Managerial Personnel

The shareholding of the Key Managerial Personnel of the Company is as per details below:

Sr. No	Name of the Employee	Number of Shares	% of holding (Pre-Issue)
1	Mr. Chella Gowri Shankar	5,000	0.05
2	Mr. Gopal Ramesh	2,500	0.02
3	Ms. N.S. Shobhana	2,500	0.02
4	Ms. Neera Baburaj	1,000	0.01
	Total	**13,500**	**0.14**

Bonus or Profit Sharing Plan for the Key Managerial Personnel

We have no bonus or profit sharing plan for our key managerial personnel.

Changes in Key Managerial Personnel

Following have been the changes in the key managerial personnel during the last three years:

Sr. No.	Name of Key Managerial Personnel	Date of Change	Designation	Reason
1.	Mr. A.V. Shivakumar	November 1, 2004	Chief Technical Officer	Resignation
2.	Mr. Venkataraman Sundar	April 27, 2005	Vice President Finance - Company Secretary	Appointment
3.	Mr. S. Kartikeyan	May 5, 2005	Company Secretary	Resignation
4.	Mr. Aravind Sankaran	March, 2006	Head of Marketing	Appointment
5.	Mr. P. Sekar	February 6, 2006	Head-Delivery	Resignation
6.	Ms. R. Shanthi	November 28, 2006	Head – Quality	Demise
7.	Mr. Dhamu Narayanan	November 2006	Global Head - Delivery	Appointment
8.	Mr. Tamilvel-	September 2006	Head Infrastructure	Appointment

Employees

As on June 15, 2007 we together with our Subsidiaries have a total permanent full time work force of 493 employees. Following are the number of employees in the various fields:

Sr. No.	Department	No. of Employees
1.	STPI Unit	129
2.	Non-STPI Unit	198
3.	Overseas Offices	166
	Total	493

Employee Stock Option Scheme

We have by a resolution passed by the shareholders at the EGM held on June 21, 2006 approved TAKE Employees Stock Option Scheme, 2006 (“Scheme”) under which the Company has been authorized to issue, pursuant to the options granted by it to the eligible employees in our Company and our one hundred percent Subsidiaries under the Scheme, equity shares not exceeding 600,000 having a face value of Rs. 10 each. We have formulated this Scheme with the purpose of attracting, retaining and motivating our employees as well as encouraging them to align their performances with the objectives of our Company. Stock options are also viewed as a reward by the employees by way of ownership of Equity Shares of the company.

Following are the brief terms of the Scheme:

- ✔ Under the Scheme, the Compensation Committee of the Board shall be responsible for administration and superintendence of the Scheme. The Committee is, inter alia, required to identify the eligible employees, defined to mean (a) a permanent employees who are on our payroll working in or out of India (b) a director of our Company whether wholetime director or not (c) an employee as defined in (a) or (b) of a 100% subsidiary in or out of India, or of a our holding company for the purpose of granting the options.
- ✔ The options under the Scheme are defined to mean a right but not an obligation to acquire and be allotted a share of our Company at the exercised price determined in accordance with clause 10 of the Scheme. The maximum number of options that may be granted to any participant or eligible employee will not exceed 30,000 underlying Equity Shares of our Company.
- ✔ The participating employee shall be entitled to exercise the option at the exercise price which would be at a thirty percent (30%) discount to the market price of the Equity Shares on the date of the grant of option and other terms and conditions more particularly contained in the Scheme.
- ✔ Unvested Options granted by the Company to its Employees shall be eligible of Vesting, unless the Committee decides otherwise, in accordance with the following schedule: 10% of the total options granted on the first anniversary of the grate date; 20% of the total options granted on the second anniversary of the grate date; 30% of the total options granted on the third anniversary of the grate date and the balance 40% of the total options on the fourth anniversary of the grate date.

Payment or benefit to our the employees (non salary related)

We have also implemented certain employee retention programs which can be summarized as under. The management has complete discretion over the continuation, termination and/or modification of these programs:

- ✔ Stay Pay Scheme for professional employees for the period of stay by the employee in our Company related with performance. The amount is disbursed to encourage employees to stay with our Company and continue to perform.
- ✔ Deserving employees get international exposure through deputation to our offices in US, Malaysia and Muscat.
- ✔ "Employee of the Month Reward" for exceptional performance.
- ✔ Employee Education Support Program.
- ✔ Providing test opportunities aligned to the MICROSOFT Curriculum.
- ✔ Training on new technology by Microsoft representatives.
- ✔ In house certification system on technology.
- ✔ Open House Session to receive suggestion from employees and address their concerns collectively.
- ✔ @TAKE an in-house magazine with content contributed by employees carries a section that highlights employees' achievements both with in and outside the organization.
- ✔ Innovation award for innovation / ideas contributed by employees.
- ✔ Transparent Appraisal Process that is based on defined Key Result Areas and Metrics.
- ✔ Employee Grievance Management system in place.

Accident Insurance Policy for Employees:

We have also availed for a group personnel accident insurance policy from Cholamandalam MS General Insurance Company Limited for its employees effective from August, 2006 to August, 2007. We renew this policy from time to time. The sum insured under this policy is Rs. 57.00 Million.

OUR PROMOTERS

The following are the Promoters of our Company –

A. Corporate Entities

- TAKE Solutions Pte. Limited
- Aakanksha Management Consultancy and Holdings Private Limited
- DRP Consultants Private Limited

B. Individual Promoters

- Mr. Sridharan Sivan
- Mr. Harikesavanallur Ramani Srinivasan
- Mr. Devaki Venkataraman Ravi
- Mr. Ram Yeleswarapu

For details of the direct and indirect shareholding of our Promoters in our Company, refer to the section titled "Capital Structure" in this Red Herring Prospectus.

CORPORATE ENTITIES

TAKE Solutions Pte. Limited ("TAKE Pte.")

TAKE Pte. is a Singapore based IT company having its registered office at, Cecil Street, #13-02 The Octagon, Singapore 069534. TAKE Pte. was incorporated on November 19, 2004. The issued, subscribed and paid up capital as on November 30, 2006 is SGD 7,698,907 ordinary shares SGD 1 each.

The promoters of TAKE Pte are Aakanksha Management Consultancy and Holdings Private Limited, DRP Consultants Private Limited, i StartWeb Private Limited, Esyspro Infotech Limited, Asia Global Trading (Chennai) Limited and Mr. Ram Yeleswarapu.

Objects/Business Activities The principal activities of the company are mainly in the field of advising and consulting to business and investment holding companies.

Shareholding Pattern

The shareholding pattern of as on June 15, 2007 is as follows:

Name	No. of Shares	Percentage of Equity Capital
Esyspro Infotech Limited	1,366,650	17.75%
Asia Global Trading (Chennai) Limited	1,150,000	14.94%
Aakanksha Management Consultancy and Holdings Private Limited	1,089,122	14.15%
DRP Consultants Private Limited	1,055,450	13.71%
Shriram Financial Services Holdings Private Limited	664,051	8.63%
Mr. Ram Yeleswarapu	605,843	7.87%
Mr. Balendra Latuppali	605,843	7.87%
Mr. Kalyan Gopalakrishnan	605,843	7.87%
i Start Web Limited	421,742	5.48%
Mr. Krish Vaidyanathan	134,363	1.75%
Total	**7,698,907**	**100%**

Directors

The Board of Directors of TAKE Pte. as on June 15, 2007 comprises of:

1. Mr. Sridharan Sivan
2. Mr. Ram Yeleswarapu
3. Mr. Harikesavanallur Ramani Srinivasan
4. Mr. Devaki Venkataraman Ravi
5. Mr. Krishnasamy Ravendran

Financials

(Amount in Million except per share data)

Particulars	FY 2004-2005 (for the period November 19, 2004 to March 31, 2005)		FY 2005-2006		FY 2006-2007	
	SGD	Rs.	SGD	Rs.	SGD	Rs.
Sales/Revenue	0.019	0.51	1.12	30.29	0.21	6.07
Profit/Loss after Tax	(0.034)	(0.91)	0.82	22.12	0.03	0.87
Reserves & Surplus	(0.034)	(0.91)	0.79	21.23	1.36	39.33
Equity Capital	4.93	132.47	8.24	222.52	8.24	238.30
Earnings Per Share (EPS)	Negligible	Negligible	0.10	2.87	0.01	0.29
Book Value (per share)	0.99	26.60	1.17	31.66	1.25	36.15

Note: Conversion of One Singapore Dollar (SGD) into INR has been made on the basis of monthly average conversion rates. The monthly average conversion rate for FY2004-05 is Rs.26.87, for FY 2005-06 is Rs. 26.68 and for FY 2006-07 is Rs. 28.92.Source: RBI Website

Aakanksha Management Consultancy and Holdings Private Limited ("Aakanksha")

Aakanksha is a Chennai based management consultancy company having its registered office at No. 76, Venkatakrishna Road, Raja Annamalaipuram, Chennai. Aakanksha was incorporated May 11, 2002. The company is in the business of advising firms on matters and problems relating to administration, management and other activities in relation their business. The company is also in the business of investment in securities of companies based in India and overseas. The Promoters of the Company are Mr. Harikesavanallur Ramani Srinivasan and Mrs Soumitra Srinivasan.

Objects/Business Activities

Aakanksha is in the business of providing consultancy services and act as advisor or consultant on all matters and problems relating to the administration, management and other activities of and in relation to any business, trade, commerce, industry and to acquire subscribe and hold securities by any company in India or elsewhere.

Shareholding Pattern

The shareholding pattern of as on June 15, 2007 is as follows:

Equity Share Capital

Name	No. of Equity Shares	Percentage of Equity Capital
Harikesavanallur Ramani Srinivasan	814,000	91.98
Mrs. Soumitra Srinivasan	71,000	8.02
Total	**8,85,000**	**100%**

Preference Share Capital

Name	No. of Preference Shares	Percentage of Preference Capital
Cross Creek Channel Investment Advisors Private Limited	425,000	100
Total	**4,25,000**	**100%**

Directors

The Board of Directors of Aakanksha as on June 15, 2007 comprises of:

(1) Mr. Harikesavanallur Ramani Srinivasan

(2) Mrs. Soumitra Srinivasan

Financials:

(Amount in Million except per share data)

Particulars	FY 2004-2005	FY 2005-2006	FY 2006-2007
Sales/Revenue	11.93	15.41	22.33
Profit/Loss after Tax	2.66	3.27	4.50
Reserves & Surplus	2.76	4.71	6.59
Equity Capital	1.82	8.88	8.85
Earnings Per Share (EPS)	4.39	2.50	5.08
Book Value (per share)	22.03	13.60	17.44

DRP Consultants Private Limited ("***DRP***")

DRP is a Chennai based company providing consultancy services having its registered office at B3E, Regal Palm Gardens, CEE DEE YES Apartments, Velachery Tambaram Road, Velachery, Chennai 600042. DRP was incorporated on January 25, 2005. The promoters of the company are Mr. Devaki Venkataraman Ravi and Mrs. Padma Shankari Ravi.

Objects/Business Activities

The company is providing management and software consultancy services in the field of computer software, information technology, internet portals and related ventures.

Shareholding Pattern

The shareholding pattern of as on June 15, 2007 is as follows:

Name	No. of Shares	Percentage of Equity Capital
Mr. Devaki Venkataraman Ravi	1,495,000	99.67
Mrs. Padma Shankari Ravi	5,000	0.33
Total	**15,00,000**	**100%**

Directors

The Board of Directors of DRP as on June 15, 2007 comprises of:

(1) Mr. Devaki Venkataraman Ravi

(2) Mrs. Padma Shankari Ravi

Financials:

(Amount in Million except per share data)

Particulars	FY 2004-2005	FY 2005-2006	FY 2006-2007
Sales/Revenue	0.27	1.71	32.66
Profit/Loss after Tax	0.004	0.04	0.04
Reserves & Surplus	0.10	15.15	0.30
Equity Capital	0.1	15.00	15.00
Earnings Per Share (EPS)	0.48	0.02	0.25
Book Value (per share)	10.48	10.10	10.26

We confirm that the Permanent Account Number, Bank Account Numbers, Company Identification Numbers and name of the ROC of the Promoters have been submitted to the BSE and NSE at the time of filing this Red Herring Prospectus with them.

INDIVIDUAL PROMOTERS

Mr. Sridharan Sivan

Mr. Sridharan Sivan, 40 years, is the Managing Director of our Company and is directly responsible for its Asia Pacific operations. Mr. Sridharan has graduated from PSG College of Technology, Coimbatore in the year 1989 with a BE degree in Electrical & Electronics. He has been an entrepreneur right through his career. Mr. Sridharan has over seventeen years of experience in the IT industry. His experience varies from Business development, Technology and strategic planning. He started Megatrends Limited in 1990 as an IT infrastructure company. In the year 1996 he promoted Surf India Web Limited and built it into a web services company. Surf India was one of the first India specific search engine portal. He then formed i Start Web Limited in the year 2000. and created the platform for a Real time enterprise solution. iStartWeb Private Limited then created a software product by the name Blue Yentra which went forward to become the first truly integrated BPM framework. This product is now known as Take RTE after its integration with our Company.

Passport No.: F6349368

Voter ID: NA

Driving License No: NA

DIN: 00872558

Mr. Harikesavanallur Ramani Srinivasan

Mr. Harikesavanallur Ramani Srinivasan, 43, is the prime founder of our Company. As Vice-Chairman & Vision Holder of our Company, Mr. Srinivasan plays a pivotal role in the evaluation of new initiatives, mergers & acquisitions and business lines that will enable the TAKE Group to emerge as a global player. His rich experience in the logistics and SCM industry enables him to nurture dynamic leadership in the organization. In his twenty years of experience, Mr. Srinivasan has demonstrated enterprise in the logistics discipline through sustained performance and innovation. Prior to promoting our Company, he was the Managing Director, South Asia at SembCorp Logistics Limited. Mr. Srinivasan is on the board of a number of companies spanning across industries viz. technology, logistics & SCM and financial services. He was also instrumental in technology investments of Temasek Holdings. Mr. Srinivasan has been very active with the Confederation of Indian Industry (CII) having served at both the State and Regional councils levels. He is one of the key members on the CII National Committee on logistics and also an advisory board member of the CII Institute of Logistics.

Mr. Srinivasan holds an MBA and is also a Mathematics graduate from the Rajasthan University, India.

Passport No.: F8360345

Voter ID: LWN1326859

Driving License No: R/TN/07X/001313/2004

DIN:00130277

Mr. Devaki Venkataraman Ravi

Mr. Devaki Venkataraman Ravi, age, 42, is a Director and Co-Founder of our Company. He heads the global finance and corporate services functions of our Company. He has over nineteen years of experience. His areas of expertise are strategic planning, business process re-engineering, organizational change management. Prior to TAKE, he was the Country Vice President of the Shriram Group's truck finance entities in charge of investment servicing, IT and corporate services functions. Mr. Ravi is on the board of various Shriram Group companies and continues to provide strategic inputs to the Shriram Group. Mr. Ravi is a commerce graduate from Bangalore University and a post graduate in Management from the Institute of Rural Management, Anand.

Passport No.: E0421594

Voter ID: EZZ3006962

Driving License No: C/TN/007/022032/2004

DIN:00171603

Mr. Ram Yeleswarapu

Mr. Ram Yeleswarapu, age 40, is the President and Chief Executive Officer of TAKE Solutions, Inc. the wholly owned Subsidiary of our Company in the USA. Operating from its U.S. Headquarters in Princeton, New Jersey, Mr. Ram has full responsibility for US of our Company. Throughout his career, Mr. Ram has experience in the bio-pharmaceutical arena with life sciences expertise in the areas of adverse experience reporting on post-marketed drugs as well as sales and marketing analytics and commercial enterprise applications for pharmaceutical companies.

In the late 1990's, Mr. Ram established operations in the U.S. working for Merck, Parke-Davis, and Amgen. In 2000, Mr. Ram formed an IT consulting firm where his vision to build a world-class data warehousing and business intelligence practice for the bio-pharmaceutical and insurance industries began to unfold. Mr. Ram's consulting practice soon expanded to generate ideas on building product lines and professional services to support the demand for an expansive regulatory-compliant life sciences product portfolio.

Mr. Ram holds an Engineering degree from the Indian Institute of Technology, Chennai.

Passport No.: 096479093 Philadelphia USA

Voter ID: NA

Driving License No: NA

DIN: Applied for

We confirm that the Permanent Account Number, Bank Account Number, Passport Number and company registration number of the Promoters, where applicable, have been submitted to the BSE and NSE at the time of filing this Red Herring Prospectus with them.

Common Pursuits and Interest of the Promoters

Except as stated in the Related Party Information on page no. 138 of this Red Herring Prospectus, to the extent of reimbursement of expenses incurred or normal remuneration or benefits and their shareholding in the Company as stated in the section titled "Capital Structure of the Company" on the page 16 of this Red Herring Prospectus., the Promoters of the Company have no interest in the business of the Company.

There are no common pursuits between our Promoters and us, or any of the Promoter Group entities/companies. There are no companies with which our Promoters have disassociated themselves in the last three years.

None of our Promoter Group companies/entities are presently listed on any stock exchange, or have made any public or rights issues in the preceding three years.

None of our Promoter Group companies/entities are a sick company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 or are under winding up or have any BIFR proceedings initiated against them.

Ventures of Promoters

The following are the ventures of the Promoters:

Ventures of the Promoters	Name of the Promoter
Aakanksha Management Consultancy and Holdings Private Limited	Mr. Harikesavanallur Ramani Srinivasan
DRP Consultants Private Limited	Mr. Devaki Venkataraman Ravi
I StartWeb Private Limited	Mr. Sridharan Sivan

Payment or benefit to Promoters

There is no payment or benefit to be given to the promoters of the Company other than being a shareholder of the Company.

OUR PROMOTER GROUP

Our Promoter Group consists of the following:

NAME	RELATIONSHIP
Individual Promoters/Promoter Group	
Mr. Harikesavanallur Ramani Srinivasan	
Mr. H.S. Ramani	Father
Mrs. Sulochana Ramani	Mother
Mrs. Soumithra Srinivasan	Wife
Ms. Aakanksha Srinivasan	Daughter
Ms. Aasheesha Srinivasan	Daughter
Ms. Koushalya Madhavan	Sister
Ms. Soumya Vinod	Sister
Mrs. Vidya Sailesh Patni	Sister
Mr. Sridharan Sivan	
Mrs. Jaya Bharti	Mother
Mrs. Shanthi Sridharan	Wife
Ms. Sushindri Sridharan	Daughter
Ms. Shivanthika Sridharan	Daughter
Mr. Srikanth Sivan	Brother
Mrs. Sridevi	Sister
Mr. Devaki Venkataraman Ravi	
Mr. D.V. Venkataraman	Father
Mrs. D.V. Mathuram	Mother
Mrs. Padma Shankari Ravi	Wife
Mr.Praveen D. Ravi	Son
Mr. Pradeep D. Ravi	Son
Mr. D.V. Prasad	Brother
Mrs. Uma Prasad	Sister
Mr. Ram Yeleswarapu	
Mr. Krishnamurthy Yeleswarapu	Father
Mrs. Lakshmi Yeleswarapu	Mother
Mrs. Sunita Yeleswarapu	Wife
Mr. Abhishek Yeleswarapu	Son
Ms. Divya Yeleswarapu	Daughter
Mr. Subrahmanyan Yeleswarapu	Brother
Mr. Rao Yeleswarapu	Brother
Mr. Balendra Latupalli	
Mr. Kalyan Gopalakrishnan	
Mr. Krish Vaidyanathan	
Corporate Promoters/Promoter Group	
TAKE Solutions Pte. Limited	
Aakanksha Management Consultancy and Holdings Private Limited	
DRP Consultants Private Limited	
iStart Web Private Limited	
Esyspro Infotech LimitedAsia Global Trading (Chennai) Private Limited	

iStartWeb Private Limited (*i Startweb*)

iStartweb is a Chennai based IT company having its registered at 102, Mahalingapuram High Road, Nungambakkam, Chennai 600034. iStartweb was incorporated on September 18, 2002. iStartweb was originally incorporated as a public limited company and has been recently converted to a private limited company as a result of a change in its shareholding pattern. The Company is engaged in the business of providing IT services in the fields of applications software and internet services. The Promoters of iStartweb are Mr. Sridharan Sivan and Mrs Shanthi Sridharan.

Objects/Business Activities

The company is in the business of providing information technology services in the fields of applications software and internet services.

Shareholding Pattern

The shareholding pattern of as on June 15, 2007 is as follows:

Name of Equity Shareholders	No. of Equity Shares	Percentage of Equity Capital
Mr. Sridharan Sivan	951,960	100.00
Mrs. Shanthi Sridharan	10	Negligible
Mrs. R. Indumathi	10	Negligible
Mr. Rama Subramanian	10	Negligible
Mr. Ramesh Babu	10	Negligible
Total	**952,000**	**100%**

Directors

The Board of Directors of iStartweb as on June 15, 2007 comprises of:

(1) Mrs. Shanthi Sridharan

(2) Mr. Ranjit Kumar

(3) Mr. K. Ramasubramanium

(4) Mr. J. S. Shankar

(5) Mr. Gururaj Krishnan

(6) Mr. Sundar Kanan

Financials:

(Amount in Million except per share data)

Particulars	FY 2003-2004	FY 2004-2005	FY 2005-2006
Sales/Revenue	Nil	Nil	3.50
Profit/Loss after Tax	(1.68)	(1.96)	1.04
Reserves & Surplus	12.38	10.42	11.46
Equity Capital	17.52	17.52	17.52
Earnings Per Share (EPS)	(0.96)	(1.12)	0.59
Book Value (per share)	7.07	5.95	6.54

Esyspro Infotech Limited ("Esyspro")

Esyspro is a Chennai based IT company having its registered at No.4, Lady Desika Road, Mylapore, Chennai 600004. Esyspro was incorporated in the year December 3, 1999. The company was issued a Fresh Certificate of Incorporation dated August 24, 2002 consequent on change of name on conversion to a public limited company by the ROC, Chennai. The promoters of the Esyspro are Mr. N. Venkateswaran and Mr. M. Narayanan.

Objects/Business Activities

Esyspro is in the business of acting as management consultants offering comprehensive services of every nature including technical, financial, taxation, commercial, operational, managerial, personnel, marketing, quality control and computers services to large, medium and small business enterprises in India and abroad and businesses relating to research, development and dealing in analogue and digital and other computer hardware and software.

Shareholding Pattern

The shareholding pattern of as on June 15, 2007 is as follows:

Name	No. of Shares	Percentage of Equity Capital
Mr. K. Parthasarathy	10	Negligible
Mr. A. Meenashankar	10	Negligible
Mr. Sean Pereira	10	Negligible
Mr. V.T. Sudarshan	10	Negligible
Mr. G.J.R. Krishnan	249,990	12.50
Mrs. Rajalakshmi Jayaraman	249,990	12.50
Mr. N. Venkateswaran	249,990	12.50
Mr. R. Shankar	249,990	12.50
Mr. M. Narayanan	250,000	12.50
Mr. R.Raghavan	250,000	12.50
Mrs. Sahaya Merlin	250,000	12.50
Ms. B. Bhuvaneswari	250,000	12.50
Total	20,00,000	100%

Directors

The Board of Directors of Esyspro as on June 15, 2007 comprises of:

1. Mr. S. Venkatakrishnan
2. R. Shankar
3. Mr. S. Venkateswaran
4. Mr. Nanda Kishore

Financials:

(Amount in Millions except per share data)

Particulars	FY 2003-2004	FY 2004-2005	FY 2005-2006
Sales/Revenue	14.40	Nil	Nil
Profit/Loss after Tax	0.68	(0.01)	(0.05)
Reserves & Surplus	(0.75)	(0.75)	(0.81)
Equity Capital	10.00	10.00	20.00
Earnings Per Share (EPS)	0.67	(0.01)	(0.03)
Book Value (per share)	9.25	9.25	9.60

Asia Global Trading (Chennai) Private Limited ("AGT")

AGT is a Chennai based trading company having its registered office at 2nd Floor, Mookambika Complex, 4, Lady Desika Road, Mylapore, Chennai 600004. The company was incorporated on August 9, 2000. The authorised share capital of the company is Rs. 20 Million. The promoters of AGT are Mrs Akhila Srinivasan and Mr. Umesh G. Revankar.

Objects/Business Activities

AGT is in the business of exporting traditional and non-traditional goods and to provide engineering skills, specialist manpower and technical expertise including all categories of professionals.

Shareholding Pattern

The shareholding pattern of as on June 15, 2007 is as follows:

Name	No. of Shares	Percentage of Equity Capital
Akhila Srinivasan	100	Negligible
Umesh G. Revankar	100	Negligible
G.J.R. Krishnan	19,60,000	100%
Total	**19,60,200**	**100%**

Directors

The Board of Directors of AGT as on June 15, 2007 comprises of:

1. Mr. Umesh G. Revankar
2. Mr. Mani
3. Mrs. Akhila Srinivasan

Financials:

(Amount in Millions except per share data)

Particulars	FY 2003-2004	FY 2004-2005	FY 2005-2006
Sales/Revenue	Nil	Nil	Nil
Profit/Loss after Tax	(0.05)	0.05	0.06
Reserves & Surplus	(1.38)	(0.98)	(18.45)
Equity Capital	0.10	0.44	19.94
Earnings Per Share (EPS)	(4.55)	(4.43)	(6.27)
Book Value (per share)	(91.96)	(96.40)	9.41

Except as stated under the "Related Party Transactions" on page 138 of this Red Herring Prospectus, none of the ventures of our Promoter/ Promoter Group constituents have any business interests in our Company.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, see the section titled " Financial Statements of our Company" on page 140 of this Red Herring Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends on equity shares of our Company will be recommended by the Board of Directors after considering a number of factors, including but not limited to the profits earned by our Company, capital requirements and overall financial condition. Our Company has not paid any dividend since the date of incorporation of the Company.

FINANCIAL STATEMENTS OF OUR COMPANY

Auditor's Report

To
The Board of Directors
TAKE Solutions Limited
No.76, Venkatakrishna Road
RajaAnnamalai puram
Chennai – 600 028.

Dear Sirs,

Re: Public Issue of Equity Shares of TAKE Solutions Limited

We have examined the Consolidated Financial Information of TAKE Solutions Limited (the Group) annexed to this report, which have been prepared in accordance with the requirements of:

a. Paragraph B (1) of Part II of Schedule II to The Companies Act, 1956 ('the Act')

b. The Securities Exchange Board of India (Disclosure and Investor Protection) Guidelines 2000 ('the Guidelines') issued by the Securities Exchange Board of India ('SEBI') in pursuance of section 11 of Securities Exchange Board of India Act, 1992

Financial information

1. The Consolidated Financial Information referred to above, relating to assets and liabilities and profits and losses of the Company is contained in the following Annexures to this report:

   a) Annexure I contains the Summary Statement of Consolidated Assets and Liabilities, as restated, as at March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and March 31, 2003.

   b) Annexure II contains the Summary Statement of Profits and losses as restated for the years ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and for the 14 months period ended March 31, 2003.

   c) Annexure III contains the Consolidated cash flow statement for the year ended March 31, 2007.

   d) Annexure IV Contains the notes on the adjustments made in the Summary Consolidated Statements.

   e) The summary of significant accounting policies adopted by the company together with the notes on consolidated accounts are enclosed to Annexure V to this report.

Other Financial information

2. Other financial information relating to TAKE Solutions Ltd. prepared by the Company is attached in Annexure VI to XII to this report:

   a) Details of Secured Loans (consolidated) as appearing in Annexure VI to the report.

   b) Details of Unsecured Loans (consolidated) as appearing in Annexure VII to the report.

   c) Details of Sundry Debtors (consolidated) as appearing in Annexure VIII to the report.

   d) Details of Loans and Advances (consolidated) as appearing in Annexure IX to the report.

   e) Accounting ratios (consolidated) based on the restated profits relating to Earnings Per Share, Net Asset Value and Return On Net-Worth is enclosed in Annexure X.

   f) Details of Investments (consolidated) as appearing in Annexure XI.

   g) Details of Other Income (consolidated) as appearing in Annexure XII.

3. We have examined, as appropriate, the financial information contained in the aforesaid annexures and are to state that:

   a) The financial information, prepared by the company, is based on the audited Consolidated Financial Statements of the company for the years ended March 31, 2007 and March 31, 2006 and in respect of the Years/ Periods Ended March 31, 2005, March 31, 2004 and March 31, 2003 the same has been prepared based on the audited Financials of the Holding Company and it's Subsidiaries.

b) The financial information is arrived at after making the adjustments, as in our opinion, are appropriate in the year to which they related as stated in Annexure IV.

4. In our opinion, the Consolidated Financial Information of the company as attached to this report, read with the significant accounting policies and notes on accounts and other notes contained in the aforesaid Annexures, has been prepared in accordance with Part II of Schedule II of the Act and the Guidelines issued by SEBI.

5. This report is intended solely for your information and for the inclusion in the Offer Document in connection with the issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Sundar Srini & Sridhar
Chartered Accountants

S. Sridhar
Partner
Membership No: 25504

Chennai

Dated: June 4, 2007

Annexure – I:

Summary Statement of Consolidated Assets and Liabilities of TAKE Solutions Limited (The Group) as restated as at

(Rs. in millions)

Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003
A. Fixed Assets					
Gross Block	85.49	63.75	31.34	17.56	15.29
Less: Depreciation	35.71	26.23	4.91	5.71	3.56
Net Block	**49.78**	**37.52**	**26.43**	**11.85**	**11.73**
B. Software Product Development	**201.51**	**103.31**	**3.00**	**9.80**	**19.07**
C. Goodwill on Consolidation	**223.31**	**179.43**	**0.05**	**0.00**	**0.13**
D. Investments	**7.73**	**7.73**	**6.72**	**6.72**	**0.05**
E. Deferred Tax Assets	**0.55**	**0.00**	**0.00**	**9.85**	**11.11**
F. Current Assets, Loans and Advances					
Sundry Debtors	784.88	370.02	93.45	54.94	23.95
Cash & Bank Balances	1209.07	118.28	32.43	2.74	2.89
Other Current Assets	14.50	18.53	6.58	5.94	2.61
Loans & Advances	85.61	70.48	26.14	39.45	22.96
	2094.06	**577.31**	**158.6**	**103.07**	**52.41**
G. Liabilities and Provisions					
Secured Loans	1326.31	238.61	0.72	6.41	1.60
Unsecured Loans	58.64	168.2	8.74	1.59	1.52
Deferred Tax Liabilities	38.05	19.21	3.49	0.00	0.00
Current Liabilities & Provisions	276.16	154.34	43.82	24.27	16.27
	1699.16	**580.36**	**56.77**	**32.27**	**19.39**
H. Net Worth (A+B+C+D+E+F-G)	**877.79**	**324.94**	**138.03**	**109.02**	**75.11**
I. Represented by					
1. Share Capital					
Equity Share Capital	93.70	90.00	71.08	71.08	38.00
Preference Share capital	49.11	44.06	0.00	0.00	0.00
2. Share Capital Suspense Account	0.00	0.00	0.00	0.00	12.08
3. Share Application Money	0.00	0.00	0.00	0.00	9.90
4. Reserves & Surplus	704.81	166.32	61.25	32.61	15.35
5. Minority Interest	37.82	24.59	5.79	5.49	0.00
	885.44	**324.97**	**138.12**	**109.18**	**75.33**
J. Miscellaneous expenditure to the extent not written off	7.65	0.03	0.09	0.16	0.22
K. P& L Account –Debit Balance					
L. Net Worth (I-J-K)	**877.79**	**324.94**	**138.03**	**109.02**	**75.11**

Annexure – II:

Summary Statement of Consolidated Profit and Loss of TAKE Solutions Limited (The Group) as restated for the year/ period ended

(Rs. in millions)

Particulars		31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003 (01.02.02 to 31.03.03)
A.	**Income**					
	1. Revenues	1821.62	478.08	277.58	134.88	63.42
	2. Other Income	6.67	3.81	3.44	1.13	0.66
	Total	**1828.29**	**481.89**	**281.02**	**136.01**	**64.08**
B.	**Expenses**					
	1. Employee Cost	359.91	86.84	42.67	36.24	17.55
	2. Operation & Other Expenses	1001.57	235.25	183.46	82.32	55.95
	3. Interest	34.19	2.53	0.40	0.53	0.27
	Total	**1395.67**	**324.62**	**226.53**	**119.09**	**73.77**
C.	**Net Profit/(Loss) before Amortization, Depreciation & Tax**	**432.63**	**157.27**	**54.49**	**16.92**	**-9.69**
	(i) Product Development Expenses written off	41.42	9.58	6.80	9.47	7.10
	(ii) Depreciation	10.23	2.78	1.74	1.38	0.72
D.	**Net Profit/(Loss) before Tax**	380.98	144.91	45.95	6.07	-17.51
	(iii) Taxation					
	- Current Tax	31.04	19.83	3.63	0.32	0.00
	- Deferred Tax	18.29	15.72	13.35	1.26	-8.26
	- Fringe Benefit Tax	1.23	1.20	0.00	0.00	0.00
E.	**Net Profit/ (Loss) before Minority interest and extra-ordinary items (C - i-ii-iii)**	**330.42**	**108.16**	**28.97**	**4.49**	**-9.25**
	Less: Minority Interest	14.05	11.77	0.3	0.01	0.00
	Extra-Ordinary items (net of Tax)	0.00	0.00	0.00	0.00	0.00
F.	**Net Profit / (Loss) after extra Ordinary items**	**316.37**	**96.39**	**28.67**	**4.48**	**-9.25**
G.	**Debit balance of Profit and Loss Account of erstwhile company on merger**	**0.00**	**0.00**	**0.00**	**0.00**	**-1.32**
H.	**Short/(Excess) provision in respect of Income Tax for earlier years**	**0.76**	**0.36**	**0.00**	**0.00**	**0.00**
I.	**Net profit / (Loss) as stated (F+G-H)**	**315.61**	**96.03**	**28.67**	**4.48**	**-10.57**
J.	**Tax provision – Restated**	**0.76**	**0.36**	**-0.76**	**0.00**	**-0.36**
K.	**Net Profit / (Loss) as restated. (H + I)**	**316.37**	**96.39**	**27.91**	**4.48**	**-10.93**

Annexure III

Statement of Consolidated Cash Flow of TAKE Solutions Limited (The Group), as restated for the Year ended

(Rs. in millions)

Particulars		**31st March 2007**
A)	**CASH FLOW FROM OPERATING ACTIVITIES**	
	NET PROFIT/ (LOSS) BEFORE TAX	380.98
	Adjustments for	
	Depreciation	10.23
	Interest Expenses	34.19
	(Profit)/Loss on Sale of Fixed Assets	0.14
	Provision for Gratuity, Compensated absences & Other benefits	2.80
	Foreign Exchange Adjustments- Loss/ (Gain)	5.37
	Preliminary expenses written off	0.03
	Product Development Expenses written off	41.42
	Bad Debts	2.23
	Advances & Miscellaneous Write Offs	1.40
	Operating Profit before working Capital Changes	**478.79**
	(Increase)/Decrease in Current Assets other than cash & cash equivalents	-439.64
	Increase/ (Decrease) in Current Liabilities	87.38
	Cash flow from/ (used in) Operations	126.53
	Interest-Working Capital Loans	-5.12
	Direct Taxes paid	-1.39
	NET CASH FLOW FROM OPERATING ACTIVITIES	**120.02**
B)	**CASH FLOW FROM INVESTING ACTIVITIES**	
	Purchase of Fixed Assets – Net	-22.64
	Product Development Expenses	-139.62
	Decrease in Share of Minority Interest	-0.82
	Goodwill on Investment in Equity Shares in Subsidiary Companies	-43.88
	NET CASH USED IN INVESTING ACTIVITIES	**-206.96**
C)	**CASH FLOW FROM FINANCING ACTIVITIES**	
	Proceeds from Issue of Share Capital	236.30
	Proceeds from Long term Borrowings	1,087.71
	Share Issue Expenses	-7.65
	Repayment of Long term Borrowings	-109.56
	Interest- Long Term Loans	-29.07
	NET CASH FLOW FROM FINANCING ACTIVITIES	**1,177.73**
	Net Decrease in Cash & Cash equivalents	1,090.79
	Add: Cash and Cash equivalent as at the beginning of the period	118.28
	Cash & Cash equivalent as at the end of the period	1,209.07

Annexure – IV

Notes on adjustments made in the Summary Statements Consolidated of TAKE Solutions Limited (The Group), as restated

The effect of short /excess provisions for taxation arising as a result of subsequent completion of Income Tax Assessments for the earlier years have been restated in the respective years in the summary statements

(Rs in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003 (01.02.02 to 31.03.03)**
Net Profit/ (Loss) as per I of Annexure II	315.61	96.03	28.67	4.48	-10.57
Short/(Excess) provision of Income Tax in respect of earlier years	0.76	0.36	-0.76	0.00	-0.36
Net Profit/ (Loss) as restated	**316.37**	**96.39**	**27.91**	**4.48**	**-10.93**

Annexure V

Notes to Consolidated Accounts for the Year ended 31st March, 2007

1. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of TAKE Solutions Limited and its subsidiaries (The Group) are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956.

The Consolidated Cash Flow Statement was not prepared for the previous year in line with transitional provision of Accounting Standard 21 on Consolidated Financial Statements issued by The Institute of Chartered Accountants of India and hence the same was not presented in the Consolidated Cash Flow Statement prepared for the year ended March 31, 2007.

The significant accounting policies adopted by the Group are detailed below:

1.1 Principles of consolidation

The financial statements of the subsidiary companies used in for consolidation are drawn up to the same reporting date as of the company.

The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the company and its subsidiary companies have been combined on a line–by-line basis by adding together like items of assets, liabilities, income and expenses. All material inter company transactions, balances and unrealized surpluses and deficits on transactions between group companies are eliminated. Consistency in adoption of accounting policies among all group companies is ensured to the extent practicable. Separate disclosure is made for minority interests.

b) The excess of cost to the company of its investments in subsidiary companies over its share of equity of the subsidiary companies at the dates on which the investments in subsidiary companies are made, is recognized as 'Goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment, is in excess of cost of investment of the company, it is recognized as 'Capital Reserve' in the consolidated financial statements.

c) Minority interest in the net assets of consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investment.

d) Exchange difference resulting from the difference due to translation of foreign currency assets and liabilities in subsidiaries is disclosed as foreign currency translation reserve.

1.2 Use of estimates

The preparation of the financial statements in conformity with the GAAP requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Examples of such estimates include provision for income tax and useful life of the assets.

1.3 Significant Accounting policies:

The significant accounting policies pertaining to the principal business segments of the company are set out below and the other policies have been detailed in the standalone financial statements. The accounting policies have been consistently applied by the Company and are consistent with those used during the previous year

1.4 Revenue Recognition

Software & Consultancy Revenue

The Contracts between the Company and its customers are either time and material contracts or fixed price contracts.

Revenue from fixed-price contracts is recognized according to the milestones achieved as specified in the contracts on the proportionate-completion method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which such changes are identified.

Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

In respect of time and material contract, revenue is recognized in the period in which the services are provided.

Revenue from product sale and licensing arrangements are recognized on delivery and installation.

Supply Chain Management Revenue:

Revenues from Supply Chain Management Services are recognized according to the terms of the contract with the clients on the Proportionate Completion Method based on the work completed.

Revenue from Manufacturing Activity

Sales are recognized when invoices are raised and are accounted net of trade discounts, rebates, sales tax and excise duties.

Other Incomes

Other incomes are recognized on an accrual basis.

1.5 Software Product Development Cost

Internally developed software products are valued based on costs directly attributable to the development of such software and allocated indirect cost and they are capitalised individually once their technical feasibility is established in accordance with the requirements of Accounting Standard 26, 'Intangible Asset' issued by Institute of Chartered Accountants of India.

Expenses incurred during research phase till the establishment of commercial feasibility is charged off to Profit and Loss Account.

Products capitalised are being amortized over a period of three to five years from the launch date and the unamortised product costs as at Balance Sheet date are shown under Assets separately**.**

1.6 Foreign Currency Transactions / Translation Reserve

All monetary items denominated in foreign currency are reflected at the rates prevailing on the Balance sheet date.

Income and Expenditure items involving foreign exchange are translated at the exchange rate prevailing on the dates of transaction.

Exchange differences, if any, arising on account of fluctuations in foreign exchange have been duly reflected in the Profit & Loss Account except in respect of acquisition of fixed assets.

For the purposes of consolidation the operations of overseas subsidiaries are considered as non-integral in nature and accordingly their assets and liabilities of non-Indian subsidiaries are translated at the period-end exchange rate and income and expenditure items are translated at the average rates during the period. The resultant translation adjustment is reflected as a separate component of Shareholders' funds as 'Foreign currency translation reserve'. Upon dissolution/ disposal of non-Indian subsidiary, the balance in Foreign currency translation reserve in relation to that subsidiary will be transferred to Profit & Loss Account.

1.7 Depreciation (Amount in 000's)

Depreciation is provided on a pro-rata basis on the Straight Line Method (SLM) over the estimated useful lives of the assets determined as follows:

Computers and purchased software	3-7 years
Furnitures Fixtures and Equipments	5-10 years
Automobiles	3-9 years
Leasehold improvements	Period of Lease

However in one of the subsidiaries, Autoparts Asia Private Limited, depreciation has been provided on the Written down Value (WDV) at the rates prescribed under the Companies Act, 1956. The impact of this difference in the depreciation method followed by the subsidiary on the consolidated financial statement for the period would be overstatement of consolidated profit by Rs. 233 (Nil).

1.8 Taxation

Tax expenses comprising of both current tax and deferred tax are included in determining the net results for the period.

Deferred tax reflects the effect of timing differences between the assets and liabilities recognized for financial reporting purposes and the amounts that are recognized for current tax purposes. As a matter of prudence deferred tax assets are recognised and carried forward only to the extent, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Current tax is determined based on the provisions of the Income Tax Act of the respective countries.

1.9 Subsidiary Company Particulars

Name of the Subsidiary	Proportion of ownership interest as at March 31, 2007	Country of incorporation	Effective date of consolidation for new acquisitions
TAKE Solutions Inc. (Controlled Directly and Indirectly through one of the subsidiaries)	100%	USA	
Autoparts Asia Private Ltd	58%	India	
TAKE United SDN.BHD (formerly known as Millenium Business Solutions(M) SDN .BHD)	100%	Malaysia	97.5% holding w.e.f 29th March 2006 and balance w.e.f 29th December 2006.
Towell TAKE Solutions LLC	51%	Muscat	w.e.f 11th September 2006.
CMNK Investment Consultancy and Services Private Limited	100%	India	w.e.f 16th March 2007

1.10 Segment Reporting

The company has identified business segments as its primary segment and geographic segments as its secondary segment.

The business segments of the company are Software Products & Services, Supply Chain Management and Manufacturing. Geographic segments of the Company are Asia Pacific Region and United States of America.

Revenue and expense directly attributable to the segments are disclosed under each reportable segment. All other expenses, which are not attributable or allocable to the segments, have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable to the segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

SEGMENT REPORTING

PRIMARY SEGMENT INFORMATION

	BUSINESS SEGMENT			Rs in 000's
Particulars	**Supply Chain Management**	**Software Products & Services**	**Manufacturing**	**Total**
REVENUE	235,202	1,353,063	233,356	1,821,621
	(186,050)	(295,841)	-	(481,891)
RESULT				
Segment Result	11,463	426,753	12,657	450,873
	(13,021)	(134,421)	-	(147,442)
Unallocated Corporate Income				6,670
Unallocated Corporate Expenses				42,380
Operating profit				415,163
				(147,442)
Interest Expenses				34,189
				(2,530)
Income Taxes				51,312
				(36,741)
Net Profit before minority interest				329,662
				(108,171)
Minority Interest				14,048
				(11,775)
Net Profit				315,614
				(96,396)
OTHER INFORMATION				
Segment Assets	55,966	2,096,414	67,447	2,219,827
	(44,488)	(576,356)	(37,284)	(658,128)
Unallocated Corporate Assets				364,769
				(252,463)
Total Assets				2,584,596
				(910,591)
Segment Liabilities	28,649	155,873	55,464	239,986
	(19,377)	(265,831)	(30,843)	(316,051)
Unallocated Corporate Liabilities				1,496,991
				(288,900)
Total Liabilities				1,736,977
				(604,951)
Depreciation				10,231
				(2,778)
Amortization other than depreciation				(41,420)
				(9,590)

SECONDARY SEGMENT INFORMATION

(Rs. in 000's)

GEOGRAPHIC SEGMENT	
Region	**Segment Revenue**
Asia Pacific	1,042,602 (287,685)
USA	779,019 (194,206)

1.11 Related party Disclosure for the year ended 31st March, 2007

List of Related Parties
Holding Company
TAKE Solutions Pte. Limited, Singapore
Key Management Personnel
1. Mr. S. Sridharan, Managing Director
2. Mr. R. Sesahdri, Executive & Wholetime Director
3. Mr. C. Gowri Shankar, Executive & Wholetime Director (Since Resigned as Director in July 06)

Transactions with Related Parties for the Financial Year 2006-07 (2005-06) (Amount in Rs.'000)

Particulars	Holding Company	Subsidiary Companies*	Key Management Personnel	Related/ Associated Parties
Managerial Remuneration			5,548	
			(5,597)	
Advances Written off		902		480
		(Nil)		(Nil)
Investments Written Off		2,421		
		(Nil)		
Loans/Advances Given/Received				
Closing Balances (Debit)	(116)			
	(112)			

* The Written off amounts indicate amount Advanced to and Investment made in the erstwhile wholly owned subsidiary TAKE Solutions Gulf W.L.L.

Transactions with Related Parties for the Financial year 2004-05 (Amount in Rs.'000)

Particulars	Holding Company	Subsidiary Companies*	Key Management Personnel	Related/ Associated Parties
Managerial Remuneration		4,631		
Advances Written off	Nil	Nil		
Investments Written Off	Nil			
Loans/Advances Given/Received				
Closing Balances (Debit)	73			

1.12 Leases **(Amount in Rs. '000)**

A) The Company has acquired assets under hire purchase.

a) Finance Charge recognized in the Profit & Loss Account–Rs.1,795 (Rs. 1,356)

b) Future minimum lease payment

Up to One year Rs. 5,180 (Rs. 5,278)

One to Five years Rs. 11,656 (Rs. 16,836)

Above 5 years Rs. Nil (Rs.Nil)

c) Amount representing interest Rs. 5,825 (Rs. 7,619)

d) Present value of future minimum lease payments

Up to One year Rs 4,390 (Rs. 4,801)

One to Five years Rs 7,541 (Rs 10,111)

B) Obligation under Non-cancellable operating lease:

Particulars	**As at March 31, 2007**	**As at March 31, 2006**
Not later than one year	12,467	14,885
Later than one year but not later than five years	24,597	39,153
Later than five years	Nil	Nil

Total rent expenses for all leases amounted to Rs. 16,640 (5,999) for the year ended 31.03.2007

1.13 Earnings Per Share

Particulars	**For the Year ended 31.03.2007**	**For the Year ended 31.03.2006**
Basic	**Equivalent No. of Shares**	**Equivalent No. of Shares**
1. Opening No. of Shares	9,000,000	7,108,400
2. Closing No. of Shares	9,370,000	9,000,000
3. Weighted Average No. of Shares	9,030,833	8,886,005
4. Profit Available for Equity Share Holders (Rs.' 000)	315,614	96,396
5. **EPS** (in Rs.)	**34.95**	**10.85**

1.14 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities:

Guarantees given by company's Bankers as at 31.03.2007- Rs. 200 (Nil)

Guarantees given by the related party as at 31.03.2007 – Rs. 721 (Nil)

Annexure – VI

Statement of Secured Loans (Consolidated) of TAKE Solutions Limited, as restated, as at

(Rs. in millions)

Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003
1. Loans on Hire Purchase basis	16.84	22.72	0.00	0.5	31.10
2. Working Capital/ Term Loan Secured against Hypothecation of Stock & book debts and /or Fixed Assets	1,309.47	215.89	0.72	5.88	0.50
Total	**1,326.31**	**238.61**	**0.72**	**6.41**	**1.60**

Details of terms and conditions of Secured Loans of TAKE Solutions Limited (Consolidated) outstanding as at 31st March, 2007

(Rs. in millions)

Sl. No.	Facility	Name of the Lendor	Amount Outstanding as at 31.03.2007	Security	Repayment Schedule	Rate of Interest
1	Hire Purchase Loan	Shriram Transport Finance Company Limited	16.84	Computers and Computer peripherals	HP for 5 Years	18.00%
2	Car Loan	HDFC BANK	0.20	Vehicles	HP for 3 years	6.00 %- flat
3	PCFC Loan	ICICI	4.53	Secured by charge on Current Assets & Investements in Mutual Funds	Within 180 days	7.00 %
4	Working Capital Demand Loan	HDFC Bank Limited	10.00	Hypothecation of Stock & Book Debts	Revolving credit- Maximum of 6 months per tenor	12.00%
5	Working Capital Demand Loan	HSBC Bank Ltd.	50.00	Hypothecation of Stock & Book Debts	Revolving credit- Maximum of 3 months per tenor	11.30%
6	Working Capital Demand Loan	Yes Bank Limited	48.80	Hypothecation of Stock & Book Debts	Revolving credit- Maximum of 6 months per tenor	7.36%
7	Working Capital – Overdraft	HDFC Bank Limited	4.03	Hypothecation of Stock & Book Debts	Payable on demand	10.50%
8	Term Loan	Yes Bank Limited	5.00	Secured by building under construction at MEPZ & Corporate Guarantee by TAKE Solutions Limited	Repayment in 60 equal monthly installments	15.50%
9	Term Loan	Yes Bank Limited	200.00	Charge on Fixed Assets & Hypothecation of Stock & Debtors	1 year moratorium- Repayment in 36 equal monthly instalments	13.75%
10	Term Loan	Yes Bank Limited	185.00	Secured against Movable Fixed Assets & Current Assets	18 months moratorium- Repayment in 18 equal monthly instalments	14.20%
11	Line of Credit	PNC Bank, America	0.04	Secured Against Current Assets	Payable on demand	6.50 APR
12	Line of Credit	The Bank of America, America	1.87	Secured Against Current Assets	Payable on demand	10.75 APR
13	Term Loan	DSP Merrill Lynch Capital Limited	800.00	Secured against collaterals offered by holding company	9 months moratorium- Repayment in 10 equal quarterly instalments	13.50%
		TOTAL	**1,326.31**			

Annexure – VII

Statement of Unsecured Loans (Consolidated) of TAKE Solutions Limited, as restated, as at

(Rs. in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Loans from Promoters/ Group Companies	-	77.02	-	-	-
Loan from others	-	-	8.74	1.59	1.52
Liability on acquisitions*	58.64	91.18	-	-	-
Total	**58.64**	**168.20**	**8.74**	**1.59**	**1.52**

***** Being the deferred amount payable to the minority share holders of fellow subsidiary companies of TAKE Solutions Inc., as part of the acquisition agreement.

Details of terms and conditions of Unsecured Loans from Promoters/ Group Companies outstanding as at 31st March, 2007

Sl. No.	**Borrower Entity**	**Name of the Lendor**	**Amount Outstanding as at 31.03.2007**	**Can it be recalled any time**	**Repayment Schedule**	**Rate of Interest**
			NIL			

Annexure VIII

Statement of Sundry Debtors (Consolidated) of TAKE Solutions Limited, as restated, as at

(Rs. in millions)

PARTICULARS	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Debts outstanding for a period exceeding six months Unsecured- Considered Good	47.72	16.65	29.43	22.46	3.62
Other Debts					
Unsecured- Considered Good	737.16	353.37	64.02	32.48	20.33
Total	**784.88**	**370.02**	**93.45**	**54.94**	**23.95**
Of the above Debts due from Beneficiaries related to Promoters or Directors	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

Annexure – IX

Statement of Loans and advances (Consolidated) of TAKE Solutions Limited, as restated, as at (Rs. in millions)

PARTICULARS	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Unsecured, considered good Loans & Advances recoverable in cash or in kind	58.19	41.45	8.67	33.52	21.35
Other Receivables	10.96	9.95	5.31	1.97	0.91
Deposits	16.46	19.08	12.16	3.96	0.70
Total	**85.61**	**70.48**	**26.14**	**39.45**	**22.96**
Of the above amount due from Beneficiaries related to Promoters or Directors	0.12	6.56	5.31	1.97	0.00

Annexure – X

Statement of Accounting Ratios (Consolidated) of TAKE Solutions Limited, as restated for the year / period ended

Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003 (1.02.02 to 31.03.03)
1. Net Profit / (Loss) before Exordinary Items– (Rs,in millions)	316.37	96.39	28.67	4.48	-10.93
2. Extra-Ordinary Items	0.00	0.00	0.00	0.00	0.00
3. Net Profit / (Loss) after Exordinary Items– (Rs,in millions)	316.37	96.39	28.67	4.48	-10.93
4. Earnings Per Share (in Rs)	35.03	10.85	3.23	0.78	Negative
5. Return On Net worth-%	36.04%	29.67%	20.77%	4.11%	Negative
6. Net Asset Value per equity share(in Rs)	88.44	31.6	15.53	18.86	24.04

Notes:

1. The Earning per share has been computed on the basis of the adjusted profits and losses of the respective years/ periods drawn after considering the impact of accounting policy changes and material adjustments, but before adjustment of extra-ordinary items of income. The denominator considered for the purpose of calculating Earnings per Share is the weighted average number of Equity Shares outstanding during the year/ period.
2. The return on net worth has been computed by dividing profit after tax and excluding extraordinary items by Net Worth.
3. Net Asset Value per Equity share represents Net Worth minus Preference Capital, as restated divided by the number of Equity shares outstanding at the end of the period.

Annexure – XI

Details of Investments (Consolidated) of TAKE Solutions Limited as restated, as at

(Rs. in millions)

Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003
In shares (Unquoted)	0.03	0.03	6.60	6.60	0.05
Mutual Funds	7.70	7.70	-	-	-
Others	-	-	0.12	0.12	
Total	7.73	7.73	6.72	6.72	0.05

Annexure – XII

Details of other income (Consolidated) of TAKE Solutions Limited as restated as at

Other Income (net of all related expenses) does not exceed 10% of Total Income or 20% of Net Profit before tax and hence no disclosure is made on other income.

(Rs. In Millions)

Particulars	Years/Periods ending				
	31st Mar 2007	31st Mar 2006	31st Mar 2005	31st Mar 2004	31st Mar 2003
Total Income	1828.29	481.89	281.02	136.00	64.08
Net Profit Before Tax	380.97	144.91	45.95	6.07	-17.50
Other Income	6.67	3.81	3.44	1.13	0.66
Other income as % of Total Income	0.36%	0.79%	1.22%	0.83%	1.03%
Other income as % of Net Profit Before Tax	1.75%	2.63%	7.46%	18.62%	-3.77%

Auditor's Report

To
The Board of Directors
M/s. TAKE Solutions Limited
No.76, Venkatakrishna Road
RajaAnnamalai Puram
Chennai – 600 028.

Dear Sirs,

Re: Public Issue of Equity Shares of TAKE Solutions Limited

We have examined the Standalone financial information of **TAKE Solutions Limited** (the Company) annexed to this report, which have been prepared in accordance with the requirements of:

a. Paragraph B (1) of Part II of Schedule II to The Companies Act, 1956 ('the Act')

b. The Securities Exchange Board of India (Disclosure and Investor Protection) Guidelines 2000 ('the Guidelines') issued by the Securities Exchange Board of India ('SEBI') in pursuance of Section 11 of Securities Exchange Board of India Act, 1992.

Financial information

1. The Stand alone financial information referred to above, relating to assets and liabilities, profits and losses and cash flows of the company is contained in the following Annexures to this report:

   (a) Annexure I contains the Summary Statement of Assets and Liabilities, as restated as at March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and March 31, 2003.

   (b) Annexure II contains the Summary Statement of Profits and losses as restated for the years ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and for the 14 months period ended March 31, 2003.

   (c) Annexure III contains the Summary Statement of Cash flows, as restated for the years ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and for the 14 months period ended March 31, 2003.

   (d) The Notes on adjustments made in the summary Statements are enclosed in Annexure IV

   (e) The summary of significant accounting policies adopted by the company together with the notes on accounts are enclosed in Annexure V to this report.

Other Financial information

2. Other financial information relating to TAKE Solutions Ltd. prepared by the company is attached in Annexure VI to XV to this report:

   a. Details of Secured Loans as appearing in Annexure VI to the report.

   b. Details of Unsecured Loans as appearing in Annexure VII to the report.

   c. Details of Investments as appearing in Annexure VIII to the report.

   d. Details of Sundry Debtors as appearing in Annexure IX to the report

   e. Details of Loans and Advances as appearing in Annexure X to the report.

   f. Accounting ratios based on the restated profits relating to Earnings Per Share, Net Asset Value and Return On Net Worth is enclosed in Annexure XI.

   g. Capitalisation Statement as at March 31, 2007 is enclosed in Annexure XII.

   h. Tax Shelter Statement is enclosed in Annexure XIII.

   i. Details of Other Income as appearing in Annexure XIV

   j. Details of Dividends as appearing in Annexure XV

3. We have examined, as appropriate, the financial information contained in the aforesaid annexures and are to state that:

   a) The financial information, prepared by the company, is based on the financial statements of the company for the years/ periods ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and March 31, 2003 audited by us and adopted by the Board of Directors/Members for those respective years.

   b) The financial information is arrived at after making the adjustments as in our opinion are appropriate in the year to which they related as detailed in Annexure IV to this Report.

4. In our opinion, the financial information of the company as attached to this report, read with the significant accounting policies and notes on accounts and other notes contained in the aforesaid Annexures, has been prepared in accordance with Part II of Schedule II of the Act and the Guidelines issued by SEBI.

5. This report is intended solely for your information and for the inclusion in the Offer Document in connection with the issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Sundar Srini & Sridhar
Chartered Accountants

S. Sridhar
Partner
Membership No: 25504

Chennai

Dated: June 4, 2007

Annexure – I:

Summary Statement of Assets and Liabilities of TAKE Solutions Limited, as restated as at

(Rs. in millions)

Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003
A. Fixed Assets					
Gross Block	34.17	30.19	28.69	15.05	15.29
Less: Depreciation	8.58	5.72	3.35	4.35	3.56
Net Block	25.59	24.47	25.34	10.70	11.73
B. Capitalised Software Product Cost	**106.90**	**53.76**	**3.00**	**9.80**	**19.07**
C. Investments	**974.79**	**245.32**	**3.43**	**1.01**	**0.14**
D. Deferred Tax Assets	**0.55**	**0.00**	**0.00**	**9.85**	**11.11**
E. Current Assets, Loans and Advances					
Sundry Debtors	212.61	151.96	73.38	43.23	23.95
Cash & Bank Balances	136.28	26.03	31.71	1.73	2.89
Other Current Assets	0.92	8.26	4.43	3.49	6.67
Loans & Advances	63.29	47.16	26.08	39.45	18.93
	413.10	**233.41**	**135.60**	**87.90**	**52.44**
F. Liabilities and Provisions					
Secured Loans	814.67	232.12	0.29	1.02	1.60
Unsecured Loans	0.00	0.00	7.25	0.00	1.52
Deferred Tax Liabilities	38.01	19.21	3.49	0.00	0.00
Current Liabilities & Provisions	80.01	49.35	28.18	19.48	16.25
	932.69	**300.68**	**39.21**	**20.50**	**19.37**
G. Net Worth (A+B+C+D+E-F)	**588.24**	**256.28**	**128.16**	**98.76**	**75.12**
H. Represented by					
1. Share Capital					
Equity Share Capital	93.70	90.00	71.08	71.08	38.00
Preference Share Capital	49.11	44.06	0.00	0.00	0.00
2. Share Capital Suspense Account	0.00	0.00	0.00	0.00	12.08
3. Share Application Money	0.00	0.00	0.00	0.00	9.90
4. Reserves & Surplus	453.08	122.25	57.17	44.24	36.26
	595.89	**256.31**	**128.25**	**115.32**	**96.24**
I. Miscellaneous Expenditure (not written off)	7.65	0.03	0.09	0.16	0.22
J. P& L Account –Debit Balance	0.00	0.00	0.00	16.40	20.90
K. Net Worth (H-I-J)	**588.24**	**256.28**	**128.16**	**98.76**	**75.12**

Annexure - II

Summary Statement of Profits and Losses of TAKE Solutions Limited, as restated for the Year/Period ended

(Rs. in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003 (1.02.02 to 31.03.03)**
A. Income					
1. Revenues	572.88	367.63	239.40	131.20	63.42
2. Other Income	0.78	3.75	3.39	1.13	0.66
Total	**573.66**	**371.38**	**242.79**	**132.33**	**64.08**
B. Expenses					
1. Employee Cost	63.30	48.29	37.68	35.48	17.55
2. Operation & Other Expenses	320.20	229.33	150.1	79.63	55.95
3. Interest	33.54	2.52	0.4	0.32	0.26
Total	**417.04**	**280.14**	**188.18**	**115.43**	**73.76**
C. Net Profit/(Loss) before Amortization, Depreciation & Tax	**156.62**	**91.24**	**54.61**	**16.9**	**-9.68**
(i) Product Development Expenses written off	25.54	7.89	6.8	9.47	7.1
(ii) Depreciation	2.92	2.59	1.54	1.35	0.72
D. Net Profit/(Loss) before Tax	128.16	80.76	46.27	6.08	-17.5
(iii) Taxation					
- Current Tax	4.90	5.2	3.6	0.32	0.00
- Deferred Tax	18.26	15.72	13.35	1.26	-8.26
- Fringe Benefit Tax	1.10	1.2	0.00	0.00	0.00
E. Net Profit / (Loss) before extra-ordinary items(C - i-ii-iii)	**103.90**	**58.64**	**29.32**	**4.50**	**-9.24**
Extra-Ordinary items (net of Tax)	0.00	0.00	0.00	0.00	0.00
F. Net Profit/ (Loss) after extra Ordinary items	**103.90**	**58.64**	**29.32**	**4.50**	**-9.24**
G. Short/(Excess)provision in respect of Income Tax for earlier years	**-0.62**	**-0.36**	**0.00**	**0.00**	**0.00**
H. Net profit / (Loss) as stated	**103.28**	**58.28**	**29.32**	**4.50**	**-9.24**
I. Profit and Loss balance transfer due to –Merger of Milleenium Infocomm Limited	**0.00**	**0.00**	**0.00**	**0.00**	**1.32**
J. Net Profit / (Loss) (H-I)	**103.28**	**58.28**	**29.32**	**4.50**	**-10.56**
K. Tax provision restated	**0.62**	**0.36**	**-0.62**	**0.00**	**-0.36**
L. Net profit/ (loss) as restated	**103.90**	**58.64**	**28.70**	**4.50**	**-10.92**

Annexure – III

Statement of cash flows of TAKE Solutions Limited, as restated for the year / period ended

(Rs. in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003 (1.02.02 to 31.03.03)**
A) CASH FLOW FROM OPERATING ACTIVITIES					
NET PROFIT/ (LOSS) BEFORE TAX	128.16	80.75	46.27	6.08	-17.50
Adjustments for					
Depreciation	2.92	2.59	1.54	1.35	0.72
Interest paid	33.54	2.53	0.40	0.32	0.26
(Profit)/Loss on Sale of Fixed Assets	0.08	0.63	0.31	-0.81	0.01
(Profit)/Loss on Sale of Investments	2.42	-2.87	0.00	0.00	0.00
Provision for Gratuity,Compensated absence&other Benefits	1.83	0.90	0.36	0.50	0.13
(Net) Foreign Exchange Loss / (Gain)	4.90	0.20	1.85	0.26	0.03
Preliminary expenses written off	0.03	0.06	0.16	0.06	0.07
Bad Debts	2.23	1.36	0.03	0.00	0.00
Product Expenses Written off	25.54	7.89	6.80	9.47	7.10
Miscellaneous Expenses	1.40	0.35	3.77	0.20	0.28
Operating Profit before working Capital Changes	**203.05**	**94.39**	**61.49**	**17.43**	**-8.90**
(Increase)/Decrease in Current Assets	-77.97	-87.68	-44.06	-47.48	-49.72
Increase in Current Liabilities	23.03	15.11	4.87	3.22	13.73
Cash flow from/ (used in) Operations	148.11	21.82	22.30	-26.83	-44.89
Interest-Working Capital Loans	-5.12	-1.17			
Direct Taxes paid	-0.83	-2.98	0.00	0.00	0.00
NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES	**142.16**	**18.84**	**22.30**	**-26.83**	**-44.89**
B) CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets-Net	-4.12	-2.30	-6.50	0.24	-11.40
Product Development	-78.67	-58.65	0.00	-0.20	-21.22
Investment in Subsidiary Companies	-731.90	-242.81	-2.42	-0.96	-0.14
Sale of Investments	0.00	1.41	0.00	0.00	0.00
NET CASH USED IN INVESTING ACTIVITIES	**-814.69**	**-302.35**	**-8.92**	**-0.92**	**-32.76**
C) CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from Issue of Share Capital	236.30	69.78	0.00	29.00	76.23
Proceeds from Long term Borrowings	582.55	305.02	90.15	0.49	91.33
Share Issue Expenses	-7.65				
Repayment of Long term Borrowings	0.00	-94.66	-73.17	-2.59	-89.23
Interest paid	-28.42	-1.14	-0.38	-0.31	-0.25

NET CASH FLOW FROM FINANCING ACTIVITIES	**782.78**	**277.83**	**16.60**	**26.59**	**78.08**
Net Decrease in Cash & Cash equivalents	110.25	-5.68	29.98	-1.16	0.43
Add: Cash and Cash equivalent as at the beginning of the year/period	26.03	31.71	1.73	2.89	2.46
Cash & Cash equivalent as at the end of the year/ period	136.28	26.03	31.71	1.73	2.89

Annexure – IV

Notes on adjustments made in the Summary Statements of TAKE Solutions Limited, as restated as at

The effect of short /excess provisions for taxation arising as a result of subsequent completion of Income Tax

Assessment for the earlier years have been restated in the respective years in the summary statements

(Rs. in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003 (1.02.02 to 31.03.03)**
Net Profit / (loss) as per J of Annexure II	103.28	58.28	29.32	4.50	-10.56
Short/(Excess) provision of Income Tax in respect of earlier years	0.62	0.36	-0.62	0.00	-0.36
Net profit / (Loss) as restated	**103.90**	**58.64**	**28.70**	**4.50**	**-10.92**

Annexure V

1. Significant Accounting Policies and Notes on Accounts

AS-1: Disclosure of Accounting Policies

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used during the previous year.

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in future, actual results ultimately may differ from the estimates.

AS-2: Valuation of Inventories

Inventories are valued at the lower of cost or net realisable value. Cost includes, purchase price and all other costs incurred like duties & taxes incurred in bringing the inventories to the present location.

AS-3: Cash flow Statement

Cash flows are reported using the Indirect Method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated. The Cash flow statement forms part of the financial Statements

AS-4: Contingencies and events occurring after the Balance Sheet date - Nil

AS-5: Net Profit or Loss for the period, prior period items and changes in accounting policies

(a) Net profit for the year:

All items of income and expenses in the year are included in the determination of net profit for the year, unless specifically mentioned elsewhere in the financial statements or is required by an Accounting Standard.

(b) Prior period items **Nil**

(c) Accounting policies:

There are no significant changes in the accounting policies of the Company from that of the previous year.

AS-6: Depreciation Accounting

Fixed assets are depreciated on Straight Line Method (SLM) at the rates and in the manner prescribed under Schedule XIV to the Companies Act, 1956. For the assets acquired during the year, depreciation has been charged on pro-rata basis.

AS-7: Accounting for Construction Contracts

The above Standard is not applicable to the Company, as it is not engaged in the business of construction.

AS-8: Accounting for Research and Development

This standard has been withdrawn with effect from 1-4-2003 consequent to the introduction of Accounting Standard AS-26 on Accounting for Intangible Assets.

AS-9: Revenue Recognition

1. **Software & Consultancy Revenue**

The Contracts between the Company and its customers are either time or material contracts or fixed price contracts.

a) Revenue from fixed-price contracts is recognised according to the milestones achieved as specified in the contracts on the Proportionate Completion Method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the year in which such changes are identified. Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

b) In respect of time and material contract, revenue is recognized in the year in which the services are provided.

c) Revenue from product sale and licensing arrangements are recognized on delivery and installation.

2. **Supply Chain Management Revenue**:

Revenues from Supply Chain Management Services are recognized according to the terms of the contract with the clients on the Proportionate Completion Method based on the work completed.

3. **Other Incomes**

Other incomes are recognized on an accrual basis.

AS-10: Accounting for Fixed Assets

Fixed assets are capitalised at acquisition cost, which comprises of freight, installation cost, duties, taxes, and other directly attributable cost of bringing the assets to its working condition for the intended use.

AS-11: Accounting for effects in foreign exchange rates

a) **Conversion** - All monetary items denominated in foreign currency are reflected at the rates prevailing on the Balance Sheet date.

b) **Initial Recognition** - Income and Expenditure items involving foreign exchange are translated at the exchange rate prevailing on the dates of transaction.

c) **Exchange Differences** - Exchange differences, if any, arising on account of fluctuations in foreign exchange have been duly reflected in the Profit & Loss Account except in respect of acquisition of fixed assets.

d) **Foreign Operations** – The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the Company itself.

AS-12: Accounting for Government Grants

For the above accounting year, the above Standard is not applicable.

AS-13: Accounting for Investments

a) All investments are Long-term investments and are carried at cost. Cost comprises of transfer fee, stamp paper, brokerage etc**.** Cost of investments in overseas subsidiaries comprises the consideration paid for the investment translated in rupee terms. Any decline in the value of the long-term investments, other than a temporary decline, is recognized and charged to the Profit & Loss Account.

b) Investments made during the year:

<u>Investments in Subsidiary Companies</u>:

i.) During the year the company has subscribed to 76,500 equity shares @ Omani Riyal one each of Towell Take Solutions LLC, Muscat for a consideration of Rs.9,136,690/-.

ii.) During the year the company has acquired 5,000,000 Equity Shares of CMNK Consultancy & Services Private Limited for a total consideration Rs. 499,100,000.

iii.) During the year the company has additionally subscribed 2,000,000 Equity Shares of RM one each in its subsidiary TAKE United Sdn.Bhd for a total consideration of Rs. 25,308,831.

iv.) During the Year the company has additionally subscribed 4,450,000 Equity Shares of US $ one each in TAKE Solutions Inc., USA for a total consideration of Rs. 198,349,888.

c) Divestments-

During the year, the company has written off the entire investment made in its Wholly owned Subsidiary TAKE Solutions Gulf- W.L.L to the tune of Rs. 2,421,400 since the Company has been Liquidated Voluntarily and no residual distribution was available to the share holders.

AS 14: Accounting for Amalgamation

During the year, no amalgamation has taken place.

AS-15: Accounting for Retirement benefits

a) Provident Fund

Contribution to Provident Fund is charged to Profit and Loss Account of the year when the contribution to the Fund is due.

b) Gratuity

Provision for Gratuity is made based on the actuarial valuation as at the Balance Sheet date.

c) Leave Encashment

Provision for leave encashment benefits is made based on the actuarial valuation as at the Balance Sheet Date.

AS-15: Accounting for Retirement benefits

AS-16: Borrowing Cost

Borrowing Cost on qualifying asset is commenced for capitalisation when the expenditure on Qualifying asset and borrowing cost are incurred. Further capitalisation ceases, when all activities necessary for making assets ready for intended use are substantially complete.

AS-17: Segment Reporting

The company has identified Business Segment as its Primary segment and Geographic segment as its Secondary segment.

The company has identified Software Products & Services and Supply Chain Management as the business segments of the company.

Geographical segment information is disclosed based on location of customers.

Revenues and Expenses that are directly identifiable with the Segments have been disclosed accordingly.

Assets and liabilities that are directly attributable to the segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

Primary Segment Information (Business Segment)

(Amount in Rs. '000)

Particulars	Business Segment		Total
	Supply Chain Management	Software Products & Services	
Revenue	**235,202**	**337,688**	**572,890**
	(186,050)	*(181,573)*	*(367,623)*
Segment Result	**11,463**	**180,705**	**192,168**
	(13,021)	*(67,727)*	*(80,748)*
Unallocated Income			**775**
			(3,753)
Unallocated Corporate			**31,239**
Expense			
Interest Expense			**33,542**
			(2,530)
Tax Expense			**24,881**
			(22,111)
Net Profit			**103,281**
			(58,637)
Segment Assets	**55,966**	**431,967**	**487,933**
	(44,488)	*(209,643)*	*(254,131)*
Unallocable Assets			**1,040,650**
			(302,854)
Total Assets			**1,528,583**
			(556,985)
Segment Liabilities	**28,649**	**15,743**	**44,392**
	(19,377)	*(18,284)*	*(37,661)*
Unallocable Liabilities			**888,301**
			(519,324)
Total Liabilities			**932,693**
			(556,985)

Secondary Segment Information (Geographic Segment):

The following Geographic Segments contribute 10 percent or more of the Company's revenues and Segment assets:

(Amount in Rs.'000)

Particulars	Revenues for the for the year ended 31st March, 2007	Segment Assets as at 31st March 2007
Domestic	**369,790**	**404,083**
	(286,914)	*(475,535)*
Export	**203,875**	**83,850**
	(84,462)	*(81,450)*

AS-18: Related Party Disclosure

Related party Disclosure for the year ended 31st March, 2007
List of Related parties
Holding Company
Take Solutions Pte. Limited, Singapore
Subsidiary Companies
1. Take Solutions Gulf W.L.L., Bahrain (Liquidated on 22nd January 07)
2. Take United Sdn. Bhd., Malaysia
3. Take Solutions Inc., USA
4. Towell Take Solutions LLC, Muscat
5. Autopartsasia Private Limited, India
6. CMNK Consultancy & Services Private Limited, India
Fellow Subsidiaries
1. Applied Clinical Intelligence LLC, USA
Key Management Personnel
1. Mr. S. Sridharan, Managing Director
2. Mr. R. Seshadri, Executive & Wholetime Director
3. Mr. C. Gowri Shankar, Executive & Wholetime Director (Since Resigned as Director in July 06)
Other Related / Associated Parties with whom the company has transacted during the year
Avantgarde Solutions Lanka Pvt Limited. (Common Director – Relationship ceased in July 06)

Transactions with Related Parties for the Financial Year 2006-07 (2005-06)

(Amount in Rs.'000)

Particulars	**Holding Company**	**Subsidiary Companies***	**Key Management Personnel**	**Related Associated /Parties**
Income		**193,872**		Nil
		(425)		(21,878)
Managerial Remuneration			5,548	
			(5,597)	
Advances Written off		902		480
		(Nil)		(Nil)
Investments Written Off		2,421		
		(Nil)		
Debtors		79,786		
		(Nil)		
Loans/Advances Given/Received				
Closing Balances (Debit)	(116)	(6,864)		**Nil**
	(112)	(856)		(6,562)

*** - The Written off amounts indicate amount Advanced to and Investment made in the erstwhile wholly owned subsidiary TAKE Solutions Gulf W.L.L.**

Transactions with Related Parties for the Financial Year 2004-05.

(Amount in Rs.'000)

Particulars	Holding Company	Subsidiary Companies*	Key Management Personnel	Related/ Associated Parties
Income		Nil	Nil	
Managerial Remuneration		4,631		
Purchase of Fixed Assets	15,071	Nil		
Investments Written Off	Nil			
Debtors	Nil			
Loans/Advances Given/Received				
Closing Balances Debit	73	Nil	5,313	
Closing Balances Credit	1,132	48		

AS-19: Leases **(Amount in Rs. '000)**

The Company has acquired assets under hire purchase.

a) **Finance Charge recognized in the Profit & Loss Account** – Rs.1,795 (Rs. 1,356)

b) **Future minimum lease payment**

Up to One year Rs. 5,180 (Rs. 5,278)

One to Five years Rs. 11,656 (Rs. 16,836)

Above 5 years Rs. Nil (Rs.Nil)

c) **Amount representing interest** Rs. 5,825(Rs. 7,619)

d) **Present value of future minimum lease payments**

Up to One year Rs 4,390 (Rs. 4,801)

One to Five years Rs 7,541 (Rs 10,111)

AS – 20 Earnings Per Share

Basic Earnings Per Share are calculated by dividing the Net Profit After Tax for the year/year attributable to the Equity Shareholders by the Weighted Average number of Equity Shares outstanding during the year/year.

Particulars	For the Year ended 31.03.2007	For the Year ended 31.03.2006
Basic	**Equivalent No. of Shares**	**Equivalent No. of Shares**
1. Opening No. of Shares	9,000,000	7,108,400
2. Closing No. of Shares	9,370,000	9,000,000
3. Weighted Average No. of Shares	9,030,833	8,886,005
4. Profit Available for Equity Share Holders (Rs.' 000)	103,281	58,637
5. **EPS** (in Rs.)	**11.44**	**6.60**

AS-21: Consolidated Financial Statements

Consolidated Financial statements have been prepared separately in compliance with AS-21 for the Year ended 31.03.2007.

AS-22: Accounting for taxes on income:

a) Current Tax:

Provision for Income Tax is determined in accordance with the provisions of Income Tax Act, 1961. Provision for Taxation is Rs. 4,900 (Rs.5,200)

b) Deferred Tax Provision:

Deferred Tax is recognised on timing differences being the difference between the taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are recognised only if there is a reasonable certainty of their realization.

Particulars	**Year ended 31.03.2007**	**Year ended 31.03.2006**
Components of Deferred Tax Liability / (Asset)		
Depreciation	1,531	(705)
Product Development Expenditure	17,890	17,085
Employee Benefits	(610)	(665)
Net Deferred Tax Liability	**18,811**	**15,715**
Deferred Tax Asset on Long term Capital Loss	**550**	**Nil**

c) The Deferred Tax Liability (net) as on 31.03.2007 is Rs. 38,018 (Rs.19,207)

d) The Deferred Tax Asset (net) as on 31.03.2007 is Rs. 550 (Rs. Nil)

AS-23: Accounting for investments in associates:

There are no investments in associates during the year.

AS-24: Discontinuing operations

The Company has not discontinued any operations during the year.

AS-25: Interim Financial Reporting

For the above accounting year, the above Standard is not applicable.

AS-26: Intangible Assets

Software Product Development Cost:

Internally developed software products are valued based on costs directly attributable to the development of such software and allocated indirect cost and they are capitalised individually once their technical feasibility is established in accordance with the requirements of Accounting Standard 26, 'Intangible Asset' issued by the Institute of Chartered Accountants of India.

Expenses incurred during research phase till the establishment of commercial feasibility is charged off to Profit and Loss Account.

Products capitalised are being amortized over a period of three years from the launch date and the unamortised product costs as at Balance Sheet date are shown under Assets separately, as against the earlier classification under Current Assets.

AS-27: Financial reporting of interests in joint ventures

The Company has not entered into any joint venture agreement during the year.

AS-28: Impairment of Assets

There was no impairment of assets during the year.

AS-29: Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent Liability- Guarantees given by company's Bankers as at 31.03.2007 - Rs 200/- (Nil)

Corporate Guarantee given by the Company for one of its subsidiaries as at 31.03.2007 – Rs. 30,000/- (Nil)

2. Disclosures required under the Companies Act, 1956

a) Share Capital:

The Company has made preferential allotment of 370,000 (114,308) Equity Shares of Rs 10 each during the Year.

b) Remuneration to directors: **(Amount in Rs.'000)**

	For the Year Ended 31st March 2007	For the Year Ended 31st March 2006
Whole time Directors		
Remuneration (including Company's Contribution to PF)	**5,548**	5,597
Non-Whole time Directors		
Sitting Fees & Expenses reimbursements	**190**	50

c) Quantitative Details:

The Company is primarily engaged in the business of software products services & Supply chain management. In the case of Software Products & Services the production and sale of such software product and software services cannot be expressed in any generic unit. In Supply Chain Management, it is not practicable to give quantitative information in the absence of common expressible unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 3, 4C & 4D of Part II of Schedule VI to the Companies Act, 1956.

d) Value of Imports on CIF basis: Rs. 1,658 (Rs. 1,522) (Rs in 000's)

e) Aggregate Expenditure:

(Amount in Rs.'000)

Particulars	For the Year Ended 31st March 2007	For the Year Ended 31st March 2006
Salaries & Allowances	83,131	70,595
Contribution to Provident & Other Funds	4,184	3,692
Staff Welfare	9,984	5,086
Other Employee Benefits	1,830	904
Supply Chain Management Expenses	219,933	170,641
Software and Consultancy Expenses	47,055	27,149
Audit Fees	250	135
Bad Debts	2,233	1,364
Bank Charges	750	474
Books & Periodicals	71	22
Brokerage	-	276
Communication Expenses	4,396	3,419
Computer Hire Charges and Maintenance	6,462	2,449
Conveyance	1,208	681
Domestic Travel-Director	1,170	734
Domestic Travel-Others	6,152	6,162
Donation	5,000	-
Electricity Charges	7,519	5,814
Foreign Exchange Fluctuation Loss	6,203	391
Foreign Travel-Others	1,961	2,031
Foreign-Travel-Director	736	1,288
Financial Advisory and Syndication Fee	17,825	

Particulars	For the Year Ended 31st March 2007	For the Year Ended 31st March 2006
Insurance - Assets	222	100
Loss on Sale of Assets	81	632
Marketing Expenses	4,258	3,508
Meeting & Conference	430	581
Miscellaneous Write Offs	1,670	1,706
Investment Written Off	2,421	
Office Expenses	54	333
Postage & Telegrams	593	370
Preliminary Expenses Written off	32	63
Printing & Stationery	2,723	1,856
Rent, Rates and Taxes	16,003	17,828
Repairs & Maintenance	4,859	5,423
Security Charges	677	511
Subscription Charges	104	45
Less: Product development Expenses	(78,672)	(58,651)
Total Expenses	**383,508**	**277,612**

f) Particulars relating to Foreign Exchange

(Cash Basis)

	For the Year Ended 31st March 2007		For the Year Ended 31st March 2006.	
Particulars	**Foreign Currency**	**Rs. in'000**	**Foreign Currency**	**Rs. in '000**
Foreign Exchange Inflow (Sales & Services)	US $ 4,083,630	180,813	US $ 435,184	19,160
	MYR 47649	574		
Foreign Exchange Outflow-Traveling Expenses	US $ 11,303.9	513	US $ 26,547	1,185
	OMR 794.315	97	LKR 9,200	4
	SG $ 886.36	26	SG $ 509	13
	BHD 981.39	165	MYR 2,141	26
	KWD 161.95	25		
	AED 446	6		
	MYR 12,391.2	158		
	LKR 83,879	36		
	EURO 1,440	95		
	CHF 320.3	12		
Other Expenses	BHD 366.04	45	US $ 5,000	221
Purchase	US $ 36,214.47	1,658	US $ 2,088	91
US Branch expenses	US $ 7,420.37	336	US $ 45,480	2,018

g) Payment to Auditors: **(Amount in Rs.'000)**

Particulars	Year Ended 31.03.2007	Year Ended 31.03.2006
For Audit	**250.00**	**115.00**
Advisory Service		
a) Taxation	12.50	10.00
b) Management Consultancy	74.00	238.00
c) Others	41.50	143.00
Total	**378.00**	**506.00**

h) The amount due to Small-Scale Industrial undertakings as at 31.03.2007 is **Nil** (Nil)

i) Comparative Figures

Previous year's figures have been regrouped / restated, wherever necessary to make them comparable to those of current year.

Annexure – VI

Statement of Secured Loans of TAKE Solutions Limited, as restated as at

(Rs in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Loans on Hire Purchase basis- Secured against vehicles and Fixed Assets	16.84	22.12	0.29	1.02	1.10
Working capital demand loan-Secured against Hypothecation of Stock & book debts	112.83	10.00	–	–	–
Term Loan – Bank - Secured against movable Fixed Assets & Current Assets	385.00	200.00	–	–	0.50
Term Loan – Others - Secured by collaterals offered by the Holding Company	300.00	–	–	–	–
Total	**814.67**	**232.12**	**0.29**	**1.02**	**1.60**

Details of terms and conditions of Secured Loans of TAKE Solutions Ltd outstanding as at 31st March, 2007

Sl. No.	**Facility**	**Name of the Lendor**	**Amount Outstanding as at 31.03.2007**	**Security**	**Repayment Schedule**	**Rate of Interest**
1	Hire Purchase Loan	Shriram Transport Finance Company Limited	16.84	Computers and Computer peripherals	HP for 5 Years	18.00%
2	Working Capital Demand Loan	HDFC Bank Limited	10.00	Hypothecation of Stock & Book Debts	Revolving credit- Maximum of 6 months per tenor	12.00%
3	Working Capital Demand Loan	HSBC Bank Ltd.	50.00	Hypothecation of Stock & Book Debts	Revolving credit- Maximum of 3 months per tenor	11.30%
4	Working Capital Demand Loan	Yes Bank Limited	48.79	Hypothecation of Stock & Book Debts	Revolving credit- Maximum of 6 months per tenor	14.00%
5	Working Capital – Overdraft	HDFC Bank Limited	4.03	Hypothecation of Stock & Book Debts	Payable on demand	10.50%
6	Term Loan	Yes Bank Limited	200.00	Charge on Fixed Assets & Hypothecation of Stock & Debtors	1 year moratorium- Repayment in 36 equal monthly instalments	13.75%
7	Term Loan	Yes Bank Limited	185.00	Secured against Movable Fixed Assets & Current Assets	18 months moratorium- Repayment in 18 equal monthly instalments	14.20%
8	Term Loan	DSP Merrill Lynch Capital Limited	300.00	Secured against collaterals offered by holding company	9 months moratorium- Repayment in 10 equal quarterly instalments	13.50%
		TOTAL	**814.67**			

Annexure – VII

Statement of Unsecured Loans of TAKE Solutions Limited, as restated as at

(Rs in Millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Inter corporate loans	NIL	NIL	7.25	NIL	1.50
Total	**NIL**	**NIL**	**7.25**	**NIL**	**1.50**
Of the above amounts due to Beneficiaries related to Promoters or Directors	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

Annexure -VIII

Statement of Investments of TAKE Solutions Limited, as restated as at

(Rs in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Investments in Subsidiary	974.79	245.32	3.38	0.96	0.09
Investments in Shares- unquoted	0.00	0.00	0.05	0.05	0.05
Total	**974.79**	**245.32**	**3.43**	**1.01**	**0.14**

Name of the subsidiaries	**Financial Year of initial acquisition**	**Amt. of Investment as on 31.03.2007 (Rs. in millions)**
Autopartsasia Private Ltd., India	2005-06	34.92
TAKE United Sdn Bhd (Formerly Known as Milennium Business Solutions (M) Sdn. Bhd.), Malaysia	2005-06	26.49
Take Solutions Inc., USA	2005-06	405.14
Towell Take Solutions LLC, Muscat	2006-07	9.14
CMNK Consultancy & Services Private Ltd., India	2006-07	499.10
	Total	**974.79**

Annexure IX

Statement of Sundry Debtors of TAKE Solutions Limited, as restated as at

(Rs. in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Debts outstanding for a period exceeding six months- Unsecured- Considered Good	20.37	15.31	9.36	10.75	3.62
Others-Unsecured- Considered Good	192.24	136.65	64.02	32.48	20.33
Total	**212.61**	**151.96**	**73.38**	**43.23**	**23.95**
Of the above Debts due from Beneficiaries related to Promoters or Directors	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

Annexure – X

Statement of Loans and advances of TAKE Solutions Limited, as restated as at

(Rs in millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
Unsecured, considered good Loans & Advances recoverable in cash or kind	29.12	8.8	4.66	30.15	14.7
Other Receivables	6.37	9.95	5.31	1.97	0.94
Deposits	13.74	17.02	12.16	3.96	0.70
Tax Deducted at Source	14.06	11.39	3.95	3.37	2.59
Total	**63.29**	**47.16**	**26.08**	**39.45**	**18.93**
Of the above amount due from Beneficiaries related to Promoters or Directors	0.12	6.56	5.31	1.97	0.00

Annexure – XI

Statement of Accounting Ratios of TAKE Solutions Limited, as restated for the year/period ended

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003 (1-2-02 to 31-3-03)**
1. Net Profit / (Loss) before Extraordinary Items– (Rs,in millions)	103.90	58.64	29.32	4.50	-10.92
2. Extra- Ordinary Items	0.00	0.00	0.00	0.00	0.00
3. Net Profit / (Loss) after Extraordinary Items– (Rs,in millions)	103.90	58.64	29.32	4.50	-10.92
4. Earnings Per Share (in-Rs)	11.50	6.60	3.30	0.78	NA
5. Return on Net worth-%	17.66%	22.88%	22.88%	4.56%	NA
6. Net Asset Value per Equity Share (in Rs)	57.53	23.58	18.02	13.90	19.76

Notes:

1. The Earning per share has been computed on the basis of the adjusted profits and losses of the respective years/ periods drawn after considering the impact of accounting policy changes and material adjustments, but before adjustment of extra-ordinary items of income. The denominator considered for the purpose of calculating Earnings per Share is the weighted average number of Equity Shares outstanding during the year/ period.
2. The return on net worth has been computed by dividing profit after tax and excluding extraordinary items by Net Worth.
3. Net Asset Value per Equity share represents Net Worth minus Preference Capital, as restated divided by the number of Equity shares outstanding at the end of the period.

Annexure - XII

Capitalization Statement of TAKE Solutions Limited as restated as at 31st March 2007

(Rs in millions)

	Pre – Issue	Post - Issue
Short-term Debt	0.00	*
Long-term Debt	814.67	*
Shareholders Funds:		
Share Capital	142.81	*
Reserves	453.08	*
Total Shareholders Funds	595.89	*
Long term Debt/Equity Ratio	1.37:1	*

Notes:

* Share capital and reserves and surplus post issue can be calculated only on the conclusion of book building process

Annexure – XIII

Statement of Tax Shelter of TAKE Solutions Limited, as restated for the Year / Period Ended

(Rs in Millions)

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003 (1-2-02 to 31.3-03)**
Net profit before Tax	**128.16**	**80.75**	**46.27**	**6.08**	**-17.50**
Notional Tax Rate- %	33.66	33.66	36.60	35.90	0.00
Tax @ Notional Rate	43.14	27.18	16.93	2.18	0.00
Adjustments	0.00	0.00	0.00	0.00	0.00
Difference between Depreciation as per IT and Books	1.53	2.45	5.37	0.14	0.00
Deduction under Section 10A	27.41	17.75	0.00	0.00	0.00
Other Allowances under Income Tax Act	9.41	51.00	31.02	9.48	0.00
Net Adjustments Total	38.35	71.20	36.39	9.62	0.00
Tax Saving thereon (Restricted to)	38.35	23.97	13.32	2.18	0.00
Long Term Capital Gains	0.00	2.80	0.00	0.00	0.00
Tax on Long Term Capital Gains	0.00	0.63	0.00	0.00	0.00
Total Tax at Normal Tax Rates	4.79	3.84	3.62	0.00	0.00
Minimum Alternate Tax	4.90	5.14	3.47	0.32	0.00
Total tax as per books of account	**4.90**	**5.20**	**3.60**	**0.32**	**0.00**

Annexure - XIV

Details of other income of TAKE Solutions Limited, as restated for the Year / Period Ended

Other Income (net of all related expenses) does not exceed 10% of Total Income / 20 % of Net Profit before tax and hence no disclosure is made on other income.

(Rs. In Millions)

Particulars	Years/ Periods ending				
	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003 (1-2-02 to 31-3-03)
Total Income	573.66	371.38	242.79	132.33	64.08
Net Profit Before Tax	128.16	80.75	46.27	6.08	-17.50
Other Income	0.78	3.75	3.39	1.13	0.66
Other income as % of Total Income	0.14%	1.01%	1.40%	0.86%	1.03%
Other income as % of Net Profit Before Tax	0.61%	4.64%	7.35%	18.59%	-3.77%

Annexure XV

Details of Dividends paid by TAKE Solutions Limited as restated for the Year / Period Ended

(Rs. in Millions)

Particulars	Years/ Periods ending				
	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003 (1-2-02 to 31-3-03)
Dividends	0.00	0.00	0.00	0.00	0.00

Review Report on Combined Proforma Unaudited Financial Statements

To

The Board of Directors
TAKE Solutions Limited
No.76, Venkatakrishna Road
RajaAnnamalai puram
Chennai – 600 028.

Dear Sirs,

Re: Public Issue of Equity Shares of TAKE Solutions Limited

We have reviewed the accompanying Combined Proforma Unaudited Financial Statements ('Combined Proforma Unaudited Financial Statements') of TAKE Solutions Limited ('The Company') for the year ended March 31, 2006. These Combined Proforma Unaudited Financial Statements comprise of Combined Proforma Balance Sheet as on March 31, 2006 as per Annexure I and the Combined Proforma Profit and Loss Account for the Year Ended March 31, 2006 as per Annexure II and the related notes thereon as per Annexure III.

1. These historical financial statements are derived from the historical audited financial statements for the year ended March 31, 2006.

2. The management of the Company is responsible for preparation and presentation of Combined Proforma Financial Statements of the Company. This includes:

   - Identifying components viz. the entities to be consolidated and including the financial information of the components in the proforma financial statements;
   - Issuing instructions to the management of resulting subsidiaries specifying the Company's requirements relating to financial information of the components to be included in the Combined Proforma Financial Statements;
   - Obtaining accurate and complete financial information from components;
   - Use of appropriate consolidation procedures; and
   - Making appropriate consolidation adjustments.

3. Following are the companies whose accounts have been considered for the Combined proforma unaudited financial statements.

   TAKE Solutions Limited ('the Company' or 'the holding company') , TAKE Solutions Inc. USA, Millennium Business Solutions (M) Sdn.Bhd., Malaysia, TAKE Solutions Gulf W.L.L, Bahrain, AutoParts Asia Private Limited, India (the subsidiaries) and Applied Clinical Intelligence, LLC., USA, Onsphere Corporation, USA (the downstream subsidiaries)

4. We did not audit the financial statements of resultant/ downstream subsidiaries, viz. TAKE Solutions Inc., USA, Applied Clinical Intelligence LLC., USA, Onsphere Corporation, USA, Millennium Business Solutions (M) Sdn Bhd, Malaysia, TAKE Solutions Gulf WLL, Bahrain and Autoparts Asia Private Limited, India for the year ended March 31, 2006, whose financial statements were audited by other auditors and we have relied upon these audited financial statements for the purpose of consolidation and performing review. These financial statements reflect total assets of Rs. 541.10 million as at March 31, 2006 and total revenue of Rs. 682.89 million for the year ended March 31, 2006. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the report of other auditors.

5. A review of proforma financial statements consists principally of applying analytical procedures for financial data and making inquiries with the company personnel responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the Generally Accepted Auditing Standards, the objective of which is the expression of an opinion on management's assumptions, the proforma adjustments and the application of those adjustments to historical financial information. Accordingly, we do not express such an opinion.

6. The objective of the Combined Proforma Financial Statements is to show what the significant effects on the historical financial statements might have been had the acquisition transactions occurred at an earlier date. However, they are not necessarily indicative of the results of operations or related effects on financial position that would have been attained had the above mentioned acquisition transactions actually occurred earlier.

7. Based on review carried by us of the Combined Proforma Financial Statements, nothing come to our attention that causes us to believe that management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned acquisition transactions described in Note No. 1 in Annexure III.

8. This report is intended solely for your information for inclusion in the Offer Document in connection with the public issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Sundar Srini & Sridhar
Chartered Accountants

S. Sridhar
Partner
Membership No: 25504

Chennai
Dated: December 13, 2006

Annexure – I :

Combined Proforma Statement of Assets and Liabilities of TAKE Solutions Limited & Subsidiaries as at

Rs in Millions

Particulars	**31st March2006**
Fixed Assets	
Gross Block	63.75
Less: Depreciation	26.23
Net Block	37.52
Investments	7.73
Good will on Consolidation	179.43
Current Assets, Loans and Advances	
Sundry Debtors	370.02
Cash & Bank Balances	118.28
Other Current Assets	121.84
Loans & Advances	70.48
680.62	
Liabilities and Provisions	
Secured Loans	238.61
Unsecured Loans	168.20
Deferred Tax Liabilities	19.21
Current Liabilities & Provisions	154.34
	580.36
G. **Net Worth (A+B+C+D-E)**	324.94
G. Represented by	
Share Capital	134.06
Reserves & Surplus	166.32
Minority Interest	24.59
	324.97
H. **Miscellaneous Expenditure- not written off**	0.03
J. Net Worth (G-H-I)	324.94

Annexure – II

Combined Proforma Statement of Profits and Losses of TAKE Solutions Limited & Subsidiaries for the Year Ended

Rs in Millions

Particulars	**31st March2006**
A. Income	
1. Revenues	1054.27
Total	**1054.27**
B. Expenses	
1. Employee Cost	182.64
2. Operation & Other Expenses	613.73
3. Interest	2.66
Total	**799.03**
C. Net Profit/(Loss) before Amortization, Depreciation & Tax	**255.24**
(i) Product Development Expenses written off	18.11
(ii) Depreciation	7.15
D. Net Profit/(Loss) before Tax	**229.98**
(iii) Taxation	
- Current Tax	19.81
- Deferred Tax	15.72
- Fringe Benefit Tax	1.29
E. Net Profit after tax	**193.16**
F. Appropriations	
Dividend	0.93
Dividend Tax	0.13
Short Provision for Tax	0.36
Capitalisation-Bonus Shares	9.78
Distribution	31.18
Transfer to General Reserve	1.10
Total	**43.48**
G. Profit and (Loss) brought forward from previous year	**4.85**
H. Minority Interest	21.43
I. Cost of Control	34.75
H. Balance carried to Balance Sheet (E-F+G-H-I)	**98.35**

Annexure III

Notes To Accounts forming part of Combined Proforma Unaudited Balance Sheet as on March 31, 2006 and Combined Proforma Unaudited Profit and Loss Account of TAKE Solutions Limited for the year ended March 31, 2006

1. Principles and assumptions used for Combined proforma unaudited financial statements

a) The Combined proforma unaudited financial statements have been prepared substantially applying the principles laid in the Accounting Standard (AS) 21 Consolidated Financial Statements issued by the Institute of Chartered Accountants of India as considered appropriate except, where the Revenues and Expenses are considered for the whole year and not from the date of Investment by the Parent Company, for the purposes of these Combined proforma unaudited Balance Sheet, Profit and Loss Account, together referred to in as ‘ Combined proforma unaudited financial statements’.

Following are the companies whose accounts have been considered for the Combined proforma unaudited financial statements.

TAKE Solutions Limited (‘the Company’ or ‘the holding company’) shareholding in the following companies (‘resultant subsidiaries) and that of the resultant subsidiaries’ shareholding in the companies (‘downstream subsidiaries’) as on March 31, 2006 are as under:

Name of the companies	**As onMarch 31, 2006**	
	No. of shares	***% of holding***
1. TAKE Solutions Gulf W.L.L, Bahrain	200	100
2. TAKE Solutions Inc. USA	4,550,000	100
Downstream Subsidiaries		
a) Applied Clinical Intelligence, LLC., USA	35.70 (Units)	51
Onsphere Corporation, USA	1,200,774	100
3. Millennium Business Solutions (M) Sdn.Bhd., Malaysia	497,499	97.5
4. AutoParts Asia Private Limited, India	30,128	58.06

For the purpose of consolidation, the companies stated in Note 1 (a) above (except TAKE Gulf W.L.L) which became the subsidiaries during the course of the year; have been assumed to become the subsidiary with effect from April 1, 2005.

b) Basis of preparation of Combined proforma unaudited financial statements

The Combined proforma financial statements are prepared under the historical cost convention, on accrual basis of accounting and in conformity with the accounting principles generally accepted in India.

The preparation of proforma financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of proforma financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the current and future periods.

c) Principles of proforma unaudited consolidation

The proforma financial statements relate to the Company and its resultant/ downstream subsidiaries. The proforma financial statements have been prepared *broadly in* accordance with the principles and procedures required for the preparation and presentation of financial statements as laid down under the Accounting Standards issued by the Institute of Chartered Accountants of India. The audited financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like assets, liabilities, income and expenses after fully eliminating intra-group balances and transactions and resulting unrealized gain/losses.

The proforma financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s separate financial statements.

d) Accounting assumptions made for Combined proforma unaudited financial statements:

i) It has been assumed that all the companies mentioned in Note 1 (a) above have become subsidiaries as on April 1, 2005.

ii) In respect of the Investment in TAKE Gulf W.L.L, Goodwill is accounted for to the extent of difference between the Cost of Investment and the Net Worth of the Company calculated as on 24.11.2004 being the date of investment.

iii) In respect of other companies where investments have been made by the parent company during the course of the year ended March 31, 2006, the Net Worth of the Subsidiary Companies as on the Date of Investment is calculated and the difference between the Net Worth thus calculated and the Cost Investment is duly accounted for as Goodwill / Capital Reserve.

2. Entities used for Combined proforma unaudited financial statements

The Entities used for proforma unaudited consolidation are the resulting subsidiaries and the downstream subsidiaries as on March 31, 2006 as stated in Note No. 1 (a) above.

3. Significant Accounting policies:

The significant accounting policies pertaining to the principal business segments of the company are set out below and the other policies have been detailed in the standalone restated financial statements. In respect of this consolidation, there is no material difference in the significant accounting policies followed by the Holding Company and the subsidiaries

3.1 Revenue Recognition

Software & Consultancy Revenue

The Contracts between the Company and its customers are either time and material contracts or fixed price contracts.

Revenue from fixed-price contracts is recognized according to the milestones achieved as specified in the contracts on the proportionate-completion method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which such changes are identified. Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

In respect of time and material contract, revenue is recognized on completion, installation and final implementation of completed software.

Supply Chain Management Revenue:

Revenues from Supply Chain Management Services are recognized according to the terms of the contract with the clients on the Proportionate Completion Method based on the work completed.

Other Income

It is recognized on accrual basis.

Product Development Expenses:

Product Development Expenses have been classified under Current Assets and are valued based on costs directly attributable to the development of software and allocated indirect cost and are being amortized over a period of three to five years from the launch date.

3.2 Foreign Currency Transactions/ Translation

All monetary items denominated in foreign currency are reflected at the rates prevailing on the Balance sheet date.

Income and Expenditure items involving foreign exchange are translated at the exchange rate prevailing on the dates of transaction.

Exchange differences, if any, arising on account of fluctuations in foreign exchange have been duly reflected in the Profit & Loss Account except in respect of acquisition of fixed assets.

For the purposes of consolidation the operations of overseas subsidiaries are considered as non-integral in nature and accordingly their assets and liabilities of non-Indian subsidiaries are translated at the year-end exchange rate and income and expenditure items are translated at the average rates during the period. The resultant translation adjustment is reflected as a separate component of Shareholders' funds as 'Foreign currency translation reserve'.

3.3 Taxation

Tax expenses comprising of both current tax and deferred tax are included in determining the net results for the year.

Deferred tax reflects the effect of timing differences between the assets and liabilities recognized for financial reporting purposes and the amounts that are recognized for current tax purposes. As a matter of prudence deferred tax assets are recognized and carried forward only to the extent, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Current tax is determined based on the provisions of the Income Tax Act of the respective countries.

Review Report

The Board of Directors
TAKE Solutions Limited
No.76, Venkatakrishna Road
RajaAnnamalai puram
Chennai – 600 028.

Dear Sirs,

Re: Public Issue of Equity Shares of TAKE Solutions Limited

We have reviewed the accompanying Combined Proforma Restated Financial Statements ('Combined Proforma Restated Financial Statements') of TAKE Solutions Limited ('The Group') and the Standalone Restated Financial Statements of ClearOrbit, Inc. (the target company). These Combined Proforma Restated Financial Statements comprise of Combined Proforma Restated Balance Sheet as at March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and March 31, 2003 as per Annexure I and the Combined Proforma Restated Profit and Loss Account for the Years Ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and period ended March 31, 2003 as per Annexure II and the related notes thereon for the year ended March 31, 2007 as per Annexure III. The Standalone Restated Financial Statements of the target company comprise of standalone Restated Balance Sheet as at March 31,2007, ,March,31,2006, March,31,2005, March,31,2004, and March,31,2003 as per Annexure IV and the standalone Restated Profit and Loss Account for the Years Ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and March 31, 2003 as per Annexure V and related notes thereon as per Annexure VI. The Standalone Restated Financial Statements of the target company also comprise of standalone restated Balance Sheet as at June 30, 2006, June 30, 2005, June 30, 2004 and June 30, 2003 as per Annexure VII and the standalone restated Profit and Loss account for the years ended June 30, 2006, June 30, 2005, June 30, 2004 and June 30, 2003 as per Annexure VIII and the related Notes thereon as given in Annexure VI..

These historical Combined Proforma financial statements are derived from the historical consolidated financial statements of TAKE Solutions Limited ('the company' or ' the holding company') prepared as per Accounting Standard 21 issued by The Institute of Chartered Accountants of India for the years ended March 31, 2007 , March 31, 2006 , March 31, 2005, March 31, 2004 and period ended March 31, 2003 combined with the standalone restated financial statements of ClearOrbit, Inc., ('the target company') for the years ended March 31,2007, March,31,2006, March,31,2005, March,31,2004 and March,31,2003 respectively.

1. The management of the Company is responsible for preparation and presentation of Combined Proforma Restated Financial Statements of the Company. This includes:

   - Identifying components viz. the entities to be combined and including the financial information of the components in the proforma restated financial statements;
   - Issuing instructions to the management of resulting subsidiaries specifying the Company's requirements relating to financial information of the components to be included in the Combined Proforma Restated Financial Statements;
   - Obtaining accurate and complete financial information from components;
   - Use of appropriate consolidation procedures and
   - Making appropriate consolidation adjustments.

   We have audited the consolidated financial statements of the holding company for the years ended March 31, 2006 & March 31, 2007. For the purpose of auditing these consolidated financial statements, we have used the audit report prepared by the auditors of the respective subsidiaries for the respective years. The consolidated financial statements of the holding company for the Years ended March 31, 2005, March 31, 2004 and for the period ended March 31, 2003 have been prepared based on the audited financial statements of holding company and its subsidiaries.

   The standalone financial statements of the target company were audited by M/S Iyer Associates, Certified Public Accountants, USA (CPA membership no. 20CC01137600) for the Year ended March 31, 2007, and were reviewed and reported by M/S Iyer Associates, Certified Public Accountants, USA for the years ended March,31,2006, March,31,2005, March,31,2004 and March,31,2003. We have relied upon these financial statements for the purpose of performing this review on the combined proforma financial statements. The standalone financial statements of the target company for the years ended March,31,2006, March 31,2007, March 31,2005, March 31,2004 and March 31,2003 have been presented in Annexures IV and V of this report.

   The standalone financial statements of the target company were audited by M/S Holtzman, Moellenberg, Panozzo & Perkins, LLP., USA for the year ended June 30, 2006 and were audited by M/S Ernst & Young LLP., USA for the years ended June 30, 2005, June 30, 2004 and June 30, 2003. The standalone financial statements of the target company for the years ended June 30, 2005, June 30, 2004 and June 30, 2003 have been presented in Annexures VII and VIII of this report.

2. A review of proforma financial statements consists principally of applying analytical procedures for financial data and making inquiries with the company personnel responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the Generally Accepted Auditing Standards, the objective of which is the expression of an opinion on management's assumptions, the proforma adjustments and the application of those adjustments to historical financial information. Accordingly, we do not express such an opinion.

3. The objective of the Combined Proforma Restated Financial Statements is to comply with the requirements of Clause 6.10.2.5 of the Securities and Exchange Board of India, (Disclosure and Investor Protection) Guidelines, 2000.

   The said clause applies to an issuer company ("Issuer Company") that proposes to partly/ fully utilize the proceeds from its public issue for the acquisition of shares in another company, thereby making it a subsidiary ("Body Corporate").

   Consequently, a report containing the following should be presented in the Offer Document -

   - Standalone financial statements of the Body Corporate being Statement of Profits and Losses for each of the immediately preceding five financial years and Statement of Assets and Liabilities at the last date to which it was made up.
   - Combined financial statements (Statement of Profit and Losses and Statement of Assets and Liabilities) of the Issuer Company and the Body Corporate prepared on the assumption that the Issuer Company held the shares of the Body Corporate at all material times.

4. Based on review carried by us of the above Restated Financial Statements read with the notes thereon, nothing came to our attention that causes us to believe that the management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned acquisition transactions described in Note No. 1 a) ii) in Annexure III.

5. This report is intended solely for your information for inclusion in the Offer Document in connection with the public issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Sundar Srini & Sridhar
Chartered Accountants

S. Sridhar
Partner
Membership No: 25504

Chennai

Dated: July 13, 2007

ANNEXURE 1

Combined Proforma Restated Statement of Assets and Liabilities of TAKE Solutions Limited, Subsidiaries & the Target Company as at

All fig. in Rs. Millions

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
A. Fixed Assets					
Gross Block	227.08	214.64	167.29	150.25	160.09
Less: Depreciation	162.82	157.16	122.67	120.50	118.06
Net Block	**64.26**	**57.48**	**44.62**	**29.75**	**42.03**
B. Software Product Development	**539.39**	**423.02**	**290.94**	**277.39**	**244.77**
C. Goodwill on Consolidation	**223.31**	**179.43**	**0.05**	**0.00**	**0.13**
D. Investments	**7.73**	**7.73**	**6.72**	**6.72**	**0.05**
E. Deferred Tax Assets	**0.55**	**0.00**	**0.00**	**9.85**	**11.11**
F. Current Assets, Loans and Advances					
Sundry Debtors	897.86	537.62	226.83	180.93	167.28
Cash & Bank Balances	1,467.85	349.98	303.45	307.83	407.03
Other Current Assets	15.75	20.02	10.70	9.08	7.05
Loans & Advances	96.67	79.67	35.99	46.01	29.85
	2,478.13	**987.29**	**576.97**	**543.85**	**611.21**
G. Liabilities and Provisions					
Secured Loans	1,341.51	255.99	37.95	85.04	1.60
Unsecured Loans	58.64	168.20	8.74	1.59	1.52
Deferred Tax Liabilities	38.05	19.21	3.49	0.00	0.00
Current Liabilities & Provisions	458.44	326.49	210.25	193.54	231.56
	1,896.64	**769.89**	**260.43**	**280.17**	**234.68**
H. Net Worth (A+B+C+D+E+F-G)	**1,416.73**	**885.06**	**658.87**	**587.39**	**674.62**
I. Represented by					
1. Share Capital					
Equity Share Capital	93.70	90.00	71.08	71.08	38.00
Preference Share capital	49.11	44.06	0.00	0.00	0.00
2. Share Capital Suspense A/c	0.00	0.00	0.00	0.00	12.08
3. Share Application Money	0.00	0.00	0.00	0.00	9.90
4. Reserves & Surplus	704.81	166.32	61.25	32.61	15.35
5. Capital Reserve on Combination	538.94	560.12	520.84	478.37	599.51
6. Minority Interest	37.82	24.59	5.79	5.49	0.00
	1,424.38	**885.09**	**658.96**	**587.55**	**674.84**
J. Miscellaneous expenditure to the extent not written off	7.65	0.03	0.09	0.16	0.22
K. Net Worth (I-J)	**1,416.73**	**885.06**	**658.87**	**587.39**	**674.62**

ANNEXURE – II

Combined Proforma Restated Statement of Profits and Losses of TAKE Solutions Limited, Subsidiaries & the Target Company for the Year / Period Ended

All fig. in Rs. Millions

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003 (1-2-2002 to 31-3-2003)**
A. Income					
1. Revenues	2,522.75	1,153.18	882.54	669.75	849.99
2. Other Income	17.62	12.08	8.24	3.90	19.72
Total	**2,540.37**	**1,165.26**	**890.78**	**673.65**	**869.71**
B. Expenses					
1. Operation & Other Expenses	1,948.36	878.76	701.57	553.79	867.46
2. Interest	35.68	4.07	3.38	5.40	0.94
Total	**1,984.04**	**882.83**	**704.95**	**559.19**	**868.40**
C. Net Profit/(Loss) before Amortization, Depreciation & Tax	**556.33**	**282.43**	**185.83**	**114.46**	**1.31**
(i) Product Development Expenses written off	152.39	95.72	75.82	58.19	34.04
(ii) Depreciation	23.32	14.56	17.17	21.18	37.43
D. Net Profit/(Loss) before Tax	380.62	172.15	92.84	35.09	(70.16)
(iii) Taxation					
- Current Tax	31.04	19.83	3.63	0.32	0.00
- Deferred Tax	18.29	15.72	13.35	1.26	(8.26)
- Fringe Benefit Tax	1.23	1.20	0.00	0.00	0.00
E. Net Profit/(Loss) before Minority interest and extra- ordinary items (C - i-ii-iii)	**330.06**	**135.40**	**75.86**	**33.51**	**(61.90)**
Less: Minority Interest	14.05	11.77	0.30	0.01	0.00
Extra-Ordinary items (net of Tax)	0.00	0.00	0.00	0.00	0.00
F. Net Profit/(Loss) after extra Ordinary items	**316.01**	**123.63**	**75.56**	**33.50**	**(61.90)**
G. Debit balance of Profit and Loss Account of erstwhile company on merger	**0.00**	**0.00**	**0.00**	**0.00**	**(1.32)**
H. Short/(Excess) provision in respect of Income Tax for earlier years	0.76	0.36	0.00	0.00	0.00
I. Net profit/(Loss) as stated (F+G-H)	315.25	123.27	75.56	33.50	(63.22)
J. Tax provision – Restated	0.76	0.36	(0.76)	0.00	(0.36)
K. Net Profit/(Loss) as restated. (I + J)	**316.01**	**123.63**	**74.80**	**33.50**	**(63.58)**

Annexure III

Notes To Accounts forming part of Combined Proforma Restated Financial Statements

1. Principles and assumptions used for Combined proforma Restated financial statements

a) (i) The Combined proforma Restated financial statements have been prepared substantially applying the principles laid in the Accounting Standard (AS) 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India as considered appropriate, unless explicitly stated otherwise.

(ii) The company has acquired the entire shareholding of ClearOrbit, Inc., USA (the target company) for a consideration of US $ 20.6 mn through its wholly owned subsidiary in the USA, as per the Merger Agreement which came into effect on June 20, 2007.

(iii) The combined proforma Restated financial statements for the years ended March 31,2007, March 31, 2006, March 31, 2005, March 31, 2004 and for the fourteen months period ended March 31, 2003 have been prepared on the basis of the consolidated financial statements of TAKE Solutions Limited ('the company' or ' the holding company') prepared in accordance with Accounting Standard 21 issued by The Institute of Chartered Accountants of India for the years ended March 31, 2007, March 31, 2006 , March 31, 2005, March 31, 2004 and period ended March 31, 2003 combined with the standalone restated financial statements of ClearOrbit, Inc, ('the target company') for the years ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and March 31, 2003 respectively.

(iv) Following are the companies whose standalone / Consolidated* financial statements have been considered for the purpose of preparing the consolidated financial statements of TAKE Solutions Limited.

For the Year Ended March 31, 2007

Name of the Company	**Effective date for Consolidation**
Autoparts Asia Private Limited	April 1, 2006
TAKE Solutions Inc.*	April 1, 2006
Towell – TAKE Solutions LLC	August 17, 2006
TAKE United Sdn. Bhd (previously known as Millennium Business Solutions (M) Sdn. Bhd)	April 1, 2006
CMNK Consultancy & Services Private Limited	March 17, 2007

For the Year Ended March 31, 2006

Name of the Company	**Effective date for Consolidation**
Autoparts Asia Private Limited	March 31, 2006
TAKE Solutions Inc.*	December 19, 2005
TAKE United Sdn. Bhd	March 31, 2006
TAKE Solutions Gulf. W.L.L	April 1, 2005

For the Year Ended March 31, 2005

Name of the Company	**Effective date for Consolidation**
Megatrends Limited	April 1, 2004
TAKE Solutions Gulf. W.L.L	November 14, 2004

For the Year Ended March 31, 2004

Name of the Company	**Effective date for Consolidation**
Megatrends Limited	January 28, 2004

For the Period Ended March 31, 2003

Name of the Company	**Effective date for Consolidation**
Synectics Infotech pte. Ltd.	February 1, 2002

b) Basis of preparation of Combined proforma Restated financial statements

The Combined proforma restated financial statements are prepared under the historical cost convention, on accrual basis of accounting and in conformity with the accounting principles generally accepted in India.

The preparation of proforma restated financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of proforma financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the current and future periods.

c) Principles of Combined Proforma Restated financials

The combined proforma restated financial statements have been prepared *broadly in* accordance with the principles and procedures required for the preparation and presentation of financial statements as laid down under the Accounting Standards issued by the Institute of Chartered Accountants of India.

The consolidated financial statements of the Company for the years ended March 31, 2007, March 31, 2006, March 31, 2005, March 31, 2004 and period ended March 31, 2003 have been combined with the standalone financials of the target company for the corresponding years ended on a line-by-line basis by adding together the book values of like assets, liabilities, income and expenses after fully eliminating intra-group balances and transactions and resulting unrealized gain/losses.

The combined proforma restated financial statements have been prepared using uniform significant accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's consolidated financial statements.

d) Accounting assumptions made for Combined proforma Restated financial statements:

i) In respect of combined proforma restated financial statements, it has been assumed that the company had at all material times held the total shares of the target company.

ii) The cost of investments made by the Company in the Target Company has been considered to be Rs NIL and the difference between the cost and the net assets as at every Balance Sheet date has been shown separately as Capital Reserve On combination.

2. Entities used for Combined proforma Restated financial statements

The Entities used in the preparation of the consolidated financial statements of the holding company for various years / period ended are stated in Note No. 1(a) (iv) above. These consolidated financial statements of the holding company were combined with the standalone restated financial statements of the target company for the purpose of this Combined Proforma Restated financial statements.

3. Significant Accounting policies:

The significant accounting policies pertaining to the principal business segments of the company, subsidiaries and the target company are set out below and the other policies have been detailed in the standalone and consolidated restated financial statements of the company. In respect of this combination, there are no material differences in the significant accounting policies followed by the holding Company and the target company.

The financial year of the target company ends on June 30th every year. How ever for the purpose of this Combined Proforma Financial Statements, the financial statements were drawn upto the same reporting date of the Holding Company's, that is March 31st and were audited for the year ended March 31, 2007 and reviewed for the years ended March 31, 2003, 2004, 2005 and 2006 by M/S Iyer Associates, Certified Public Accountants, USA.

3.1 Revenue Recognition

Software Products, Services & Consultancy Revenue

The Contracts between the Company and its customers are either time and material contracts or fixed price contracts.

Revenue from fixed-price contracts is recognized according to the milestones achieved as specified in the contracts on the proportionate-completion method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which such changes are identified. Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

In respect of time and material contract, revenue is recognized in the period in which the services are provided.

Revenue from product sale and licensing arrangements are recognized on delivery and installation.

Supply Chain Management Revenue:

Revenues from Supply Chain Management Services are recognized according to the terms of the contract with the clients on the Proportionate Completion Method based on the work completed.

Revenue from Manufacturing Activity

Sales are recognized when invoices are raised and are accounted net of trade discounts, rebates, sales tax and excise duties.

Other Income

It is recognized on an accrual basis.

3.2 Depreciation **(Amount in 000's)**

Depreciation is provided on a pro-rata basis on the Straight Line Method (SLM) over the estimated useful lives of the assets determined as follows:

Computers and purchased software	3-7 years
Furnitures Fixtures and Equipments	5-10 years
Automobiles	3-9 years
Leasehold improvements	Period of Lease

However in one of the subsidiaries, Autoparts Asia Private Limited, depreciation has been provided on the Written down Value (WDV) at the rates prescribed under the Companies Act, 1956. The impact of this difference in the depreciation method followed by the subsidiary on the consolidated financial statement for the year ended 31.03.2007 would be overstatement of consolidated profit by Rs. 233 (Nil).

3.3 Foreign Currency Transactions/ Translation

All monetary items denominated in foreign currency are reflected at the rates prevailing on the Balance sheet date.

Income and Expenditure items involving foreign exchange are translated at the exchange rate prevailing on the dates of transaction.

Exchange differences, if any, arising on account of fluctuations in foreign exchange have been duly reflected in the Profit & Loss Account except in respect of acquisition of fixed assets.

For the purposes of consolidation the operations of overseas subsidiaries are considered as non-integral in nature and accordingly their assets and liabilities of non-Indian subsidiaries are translated at the year-end exchange rate and income and expenditure items are translated at the average rates during the period. The resultant translation adjustment is reflected as a separate component of Shareholders' funds as 'Foreign currency translation reserve'.

3.4 Taxation

Tax expenses comprising of both current tax and deferred tax are included in determining the net results for the year.

Deferred tax reflects the effect of timing differences between the assets and liabilities recognized for financial reporting purposes and the amounts that are recognized for current tax purposes. As a matter of prudence deferred tax assets are recognized and carried forward only to the extent, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Current tax is determined based on the provisions of the Income Tax Act of the respective countries.

3.5 Software Product Development cost

Internally developed software products are valued based on costs directly attributable to the development of such software and allocated indirect cost and they are capitalised individually once their technical feasibility is established in accordance with the requirements of Accounting Standard 26, 'Intangible Asset' issued by Institute of Chartered Accountants of India.

Expenses incurred during research phase till the establishment of commercial feasibility is charged off to Profit and Loss Account.

Products capitalised are being amortized over a period of three to five years from the launch date and the unamortised product costs as at Balance Sheet date are shown under Assets separately.

ANNEXURE – IV

Standalone Restated Statement of Assets and Liabilitiesof ClearOrbit, Inc. (the Target Company) as at

All fig. in Rs. Millions

Particulars	**31st March 2007**	**31st March 2006**	**31st March 2005**	**31st March 2004**	**31st March 2003**
A. Fixed Assets					
Gross Block	141.59	150.89	135.95	132.69	144.80
Less: Depreciation	127.11	130.93	117.76	114.79	114.50
Net Block	**14.48**	**19.96**	**18.19**	**17.90**	**30.30**
B. Software Product Development	**337.88**	**319.71**	**287.94**	**267.59**	**225.70**
C. Current Assets, Loans and Advances					
Sundry Debtors	112.98	167.60	133.38	125.99	143.33
Cash & Bank Balances	258.78	231.70	271.02	305.09	404.14
Other Current Assets	1.25	1.49	4.12	3.14	4.44
Loans & Advances	11.06	9.19	9.85	6.56	6.89
	384.07	**409.98**	**418.37**	**440.78**	**558.80**
D. Liabilities and Provisions					
Secured Loans	15.20	17.38	37.23	78.63	0.00
Current Liabilities & Provisions	182.28	172.15	166.43	169.27	215.29
	197.48	**189.53**	**203.66**	**247.90**	**215.29**
E. Net Worth (A+B+C-D)	**538.95**	**560.12**	**520.84**	**478.37**	**599.51**
F. Represented by					
1. Share Capital					
Equity Share Capital	0.39	0.40	0.60	0.60	0.64
Preference Share Capital	829.74	865.80	906.44	853.31	856.62
2. Stockholders' Deficit	(291.18)	(306.08)	(386.20)	(375.54)	(257.75)
G. Net Worth	**538.95**	**560.12**	**520.84**	**478.37**	**599.51**

ANNEXURE – V

Standalone Restated Statement of Profits and Losses of ClearOrbit, Inc. (Target Company) for the Years Ended

All fig. in Rs. Millions

Particulars	31st March 2007	31st March 2006	31st March 2005	31st March 2004	31st March 2003
A. Income					
1. Revenues	701.13	675.10	604.96	534.87	786.57
2. Other Income	10.95	8.27	4.80	2.77	19.06
Total	**712.08**	**683.37**	**609.76**	**537.64**	**805.63**
B. Expenses					
1. Operation & Other Expenses	586.88	556.67	475.44	435.23	793.96
2. Interest	1.49	1.54	2.98	4.87	0.67
Total	**588.37**	**558.21**	**478.42**	**440.10**	**794.63**
C. Net Profit/(Loss) before Amortization, Depreciation & Tax	**123.71**	**125.16**	**131.34**	**97.54**	**11.00**
(i) Product Development Expenses written off	110.97	86.14	69.02	48.72	26.94
(ii) Depreciation	13.09	11.78	15.43	19.80	36.71
D. Net Profit/(Loss) before Tax	**(0.35)**	**27.24**	**46.89**	**29.02**	**(52.65)**
(iii) Taxation					
- Current Tax					
- Deferred Tax					
- Fringe Benefit Tax					
E. Net Profit/ (Loss) before Minority interest and extra- ordinary items (C - i-ii-iii)	**(0.35)**	**27.24**	**46.89**	**29.02**	**(52.65)**
Less: Minority Interest	0.00	0.00	0.00	0.00	0.00
Extra-Ordinary items (net of Tax)	0.00	0.00	0.00	0.00	0.00
F. Net Profit / (Loss) as restated	**(0.35)**	**27.24**	**46.89**	**29.02**	**(52.65)**

ANNEXURE VI

Notes to Standalone Restated Financial statements of ClearOrbit, Inc.

The restated standalone financial statements of ClearOrbit, Inc. ('Target Company') are prepared from the audited financial statements of the Target Company and restated in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis.

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

The Significant Accounting Policies adopted in the restated standalone financial statements of the Target Company are as follows:

Revenue Recognition

Software Products, Services & Consultancy Revenue

The Contracts between the Company and its customers are either time and material contracts or fixed price contracts.

Revenue from fixed-price contracts is recognized according to the milestones achieved as specified in the contracts on the proportionate-completion method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which such changes are identified. Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

In respect of time and material contract, revenue is recognized in the period in which the services are provided.

Revenue from product sale and licensing arrangements are recognized on delivery and installation.

Fixed Assets

Fixed Assets are stated at cost. Depreciation on the Fixed Assets is computed using the straight line method, which amortizes the cost of the assets over their estimated useful lives of 3-5 years. Amortisation of assets recorded under capital leases is computed using the straight line method over the shorter of the asset's useful life or term of the lease and is included in Depreciation Expense.

Product Development Cost

Internally developed software products are valued based on costs directly attributable to the development of such software and allocated indirect cost and they are capitalised individually once their technical feasibility is established, which is defined by the company as the point in time at which the Company has a detailed program design or a working model. Expenses incurred during research phase till the establishment of commercial feasibility is charged off to Profit and Loss Account.

Products capitalised are being amortized over a period of five years from the launch date and the unamortised product costs as at Balance Sheet date are shown under Assets separately.

Income Taxes

Tax expenses comprising of both current tax and deferred tax are included in determining the net results for the period.

Deferred tax reflects the effect of timing differences between the assets and liabilities recognized for financial reporting purposes and the amounts that are recognized for current tax purposes. As a matter of prudence deferred tax assets are recognized and carried forward only to the extent, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Current tax is determined based on the provisions of the Income Tax Act of the respective country.

ANNEXURE – VII

Standalone Restated Statement of Assets and Liabilities of ClearOrbit, Inc. (Target Company) as at

All fig. in Rs. Millions

Particulars	30th June 2006	30th June 2005	30th June 2004	30th June 2003
A. Fixed Assets				
Gross Block	157.59	139.20	181.23	142.96
Less: Depreciation	138.56	120.27	165.38	116.63
Net Block	**19.03**	**18.93**	**15.85**	**26.33**
B. Software Product Development	**334.72**	**283.47**	**256.39**	**203.41**
C. Current Assets, Loans and Advances				
Sundry Debtors	203.49	155.69	139.44	138.27
Cash & Bank Balances	246.85	266.41	323.02	361.83
Other Current Assets	1.44	4.14	3.00	4.13
Loans & Advances	7.66	9.99	5.98	5.34
	459.44	**436.23**	**471.44**	**509.57**
D. Liabilities and Provisions				
Secured Loans	46.88	46.84	76.54	134.65
Current Liabilities & Provisions	186.97	165.24	165.01	157.12
	233.85	**212.08**	**241.55**	**291.77**
E. Net Worth (A+B+C-D)	**579.34**	**526.55**	**502.13**	**447.54**
F. Represented by				
1. Share Capital				
Equity Share Capital	0.42	0.39	0.65	0.60
Preference Share capital	865.69	912.63	906.81	850.50
2. Shareholders' Deficit	(286.77)	(386.47)	(405.33)	(403.56)
G. Net Worth	**579.34**	**526.55**	**502.13**	**447.54**

ANNEXURE- VIII

Standalone Restated Statement of Profits and Losses of ClearOrbit, Inc. (Target Company) for the Years Ended

All fig. in Rs. Millions

Particulars	30th June 2006	30th June 2005	30th June 2004	30th June 2003
A. Income				
1. Revenues	694.47	617.31	562.21	645.32
2. Other Income	3.58	0.62	0.00	9.22
Total	**698.05**	**617.93**	**562.21**	**654.54**
B. Expenses				
1. Operation & Other Expenses	581.92	484.46	436.38	590.86
2. Interest	1.39	2.50	5.00	1.15
Total	**583.31**	**486.96**	**441.38**	**592.01**
C. Net Profit/(Loss) before Amortization, Depreciation & Tax	**114.74**	**130.97**	**120.83**	**62.53**
(i) Product Development Expenses written off	85.80	64.41	45.68	30.93
(ii) Depreciation	12.75	14.46	18.18	31.93
D. Net Profit/(Loss) before Tax	**16.19**	**52.10**	**56.97**	**(0.33)**
(iii) Taxation				
- Current Tax				
- Deferred Tax				
- Fringe Benefit Tax				
E. Net Profit/ (Loss) before Minority interest and extra-ordinary items (C - i-ii-iii)	**16.19**	**52.10**	**56.97**	**(0.33)**
Less: Minority Interest	0.00	0.00	0.00	0.00
Extra-Ordinary items (net of Tax)	0.00	0.00	0.00	0.00
F. Net Profit / (Loss) as Restated	**16.19**	**52.10**	**56.97**	**(0.33)**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our consolidated audited restated financial statements for the fiscal years ended March 31, 2007, 2006, 2005, 2004 and 2003 and including the Schedules, Annexure and Notes thereto and the Reports thereon which appear in the section titled "Financial Statements of our Company" beginning on page 140 *of this Red Herring Prospectus.*

The aforesaid financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Guidelines as described in the Auditor's report of M/s Sundar, Srini & Sridhar, Chartered Accountants dated June 4, 2007 in the section titled "Financial Statements of our Company"" beginning on page 140 *of this Red Herring Prospectus .*

OVERVIEW

We are an international Business technology company with products backed by a strong domain expertise to provide cost-effective comprehensive solutions for businesses. Our mission is to establish and maintain a competitive edge backed by a domain centric approach along with continued commitment to leadership development. We believe that our products provide the technology platform to enhance our customers' growth and organizational agility.

Our efforts are complemented by our Subsidiaries, which are as follows -

1. TAKE Solutions Inc., USA
2. TAKE United Sdn Bhd, Malaysia
3. Autoparts Asia Private Limited, Chennai
4. Towell-TAKE Solutions LLC
5. CMNK Consultancy & Services Private Limited, India
6. Applied Clinical Intelligence, LLC
   (Subsidiary of TAKE Solutions Inc.)
7. TAKE Solutions GmbH, Switzerland (Subsidiary of TAKE Solutions Inc.)
8. ClearOrbit Inc., USA (Subsidiary of TAKE Solutions Inc.)

Together with our Subsidiaries, the product portfolio offered is focused on the Supply Chain Management (SCM) and Life Sciences (LS) verticals and are complimentary to the legacy or enterprise resource planning software, which our clients currently use. There are 16 active products in the SCM vertical, which are housed under the One SCM™ suite, and 6 products in the LS vertical under the One Clinical™ suite. The foundation base of the final product offerings in both segments is the domain knowledge and the TAKE RTE (Real Time Enterprise) framework.

The products are designed to provide customers with a palette of standard business solutions arranged in applications, which provide integrated enterprise-wide processing of business workflows.

Started in the year 2001, our company was formed by a group of professionals, with an entrepreneurial drive, extensive knowledge and experience in the area of Supply Chain Management. We have since grown both organically and through acquisitions. This has facilitated our reach into other geographies, introduction of another specialized domain - Life Sciences, and expansion of our product range.

We understand that as solution providers, we are responsible for creating value for our customers. The main elements of our value matrix is a deep domain understanding, robust technology framework, client centric approach and a sound delivery model.

As on March 31, 2007, together with our Subsidiaries, we had completed more than 2500 software installations for over 250 customers ranging in size from multinational enterprises to medium- and smaller-sized companies.

The following are our revenue sources and any impact on these would affect our results of operations:

- License and related services—licensing our products on a right-to-use basis; services such as product implementation
- Maintenance fees—providing customer technical support and product enhancements; and
- Service fees—providing professional services such as customization, consulting etc.

The timing and amount of fees recognized as revenue during a period are determined individually by the agreement, based on its duration and specific terms.

Under our Business Model, we provide customers with the flexibility to license software under a license period typically ranging from one to three years. We provide our customers the option to receive our upgraded software products in the future at a negotiated additional fee. We recognize revenues based on the actual number of software licenses sold in the financial year. We believe recognizing license revenue over the term of the license agreement improves the predictability of our revenue streams and more accurately reflects the earnings process. The fees on account of our maintenance and service obligations are recognized as per the terms of the agreement signed with the clients.

Significant Accounting Policies

The significant accounting policies pertaining to the principal business segments of the company are set out below and the other policies have been detailed in the standalone restated financial statements. In respect of this consolidation, there is no material difference in the significant accounting policies followed by the Holding Company and the subsidiaries

Revenue Recognition

Software & Consultancy Revenue

The Contracts between the Company and its customers are either time and material contracts or fixed price contracts.

a) Revenue from fixed-price contracts is recognized according to the milestones achieved as specified in the contracts on the proportionate-completion method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which such changes are identified. Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

b) In respect of time and material contract, revenue is recognized on completion, installation and final implementation of completed software.

c) Revenue from product sale and licensing arrangements are recognized on delivery and installation

Supply Chain Management Revenue:

Revenues from Supply Chain Management Services are recognized according to the terms of the contract with the clients on the Proportionate Completion Method based on the work completed.

Other Income

It is recognized on accrual basis.

Product Development Expenses:

Internally developed software products are valued based on costs directly attributable to the development of such software and allocated indirect cost and they are capitalised individually once their technical feasibility is established in accordance with the requirements of Accounting Standard 26, ‘Intangible Asset’ issued by Institute of Chartered Accountants of India.

Expenses incurred during research phase till the establishment of commercial feasibility is charged off to Profit and Loss Account.

Products capitalised are being amortized over a period of three to five years from the launch date and the unamortised product costs as at Balance Sheet date are shown under Assets separately**.**

Restructuring

We underwent a restructuring exercise in FY2006 wherein we acquired TAKE Solutions Inc. from one of our promoters TAKE Solutions Pte. Ltd., Singapore in December 2005. Consequently the following discussions assume a very limited portion of the revenues emanating from our Life Sciences business in FY2006. Further our revenues generated from the US markets are domiciled in TAKE Inc and hence are not completely reflected in FY2006. The Combined Proforma Unaudited Financial Statements for FY2006 are reflected in the section titled “Financial Statements of our Company” Section at page 140 of this RHP. However the information for our Life Sciences business and as generated in the US markets are reflected on a full-year basis, in the restated consolidated financial statements.

ANALYSIS OF REVENUES

Revenue Break – up

(Amount in Rs. Million)

Particulars	FY 2004	Share of total revenues %	% Growth	FY 2005	Share of total revenues %	% Growth	FY 2006	Share of total revenues %	% Growth	FY 2007	Share of total revenues %	% Growth	CAGR %
Product Licenses & Related Activities	38.08	28%	560.29	92.74	33	143.54	202.39	42	118.24	790.01	43.21	290.34	175%
Maintenance Fees	2.72	2%	NA	19.67	7	623.16	48.19	10	144.99	200.01	10.94	315.14	319%
Services	91.53	67%	56.97	130.26	46.35	42.32	227.5	47.21	74.64	766.42	41.92	236.9	103%
Others	3.67	3%	NA	38.35	13.65	943.68	3.81	0.79	-90.06	71.85	3.93	1785.87	170%
Total Revenues	**136.01**	**100**	**112.24**	**281.02**	**100**	**106.62**	**481.89**	**100**	**71.48**	**1828.29**	**100**	**279.42**	**138%**

Our total revenues have grown at a CAGR of 138% from FY2004 to FY2007. During this period, product stability and number of products has increased, leading to growth in the license revenue as well as maintenance fees. We have expanded our product portfolio from 4 in FY2004 to 11 in FY2007. Further, following our inorganic growth strategy, we acquired companies/ businesses as detailed on page 64 of this Red Herring Prospectus, which added to our revenues. We have presented the contribution of inorganic businesses to the total revenues, ahead in this section, on page 196 of this Red Herring Prospectus.

In FY 2003, we were in the product development and beta testing phase, wherein we were building a marketable product for the SCM market. Our product roll-out began in FY2004, resulting in an increase in our license revenues of 560.29% on a year-on-year basis. We have expanded our product portfolio from 4 in FY2004 to 11 in FY2007. With a limited number of products in FY2004 viz. 4 and the start of the product roll-out phase, the share of product license revenues was relatively low at 28%. With the expansion of our product base and acceptance of our products, the share of license revenues to total revenues increased steadily and stood at 43.21% in FY2007. Our acquisition of TAKE Inc. in FY2006 enabled us to domicile the revenues generated from the 6 products in the Life Sciences division into our company. Geographical expansion into the US markets has further increased license revenues.

Given the specialized nature of our product portfolio, product enhancements and customization requires us to provide additional services which generate revenues pursuant to any product sale. Such service revenue is generated from new as well as existing clients. Service fees have grown at a CAGR of 103% on account of the growing sales volume over the years. In the earlier years, we had a limited product base and essentially provided customization services to clients as compared to fresh product installations. The share of services fees has since declined from 67% in FY2004 to 41.92% in FY2007.

We continually upgrade our products to make prior customization a standard feature in our new products.

Revenues across verticals

Particulars	FY 2004	Share of total revenues %	% Growth	FY 2005	Share of total revenues %	% Growth	FY 2006	Share of total revenues %	% Growth	FY 2007	Share of total revenues %	% Growth	CAGR %
SCM	132.33	97.3	106.5	242.67	86.35	83.38	286.91	59.54	18.23	867.52	47.45	202.37	87%
Life Sciences	-	0	NA	-	0	NA	194.21	40.3	NA	828.58	45.32	326.64	
Others	3.67	2.7	NA	38.35	13.65	NA	0.77	0.16	97.99	132.19	7.23	17067	230%
Total Revenues	**136.01**	**100**		**281.02**	**100**		**481.89**	**100**		**1828.29**	**100**		138%

The SCM business segment has witnessed a CAGR growth of 87% over the period FY2004 to FY2007. We commenced our business operations in the SCM business segment and the growth in the SCM business has been on account of increase in the number of products, market acceptance of our products and product stabilization. The product development efforts undertaken during a year yield results in the following year. Owing to negligible product development activity in FY2005, the revenues in the SCM business witnessed a growth of 18.23% in FY2006. We acquired majority stakes in two companies viz. TAKE United and Autopartsasia Private Limited in March 2006. The revenues of FY2006 in the SCM segment thus capture a negligible portion of the inorganic business revenues. Both these companies have registered a sharp growth in the respective revenues as is shown on pages 106 and 107 of this Red Herring Prospectus. The revenues of Autopartsasia Private Limited have increased from Rs.130.13 in FY2006 to Rs.247.92 in FY2007 while the revenues of TAKE United have increased from Rs.42.09 in FY2006 to Rs.371.41 in FY2007. The Life Sciences business was integrated with our Company in FY2006 and captures only a limited potion of the revenue for FY2006. The revenues in the Life Sciences business in FY2007 reflect the full-year operations and hence show a year-on-year growth of 326.64%. Both the SCM and Life Sciences segments have an almost equal contribution to the total revenues in FY2007.

Geographical Break – up of Revenues

Particulars	FY 2004	Share of total revenues %	% Growth	FY 2005	Share of total revenues %	% Growth	FY 2006	Share of total revenues %	% Growth	FY 2007	Share of total revenues %	% Growth	CAGR %
Asia Pac	132.76	97.61	107.17	278.97	99.27	110.13	287.69	59.7	3.13	956.82	52.33	232.59	93%
United States	3.25	2.39	NA	2.05	0.73	-36.92	194.21	40.3	9373.66	871.47	47.67	348.73	545%
Total Revenues	**136.01**	**100**		**281.02**	**100**		**481.89**	**100**		**1828.29**	**100**		138%

We achieved a CAGR of 93% in the Asia Pacific region from FY2004 to FY2007. These revenues reflect the businesses in India, Malaysia and the Middle East. The revenues in the Asia Pacific market in FY2007 reflects the first full-year of operations of an expanded product base with all 11 products registering revenues for the year and gaining product stability. We acquired majority stakes in two companies viz. TAKE United and Autopartsasia Private Limited, both based in the Asia Pacific region, in March 2006. Both companies registered a sharp growth in revenues in FY2007 as reflected on pages 106 and 107 of this Red Herring Prospectus. This explains the increase in revenues in FY2007 in the Asia Pacific market. Our Life Sciences business is primarily centered in the US and the same got realigned with our Company during FY2006. This explains the sharp rise in revenues of 348.73% on a year-on-year basis in the US market in FY2007.

Business Growth

Particulars	FY 2004	Share of total revenues %	% Growth	FY 2005	Share of total revenues %	% Growth	FY 2006	Share of total revenues %	% Growth	FY 2007	Share of total revenues %	% Growth	CAGR %
Organic Business	132.33	97.3	107	281.02	100	112.36	371.38	77.07	32.15	1828.29	100%	392.3	140%
Inorganic Business*	3.67	2.7	NA	-	0	NA	110.51	22.93	NA	-	-	-100	NA
Total Revenues	**136.01**	**100**		**281.02**	**100**		**481.89**	**100**		**1828.29**	**100**		138%

*** - Represents the aggregate applicable revenues of companies acquired during the period**

We have achieved a CAGR of 140% in our organic growth path. This has been on account of the full thrust of our entire product range in SCM and Life Sciences. As part of our business strategy, we actively pursue inorganic growth opportunities. In FY2006, we acquired a stake in certain subsidiaries which reflects the revenues from inorganic business.

ANALYSIS OF COSTS

Particulars	FY 2004	Share of total revenues %	% Growth	FY 2005	Share of total revenues %	% Growth	FY 2006	Share of total revenues %	% Growth	FY 2007	Share of total revenues %	% Growth
Employee Costs	36.24	27.89	106.5	42.67	18.15	17.74	86.84	25.77	103.51	359.91	24.87	314.45
Other Direct Costs	64.23	49.43	52.6	148.2	63.05	130.73	187.65	55.69	26.62	818.23	56.53	336.04
TOTAL DIRECT COST	**100.46**	**77.32**	**68.46**	**190.87**	**81.2**	**89.99**	**274.49**	**81.46**	**43.81**	**1178.14**	**81.4**	**329.21**
Selling, general, and administrative expenses	18.1	13.93	30.59	35.26	15	94.81	47.59	14.12	34.96	183.34	12.67	285.24
Amortization of capitalized software costs	9.47	7.28	33.37	6.8	2.89	-28.19	9.58	2.84	40.88	41.42	2.86	332.36
Depreciation	1.38	1.06	91.67	1.74	0.74	26.09	2.78	0.83	59.77	10.23	0.71	268.02
Finance Expenses	0.53	0.41	96.3	0.4	0.17	-24.53	2.53	0.75	532.5	34.19	2.36	1251.34
TOTAL COST	**129.94**	**100**	**59.26**	**235.07**	**100**	**80.91**	**336.98**	**100**	**43.35**	**1447.32**	**100**	**329.51**

* - We amortize our Product Development costs over a period of 36 months from the date of launch of the product in India and 60 months in the USA. The unamortized costs are carried forward as Current Assets on our balance sheet.

Employee costs as a proportion of total costs have remained relatively stable owing to the mix of own employees and external consultants. Apart from our core employees, we engage in contractual obligations with various parties including professionals for product development and implementation purposes. This helps us control employee costs and tide over depressed market circumstances. These contractual expenses are grouped under the head ‘Other direct costs’.

Our selling, general and administrative expenses have declined marginally from a share of 13.93% of the revenues in FY2004 to 12.67% in FY2007. These expenses mainly consist of marketing expenses wherein we extensively spent on marketing in the initial stages of the business.

Product Development Costs (PDC)

Particulars	FY 2004	% Growth	FY 2005	% Growth	FY 2006	% Growth	FY 2007	% Growth
Opening PDC not written off (Current Assets)	19.07	285.25%	9.8	-48.60%	3	-69.39	103.31	3343.67
Actual PDC incurred during the year	0.2	-99.06%	-	-100.00%	109.89	NA	139.62	27.05
PDC written off during the year	-	-100.00%	-	NA	6.58	NA	11.53	75.23
Prior Period PDC written off during the current year	9.47	104.98%	6.8	-28.19%	3	-55.88	29.89	896.33
Total PDC written off during the year	**9.47**	**33.38**	**6.8**	**-28.19**	**9.58**	**40.88**	**41.42**	**332.36**
Closing PDC not written off	9.8	-48.60%	3	-69.34%	103.31	3343.66	201.51	95.05
% of Cost written off during the year to average capitalized PDC	**65.59**		**106.25**		**18.03**		**27.18**	

In the initial years, we started with a portfolio of 4 products and these became our platform to establish a significant presence in our markets that we focused. During the period FY2003 to FY2005, we were in a stabilization phase and hence there was limited product development activity. Since FY2005 we have significantly stepped up our product development activity and those in our Subsidiaries within the Life Sciences domain. Due to the variable amortization period in the Life Sciences and the SCM businesses and the substantial product development activity undertaken during FY2007, there has been an increase in the product development cost written off during the year to the average capitalized PDC in FY2007 over FY2006. Further since we have completed our base development, the product development cost written off during the year to the average capitalized PDC has been gradually reducing to 27.18% in FY2007 from 65.59% in FY2004.

Deferred Taxes As at

Particulars	FY2004	FY2005	FY2006	FY2007
Deferred Tax Assets	10	-	-	0.55
Deferred tax liabilities	-	3	19	38.05
Net deferred Tax Asset / (Liability)	**10**	**(3)**	**(19)**	**(37.50)**

Analysis of Productivity Parameters

(Amount in Rs. Million)

Particulars	FY 2004	FY 2005	FY 2006	FY 2007
Number of Employees	305	370	362	450
Cost Per Employee	0.12	0.12	0.26	0.8
Revenue per employee	0.45	0.76	1.33	4.06
EBITDA per Employee	0.06	0.15	0.43	1.04
EBITDA Margin	13%	20%	33%	26%
Net Profit Margins	3%	10%	22%	18%

* - Including employees of Subsidiaries

Our judicious mix of employees and external consultants has helped us increase the EBITDA per employee from Rs.0.06 mn in FY2004 to Rs.1.04 mn in FY2007. Further our product portfolio has expanded from 4 in FY2004 to 17 in FY2007 (inclusive of our Subsidiaries) with a negligible growth in manpower.

In FY2006, our Life Sciences business was not integrated on a full-year basis with our Company and the revenues and costs for the last quarter were available for consolidation. This quarter typically has been a better performing quarter for our US subsidiary. The FY2007 margins represent the integrated margins on a full-year basis.

Liquidity and Capital Resources

Working Capital

Particulars	FY2004	FY 2005	FY 2006	FY 2007
Current Ratio	4.24	2.79	3.74	7.58
Net Working Capital	78.8	114.78	422.97	1817.9
Long Term Debt				

(Amount in Rs. Million)

Particulars	FY2004	FY 2005	FY 2006	FY 2007
Secured Debt	6.41	0.72	238.61	1326.31
Unsecured Debt	1.59	8.74	168.2	58.64
Total	**8**	**9.46**	**406.81**	**1384.95**
% increase	NA	18.25%	4200.32%	240.44%
Financial expenses & Interest	0.53	0.4	2.53	34.19
% increase	NA	-24.53%	532.50%	1251.38%

The secured debt obligation during FY2006 and FY2007 was incurred by us to fund the acquisitions made by our Subsidiary. A part of this secured debt obligation is proposed to be repaid through the proceeds of this Issue. For details on the prepayment of the loan, refer to the section titled “Objects of the Issue” on page 24 of this RHP.

Adverse Events

There have been no adverse events affecting the operations of our Company occurring within one year prior to the date of filing of this Red Herring Prospectus with SEBI.

Defaults

We have not defaulted in meeting any statutory dues, institutional dues or bank dues. We have never accepted fixed deposits from the public and we have not issued debentures since inception.

Details of any encumbrances over the property of our company and guarantees given by our company to any other party:

There are no encumbrances over the property of our Company except as disclosed in the section titled “Our Indebtedness” on page no. 93 of this Red Herring Prospectus.

Operating Results

Set forth below is a table showing our major revenues and expenditure items, EBITDA, profit before tax and profit after tax for fiscal 2006, fiscal 2005, fiscal 2004, their respective percentage of our total income for the corresponding periods, respectively.

(Amount in Rs. Million)

	FY 2004		**FY 2005**		**FY 2006**		**FY 2007**	
	Amount	**% of revenue**	**Amount**	**% of revenue**	**Amount**	**% of revenue**	**Amount**	**% of revenue**
Operating Revenues								
Product Licenses & related Activities	38.08	28	92.74	33	202.39	42	790.01	43
Maintenance Fees	2.72	2	19.67	7	48.19	10	200.01	11
Service Fees	91.53	67	130.26	46	227.5	47	766.42	42
Others	3.67	3	38.35	14	3.81	1	71.85	4
Total Revenues	**136.01**	**100**	**281.02**	**100**	**481.89**	**100**	**1828.29**	**100**
% Growth	**112.24%**		**106.62%**		**71.48%**		**279.42%**	
Employees Cost	36.24	27	42.67	15	86.84	18	359.91	20
Other Direct Cost	64.24	47	148.19	53	187.65	39	818.23	45
Total Direct Cost	**100.48**		**190.86**		**274.49**		**1178.14**	
Gross Profit	**35.53**	26	**90.16**	32	**207.4**	43	**650.15**	36
% Growth	**702.48%**		**153.59%**		**130.04%**		**213.51%**	
Expenditure								
Selling, general, and administrative expenses	18.08	13	35.27	13	47.6	10	183.34	10
EBITDA	**17.45**	13	**54.89**	20	**159.8**	33	**466.81**	26
Financial Expenses	0.53	0	0.4	0	2.53	1	34.19	2
Depreciation	1.38	1	1.74	1	2.78	1	10.23	1
Product Development	9.47	7	6.8	2	9.58	2	41.42	2
Profit Before Tax	**6.07**	4	**45.95**	16	**144.91**	30	**380.98**	21
Taxation	1.58	1	16.98	6	36.75	8	50.56	3
Profit After Taxbefore Minority Interest	**4.49**	3	**28.97**	10	**108.16**	22	**330.42**	18

Comparison of Performance and Analysis of Developments for the financial year ended March 31, 2007 vis-à-vis Financial year ended March 31, 2006

Major Events during the year

- We acquired CMNK Consultancy & Services Private Limited which shall act as a vehicle to facilitate our inorganic growth plans
- We and our subsidiary, CMNK Consultancy & Services Private Limited have availed of debt facilities to the extent of Rs.1000 million from Yes Bank Limited and DSP Merrill Lynch to facilitate the acquisition of ClearOrbit Inc., USA
- We voluntarily liquidated our investment in TAKE Solutions Gulf W.L.L., Bahrain, an erstwhile subsidiary of our Company, which was approved by the Ministry of Industry and Commerce, Kingdom of Bahrain on January 22, 2007
- We allotted 370,000 Equity Shares to Passport India Investments (Mauritus) Limited at Rs.625 per Equity Share on February 27, 2007 forming part of the Private Placement concluded by our Company

Total Revenue

Total Income increased from Rs. 481.89 Million in fiscal 2006 to 1828.29 Million in fiscal 2007 registering a growth rate of 279.40 %.

Expenditure

Total Expenditure increased from 336.00 Million in fiscal 2006 to 1447.32 Million in fiscal 2007 registering increase of 329.51%.

Other Direct Cost

Other Direct Cost have increased from Rs. 187.65 Million in fiscal 2006 to Rs. 818.23 Million in fiscal 2007 registering increase of 336.04%

Employee Cost

Employee costs have increased from 86.84 Million to 359.91 Million registering increase of 314.45%

Selling, general, and administrative expenses

Selling, general, and administrative expenses have increased from Rs. 47.59 Million in fiscal 2006 to Rs. 183.34 Million in fiscal 2007, representing an increase of 285.24%.

Finance charges

Finance charges have increased at the rate of 1251.38% from Rs. 2.53 Million in fiscal 2006 to Rs. 34.19 Million in fiscal 2007.

Depreciation

Depreciation has increased from Rs. 2.78 Million in Fiscal 2006 to Rs. 10.23 Million in fiscal 2007.

Profit before tax

Profit before tax has increased at the rate of 162.91% from Rs. 144.91 Million in fiscal 2006 to Rs. 380.98 Million in fiscal 2007.

Profit after tax

Profit after tax has increased from Rs. 108.16 Million in fiscal 2006 to Rs. 330.42 Million in fiscal 2007, representing an increase of 205.49%.

Comparison of Performance and Analysis of Developments for the financial year ended March 31, 2006 vis-à-vis Financial year ended March 31, 2005

Major Events during the year

- Our Subsidiary TAKE Solutions Inc. acquired one hundred (100%) equity in the erstwhile Onsphere Corporation, USA which has now been merged with TAKE Solutions Inc.
- Our Subsidiary TAKE Solutions Inc. acquired fifty one percent (51%) membership in Applied Clinical Intelligence LLC, USA.
- TAKE Solutions Ltd. became the Microsoft Gold Certfied partner.
- TAKE acquired Autopartsasia Private Limited.,in India.
- TAKE acquired Millenium Business Solutions (Sdn) Bhd., Malaysia.

Total Revenue

Total Income increased from Rs. 281.02 Million in fiscal 2005 to 481.89 Million in fiscal 2006 registering a growth rate of 71.50 %.

Expenditure

Other Direct Cost

Other Direct Cost have increased from Rs. 148.19 Million in fiscal 2005 to Rs. 187.65 Million in fiscal 2006, representing an increase of 26.62%

Employee Cost

Employee costs have increased from 42.67 Million to 86.84 Million registering an increase of 103.52%.

Selling, general, and administrative expenses

Selling, general, and administrative expenses have increased from Rs. 35.26 Million in fiscal 2005 to Rs. 47.59 Million in fiscal 2006, representing an increase of 34.96%.

Finance charges

Finance charges have increased at the rate of 536.87% from Rs. 0.40 Million in fiscal 2005 to Rs. 2.53 Million in fiscal 2006.

Depreciation

Depreciation has increased from Rs. 1.74 Million in Fiscal 2005 to Rs. 2.78 Million in fiscal 2006.

Profit before tax

Profit before tax has increased at the rate of 215.36% from Rs. 45.95 Million in fiscal 2005 to Rs. 144.91 Million in fiscal 2006.

Profit after tax

Profit after tax has increased from Rs. 28.97 Million in fiscal 2005 to Rs. 108.17 Million in fiscal 2006, representing an increase of 273.38%.

Comparison of Performance and Analysis of Developments for the financial year ended March 31, 2005 vis-à-vis Financial year ended March 31, 2004

Major Events during the year

- TAKE was assessed SEI – CMM Level 4 by KPMG.
- TAKE incorporated a wholly owned Subsidiary in the Kingdom of Bahrain by the name of TAKE Solutions Gulf. W.L.L..

Total Income

Total Income increased from Rs. 136.00 Million in fiscal 2004 to 281.02 Million in fiscal 2005 registering a growth rate 106.62 %.

Expenditure

Other Direct Cost

Other Direct Cost have increased from Rs. 64.23 Million in fiscal 2004 to Rs. 148.19 Million in fiscal 2005, representing an increase of 130.71%.

Employee cost

Employee cost has increased from 36.24 Million to 42.67 Million representing an increase of 17.74%.

Selling, general, and administrative expenses

Selling, general, and administrative expenses have increased from Rs. 18.10 Million in fiscal 2004 to Rs. 35.26 Million in fiscal 2005.

Finance charges

Finance charges has reduced from Rs.0.53 Million in fiscal 2004 to Rs.0.40 Million in fiscal 2005.

Depreciation

Depreciation has increased from Rs. 1.38 Million in fiscal 2004 to Rs. 1.74 Million in fiscal 2005.

Profit before tax

Profit before tax has increased from Rs. 6.07 Million in fiscal 2004 to Rs. 45.95 Million in fiscal 2005 representing an increase of 657.00%.

Profit after tax

Profit after tax has increased at a rate of 545.40% from Rs. 4.49 Million in fiscal 2004 to Rs. 28.97 Million in fiscal 2005.

Comparison of Performance and Analysis of Developments for the financial year ended March 31, 2004 vis-à-vis Financial year ended March 31, 2003

Total Income

Total Income increased from Rs. 64.08 Million in fiscal 2003 to 136.01 Million in fiscal 2004 registering a growth rate 112.24 %.

Expenditure

Other Direct Cost

Operating costs have increased from Rs. 42.09 Million in fiscal 2003 to Rs. 64.23 Million in fiscal 2004 representing an increase of 52.58%.

Employee Cost

Employee costs have increased from Rs. 17.55 Million in fiscal 2003 to Rs. 36.24 Million in fiscal 2004 representing an increase of 106.47%.

Selling, general, and administrative expense

Selling, general, and administrative expenses have increased from Rs. 13.86 Million in fiscal 2003 to Rs. 18.10 Million in fiscal 2004.

Finance charges

Finance charges have increased from Rs. 0.27 Million in fiscal 2003 to Rs. 0.53 Million in fiscal 2004.

Depreciation

Depreciation has increased from Rs. 0.72 Million in fiscal 2003 to Rs. 1.38 Million in fiscal 2004.

Profit before tax

Profit before tax has increased from a loss of Rs. 17.50 Million in fiscal 2003 to a profit of Rs. 6.07 Million in fiscal 2004.

Profit after tax

Profit after tax has increased from a loss of Rs. 9.25 Million in fiscal 2003 to a profit of Rs. 4.49 Million in fiscal 2004.

Material Developments after March 31, 2007

There have been no material developments after the date of the last balance sheet, i.e. March 31, 2007 except those detailed below:

- Our subsidiary, TAKE Solutions Inc. has incorporated a subsidiary viz. TAKE Solutions GmbH, Switzerland, to mark our foray in the European markets.
- Our subsidiary, TAKE Solutions Inc. has concluded the acquisition of ClearOrbit Inc., USA in June 2007 by means of which we ClearOrbit Inc., USA becomes a step down subsidiary of our Company.
- We have allotted 530,000 Equity Shares to Galleon International Masster Fund Spc, Limited – New Silk Route Pipe Segregated Portfolio at Rs.625 per Equity Share, on June 4, 2007, forming part of the Private Placement.

Other than as stated herein our directors hereby state that in their opinion there is no material development after the date of the last financial statements disclosed in this Red Herring Prospectus which is likely to materially and adversely affect or is likely to affect the trading or profitability of our company or the value of our assets, or our ability to pay our liabilities within the next twelve months.

Information required as per clause 6.10.5.5(a) of the SEBI Guidelines:

Unusual or infrequent events or transactions:

There have been no unusual or infrequent transactions that have taken place during the last three years.

Significant economic changes that materially affected or are likely to affect income from continuing operations:

Except as detailed in the preceding paragraph and as described in the section titled "Risk Factors" and "Business Overview" beginning on page xiii and 63 in this Red Herring Prospectus, there are no known factors that will have a material adverse impact on our operations, our income from continuing operations and our finances.

Known trends or uncertainties

Apart from the risks as disclosed in the section titled "Risk Factors" beginning on page xiii of this Red Herring Prospectus, there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

Introduction of new products/segments in FY2007

We have not introduced any new products but have launched enhanced versions of the existing products in FY 2007.

Future relationship between costs and revenues

Except as discussed below there are no known relationships between our costs and revenues.

In the event, we are not able to ramp up our product development efforts or there is a shortening of the product life cycle, we may incur higher amortization costs. Our sales cycle begins with the product launch/ preliminary customer meetings to the final customer acceptance post implementation of our product/s. Typically our sales cycle takes between 3-6 months; any increase or decrease in the duration of this sales cycle could affect our future relationship between costs and revenues.

Total turnover of the Industry in which we operate

We provide business solutions in the domains of supply chain management and life sciences. Relevant published data, as available, for the industry turnover has been included in the section entitled "Industry Overview" beginning on page 52 of this Red Herring Prospectus.

Seasonality of business

We have not experienced any specific seasonality of business.

Competitive conditions

We face competition from numerous companies and shareware authors that may develop competing products. The widespread inclusion of products that perform the same or similar functions as our products within computer hardware or other companies' software products could reduce the perceived need for our products, or render our products obsolete and unmarketable. Furthermore, even if these incorporated products are inferior or more limited than our products, customers may elect to accept the incorporated products rather than purchase our products. In addition, the software industry is currently undergoing consolidation as software companies seek to offer more extensive suites and broader arrays of software products, as well as integrated software and hardware solutions. This consolidation may negatively impact our competitive position, which could adversely affect our business, financial condition, operating results, and cash flow.

We believe that our ability to compete depends on a number of factors, including:

- The development of software by others that compete with our products and services;
- The price at which others offer competitive software and services;
- The responsiveness of our competitors to customer needs; and
- The ability of our competitors to hire, retain and motivate key personnel.

We compete with a number of companies that have long operating histories, large customer bases, substantial financial, technical, sales, marketing and other resources, and strong name recognition. Other potential competitors have established, and may establish in the future, cooperative relationships among themselves or with third parties to increase their ability to address the needs of our prospective customers. In addition, our competitors have acquired, and may continue to acquire in the future, companies that may enhance their market offerings. Accordingly, new competitors or alliances among competitors may emerge and rapidly acquire significant market share. As a result, our competitors may be able to adapt new or emerging technologies more quickly than us and changes in customer requirements, devote greater resources to the promotion and sale of their products. We cannot assure you that we will be able to compete successfully with existing or new competitors. Failure by us to adapt to changing market conditions and to compete successfully with established or new competitors may have a material adverse effect on our results of operations and financial condition.

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigation, suits, criminal prosecutions or civil proceedings or tax liabilities by or against our Company, our directors, our Promoters and/or Promoter Group and there are no defaults, non payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issued by the Company, defaults in creation of full security as per terms of issue/other liabilities, litigations towards tax liabilities, or any criminal/ civil prosecution for any offences, proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part 1 of Schedule XIII of the Companies Act) and no disciplinary action has been taken by SEBI or any stock exchanges against our Company, its Subsidiaries, its Promoter or Directors. The Subsidiaries of our Company have no material litigation initiated by it or pending against it.

Cases filed against our Company

Case under Prevention of Food Adulteration Act, 1954

The Directorate of Prevention of Food Adulteration has filed a complaint having complaint no.141 of 2004 before the Metropolitan Magistrate, New Delhi against our Company, one of our Directors Mr. Rangasami Seshadri, our employee Mr. Anurag Pandviya and others under the Prevention of Food Adulteration Act, 1954 ("***PFA***").

The Complaint was filed after the Food Inspector found a sample of refined soya bean oil not conforming to the standards set for it under the PFA Act, at the Delhi outlet of Pizza Corner (India) Private Limited, a client of the Company. The oil was procured for the purposes of Pizza Corner (India) Private Limited, and was forwarded to Pizza Corner (India) Private Limited. The Court has issued summons against our Company our aforesaid director and our employee. The matter is posted for hearing on May 7, 2008 before the Metropolitan Magistrate, New Delhi.

Cases filed by our Company

(a) Income Tax

Assessment Year 2003-2004:

The Income Tax Officer, Chennai has served upon our Company an order dated February 3, 2006 against MICL (*in view of the same being for the period prior to the amalgamation between MICL and the Company which has come into effect from April 1, 2003 i.e. the Appointed Date*) and the notice of demand issued pursuant to the said Order, under Section 156 of the Income Tax Act, 1961

The Income Tax officer has vide the aforesaid Order dated February 3, 2006, disallowed the product development expenses incurred by MICL as revenue expenditure and treated the same as capital expenditure, thereby disallowing a claim of loss of Rs. 15,914,250, (allowing depreciation only at the rate of 25%)

Our Company has subsequently filed an appeal with the Commissioner of Income Tax (Appeals), Chennai against the aforesaid Order claiming full write off on the product development expenses, instead of 25% depreciation as allowed vide the aforesaid Order. The Commissioner of Income Tax (Appeals), Chennai has passed an order in favour of our Company. However, Order of the Commissioner of Income Tax (Appeals) has been challenged by the Income Tax Department before the Income Tax Appellate Tribunal (ITAT) and the matter is pending for hearing before the ITAT.

(c) Section 138 of the Negotiable Instruments Act, 1908

(i) Our Company has filed a Complaint under Sections 200 and 357 of the Criminal Procedure Code, 1973 and Sections 138 and 142 of Negotiable Instruments Act, 1908 in the Court of Metropolitan Magistrate, Chennai against M/s. Virgo & Associates, Mr. A.N. Sanjay and Mr. Senthil Kumar, in their capacity as partners of M/s Virgo & Associates. The said Complaint has been filed by our Company against the aforesaid accused for dishonour of cheques aggregating to an amount of Rs. 75,178.00. The Complaint is pending and the matter shall be heard by the Court in the normal course.

(ii) Our Company has filed a Complaint under Sections 138 and 142 of Negotiable Instruments Act, 1908 in the Court of Metropolitan Magistrate, Chennai against Mr. D.S. Siva Kumar in his capacity as the chief executive officer of SGC Systems India Private Limited for dishonour of cheques amounting to Rs. 371,000 and Rs. 500,000 issued by SGC Systems India Private Limited. The Complaint is pending and the matter shall be heard by the Court in the normal course.

Litigations By and Against the Promoters, both Corporate Entities and Individuals

There are no litigations pending by or against our Promoters.

Our Promoters have not been restrained from accessing the capital market for any reasons by SEBI or other authorities

Litigations By and Against the Subsidiaries of our Company

There are no litigations pending by or against the Subsidiaries.

Cases by and against our Promoter Group

There are no litigations pending against our promoter group.

Entities forming part of our Promoters have not been restrained from accessing the capital market for any reasons by SEBI or other authorities.

Cases by and against our Directors

The litigation pending against one of our Director, Mr. Rangasami Seshadri has been stated above under the heading "Case under Prevention of Food Adulteration Act, 1954". Except the above, there are no litigations pending against our Directors.

Pending dues of Small Scale Undertakings:

Our Company does not have any dues exceeding Rs.0.1 Million outstanding for more than 30 days to any small-scale industrial undertaking (s).

Material Developments

There have been no material developments after the date of the last balance sheet, i.e. March 31, 2007 except those detailed below:

1. Allotment of 530,000 equity shares of our Company with Galleon International Master Fund Spc. Ltd. – New Silk Route Pipe Segregated Portfolio at a price of Rs. 625 per share aggregating to Rs. 331.250 Million.
2. Prepayment of Rs. 165.625 Million to DSP Merrill Lynch and Yes Bank Limited, collectively.
3. Acquisition of ClearOrbit Inc. USA by TAKE Inc.

Other than as stated herein our directors hereby state that in their opinion there is no material development after the date of the last financial statements disclosed in this Red Herring Prospectus which is likely to materially and adversely affect or is likely to affect the trading or profitability of our company or the value of our assets, or our ability to pay our liabilities within the next twelve months.

GOVERNMENT AND OTHER APPROVALS

In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue or continue our business activities except as mentioned below. Our Company has also obtained consents from those of its lenders whose financing arrangements required it to obtain approvals in connection with the Issue. Unless otherwise stated, these approvals are all valid as of the date of this RHP.

Service Tax Code

The Office of the Superintendent of Central Excise & Service Tax has allotted to our Company a Service Tax Code No. AABCT3684MST001 vide letter dated December 19, 2005.

Our Company has also been issued a premise code being SF0302/42/2005, based on the commission rate in which the office of our Company is located. Our Company is registered for services under the heading of management consultants, storage & warehouse services, online information & data, maintenance & repair services, transport of goods by road and tour operator.

STPI Registration

The Ministry of Communications & Information Technology has registered our Company as a Software Technology Park of India unit and issued a green card bearing No. MCIT/STPI-C/2006/6169 by its letter dated January 10, 2006.

The green card is valid for a period of 2 years commencing from January 9, 2006.

Certificate of Registration for Central Sales Tax

By a Certificate dated August 27, 2002 issued by the Commercial Tax Officer, our Company has been registered under the Central Sales Tax Act, 1956 with effect under Registration No. 770215.

Certificate of Importer – Exporter Code (IEC)

Our Company has been granted an Importer Exporter Code being No. 0404021042 by the Foreign Trade Development Officer, Ministry of Commerce vide its Certificate dated November 30, 2004.

The Certificate of IEC has been granted to our Corporate Office

Registration under Labour Regulations:

We have obtained registration of our Company under Section 7 of the Contract Labour (Regulation and Abolition) Act, 1970 on October 11, 2006.

PAN

The Permanent Account Number of our Company is AABCT3684M

TAN

The Tax Deduction Account Number of our Company is CHET02690C

Membership of NASSCOM

Our Company is a member of NASSCOM and for this purpose has been issued a Certificate under the hand of the president of NASSCOM being valid till March 2007.

Certificate of SEI-CMMI 5

Our Company has been assessed for SEI-CMMI 5 by KPMG and has been issued a certificate dated August 25, 2006 in this regard.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors has, pursuant to resolution passed at its meeting held on June 6, 2006, authorised the Issue subject to the approval by the shareholders of our Company under section 81(1A) of the Companies Act.

Our shareholders have authorised the Issue by a Special Resolution in accordance with Section 81(1A) of the Companies Act, passed at the Extra-ordinary General Meeting of our Company held on June 21, 2006 and June 21, 2007

Prohibition by SEBI

Our Company, our Directors, our Promoters, directors or the person(s) in control of our corporate Promoters, group companies, companies in which we have substantial shareholding and companies in which our Directors are associated with as directors or promoters, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

Further, our Promoters and Promoter group entities have confirmed that they have not been detained as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Eligibility for the Issue

We are eligible for the Issue as per Clause 2.2.2 of the SEBI DIP Guidelines as explained under*:*

Clause 2.2.2 of the SEBI DIP Guidelines states as follows:

An unlisted company not complying with any of the conditions specified in Clause 2.2.1 may make an initial public offering of equity shares or any other security which may be converted into or exchanged with equity shares at a later date, only if it meets both the conditions in (a) and (b) given below:

(a) (i) The issue is made through the book build process, with at least 50% of the net offer to the public being allotted to the Qualified Institutional Buyers (QIBs), failing which the subscription monies shall be refunded.

OR

(a) (ii) The "project" has at least 15% participation by Financial Institutions/Scheduled Commercial Banks, of which at least 10% comes from the appraiser(s). In addition to this, at least 10% of the issue size shall be allotted to QIBs, failing which full subscription monies shall be refunded.

AND

(b) (i) The minimum post issue face value capital of the Company shall be Rs. 10 crores.

OR

(b) (ii) There shall be compulsory market making for at least 2 years from the date of listing of the shares subject to the following:

(a) Market makers undertake to offer buy and sell quotes for a minimum depth of 300 shares;

(b) Market makers undertake to ensure that the baid ask spread (difference between quotations for sale and purchase) for their quotes shall not at any time exceed 10%;

(c) The inventory of the market makers on each of such stock exchanges, as on the date of allotment of securities, shall be at least 5% of the proposed issue of the company"

We are an unlisted Company not complying with the conditions specified in Clause 2.2.1 of the SEBI DIP Guidelines and are, therefore, required to meet the conditions detailed in Sub-Clauses (a) and (b) of Clause 2.2.2 of the SEBI DIP Guidelines in order to be eligible for the Issue.

- We are complying with Clause 2.2.2(a)(i) of the SEBI DIP Guidelines and at least 50% of the Issue is proposed to be Allotted to QIB Bidders and in the event we fail to do so, the full subscription monies shall be refunded to the Bidders.
- We are also complying with Clause 2.2.2(b)(i) of the SEBI DIP Guidelines and the post-Issue face value capital of the Company shall be Rs. 120.00 Million, which is more than the minimum requirement of Rs. 10 crore (Rs. 100.00 Million).

Hence, we are eligible for the Issue under Clause 2.2.2 of the SEBI Guidelines.

Further, in accordance with Clause 2.2.2A of the SEBI Guidelines, we undertake that the number of allottees, i.e. persons to whom the Equity Shares will be allotted under the Issue shall be at least 1,000, otherwise, the entire application money will be refunded forthwith. In case of delay, if any, in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

However as the Net Issue is less than 25% of the post issue equity capital, the Issue is being made under Rule 19(2)(b) of SCRR which requires fulfillment of the following conditions:

- A minimum 2,000,000 Equity Shares (excluding reservations, firm allotments and promoters contribution) are offered to the public;
- The Net Issue size, which is the Issue Price multiplied by the number of Equity Shares offered to the public, is a minimum of Rs. 1,000 Million; and
- The Issue is made through the Book Building method with allocation of 60% of the Net Issue size to QIBs.

Disclaimer Clause

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, EDELWEISS CAPITAL LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (DISCLOSURE AND INVESTOR PROTECTION) GUIDELINES, 2000 AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, EDELWEISS CAPITAL LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 15, 2006 IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992 WHICH READS AS FOLLOWS:

"(I) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS ETC. AND OTHER MATERIALS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE.

(II) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PROJECTED PROFITABILITY, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS MENTIONED IN THE ANNEXURE AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:

THE DRAFT RED HERRING PROSPECTUS FORWARDED TO SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;

ALL THE LEGAL REQUIREMENTS CONNECTED WITH THE SAID ISSUE AS ALSO THE GUIDELINES, INSTRUCTIONS, ETC. ISSUED BY SEBI, THE GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE.

BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.

WHEN UNDERWRITTEN, WE SHALL SATISFY OURSELVES ABOUT THE WORTH OF THE UNDERWRITERS TO

FULFIL THEIR UNDERWRITING COMMITMENTS.

WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SECURITIES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN WILL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS."

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER SECTION 63 AND SECTION 68 OF THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of section 60B of the Companies Act. All legal requirements pertaining to the issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 56, section 60 and section 60B of the Companies Act.

Disclaimer from our Company and the BRLM

Our Company, our Directors, and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the above mentioned entities and anyone placing reliance on any other source of information, including our website www.takesolutions.com would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into among the BRLM and us dated September 26, 2006 and the Underwriting Agreement to be entered into among the Underwriters and us.

All information shall be made available by us and BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at bidding centres etc.

We shall not be liable to the Bidders for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to permitted Non Residents, including Eligible NRIs and FIIs). This Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Chennai, India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with SEBI for observations. Accordingly, the Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the BSE

As required, a copy of this Red Herring Prospectus has been submitted to BSE. BSE has given by its letter dated January 18, 2007, permission to the Company to use BSE's name in this Red Herring Prospectus as one of the stock exchanges on which our further securities are proposed to be listed. BSE has scrutinised this Red Herring Prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to us. BSE does not in any manner:

(i) warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus; or

(ii) warrant that this Company's securities will be listed or will continue to be listed on BSE; or

(iii) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed to mean that this Red Herring Prospectus has been cleared or approved by BSE. Every Person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such Person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of the NSE

As required, a copy of this Red Herring Prospectus has been submitted to NSE. NSE has given by its letter dated January 22, 2007 permission to us to use NSE's name in this Red Herring Prospectus as one of the stock exchanges on which our further securities are proposed to be listed, subject to the Company fulfilling the various criteria for listing including the one related to paid up capital and market capitalization (i.e., the paid up capital shall not be less than Rs 10. crores and the market capitalization shall not be less than Rs 25.00 Crores at the time of listing). The NSE has scrutinised this Red Herring Prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to us. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed to mean that this Red Herring Prospectus has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus; nor does it warrant that our securities will be listed or will continue to be listed on the NSE; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

Every Person who desires to apply for or otherwise acquires any of our securities may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such Person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing

A copy of this Red Herring Prospectus has been filed with SEBI at Corporate Finance Department, SEBI Bhavan, Plot no. C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

A copy of the Red Herring Prospectus, along with the documents required to be filed under section 60B of the Companies Act, will be delivered for registration to the RoC and a copy of the Prospectus required to be filed under section 60 of the Companies Act will be delivered for registration to the RoC.

Listing

Applications have been made to the NSE and BSE for permission to deal in and for an official quotation of the Equity Shares. BSE shall be the Designated Stock Exchange with which the basis of allocation will be finalised for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by any of the Stock Exchanges, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Red Herring Prospectus. If such money is not repaid within eight days after our Company becomes liable to repay it (i.e., from the date of refusal or within 15 days from the date of Bid/Issue Closing Date, whichever is earlier), then our Company shall, on and from expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 73 of the Companies Act.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at both the Stock Exchanges mentioned above are taken within seven working days of finalisation of the basis of allotment for the Issue.

Consents

Consents in writing of: (a) our Directors, the Company Secretary and Compliance Officer, the Auditors, the Legal Advisors, the Bankers to the Issue; and (b) the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bankers and the Registrar to the Issue to act in their respective capacities, have been obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under sections 60 and 60B of the Companies Act and such consents have not been withdrawn up to the time of delivery of this Red Herring Prospectus for registration with the RoC.

M/s Sundar Srini Sridhar & Co, our Auditors have given their written consent to the inclusion of their report and Statement of Tax Benefits in the form and context in which it appears in this Red Herring Prospectus and such consent and report has not been withdrawn up to the time of delivery of this Red Herring Prospectus for registration with the RoC.

Expert Opinion

Except as stated in the section titled "Financial Statements of our Company", "Statement of Tax Benefits" and "Objects of the Issue" beginning on pages 140, 46 and 24, respectively, we have not obtained any expert opinions.

Expenses of the Issue

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated expenses of the Issue are as follows:

Activity	**Expense (Rs. in Millions)**
Lead management, underwriting and selling commission*	[●]
Advertisement & Marketing expenses**	[●]
Printing, stationery including transportation of the same**	[●]
Others (Registrar's fees, Legal fees, listing fees, etc.)**	[●]
Total estimated Issue expenses	[●]

* Will be incorporated after finalisation of Issue Price

** Will be incorporated at the time of filing of the Red Herring Prospectus.

Fees Payable to the Book Running Lead Manager and Syndicate Members

The total fees payable to the Book Running Lead Manager and Syndicate Members (including underwriting commission and selling commission) will be as stated in the engagement letter with the BRLM, a copy of which is available for inspection at the corporate office of our Company and reimbursement of their out of pocket expenses.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding to be executed with our Company, a copy of which is available for inspection at the corporate office of our Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. The funds required for making refunds to unsuccessful Bidders shall be made available to the Registrar to the Issue by us.

Previous Public or Rights Issues

Except as disclosed in the section titled "Capital Structure of the Company" beginning on page 16, there have been no public or rights issue by our Company during the last five years.

Issues otherwise than for Cash

We have issued certain Equity Shares for consideration otherwise than for cash in relation to acquisitions by our Company and a bonus issue of 17,77,292 Equity Shares issued on March 22, 2006. For details, please see section titled "Capital Structure of the Company" beginning on page 16.

Commission and Brokerage paid on Previous Issues of our Equity Shares

There have not been any previous public issues of our Equity Shares.

Companies under the Same Management

We do not have any other company under the same management within the meaning of erstwhile section 370 (1B) of the Companies Act, save and except for the Promoter Group companies mentioned in the section titled "Our Promoter Group" beginning on page 134 of this Red Herring Prospectus.

Promise vs. Performance – Last Three Issues

There have not been any previous public issues of our Equity Shares.

Promise vs. Performance – Last Issue of Group/Associate Companies

None of our Promoter group companies have made a public issue.

Outstanding Debentures, Bonds and Preference Shares

We do not have any outstanding debentures or bonds. Details of Preference Shares have been set out in the section titled "Capital Structure of the Company" beginning on page 16 of this Red Herring Prospectus.

Stock Market Data of our Equity Shares

The Equity Shares of our Company are not listed on any stock exchange.

Other Disclosures

Other than what has been disclosed in the RHP, none of our Promoters, or the directors of our Promoter companies or our Directors have purchased or sold any securities of our Company during a period of six months preceding the date on which this Red Herring Prospectus is filed with SEBI.

Mechanism for Redressal of Investor Grievances by our Company

The Memorandum of Understanding between the Registrar to the Issue and us, will provide for retention of records with the Registrar to the Issue for a period of at least one year from the last date of dispatch of letters of allotment, demat credit, refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

Disposal of Investor Grievances by our Company

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances shall be 15 days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have appointed Mr. Venkataraman Sundar, our Vice President Finance & Company Secretary as the Compliance Officer and he may be contacted in case of any pre-Issue or post-Issue related problems. He can be contacted at the following address:

Mr. Venkataraman Sundar
TAKE Solutions Limited
76, Venkatakrishna Road,
Raja Annamalaipurum,
Chennai 600028, India
Tel: (+91 44) 6696 4200, 6696 5555, 6696 4266
Fax: (+91 44) 2461 7360
Email: ipo@takesolutions.com
Website: www.takesolutions.com

Mechanism for Redressal of Investor Grievances by Companies under the Same Management

We do not have any other company under the same management within the meaning of erstwhile section 370 (1B) of the Companies Act, save and except for the Promoter group companies mentioned in the section titled "Our Promoter Group" beginning on page 134 of this Red Herring Prospectus.

Changes in Auditors

We have not changed our statutory auditors over the last three years.

Capitalisation of Reserves or Profits

We have not capitalised our reserves or profits at any time during last five years, except for the bonus issue of Equity Shares. For details of the same, see "Capital Structure - Notes to the Capital Structure" on page 17 of this Red Herring Prospectus.

Revaluation of Assets

There has been no revaluation of assets by our Company during the last five years.

For details of the terms of the Issue see the section titled "Terms of the Issue" on page 42 of this Red Herring Prospectus.

ISSUE STRUCTURE

The present Issue of 2,100,000 Equity Shares comprising Net Issue of 2,000,000 Equity Shares and a reservation for Employees of up to 100,000 Equity Shares, at a price of Rs. [●] for cash aggregating Rs. [●] Million is being made through the Book Building Process and being offered to the public.

	Employees	**QIB Bidders**	**Non-Institutional Bidders**	**Retail Individual Bidders**
Number of Equity Shares available for allocation*	Up to 100,000 Equity Shares	At least 1,200,000 Equity Shares or Net Issue less allocation to Non-Institutional Bidders and Retail Individual Bidders.**	Upto 200,000 Equity Shares or Net Issue less allocation to QIB Bidders and Retail Individual Bidders.	Upto 600,000 Equity Shares or Net Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Issue size available for allocation	Up to 4.76% of the Issue	At least 60% of Net Issue or Net Issue less allocation to Non Institutional Bidders and Retail Individual Bidders	Upto 10% of Net Issue or Net Issue less allocation to QIB Bidders and Retail Individual Bidders.	Upto 30% of Net Issue or Net Issue less allocation to QIB Bidders and Non Institutional Bidders.
Basis of Allocation if respective category is oversubscribed	Proportionate	Proportionate	Proportionate	Proportionate
Minimum Bid	9 Equity Shares	Such number of Equity Shares in multiples of 9 Equity Shares so that the Bid Amount exceeds Rs. 100,000	Such number of Equity Shares in multiples of 9 Equity Shares so that the Bid Amount exceeds Rs. 100,000	9 Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of 9 Equity Shares so that the Bid Amount does not exceed Rs. [•] Million	Such number of Equity Shares in multiples of 9 Equity Shares so that the Bid does not exceed the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of 9 Equity Shares so that the Bid does not exceed the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of 9 Equity Shares so that the Bid Amount does not exceed Rs. 100,000
Mode of Allotment	Compulsorily in dematerialised mode	Compulsorily in dematerialised form	Compulsorily in dematerialised form	Compulsorily in dematerialised form
Bid / Allotment Lot	9 Equity Shares in multiples of 9 Equity Shares	9 Equity Shares in multiples of 9 Equity Shares	9 Equity Shares in multiples of 9 Equity Shares	9 Equity Shares in multiples of 9 Equity Shares
Trading Lot	One Equity Share	One Equity Share	One Equity Share	One Equity Share
Who can Apply ***	Eligible Employees	Public financial institutions, as specified in section 4A of the Companies Act: scheduled commercial banks, Mutual Funds, foreign institutional investors registered with SEBI, multilateral and		

	Employees	QIB Bidders	Non-Institutional Bidders	Retail Individual Bidders
`		bilateral development financial institutions, and State Industrial Development Corporations, venture capital funds and foreign venture capital investor registered with SEBI, permitted insurance companies registered with the I nsurance Regulatory and Development Authority, provident funds with minimum corpus of Rs. 250 Million and pension funds with minimum corpus of Rs. 250 Million in accordance with applicable law	Resident Indian individuals, Eligible NRIs and HUF (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts	Individuals, including Eligible NRIs and HUF (in the name of Karta) applying for Equity Shares such that the Bid Amount does not exceed Rs. 100,000 in value.
Terms of Payment	Margin Amount applicable to Employees at the time of submission of Bid cum Application Form to the Syndicate Members.	Margin Amount applicable to QIB Bidders at the time of submission of Bid cum Application Form to the Syndicate Members.****	Margin Amount applicable to Non Institutional Bidders at the time of submission of Bid cum Application Form to the Syndicate Members.	Margin Amount applicable to Retail Individual Bidders at the time of submission of Bid cum Application Form to the Syndicate Members.
Margin Amount	100% of Bid Amount	10% of Bid Amount	100% of Bid Amount	100% of Bid Amount

* Subject to valid Bids being received at or above the Issue Price. Under subscription, if any, in the Non-Institutional Portion and Retail Individual Portion would be met with spill over from other categories at the sole discretion of our Company in consultation with the BRLM. 2,000,000 Equity Shares (being 16.67% of the fully diluted post Issue paid up equity capital of the Company) is being offered to the public.

** In terms of Rule 19 (2)(b) of the SCRR, the Net Issue being less than 25% of the post Issue paid up equity capital if at least 60% of the Net Issue cannot be allocated to QIB bidders then the entire application money will be refunded forthwith.

*** In case the Bid Cum Application Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names and are in the same sequence in which they appear in the Bid Cum Application Form.

**** After the Bid/Issue Closing Date, depending on the level of subscription, additional Margin Amount, if any, may be called for from the QIB Bidders.

Any undersubscription in Equity Shares, if any, reserved for Eligible Employees would be included in the Net Issue and allocated in accordance with the description in the “Basis of Allocation” as described on page 234 of this Red Herring Prospectus.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue at anytime after the Bid/Issue Opening Date but before Allotment, without assigning any reason there for.

Letters of Allotment or Refund Orders

We shall give credit to the beneficiary account with depository participants within two working days from the date of the finalisation of basis of allocation. Applicants residing at 15 centres where clearing houses are managed by the RBI, will get refunds through ECS only except where applicant is otherwise disclosed as eligible to get refunds through direct credit & RTGS. We shall extend the same facility i.e. electronic transfer of funds by using ECS (Electronic Clearing Service), Direct

Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India; to those centres where the same is available but not specified by the Board. Further, where such facility is not available, we shall ensure despatch of refund orders, if any, of value up to Rs.1,500 by "Under Certificate of Posting", and shall dispatch refund orders above Rs.1,500 if any, by registered post or speed post at the sole or First Bidder's sole risk within 15 days of the Bid/Issue Closing Date. Applicants to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 days of closure of Issue.

Interest in Case of Delay in Despatch of Allotment Letters/ Refund Orders.

In accordance with the Companies Act, the requirements of the Stock Exchanges and SEBI DIP Guidelines, we undertake that:

- Allotment shall be made only in dematerialised form within 15 days from the Bid/ Issue Closing Date;
- Despatch of refund orders shall be done within 15 days from the Bid/ Issue Closing Date; and
- We shall pay interest at 15% per annum, if Allotment is not made, refund orders are not despatched and/ or demat credits are not made to investors within the 15 day time prescribed above.

We will provide adequate funds required for despatch of refund orders or Allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

Bid/Issue Programme

Bidding Period/Issue Period

BID/ISSUE OPENS ON	**AUGUST 1, 2007**
BID/ISSUE CLOSES ON	**AUGUST 7, 2007**

Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 3.00 p.m**. (Indian Standard Time) during the Bidding Period as mentioned above at the bidding centres mentioned on the Bid cum Application Form except that on the Bid/ Issue Closing Date, the Bids shall be accepted **only between 10.00 a.m. and 1.00 p.m.** (Indian Standard Time) and uploaded till such time as permitted by the NSE and the BSE on the Bid/Issue Closing Date.

Our Company reserves the right to revise the Price Band during the Bidding Period in accordance with SEBI Guidelines. The cap on the Price Band should not be more than 20% of the floor of the Price Band. Subject to compliance with the immediately preceding sentence, the floor of the Price Band can move up or down to the extent of 20% of the floor of the price band advertised at least one day prior to the Bid/Issue Opening Date.

In case of revision in the Price Band, the Bidding/ Issue Period will be extended for three additional working days after revision of Price Band subject to the Bidding/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bidding/ Issue Period, if applicable, will be widely disseminated by notification to the NSE and the BSE, by issuing a press release, and also by indicating the change on the web site of the BRLM and at the terminals of the Syndicate.

ISSUE PROCEDURE

Book Building Procedure

In terms of Rule 19(2)(b) of the SCRR, the Net Issue being less than 25% of the post-issue paid up equity capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Net Issue shall be available for allocation on a proportionate basis to QIB Bidders, including up to 5% of the QIB Portion which shall be available for allocation to the Mutual Funds only. If at least 60% of the Net Issue cannot be allotted to QIBs, then the entire application money will be refunded. Further, upto 30% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and upto 10% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price.

Investors should note that allotment of Equity Shares to all successful Bidders would only be in the dematerialized form. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Bidders are required to submit their Bids through the Syndicate. Further, QIB Bids can be submitted only through the BRLM. In case of QIB Bidders, our Company, in consultation with the BRLM, may reject Bid at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same are provided to such Bidders in writing. In case of Non-Institutional Bidders, Retail Individual Bidders and bids under the Employee Reservation Portion, our Company would have a right to reject the Bids only on technical grounds.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Bid cum Application Form

Bidders shall only use the specified Bid cum Application Form bearing the stamp of a member of the Syndicate for the purpose of making a Bid in terms of this Red Herring Prospectus. The Bidder shall have the option to make a maximum of three Bids in the Bid cum Application Form and such options shall not be considered as multiple Bids. Upon the allocation of Equity Shares, dispatch of the CAN, and filing of the Prospectus with the RoC, the Bid cum Application Form shall be considered as the Application Form. Upon completing and submitting the Bid cum Application Form to a member of the Syndicate, the Bidder is deemed to have authorized our Company to make the necessary changes in this Red Herring Prospectus and the Bid cum Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Bidder.

The prescribed colour of the Bid cum Application Form for various categories, is as follows:

Category	Colour of Bid cum Application Form
Indian public and Eligible NRIs applying on a non-repatriation basis	[White]
Bidders in the Employee Reservation Portion	[Pink]
Non-Residents (including Eligible NRIs or FIIs) applying on a repatriation basis	[Blue]

Who can Bid?

1. Indian nationals resident in India who are majors in single or joint names (not more than three);
2. Hindu undivided families or HUFs in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs would be considered at par with those from individuals;
3. Eligible NRIs on a repatriation basis or a non-repatriation basis subject to applicable laws. NRIs, other than Eligible NRIs, are not permitted to participate in this Issue;
4. Companies and corporate bodies registered under the applicable laws in India and authorized to invest in equity shares;
5. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their constitution to hold and invest in equity shares;
6. Scientific and/or industrial research institutions authorized to invest in equity shares;

7. Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to the RBI regulations and the SEBI guidelines and regulations, as applicable);
8. Mutual funds registered with SEBI;
9. FIIs registered with SEBI;
10. Multilateral and bilateral development financial institutions;
11. Foreign venture capital investors registered with SEBI;
12. Venture capital funds registered with SEBI;
13. State industrial development corporations;
14. Insurance companies registered with the Insurance Regulatory and Development Authority, India;
15. As permitted by the applicable laws, provident funds with minimum corpus of Rs. 250 Million and who are authorized under their constitution to invest in equity shares; and
16. Pension funds with a minimum corpus of Rs. 250 Million and who are authorized under their constitution to invest in equity shares.
17. Permanent employees or Directors (whole-time Directors, part-time Directors or otherwise) of our Company, who are Indian Nationals and are based in India. The permanent employees should be on the payroll of our Company as of June 15, 2007 and the Directors should be directors on the date of the Red Herring Prospectus.

Participation by Associates of the BRLM and Syndicate Members:

The BRLM and the Syndicate Members shall not be entitled to participate in this Issue in any manner except towards fulfilling their underwriting obligation. However, associates and affiliates of the BRLM and Syndicate Members are entitled to bid and subscribe to Equity Shares in the Issue either in the QIB Portion or in Non Institutional Portion as may be applicable to such investors, where the allotment will be on a proportionate basis. Such bidding and subscription may be on their own account or on behalf of their clients.

Maximum and Minimum Bid Size

(a) **For Retail Individual Bidders:** The Bid must be for a minimum of 9 Equity Shares and in multiples of 9 Equity Shares thereafter and it must be ensured that the Bid Amount payable by the Bidder does not exceed Rs. 100,000. In case of revision of Bids, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 100,000. In case the Bid Amount is over Rs. 100,000 due to revision of the Bid or revision of the Price Band or on exercise of option to bid at Cut-off Price, the Bid would be considered for allocation under the Non Institutional Portion. The option to bid at Cut-off Price is an option given only to the Retail Individual Bidders indicating their agreement to Bid and purchase Equity Shares at the final Issue Price as determined at the end of the Book Building Process.

(b) **For Non-Institutional Bidders and QIB Bidders**: The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 100,000 and in multiples of 9 Equity Shares thereafter. A Bid cannot be submitted for more than the Issue size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI guidelines, a QIB Bidder cannot withdraw its Bid after the Bid/Issue Closing Date.

In case of revision in Bids, the Non Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs. 100,000 for being considered for allocation in the Non Institutional Portion. In case the Bid Amount reduces to Rs. 100,000 or less due to a revision in Bids or revision of the Price Band, Bids by Non Institutional Bidders who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion. Non Institutional Bidders and QIB Bidders are not entitled to the option of bidding at Cut-off Price.

(c) **For Bidders in the Employee Reservation Portion**

The Bid must be for a minimum of 9 Equity Shares and in multiples of 9 Equity Shares thereafter. Bidders in the Employee Reservation Portion applying for a maximum Bid in any of the bidding options not exceeding Rs.100,000 may bid at Cut-off Price. The allotment in the Employee Reservation Portion will be on a proportionate basis.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

Information for the Bidders:

(a) Our Company will file the Red Herring Prospectus with the RoC at least three days before the Bid/Issue Opening Date.

(b) Our Company and the BRLM shall declare the Bid/Issue Opening Date, Bid/Issue Closing Date and Price Band at the time of filing the Red Herring Prospectus with RoC and also publish the same in two widely circulated national newspapers (one each in English and Hindi) and a regional language newspaper of wide circulation in the place where our Registered Office is situated. This advertisement, subject to the provisions of section 66 of the Companies Act shall be in the format prescribed in Schedule XX–A of the SEBI DIP Guidelines, as amended vide SEBI Circular No. SEBI/CFD/DIL/DIP/14/2005/25/1 dated January 25, 2005.

(c) The members of the Syndicate will circulate copies of the Red Herring Prospectus along with the Bid cum Application Form to potential investors. Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Red Herring Prospectus and/or the Bid cum Application Form can obtain the same from the Registered Office or from any of the members of the Syndicate.

(d) The Bids should be submitted on the prescribed Bid cum Application Form only. Bid cum Application Forms should bear the stamp of a member of the Syndicate. Bid cum Application Forms, which do not bear the stamp of a member of the Syndicate will be rejected.

(e) The Bidding/Issue Period shall be a minimum of three working days and shall not exceed seven working days. The members of the Syndicate shall accept Bids from the Bidders during the Bidding/Issue Period in accordance with the terms of the Syndicate Agreement.

(f) The Price Band has been fixed at Rs. 675 to Rs. 730 per Equity Share. The Bidders can bid at any price within the Price Band, in multiples of Rs. 1 (One). In accordance with the SEBI Guidelines, our Company, in consultation with the BRLM, reserves the right to revise the Price Band during the Bidding Period. The cap on the Price Band should not be more than 20% of the floor of the Price Band. Subject to compliance with the immediately preceding sentence, the floor of the Price Band can move up or down to the extent of 20% of the floor of the Price Band.

(g) In case the Price Band is revised, the Bidding/ Issue Period may be extended, if required, by an additional three days, subject to the total Bidding/ Issue Period not exceeding 10 working days. The revised Price Band and Bidding/ Issue Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, and by issuing published in two national newspapers (one each in English and Hindi) and a regional language newspaper of wide circulation in the place where our Registered Office is situated and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

(h) We, in consultation with the BRLM, can finalise the Issue Price within the Price Band, without the prior approval of, or intimation to, the Bidders.

Method and Process of Bidding

(a) Each Bid cum Application Form will give the Bidder the choice to bid for up to three optional prices (for details, see the section titled "Issue Procedure - Bids at Different Price Levels" beginning on page 219 of this RHP) within the Price Band and specify the demand (i.e. the number of Equity Shares bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation and the rest of the Bid(s), irrespective of the Bid Price, will become automatically invalid.

(b) The Bidder cannot bid on another Bid cum Application Form after Bids on one Bid cum Application Form have been submitted to a member of the Syndicate. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate will be treated as multiple Bids and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the section titled "Issue Procedure - Build up of the Book and Revision of Bids" beginning on page 225 of this RHP.

(c) The members of the Syndicate will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

(d) During the Bidding Period, Bidders may approach a member of the Syndicate to submit their Bid. Every member of the Syndicate shall accept Bids from all clients/investors who place orders through them and shall have the right to vet the Bids, subject to the terms of the Syndicate Agreement and this Red Herring Prospectus.

(e) Along with the Bid cum Application Form, all Bidders will make payment in the manner described under the paragraph titled "Issue Procedure - Terms of Payment and Payment into the Escrow Accounts" beginning on page 223.

Bids at different price levels and Revision of Bids

(a) The Bidder can bid at any price within the Price Band. The Bidder has to bid for the desired number of Equity Shares at a specific price. **Retail Individual Bidders and Bidders in the Employee Reservation Portion applying for a maximum Bid in any of the bidding options not exceeding Rs. 100,000 may bid at Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB Bidders, Non Institutional Bidders and Employees bidding under the Employee Reservation Portion where the Bid Amount is in excess of Rs. 100,000 and such Bids from QIB Bidders, Non Institutional Bidders and Employees are liable to be rejected.**

(b) Retail Individual Bidders who bid at Cut-off Price and Employees bidding under the Employee Reservation Portion at Cut-Off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders bidding at Cut-Off Price and Employees bidding under the Employee Reservation Portion at Cut-Off Price shall deposit the Bid Amount based on the Cap Price in the Escrow Account. In the event the Bid Amount is higher than the subscription amount payable by the Retail Individual Bidders, who Bid at Cut-off Price and Employees bidding under the Employee Reservation Portion at Cut-Off Price (i.e. the total number of Equity Shares allocated in the Issue multiplied by the Issue Price), such Bidders, who Bid at Cut-off Price, shall receive the refund of the excess amounts from the Escrow Account or the Refund Account, as the case may be.

(c) In case of an upward revision in the Price Band announced as above, Retail Individual Bidders and Employees bidding under the Employee Reservation Portion at Cut-Off Price, who had bid at Cut-off Price could either (i) revise their Bid or (ii) make additional payment based on the cap of the revised Price Band (such that the total amount i.e. original Bid Amount plus additional payment does not exceed Rs. 100,000 if the Bidder wants to continue to bid at Cut-off Price), with the member of the Syndicate to whom the original Bid was submitted. In case the total amount (i.e. original Bid Amount plus additional payment) exceeds Rs. 100,000, the Bid by a Retail Individual Bidder will be considered for allocation under the Non-Institutional Portion in terms of this Red Herring Prospectus. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the Cap Price prior to revision, the number of Equity Shares bid for shall be adjusted downwards for the purpose of allotment, such that no additional payment would be required from the Bidder and the Bidder is deemed to have approved such revised Bid at Cut-off Price.

(d) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders and Employees bidding under the Employee Reservation Portion, who have bid at Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the Escrow Account or the Refund Account, as the case may be.

(e) In the event of any revision in the Price Band, whether upwards or downwards, the minimum application size shall be in the range of Rs. 5,000 to Rs. 7,000.

(f) During the Bidding/Issue Period, any Bidder who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band during the Bidding/Issue Period using the printed Revision Form which is a part of the Bid cum Application Form.

(g) Revisions can be made in both the desired number of Equity Shares and the Bid price by using the Revision Form. Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the options in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and he is changing only one of the options in the Revision Form, he must still fill the details of the other two options that are not being changed in the Revision Form. Incomplete or inaccurate Revision Forms will not be accepted by the members of the Syndicate.

(h) The Bidder can make this revision any number of times during the Bidding Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same member of the Syndicate through whom he or she had placed the original Bid.

(i) Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form or copies thereof.

(j) Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. The excess amount, if any, resulting from downward revision of the Bid would be returned to the Bidder at the time of refund in accordance with the terms of this Red Herring Prospectus. In case of QIB Bidders, the members of the Syndicate shall collect the payment in the form of cheque or demand draft for the incremental amount in the QIB Margin Amount, if any, to be paid on account of upward revision of the Bid at the time of one or more revisions by the QIB Bidders.

(k) When a Bidder revises his or her Bid, he or she shall surrender the earlier TRS and get a revised TRS from the members of the Syndicate. **It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.**

Bids and revisions of Bids must be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form, as applicable (white colour for Resident Indians and Eligible NRIs applying on a non repatriation basis; blue colour for Non-Residents (including Eligible NRIs or FIIs) applying on a repatriation and [pink] colour for the Employees applying in the Employee Reservation Portion).

(b) In single name or in joint names (not more than three, and in the same order as their Depository Participant details).

(c) Completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained herein, in the Bid cum Application Form or in the Revision Form.

(d) The maximum and minimum size of the Bid shall be as described under the paragraph titled "Issue Procedure – Maximum and Minimum Bid Size" beginning on page 217 of this Red Herring Prospectus.

(e) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

Bids by Mutual Funds

An eligible Bid by a Mutual Fund shall first be considered for allocation proportionately in the Mutual Funds Portion. In the event that the demand is greater than 60,000 Equity Shares, allocation shall be made to Mutual Funds on proportionate basis to the extent of the Mutual Funds Portion. The remaining demand by Mutual Funds shall, as part of the aggregate demand by QIB Bidders, be made available for allocation proportionately out of the remainder of the QIB Portion, after excluding the allocation in the Mutual Funds Portion.

The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made.

As per the current regulations, the following restrictions are applicable for investments by Mutual Funds:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up capital carrying voting rights.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Bids by Non-Residents (including Eligible NRIs and FIIs on a repatriation basis)

Bids and revision to the Bids must be made:

1. On the Bid cum Application Form or the Revision Form, as applicable (Blue in color), and completed in full in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein.
2. In a single name or joint names (not more than three and in the same order as their Depository Participant details).
3. Eligible NRIs for a Bid Amount of up to Rs. 100,000 would be considered under the Retail Portion for the purposes of allocation and for a Bid Amount of more than Rs. 100,000 would be considered under Non-Institutional Portion for the purposes of allocation. For further details, see the section titled "Issue Procedure - Maximum and Minimum Bid Size" beginning on page 217 of this Red Herring Prospectus.
4. In the names of individuals, or in the names of FIIs, FVCIs, etc but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding Eligible NRIs) or their nominees.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only, net of bank charges and/or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their Non-Resident External (NRE) accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. We will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

It is to be distinctly understood that there is no reservation for Non-Residents, including Eligible NRIs and FIIs and all Non-Residents will be treated on the same basis with other categories for the purpose of allocation.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. Further, NRIs, who are not Eligible NRIs, are not permitted to participate in this Issue.

Eligible NRIs can obtain application forms from the Registered Office of the Company.

Eligible NRI Bidders to comply with the following:

1. Individual Eligible NRIs can obtain the Bid cum Application Forms from the Registered Office, , members of the Syndicate or the Registrar to the Issue.
2. Eligible NRI Bidders may note that only such Bids as are accompanied by payment in free foreign exchange shall be considered for allotment. Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the Bid cum Application Form meant for resident Indians (White in color).

Bids by FIIs

As per the current regulations, the following restrictions are applicable for investments by FIIs:

The issue of Equity Shares to a single FII should not exceed 10% of our post-Issue issued capital (i.e. 10% of 12,000,000. In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub-account is a foreign corporate or an individual. Under the current foreign investment policy applicable to us foreign equity participation up to 100% is permissible under the automatic route. As of now, the aggregate FII holding in us cannot exceed 24% of our total issued capital. With the approval of the Board of Directors and the shareholders by way of a special resolution, the aggregate FII holding can go up to 100%. However, as on this date, no such resolution has been recommended to the shareholders of our Company for adoption.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII or its sub account may issue, deal or hold, off shore derivative instruments such as Participatory Notes, equity-linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “know your client” requirements. An FII or sub-account shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

The information above is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may happen after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares bid for do not exceed the applicable limits under laws or regulations.

Nomination Facility to the Investors

In accordance with Section 109A of the Companies Act, the sole or First Bidder, along with other joint Bidder(s), may nominate any one person in whom, in the event of the death of the sole Bidder or in the case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares and Warrants allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s) and Warrant(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) and Warrant(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) and Warrant(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form available on request at the registered office of our Company or from the Registrar and transfer agent of our Company.

In accordance with Section 109B of the Companies Act, any person who becomes a nominee by virtue of the provisions of Section 109A of the Companies Act, shall, upon the production of such evidence as may be required by our Board, elect either:

a. to register himself or herself as the holder of the Equity Shares and Warrants; or
b. to make such transfer of the Equity Shares and Warrants, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares and Warrants, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares and Warrants, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares and Warrants in the Issue will be made only in dematerialised mode, there is no requirement to make a separate nomination with us. Nominations registered with the respective Depository Participant of the applicant would prevail. If the investors wish to change the nomination, they will have to inform their respective Depository Participants.

Minimum Subscription

If we do not receive the minimum subscription of 90% of the Issue to the extent of the amount including devolvement of the members of the Syndicate, if any, within 60 days from the Bid/Issue Closing Date, we shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after we become liable to pay the amount, we shall pay interest as per Section 73 of the Companies Act.

Bids by Employees

Only Eligible Employees will be eligible to apply in this Issue under the Employee Reservation Portion on a competitive basis. For the purpose of the Employee Reservation Portion, Eligible Employees means other than a Promoter, whether a whole-time director, part time director or otherwise as on the date of submission Bid cum Application Form.

Bids under Employee Reservation Portion by Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form (i.e. pink colour Form).
- Employees, as defined above, should mention the Employee Number at the relevant place in the Bid cum Application Form.
- The sole/ first Bidder should be an Employee.
- Only Employees (as defined above) would be eligible to apply in this Issue under the Employee Reservation Portion.
- Only those bids, which are received at or above the Issue Price, would be considered for allocation under this category.
- Employees who Bid for Equity Shares of or for a value of not more than Rs. 100,000 in any of the bidding options can apply at Cut-Off Price. This facility is not available to other Employees whose Bid Amount in any of the bidding options exceeds Rs. 100,000.
- The maximum bid under Employee Reservation Portion by an Employee cannot exceed Rs. [●].
- Bid by Employees can be made also in the “Net Issue” portion and such Bids shall not be treated as multiple bids.
- Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue.
- If the aggregate demand in this category is less than or equal to 100,000 Equity Shares at or above the Issue Price, full allocation shall be made to the Employees to the extent of their demand.
- If the aggregate demand in this category is greater than 100,000 Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of allocation, please see section titled “Basis of Allocation” on page 234 of this Red Herring Prospectus.

PAYMENT INSTRUCTIONS

Escrow Mechanism

We shall open Escrow Accounts with the Escrow Collection Banks for collection of Margin/ Bid Amounts payable upon submission of the Bid cum Application Form and for amounts payable pursuant to allocation in this Issue. The Escrow Collection Banks will act in terms of the Red Herring Prospectus and the Escrow Agreement. The monies in the Escrow Account shall be maintained by the Escrow Collection Bank(s) for and on behalf of the Bidders. The Escrow Collection Bank(s) shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Bidders. On the Designated Date, the Escrow Collection Banks shall transfer the monies from the Escrow Account to the Public Issue Account with the Banker(s) to the Issue. The balance amount after transfer to the Public Issue Account shall be held for the benefit of the Bidders who are entitled for refunds. Payments of refunds to the Bidders shall also be made from the Refund Account(s) with the Escrow Bank(s) as per the terms of the Escrow Agreement and the Red Herring Prospectus.

The Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between us, the Syndicate, the Escrow Collection Bank(s) and the Registrar to the Issue to facilitate collections from the Bidders.

Terms of Payment and Payment into the Escrow Accounts

Each Bidder shall pay the applicable Margin Amount at the time of submission of the Bid cum Application Form by way of a cheque or demand draft in favour of the Escrow Account as per the below terms.

(a) The members of the Syndicate shall deposit the cheque or demand draft with the Escrow Collection Bank(s), which will hold the monies for the benefit of the Bidders till the Designated Date. On the Designated Date, the Escrow Collection Bank(s) shall transfer the funds equivalent to the size of the Issue from the Escrow Account, as per the terms of the Escrow Agreement, into the Issue Account. The balance amount after transfer to the Issue Account shall be transferred to the Refund Account.

(b) Each category of Bidders i.e. QIB Bidders, Non Institutional Bidders, Retail Individual Bidders and Employees bidding under the Employee Reservation Portion would be required to pay their applicable Margin Amount at the time of the submission of the Bid cum Application Form by way of a cheque or demand draft for the maximum amount of his/ her Bid in favour of the Escrow Account of the Escrow Collection Bank(s). (For details please see the section titled "Issue Procedure - Payment Instructions" beginning on page 222 of this Red Herring Prospectus) and submit the same to the member of the Syndicate to whom the Bid is being submitted. The Margin Amount payable by each category of Bidders is mentioned in the section titled "Issue Structure" beginning on page 213 of this Red Herring Prospectus. Bid cum Application Forms accompanied by cash shall not be accepted. The maximum Bid Price has to be paid at the time of submission of the Bid cum Application Form based on the highest bidding option of the Bidder.

(c) Where the Margin Amount applicable to the Bidder is less than 100% of the Bid Amount, any difference between the amount payable by the Bidder for Equity Shares allocated at the Issue Price and the Margin Amount paid at the time of Bidding, shall be payable by the Bidder no later than the Pay-in-Date, which shall be a minimum period of two days from the date of communication of the allocation list to the members of the Syndicate by the BRLM. If the payment is not made favouring the Escrow Account within the time stipulated above, the Bid of the Bidder is liable to be cancelled. QIB Bidders will be required to deposit the QIB Margin Amount at the time of submitting of their Bids. After the Bid Closing Date, the level of subscription in all categories shall be determined. Based on the level of subscription, additional margin money, if any, shall be called for from the QIB Bidders. If such additional margin money is not paid into the appropriate Escrow Account within the time and in the manner stipulated above, the Bid of the Bidder is liable to be rejected. Further, we may call for additional margin over and above the minimum prescribed 10% margin from certain Qualified Institutional Bidders at our discretion prior to acceptance of the Bid anytime up to the bid/issue closure date and shall have the right to reject such bids on technical ground in case of non-receipt of such additional margin.

(d) Where the Bidder has been allocated lesser number of Equity Shares than he or she had bid for, the excess amount paid on bidding or additional Margin Amount, as the case may be, if any, after adjustment for Allotment, will be refunded to such Bidder in terms of the Red Herring Prospectus.

(e) The payment instruments for payment into the Escrow Account should be drawn in favour of:

    (i) In case of Resident QIB Bidders: **"Escrow Account –TAKE Solutions - Public Issue-QIB-R"**

    (ii) In case of non resident QIB Bidders: **"Escrow Account – TAKE Solutions - Public Issue-QIB-NR"**

    (iii) In case of other resident Bidders: **"Escrow Account – TAKE Solutions - Public Issue"**

    (iv) In case of other Non-Resident Bidders Bidders: **"Escrow Account – TAKE Solutions - Public Issue - NR"**

    (v) In case of Employees: **"Escrow Account- TAKE Solutions Public Issue-Employee"**

In case of Bids by Eligible NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in NRE accounts or Foreign Currency Non-Resident (FCNR) accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Bidder bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE or FCNR account.

In case of Bids by non-resident Eligible Employees applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in NRE accounts or Foreign Currency Non-Resident (FCNR) accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Bidder bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE or

FCNR account.

In case of Bids by FIIs, the payment should be made out of funds held in Special Rupee Account along with documentary evidence in support of the remittance. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to a Special Rupee Account.

(f) Where a Bidder has been allocated a lesser number of Equity Shares than the Bidder has Bid for, the excess amount, if any, paid on bidding, after adjustment towards the balance amount payable on the Equity Shares allocated, will be refunded to the Bidder from the Refund Account.

(g) The monies deposited in the Escrow Account will be held for the benefit of the Bidders till the Designated Date. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement into the Issue Account.

(h) On the Designated Date and not later than 15 days from the Bid/Issue Closing Date, the Escrow Collection Banks shall refund all amounts payable to unsuccessful Bidders and the excess amount paid on Bidding, if any, after adjusting for allocation to the Bidders.

(i) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub member of the banker's clearing house located at the centre where the Bid cum Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/ stockinvest/money orders/postal orders will not be accepted.

Payment by Stockinvest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/24.47.00/2003-04 dated November 5, 2003 the option to use the stockinvest instrument in lieu of cheques or bank drafts for payment of Bid money has been withdrawn.

Electronic registration of Bids

(a) The members of the Syndicate will register the Bids using the on-line facilities of the NSE and the BSE. There will be at least one on-line connectivity in each city, where a stock exchange is located in India and where Bids are being accepted.

(b) The NSE and the BSE will offer a screen-based facility for registering Bids for the Issue. This facility will be available on the terminals of the members of the Syndicate and their authorized agents during the Bidding/Issue Period. The members of the Syndicate can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for book building on a regular basis. On the Bid /Issue Closing Date, the members of the Syndicate shall upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) The aggregate demand and price for Bids registered on the electronic facilities of the NSE and the BSE will be displayed on-line at all bidding centers and at the websites of NSE and BSE. A graphical representation of consolidated demand and price would be made available at the bidding centers during the Bidding Period.

(d) At the time of registering each Bid, the members of the Syndicate shall enter the following details of the investor in the on-line system:

- Name of the Bidder(s)
- Investor category – individual, corporate, or Mutual Fund etc.
- Numbers of Equity Shares bid for
- 4Bid price
- Bid cum Application Form number
- Whether Margin Amount, as applicable, has been paid upon submission of Bid cum Application Form
- Depository Participant Identification Number and Client Identification Number of the beneficiary account of the Bidder

(e) A system generated TRS will be given to the Bidder as a proof of the registration of each of the bidding options. **It is the Bidder's responsibility to obtain the TRS from the members of the Syndicate.** The registration of the Bid by the member of the Syndicate does not guarantee that the Equity Shares shall be allocated either by the members of the Syndicate or our Company.

(f) Such TRS will be non-negotiable and by itself will not create any obligation of any kind.

(g) Incase of QIB Bidders, our Company, in consultation with the BRLM, has the right to accept the bid or reject it. A rejection can be made only at the time of receiving the bid and only after assigning a reason for such rejection in writing. In case on Non-Institutional Bidders and Retail Individual Bidders who Bid, Bids should not be rejected except on the technical grounds as listed on page 231 of the Red Herring Prospectus.

(h) It is to be distinctly understood that the permission given by the NSE and the BSE to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company or the BRLM are cleared or approved by the NSE and the BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

(i) It is also to be distinctly understood that the approval given by the NSE and the BSE should not in any way be deemed or construed that this Red Herring Prospectus has been cleared or approved by the NSE and the BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus; nor does it warrant that our Equity Shares will be listed or will continue to be listed on the NSE and the BSE.

(j) Only Bids that are uploaded on the online IPO system of the NSE and BSE shall be considered for Allocation. In case of discrepancy of data between the NSE or the BSE and the members of the Syndicate, the decision of the BRLM, based on the physical records of Bid cum Application Forms, shall be final and binding on all concerned.

Build up of the book and revision of Bids

a. Bids registered through the members of the Syndicate shall be electronically transmitted to the BSE or the NSE mainframe on a regular basis.

b. The book gets built up at various price levels. This information will be available with the BRLMs on a regular basis.

c. During the Bidding/Issue Period, any Bidder who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band during the Bidding/Issue Period using the printed Revision Form, which is a part of the Bid cum Application Form.

d. Revisions can be made in both the desired number of Equity Shares and the Bid price by using the Revision Form. Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the options in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and he is changing only one of the options in the Revision Form, he must still fill the details of the other two options that are not being changed in the Revision Form. Incomplete or inaccurate Revision Forms will not be accepted by the members of the Syndicate.

e. The Bidder can make this revision any number of times during the Bidding Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same member of the Syndicate through whom he or she had placed the original Bid. **Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form or copies thereof.**

f. Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. The excess amount, if any, resulting from downward revision of the Bid would be returned to the Bidder at the time of refund in accordance with the terms of this Red Herring Prospectus. In case of QIB Bidders, the members of the Syndicate shall collect the payment in the form of cheque or demand draft for the incremental amount in the QIB Margin Amount, if any, to be paid on account of upward revision of the Bid at the time of one or more revisions by the QIB Bidders.

g. When a Bidder revises his or her Bid, he or she shall surrender the earlier TRS and get a revised TRS from the members of the Syndicate. **It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.**

h. Only Bids that are uploaded on the online IPO system of the NSE and BSE shall be considered for Allocation. In case of discrepancy of data between the BSE or the NSE and the members of the Syndicate, the decision of the BRLMs, based on the physical records of Bid cum Application Forms, shall be final and binding on all concerned.

Price Discovery and Allocation

(a) After the Bid/Issue Closing Date, the BRLM will analyse the demand generated at various price levels.

(b) We, in consultation with the BRLM, shall finalise the “Issue Price” and the number of Equity Shares to be allocated in each investor category.

(c) QIB Bidders will be required to deposit the QIB Margin Amount at the time of submitting of their Bids. After the closure of bidding, the level of subscription in the various categories shall be determined. Based on the level of subscription, additional margin money, if any, shall be called for from the QIB Bidders. The QIB Bidders shall pay such additional Margin Amount within a period of two days from the date of the letter communicating the request for such additional margin money.

(d) The allocation under the Issue shall be on proportionate basis, in the manner specified in the SEBI Guidelines and this Red Herring Prospectus and in consultation with Designated Stock Exchange.

(e) Any under subscription in the Employee Reservation Portion would be included in the Net Issue. Under subscription, if any, in any category of the Net Issue, other than the QIB Portion, would be allowed to be met with spill over from any of the other categories at the discretion of our Company in consultation with the BRLM. However, if the aggregate demand by Mutual Funds is less than 60,000 Equity Shares, the balance Equity Shares available for allocation in the Mutual Funds Portion will first be added to the QIB Portion and be allocated proportionately to the QIB Bidders.

(f) The BRLM, in consultation with us, shall notify the other members of the Syndicate of the Issue Price.

(g) We reserve the right to cancel the Issue any time after the Bid/Issue Opening Date but before the Allotment without assigning any reasons whatsoever.

(h) Allocation to FII and Non-Residents applying on repatriation basis will be subject to the applicable law.

(i) In terms of the SEBI DIP Guidelines, QIB Bidders shall not be allowed to withdraw their Bid after the Bid/Issue Closing Date.

(j) QIB Bidders will be required to deposit the QIB Margin Amount at the time of submitting of their Bids. After the closure of bidding, the level of subscription in the various categories shall be determined. Based on the level of subscription, additional margin money, if any, shall be called for from the QIB Bidders. The QIB Bidders shall pay such additional margin money within a period of two days from the date of the letter communicating the request for such additional margin money.

Signing of Underwriting Agreement and ROC Filing

(a) We, the BRLM and the Syndicate Members shall enter into an Underwriting Agreement upon finalisation of the Issue Price;

(b) After signing the Underwriting Agreement, we would update and file the updated Red Herring Prospectus with RoC, which then would be termed 'Prospectus'. The Prospectus would have details of the Issue Price and Issue size and would be complete in all material respects;

(c) We will file a copy of the Prospectus with the RoC in terms of section 56, section 60, and section 60B of the Companies Act.

(d) After filing of the Prospectus with the RoC, a statutory advertisement will be issued by our Company in a widely circulated English and Hindi national newspapers, regional language newspaper with wide circulation in the place where our Registered Office is situated. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price. Any material updates between the date of Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

Advertisement regarding Issue Price and Prospectus

After filing of the Prospectus with the ROC, a statutory advertisement will be issued by our Company in a widely circulated English national newspaper and a Hindi national newspaper of wide circulation. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price. Any material updates between the date of Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement

Issuance of Letter for Additional Margin Money

In case of QIB Bidders, who have submitted their Bids with the QIB Margin Amount, additional Margin Amount may be called for by our Company, in consultation with the BRLM. The amount of such additional Margin Amount called for shall depend on the level of subscription in various categories, as determined on the basis of the electronic registration of Bids. The allotment of shares to QIB Bidders shall be finalized by our Company, in consultation with the BRLM and the Designated Stock Exchange.

Issuance of CAN

(a) Upon approval of the basis of allocation by the Designated Stock Exchange, the BRLM or the Registrar to the Issue shall send to the members of the Syndicate a list of their Bidders who have been allocated Equity Shares in the Issue. The approval of the basis of allocation by the Designated Stock Exchange for QIB Bidders may be done simultaneously with or prior to the approval of the basis of allocation for the Retail and Non-Institutional Bidders. Investors should note that our Company shall ensure that the demat credit of Equity Shares pursuant to Allotment shall be made on the same date to all investors in this Issue;

(b) The BRLM or members of the Syndicate would then send the CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of CAN shall be deemed a valid, binding and irrevocable contract for the Bidder to pay the entire Issue Price for all the Equity Shares allocated to such Bidder. Those Bidders who have paid the Margin Amount into the Escrow Account at the time of bidding shall pay the balance amount payable into the Escrow Account by the Pay-in Date specified in the CAN; and

(c) Such Bidders who have been allocated Equity Shares and who have already paid the Margin Amount for the said Equity Shares into the Escrow Account at the time of bidding shall directly receive the CAN from the Registrar to the Issue subject, however, to realisation of their cheque or demand draft paid into the Escrow Accounts. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

(d) The issuance of CAN is subject to “Allotment Reconciliation and Revised CANs” as set forth below.

Allotment Reconciliation and Revised CANs

After the Bid/Issue Closing Date, an electronic book will be prepared by the Registrar on the basis of Bid applications received. Based on the electronic book, QIBs will be sent a CAN, indicating the number of Equity Shares that may be allocated to them. This CAN is subject to the basis of final Allotment, which will be approved by the Designated Stock Exchange and reflected in the reconciled book prepared by the Registrar. Subject to SEBI Guidelines, certain Bid applications may be rejected due to technical reasons, non-receipt of funds, cancellation of cheques, cheque bouncing, incorrect details, etc., and these rejected applications will be reflected in the reconciliation and basis of Allotment as approved by the Designated Stock Exchange and specified in the physical book. As a result, a revised CAN may be sent to QIBs and the allocation of Equity Shares in such revised CAN may be different from that specified in the earlier CAN. QIBs should note that they may be required to pay additional amounts, if any, by the Pay-in Date specified in the revised CAN, for any increased allocation of Equity Shares. The CAN will constitute the valid, binding and irrevocable contract (subject only to the issue of a revised CAN) for the QIB to pay the entire Issue Price for all the Equity Shares allocated to such QIB. The revised CAN, if issued, will supersede in entirety the earlier CAN.

Designated Date and Allotment of Equity Shares

(a) Our Company will ensure that the Allotment of Equity Shares is done within 15 days of the Bid/Issue Closing Date. After the funds are transferred from the Escrow Account to the Issue Account and the Refund Account on the Designated Date, our Company would ensure the credit to the successful Bidders' depository accounts of the allotted Equity Shares to the allottees within two working days from the date of Allotment.

(b) As per the SEBI Guidelines, **Equity Shares will be issued and allotted only in the dematerialised form to the allottees**. Allottees will have the option to re-materialise the Equity Shares so allotted, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated to them pursuant to this Issue.

PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, would be done through various modes in the following order of preference:

1. ECS – Payment of refund would be done through ECS for applicants having an account at any of the following 15 centers: Ahmedabad, Bangalore, Bhubaneshwar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna and Thiruvananthapuram. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds through ECS is mandatory for applicants having a bank account at any of the abovementioned 15 centers, except where the applicant, being eligible, opts to receive refund through NEFT, direct credit or RTGS.

2. NEFT (National Electronic Fund Transfer) – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI

as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method.

3. Direct Credit – Applicants having bank accounts with the Refund Bank(s), in this case being HDFC Bank shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company.

4. RTGS – Applicants having a bank account at any of the abovementioned fifteen centres and whose refund amount exceeds Rs. 1 Million, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the Bid-cum-application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.

5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be despatched under certificate of posting for value up to Rs. 1,500 and through Speed Post/ Registered Post for refund orders of Rs. 1,500 and above. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers will be payable by the Bidders.

GENERAL INSTRUCTIONS

Do's:

(a) Check if you are eligible to apply.

(b) Read all the instructions carefully and complete the Bid cum Application Form.

(c) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated, as Equity Shares will be allotted in the dematerialized form only.

(d) Ensure that the Bids are submitted at the bidding centers only on forms bearing the stamp of a member of the Syndicate.

(e) Ensure that you have been given a TRS for all your Bid options.

(f) Submit Revised Bids to the same member of the Syndicate through whom the original Bid was placed and obtain a revised TRS.

(g) Each of the Bidders, should mention their Permanent Account Number (PAN) allotted under the IT Act. The copies of the PAN card or PAN allotment letter should be submitted with the Bid cum Application Form. If you have mentioned "Applied For" or "Not Applicable", in the Bid cum Application Form in the section dealing with PAN number, ensure that you submit Form 60 or 61, as the case may be, together with permissible documents as address proof.

(h) Ensure that the name(s) given in the Bid cum Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form

(i) Ensure that the Demographic Details are updated, true and correct, in all respects.

Don'ts:

(a) Do not Bid for lower than the minimum Bid size.

(b) Do not Bid/revise Bid price to less than Floor Price or higher than the Cap Price.

(c) Do not Bid on another Bid cum Application Form after you have submitted a Bid to the members of the Syndicate.

(d) Do not pay the Bid amount in cash, by money order or by postal order or by stockinvest.

(e) Do not send Bid cum Application Forms by post; instead submit the same to a member of the Syndicate only.

(f) Do not Bid at Cut-off Price (for QIB Bidders, Non-Institutional Bidders and Bidders bidding under the Employee Reservation Portion, for whom the Bid Amount exceeds Rs. 100,000).

(g) Do not fill up the Bid cum Application Form such that the Equity Shares bid for exceeds the Issue size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations.

(h) **Do not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground.**

Bidder's Depository Account Details and Bank Account Details

Bidders must note that on the basis of name of the Bidders, Depository Participant's name, DP ID, beneficiary account number provided by them in the Bid-cum-Application Form, the Registrar will obtain, from the Depositories, the Bidders' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Bidders' sole risk and neither our Company, the Registrar, Escrow Collection Bank(s), Bankers to the Issue, the Syndicate Members nor the BRLM shall be liable to compensate the Bidders for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

IT IS MANDATORY FOR ALL THE BIDDERS TO GET THE EQUITY SHARES IN DEMATERIALISED FORM. ALL BIDDERS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE BID CUM APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE BID CUM APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE BID CUM APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE BID CUM APPLICATION FORM.

-Bidders should note that on the basis of name of the Bidders, Depository Participant's name and identification number and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository demographic details of the Bidders such as address, bank account details for printing on refund orders and occupation ("Demographic Details"). Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs/Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Bidders in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid cum Application Form, the Bidder would deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

In case of Bidders receiving refunds through electronic transfer of funds, delivery of refund orders/allocation advice/ CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Bidder in the Bid cum Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Bidders sole risk and neither our Company, the Registrar, Escrow Collection Bank(s), the Syndicate Members nor the BRLM shall be liable to compensate the Bidder for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary account number, then such Bids are liable to be rejected.

Our Company in its absolute discretion, reserve the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/CANs/allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Bid cum Application Form should be used (and not those obtained from the Depository of the Bidder). In such cases, the Registrar shall use Demographic Details as given in the Bid cum Application Form instead of those obtained from the depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/ or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided

for this purpose in the Bid cum Application Form. Our Company will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject such Bids in whole or in part, without assigning any reasons there for.

In case of the Bids made pursuant to a power of attorney by FIIs, FVCIs and VCFs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject such Bid in whole or in part, without assigning any reasons there for.

In case of the Bids made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject such Bid in whole or in part, without assigning any reasons there for.

In case of Bids made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason there for.

In case of Bids made by provident funds with minimum corpus of Rs. 250 Million (subject to applicable law) and pension funds with minimum corpus of Rs. 250 Million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

We, in our absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that we or the BRLM may deem fit.

SUBMISSION OF BID CUM APPLICATION FORM

All Bid cum Application Forms or Revision Forms duly completed and accompanied by account payee cheques or drafts equivalent to the Margin Amount shall be submitted to the members of the Syndicate at the time of submission of the Bid.

Separate receipts shall not be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection center of the members of the Syndicate will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder.

OTHER INSTRUCTIONS

Joint Bids in case of Individuals

Bids may be made in single or joint names (not more than three). In case of joint Bids, all payments will be made out in favour of the Bidder whose name appears first in the Bid cum Application Form or Revision Form. All communication will be addressed to the first Bidder and will be dispatched to his or her address.

Multiple Bids

A Bidder should submit only one Bid (and not more than one) for the total number of Equity Shares required. Two or more Bids will be deemed to be multiple Bids if the sole or First Bidder is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All applications with the same name and age will be accumulated and taken to a separate process file which would serve as a multiple master.
2. In this master, a check will be carried out for the same PAN. In cases where the PAN is different, the same will be deleted from this master.
3. The Registrar will obtain, from depositories, details of the applicants' address based on the DP ID and beneficiary account number provided in the Bid-cum-Application Form and create an address master.

4. The addresses of all the applicants in the multiple masters will be strung from the address master. This involves putting the addresses in a single line after deleting non-alpha and non-numeric characters i.e. commas, full stops, hash etc. Sometimes, the name, the first line of addresses and pin code will be converted into a string for each application received and a photo match will be carried out amongst all the application processed. A print-out of the addresses will be taken to check for common names. The application with same name and same address will be treated as multiple applications.

5. The applications will be scrutinized for their DP ID and Beneficiary Account Numbers. In case applications bear the same DP ID and Beneficiary Account Numbers, these will be treated as multiple applications.

6. Subsequent to the aforesaid procedures, a print out of multiple master will be taken and applications physically verified to tally signatures as also father's/husband's names. On completion of this, the applications will be identified as multiple applications.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made.

Bids made by Employees both under Employees Reservation Portion as well as in the Net Issue shall not be treated as multiple Bids.

Our Company reserves the right to reject, in our absolute discretion, all or any multiple Bids in any or all categories.

Permanent Account Number

The Bidder or in the case of a Bid in joint names, each of the Bidders, should mention his/her PAN allotted under the I.T. Act. **The copy of the PAN card(s) or PAN allotment letter(s) is required to be submitted with the Bid cum Application Form. Applications without this information and documents will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN, as the Bid is liable to be rejected on this ground. In case the sole/First Bidder and joint Bidder(s) is/are not required to obtain PAN, each of the Bidder(s) shall mention "Not Applicable" and in the event that the sole Bidder and/or the joint Bidder(s) have applied for PAN which has not yet been allotted each of the Bidder(s) should mention "Applied for" in the Bid cum Application Form. Further, where the Bidder(s) has mentioned "Applied for" or "Not Applicable", the sole/First Bidder and each of the joint Bidder(s), as the case may be, would be required to submit Form 60 (form of declaration to be filed by a person who does not have a permanent account number and who enters into any transaction specified in Rule 114B of the Income Tax Rules, 1962), or, Form 61 (form of declaration to be filed by a person who has agricultural income and is not in receipt of any other income chargeable to income-tax in respect of transactions specified in Rule 114B of the Income Tax Rules, 1962), as may be applicable, duly filled along with a copy of any one of the following documents in support of the address: (a) ration card (b) passport (c) driving license (d) identity card issued by any institution (e) copy of the electricity bill or telephone bill showing residential address (f) any document or communication issued by any authority of the Central Government, state government or local bodies showing residential address (g) any other documentary evidence in support of address given in the declaration. **It may be noted that Form 60 and Form 61 have been amended by a notification issued on December 1, 2004 by the Central Board of Direct Taxes, Department of Revenue, Ministry of Finance. All Bidders are requested to furnish, where applicable, the revised Form 60 or Form 61 as the case may be.**

Unique Identification Number ("UIN")

Pursuant to circulars dated April 27, 2007(No. MRD/DoP/Cir-05/2007) and June 25, 2007 (No. MRD/DoP/Cir-08/2007) issued by SEBI, the requirement of UIN under the SEBI (Central database of Market Participants) Regulations, 2005 has been discontinued and irrespective of the amount of transaction, PAN has been made the sole identification number for all participants in the securities market.

Grounds for Technical Rejections

Bidders are advised to note that Bids are liable to be rejected on, inter alia, the following technical grounds:

1. Amount paid does not tally with the amount payable for the highest value of Equity Shares bid for;

2. Age of first Bidder not given;

3. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no such partnership firm, shall be entitled to apply;
4. Bids by Non Residents, if not in compliance with the appropriate foreign and Indian laws;
5. Bids by persons not competent to contract under the Indian Contract Act, 1872, including minors and insane persons;
6. **PAN photocopy/PAN communication/ Form 60 or Form 61 declaration along with documentary evidence in support of address given in the declaration, not given;**
7. Bids for lower number of Equity Shares than specified for that category of investors;
8. Bids at a price less than lower end of the Price Band;
9. Bids at a price more than the higher end of the Price Band;
10. Bids at Cut-off Price by Non-Institutional Bidders and QIB Bidders and by Bidders in the Employee Reservation Portion bidding in excess of Rs. 100,000;
11. Bids for number of Equity Shares, which are not in multiples of 9;
12. Category not ticked;
13. Multiple Bids as defined in this Red Herring Prospectus;
14. In case of Bid under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;
15. Bids accompanied by stockinvest/money order/postal order/cash;
16. Signature of sole and/or joint Bidders missing;
17. Bid cum Application Form does not have the stamp of the BRLM or the Syndicate Members;
18. Bid cum Application Form does not have the Bidder's depository account details;
19. Bid cum Application Form is not delivered by the Bidder within the time prescribed as per the Bid cum Application Form and this Red Herring Prospectus and as per the instructions in this Red Herring Prospectus and the Bid cum Application Form;
20. In case no corresponding record is available with the Depositories that match three parameters namely, names of the Bidders (including the order of names of joint holders), the depositary participant's identity (DP ID) and the beneficiary account number;
21. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations. See the details regarding the same in the section titled "Issue Procedure – Bids at Different Price Levels" beginning on page 219 of this Red Herring Prospectus;
22. Bids by OCBs;
23. Bids by US persons other than "qualified institutional buyers" as defined in Rule 144A of the Securities Act or other than in reliance on Regulation S under the Securities Act; and
24. Bids by QIBs not submitted through the BRLM or members of the Syndicate.

Equity Shares in dematerialised form with NSDL or CDSL

As per the provisions of section 68B of the Companies Act, the Equity Shares in this Issue shall be allotted only in a dematerialised form, (i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

(a) an agreement dated April 9, 2007 between NSDL, us and Registrar to the Issue;

(b) an agreement dated March 26, 2007 between CDSL, us and Registrar to the Issue.

All Bidders can seek Allotment only in dematerialised mode. Bids from any Bidder without relevant details of his or her depository account are liable to be rejected.

(a) A Bidder applying for Equity Shares must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the Bid.

(b) The Bidder must necessarily fill in the details (including the beneficiary account number and Depository Participant's identification number) appearing in the Bid cum Application Form or Revision Form.

(c) Equity Shares allotted to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder.

(d) Names in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details with the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details with the Depository.

(e) If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid cum Application Form or Revision Form, it is liable to be rejected.

(f) The Bidder is responsible for the correctness of his or her Demographic Details given in the Bid cum Application Form vis-à-vis those with his or her Depository Participant.

(g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. All the Stock Exchanges where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.

(h) The trading of the Equity Shares would be in dematerialised form only for all investors in the demat segment of the respective Stock Exchanges.

COMMUNICATIONS

All future communication in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid cum Application Form number, details of Depository Participant, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate where the Bid was submitted and cheque or draft number and issuing bank thereof.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in respective beneficiary accounts, refund orders etc.

Disposal of Investor Grievances by our Company

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances shall be 15 days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have appointed Mr. Venkataraman Sundar, Company Secretary as the Compliance Officer and he may be contacted in case of any pre-Issue or post-Issue-related problems. He can be contacted at the following address:

Mr. Venkataraman Sundar
TAKE Solutions Limited
76, Venkatakrishna Road,
Raja Annamalaipurum,
Chennai, 600028, India
Tel: (+91 44) 6696 4200, 6696 5555, 6696 4266
Fax: (+91 44) 2461 7360
Email: ipo@takesolutions.com
Website: www.takesolutions.com

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of section 68 A of the Companies Act, which is reproduced below:

"Any person who:

(a) makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or

(b) otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name,

shall be punishable with imprisonment for a term which may extend to five years."

Basis of Allocation.

A. For Retail Individual Bidders

- Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Retail Individual Bidders will be made at the Issue Price.
- The Issue size less allocation to Non-Institutional Bidders and QIB Bidders shall be available for allocation to Retail Individual Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.
- If the valid Bids in this category is for less than or equal to 600,000 Equity Shares at or above the Issue Price, full allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.
- If the valid Bids in this category are for more than 600,000 Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis up to a minimum of 9 Equity Shares and in multiples of 9 Equity Shares thereafter. For the method of proportionate basis of allocation, refer page 236 of this Red Herring Prospectus.

B. For Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Issue Price.
- The Issue size less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation to Non-Institutional Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.
- If the valid Bids in this category is for less than or equal to 200,000 Equity Shares at or above the Issue Price, full allotment shall be made to Non-Institutional Bidders to the extent of their valid Bids.
- In case the valid Bids in this category are for more than 200,000 Equity Shares at or above the Issue Price, allocation shall be made on a proportionate basis up to a minimum of 9 Equity Shares and in multiples of 9 Equity Shares thereafter. For the method of proportionate basis of allocation refer page 236 of this Red Herring Prospectus.

C. For Employee Reservation Portion

- Bids received from the Eligible Employees at or above the Issue Price shall be grouped together to determine the total demand under this category. The allocation to all the successful Eligible Employees will be made at the Issue Price.
- If the aggregate demand in this category is less than or equal to 100,000 Equity Shares at or above the Issue Price, full allocation shall be made to the Employees to the extent of their demand.
- If the aggregate demand in this category is greater than 100,000 Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis up to a minimum of 9 Equity Shares and in multiple of 9 Equity Share thereafter. For the method of proportionate basis of allocation, refer page 236 of this Red Herring Prospectus.
- Only Eligible Employees are eligible to apply under Employee Reservation Portion.

D. For QIB Bidders

- At least 60% of the Net Issue shall be allotted to the QIB Bidders, failing which the full subscription monies shall be refunded.

- Bids received from the QIB Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the QIB Bidders will be made at the Issue Price.
- The Issue size less allocation to Non-Institutional Portion and Retail Portion shall be available for proportionate allocation to QIB Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.
- However, eligible Bids by Mutual Funds only shall first be considered for allocation proportionately in the Mutual Funds Portion. After completing proportionate allocation to Mutual Funds for an amount of up to 60,000 Equity Shares (the Mutual Funds Portion), the remaining demand by Mutual Funds, if any, shall then be considered for allocation proportionately, together with Bids by other QIBs, in the remainder of the QIB Portion (i.e. after excluding the Mutual Funds Portion). For the method of allocation in the QIB Portion, see the paragraph titled "Illustration of Allotment to QIBs" appearing below. If the valid Bids by Mutual Funds are for less than 60,000 Equity Shares, the balance Equity Shares available for allocation in the Mutual Funds Portion will first be added to the QIB Portion and allocated proportionately to the QIB Bidders. For the purposes of this paragraph it has been assumed that the QIB Portion for the purposes of the Issue amounts to 60% of the Net Issue size, i.e. 1,200,000 Equity Shares.
- Allotment shall be undertaken in the following manner:

  (a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:

    (i) In the event that Mutual Fund Bids exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for up to 5% of the QIB Portion.

    (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full allotment to the extent of valid bids received above the Issue Price.

    (iii) Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available to all QIB Bidders as set out in (b) below;

  (b) In the second instance allocation to all QIBs shall be determined as follows:

    (i) In the event of an oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids at or above the Issue Price shall be allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion.

    (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIB Bidders.

    (iii) Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.

  Except for any Equity Shares allocated to QIB Bidders due to under subscription in the Retail Portion and/or Non Institutional Portion, the aggregate allocation to QIB Bidders shall be made on a proportionate basis of at least 1,740,000 Equity Shares. For the method of proportionate basis of allocation refer page 236 of this Red Herring Prospectus.

Illustration of Allotment to QIBs and Mutual Funds ("MF")

A. Issue details

Sr. No	Particulars	Issue details
1	Issue size	200 Million Equity Shares
2	Allocation to QIB (at least 60% of the Issue)	120 Million Equity Shares
	Of which:	
	a. Reservation For Mutual Funds, (5%)	6 Million Equity Shares
	b. Balance for all QIBs including Mutual Funds	114 Million Equity Shares
3	Number of QIB applicants	10
4	Number of Equity Shares applied for	500 Million Equity Shares

B. Details of QIB Bids

S.No	Type of QIB bidders#	No. of shares bid for (in MILLION)
1	A1	50
2	A2	20
3	A3	130
4	A4	50
5	A5	50
6	MF1	40
7	MF2	40
8	MF3	80
9	MF4	20
10	MF5	20
	TOTAL	**500**

 # A1-A5: (QIB Bidders other than Mutual Funds), MF1-MF5 (QIB Bidders which are Mutual Funds)

C. Details of Allotment to QIB Bidders/Applicants

(Number of equity shares in Million)

Type of QIB bidders	Shares bid for	Allocation of 6 Million Equity Shares to MF proportionately (please see note 2 below)	Allocation of balance 114 Million Equity Shares to QIBs proportionately (please see note 4 below)	Aggregate allocation to MFs
(I)	**(II)**	**(III)**	**(IV)**	**(V)**
A1	50	0	11.40	0
A2	20	0	4.56	0
A3	130	0	29.64	0
A4	50	0	11.40	0
A5	50	0	11.40	0
MF1	40	1.2	9.12	10.32
MF2	40	1.2	9.12	10.32
MF3	80	2.4	18.24	20.64
MF4	20	0.6	4.56	5.16
MF5	20	0.6	4.56	5.16
	500	**6**	**114**	**51.60**

Method of Proportionate basis of allocation in the Issue

In the event of the Issue being over-subscribed, our Company shall finalize the basis of allocation in consultation with the Designated Stock Exchange. The Executive Director (or any other senior official nominated by them) of the Designated Stock Exchange along with the BRLM, and the Registrar to the Issue shall be responsible for ensuring that the basis of allocation is finalized in a fair and proper manner.

Bidders will be categorized according to the number of Equity Shares applied for by them and the allotment shall be made on a proportionate basis as explained below.

(a) The total number of Equity Shares to be allotted to each category as a whole shall be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio.

(b) Number of Equity Shares to be allotted to the successful Bidders will be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio.

(c) In all Bids where the proportionate allotment is less than 9 Equity Shares per Bidder, the allotment shall be made as follows:

- Each successful Bidder shall be allotted a minimum of 9 Equity Shares; and
- The successful Bidders out of the total Bidders for a category shall be determined by draw of lots in a manner such that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above.

(d) If the proportionate allotment to a Bidder is a number that is more than 9 but is not a multiple of one (which is the market lot), the decimal would be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5*,* it would be rounded off to the lower whole number. All Bidders in such categories would be allotted Equity Shares arrived at after such rounding off.

(e) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares allotted to the Bidders in that category, the remaining Equity Shares available for allotment shall be first adjusted against any other category, where the allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidders applying for minimum number of Equity Shares. The basis of allocation on a proportionate basis shall be finalised in consultation with the Designated Stock Exchange.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS

We shall give credit of Equity Share allotted to the beneficiary account with Depository Participants within 15 working days of the Bid Closing Date / Issue Closing Date. Applicants residing at 15 centres where clearing houses are managed by the Reserve Bank of India (RBI) will get refunds through ECS only (subject to availability of all information for crediting the refund through ECS).

In case of other applicants, the Company shall ensure dispatch of refund orders, if any, of value up to Rs. 1,500 by “Under Certificate of Posting”, and shall dispatch refund orders above Rs. 1,500, if any, by registered post or speed post, except for Bidders who have opted to receive refunds through the ECS facility.

Applicants to whom refunds are made through Electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 working days of closure of Issue.

We shall ensure dispatch of refund orders, if any, by “Under Certificate of Posting” or registered post or speed post or ECS, as applicable, only at the sole or First Bidder’s sole risk within 15 days of the Bid Closing Date/Issue Closing Date, and adequate funds for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer.

We shall ensure dispatch of allotment advice, refund orders and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the finalisation of the basis of allotment to the Stock Exchanges within 2 (two) working of the finalisation of the basis of allotment.

We shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed, are taken within 7 (seven) working days of the finalsation of the basis of allotment.

In accordance with the Companies Act, the requirements of the Stock Exchanges and the SEBI Guidelines we further undertake that:

- Allotment of Equity Shares shall be made only in dematerialised form within 15 (fifteen) days of the Bid /Issue Closing Date;
- Dispatch of refund orders, except for Bidders who have opted to receive refunds through the ECS facility, within 15 (fifteen) working days of the Bid /Issue Closing Date would be ensured; and
- We shall pay interest at 15% (fifteen) per annum (for any delay beyond the 15 (fifteen)-day time period as mentioned above), if Allotment is not made and refund orders are not dispatched and/or demat credits are not made to investors within the 15 (fifteen)-day time prescribed above as per the guidelines issued by the Government of India, Ministry of Finance pursuant to their letter No. F/8/S/79 dated July 31, 1983, as amended by their letter No. F/14/SE/85 dated September 27, 1985, addressed to the stock exchanges, and as further modified by SEBI’s Clarification XXI dated October 27, 1997, with respect to the SEBI Guidelines.

Refunds will be made by cheques, pay-orders or demand drafts drawn on a bank appointed by us, as an Escrow Collection Bank and payable at par at places where Bids are received, except for Bidders who have opted to receive refunds through the ECS facility. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

Undertaking by our Company

We undertake as follows:

- that the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
- that all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within seven working days of finalisation of the basis of allotment;
- that the funds required for dispatch of refund orders or allotment advice as per the modes disclosed shall be made available to the Registrar to the Issue by us;
- that the refund orders or allotment advice to the Eligible NRIs or FIIs shall be dispatched within specified time;
- that where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of the Bid/Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund; and
- that no further issue of Equity Shares shall be made till the Equity Shares issued through this Red Herring Prospectus are listed or until the Bid Amounts are refunded on account of non-listing, under-subscription etc.

Utilisation of Issue proceeds

Our Board of Directors certifies that:

- all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 73 of the Companies Act;
- details of all monies utilised out of the Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Issue, if any shall be disclosed under the appropriate head in our balance sheet indicating the form in which such unutilised monies have been invested;
- we shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue at anytime including after the Bid/ Issue Opening Date, without assigning any reason thereof. In terms of the SEBI Guidelines, QIB Bidders shall not be allowed to withdraw their Bid after the Bid/Issue Closing Date.

Restrictions on Foreign Ownership of Indian Securities

Foreign investment in Indian securities is regulated through the Industrial Policy and FEMA. While the Industrial Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investments. **As per current foreign investment policies, foreign direct investment in the IT sector is allowed up to 100% under the automatic route.**

By way of Circular No. 53 dated December 17, 2003, the RBI has permitted FIIs to subscribe to shares of an Indian company in a public offer without prior RBI approval, so long as the price of equity shares to be issued is not less than the price at which equity shares are issued to residents. In our Company, as of date the aggregate FII holding cannot exceed 24% of the total issued share capital.

Subscription by Non-Residents

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States to certain persons in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

There is no reservation for any FIIs or Eligible NRIs and such FIIs or Eligible NRIs will be treated on the same basis with other categories for the purpose of allocation.

As per the current regulations, the following restrictions are applicable for investments by FIIs:

No single FII can hold more than 10% of our post-issue paid up capital (i.e. 10% of 120.00 Million).

In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub-account is a foreign corporate or an individual. As of now, the aggregate FIIs holding in our Company cannot exceed 24% of the total issued capital of our Company.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of regulation 15A(1) of the SEBI (Foreign Institutional Investors) Regulations, 1995, an FII or its sub account may issue, deal or hold, offshore derivative instruments such as participatory notes, equity-linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “know your client” requirements. An FII or sub-account shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

As per the current regulations, the following restrictions are applicable for investments by SEBI registered VCFs and FVCIs:

The SEBI (Venture Capital) Regulations, 1996, and the SEBI (Foreign Venture Capital Investor) Regulations, 2000, prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Accordingly, the holding by any VCF or FVCI should not exceed 25% of the corpus of the VCF or FVCI, as the case may be.

As per the current regulations, OCBs cannot participate in this Issue.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may happen after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares bid for do not exceed the applicable limits under laws or regulations. However, we shall update this Red Herring Prospectus and keep the public informed of any material changes in matters concerning our business and operations till the listing and commencement of trading of the Equity Shares.

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF THE COMPANY

Capitalised terms used in this section have the meaning given to such terms in the Articles of the Company.

Pursuant to Schedule II of the Companies Act, 1956 and the SEBI (DIP) Guidelines, the main provisions of the Articles of Association of the Company relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of equity shares and or their consolidation/splitting are required to be stated.

Our Company has adopted the Regulations contained in Table 'A' of Schedule I of the Companies Act, 1956 as its Articles which apply to our Company in the same manner and to the same extent as if they were contained in the duly registered Articles as long as any of the Articles do not exclude or modify the Regulations contained in Table A aforesaid save and those which are expressly provided in the Articles of Association.

Some of the important provisions of our Articles are stated below:

Article 2 (a)

The share capital of the Company is Rs. 200.00 Million comprising two crore shares of Rs. 10/- each, consisting of One Crore Fifty Lakhs Equity Shares of Rs. 10/- each and 50.00 Lakh Preference Shares of Rs. 10/- each, aggregating to Rs. 200.00 Million), with power to increase or reduce its share capital and to issue any shares in the new capital as equity or preference shares and to attach to any class or classes of such shares, any preferences, rights, privileges or priorities in payment of dividend or distribution of assets or otherwise over any other shares, in accordance with the provisions of the Companies Act, 1956.

(b) Subject to the provisions of Section 80, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

3 (1)

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 106 and 107, and whether or not the Company is being wound up, be varied with the Consent in writing of the holders of three-fourths 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.

(2) To every such separate Meeting, the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be five persons at least holding or representing by proxy.

4. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares – ranking pari passu there with.

7. (1)

(a) Every person whose name is entered as a member in the Register of Members shall be entitled to receive within three after allotment of, within two moths after the application for the, registration of transfer (or within such other period as the conditions of issue shall provide)-

(b) one certificate for all his shares without payment; or

(c) several certificates, each for one or more of his shares upon payment of one rupee for every certificate after the first; Provided the shares are not held in a Depository under the provisions of Depositories Act, 1996.

(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.

(3) In respect of any shares or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and Delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(4) "Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form. The Company shall further be entitled to maintain. A Register of Members with the details of Members holding shares both in material and dematerialized form in any medial as permitted by law. Including any form of electronic media. Further 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 in accordance with such rules as are in force.”

(1) The Company shall have a first and paramount lien:

(a) on every share (not being a fully-paid shares), for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully-paid-shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the Company: Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(2) The Company's lien, if any, on a share shall extend to all dividends payable thereon.

i. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the being of the share or the person entitled thereto by reason of his death or insolvency.

ii. (1) To give effect to any such sale, the board may authorize some person to Transfer the shares sold to the purchaser thereof.

(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

20. Subjects to the provisions of Section 108, the shares in the Company shall be transferred in the form as provided in Table A of Schedule I of the Companies Act 1956.

(A) “Notwithstanding anything contained in the Articles of Association, in The case of transfer of shares / debentures or other marketable Securities, where the Company has not issued any certificates and where such shares or securities are being held in 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 the Depositories Act, 1996.”

(B) “Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares, 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.”

21. The Board may, subject to the right of appeal conferred by Section 111, Decline to register-

(a) the transfer of a share, not being a fully-paid share, to a person of whom they do not approve, or

(b) any transfer of shares on which the Company has a lien.

22. The Board may also decline to recognize any instrument of transfer unless

(a) the instrument of transfer if accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(b) the instrument of transfer is in respect of only one class of shares.

25. (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

(2) Nothing in Clause (1) shall release the estate of a deceased joint holder, from any liability in respect of any share, which had been jointly held by him with other persons.

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

(c) to be registered himself as holder of the share; or

(d) to make such transfer of the share as the deceased or insolvent member could have made.

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

27. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(2) If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share.

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

28. A person becoming entitled to a share by reason of the death or insolvency 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, except that he shall not, before being registered as a member of respect of the share, be entitled in respect of it to exercise any right conferred membership in relation to Meetings of the Company. Provided that the Board, may at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter with hold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

29. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

30. The notice aforesaid shall —

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before day so named, the shares in respect of which the call was made will be liable to be forfeited.

31. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice had been made, be forfeited by a resolution of the Board to that effect.

32. (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(2) At any time before sale or disposal of aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

33. (1) A person whose share have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(2) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

34. (1) A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share.

(2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed.

(3) The transferee shall thereupon be registered as the holder of the share.

(3) The transferee shall not bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to forfeiture, sale or disposal of the share.

35. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

A (i) "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."

(ii) "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."

(iii) "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 the rights in the shares or debentures of the company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner."

(iv) "Where the nominee is a minor, it shall be lawful for the holder of shares, or 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."

36. The Company may, by ordinary resolution –

(a) convert any paid-up shares into stock; and

(b) reconvert any stock into paid-up shares of any denomination

37. The holders of stock may transfer the same or any part thereof in the same manner as, and subject of the same regulations under which, the shares form which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: provided that the Board may, from time to time, fix the minimum amount stock transferable, so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

38. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at Meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount to stock which would not, if existing in shares, have conferred that privilege or advantage.

39. Such of the regulation of the Company other than those relating to share warrants) as are applicable to paid-up shares apply to stock and the words "share" and "shareholder" in those regulations shall include "stock-holder" respectively.

40. The company may issue share warrants subject to, and in accordance with, the provisions of Section 114 and 115; and accordingly and Board my in its discretion with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the 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 the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

41. (1) 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 the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the shares included in the deposited warrant.

(2) Not more than one person shall be recognized as depositor of the share warrant.

(3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.

42. (1) subjects as herein otherwise expressly provided, 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 attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notices from the Company.

(2) The bearer of a share warrant, shall be entitled in all other respects to the same privilege and advantages as if he were named in the Register of Members as the holder of the shares included in the warrant, and shall be a member of the Company.

43. The Board may, from time to time, make rules as to the terms on which (it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction

44. The Company may from time to time, by ordinary resolution increase the Share Capital by such sum to be divided into shares of such amount as may be specified in the resolution, 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, the Board of Directors may give to any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at 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.

A) 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., by a special resolution 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 proposition 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 give to any person the option 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.

(B) Notwithstanding anything contained in Section 79 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 sweat equity shares is authorized 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) the sweat equity shares of the company shall be issued in accordance with regulations made by the Securities & Exchange Board of India (SEBI) and the Stock Exchange in this behalf.

(d) All the limitations, restrictions and provisions relating to equity shares shall be applicable to sweat equity shares issued by the company.

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 additions by whatever name called.

45. The company may, by ordinary resolution:-

(a) Consolidate and divide all or any of its shares capital into shares of larger amount than its existing shares.

(b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, subject nevertheless, to the provisions of Clause (d) of Sub-section (1) of Section 94

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken of agreed to be taken by any person.

46. The Company may, by special resolution, reduce in any manner and with, and subject to any incident authorized and consent required by law –

(a) its share capital

(b) any capital redemption reserve account; or

(c) any share premium account

83. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time , think fit.

(2) The Board may also carry forward any profits, which it may think prudent not to divide, without setting them aside as a reserve.

84. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulations paid on the share.

(3) All dividends shall be apportioned and paid proportionately to the amounts pair or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

85. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the company.

86. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct.

(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

87. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

88. Notice of any dividend that may been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

89. No dividend shall bear interest against the Company.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which have been attached to the copy of the Red Herring Prospectus, have been delivered to the Registrar of Companies, Tamil Nadu, for registration and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of our Company situated at # 80/81, MBC Towers, 6th Floor, Alwarpet, Chennai 600 018, India from 10.00 a.m. to 4.00 p.m. on any working day from the date of the Red Herring Prospectus until the Bid / Offer Closing date.

Material Contracts

1. Memorandum of Understanding, dated September 26, 2006 signed between TAKE and Edelweiss Capital Limited.
2. Memorandum of Understanding, dated September 26, 2006 signed between TAKE and Intime Spectrum Registry Limited, the Registrar to the Issue.
3. Copy of the Tri-partite Agreement dated April 9, 2007 between NSDL, TAKE and Intime Spectrum Registry Limited.
4. Copy of the Tri-partite Agreement dated March 26, 2007 between CDSL, TAKE andIntime Spectrum Registry Limited.
5. Escrow Agreement dated July 12, 2007 entered into by TAKE, the BRLM, Escrow Collection Banks and Registrars to the Issue.
6. Syndicate Agreement dated July 12, 2007 entered into by TAKE, the BRLM and the Syndicate Members.
7. Underwriting Agreement dated [●] entered into by TAKE, the BRLM and Syndicate Members.
8. Engagement Letters dated September 18, 2006 and and addendum letter dated November 28, 2006 for appointment of Edelweiss Capital Limited as BRLM and terms thereof.

Documents for Inspection

1. Memorandum and Articles of Association of TAKE Solutions Limited.
2. Certificate of Incorporation of TAKE Solutions Limited dated December 20, 2000.
3. Fresh certificate of incorporation consequent to change of name from “TAKE Solutions Private Limited” to “TAKE Solutions Limited” dated March 29, 2004.
4. Board Resolution for authorizing the Issue dated June 6, 2006.
5. Copy of Special Resolution u/s 81 (1A) passed at EGM held on June 21, 2006 and June 21, 2007 authorizing the Issue of Equity Shares.
6. Board Resolution dated December 2, 2006 and December 15, 2006 approving the DRHP.
7. Board Resolution dated July 17, 2007 approving the RHP.
8. Board Resolution dated February 1, 2005 for appointment of Mr. Sridharan Sivan as the Managing Director and Mr. Rangasami Seshadri as the Wholetime Director of our Company. The Special Resolution passed at the EGM of the Company held on March 31, 2005 approving the appointment of Mr. Sridharan Sivan and Mr. Rangasami Seshadri.
9. Copies of Auditors Reports issued by Statutory Auditors of the Company, M/S Sundar Srini Sridhar, Chartered Accountants, regarding restated financial of the Company for last five financial years and the Review Report of ClearOrbit Inc. USA.
10. Certificate from Statutory Auditors M/S Sundar Srini Sridhar, Chartered Accountants dated June 16, 2007, regarding the deployment of funds in relation to the Fresh Issue.
11. Copy of Tax Benefits Certificate issued by Statutory Auditors of the Company, M/S Sundar Srini Sridhar, Chartered Accountants, dated June 4, 2007.
12. Consent letters from Directors, Lead Managers to the Issue, Bankers to the Issue, Bankers to the Company, Syndicate Members, Auditors of the Company, Legal Advisors to the Issue, Registrar to the Issue and Compliance Officer to act in their respective capacities and for inclusion of their names in the Prospectus.
13. Copies of Annual Reports of the Company for the last 5 accounting periods i.e. FY 2002 to FY 2007.
14. Copies of Annual Reports of the Subsidiaries for the last 3 accounting periods i.e. FY 2005, FY 2006 and FY 2007 or from the date when the companies became subsidiaries of the Company whichever is later;

15. MOU dated November 30, 2006 entered into between the Company and Shriram Properties and Infrastructure Limited.
16. Shareholders' Agreement dated March 28, 2006 entered into between Autopartsasia Private Limited and the Company
17. Shareholding Investment Agreement dated April 25, 2006 entered into between BA Tech Sdn Bhd, a company incorporated under the laws of Malaysia and owned by Mr. Rudy Ng Chong Jin and Mr. Colin Gerard Fernandez and the Company.
18. Joint Venture-Shareholders' Agreement dated June 18, 2006, entered into between the Company and J. Towell & Co LLC.
19. Copy of the sanction letter relating to the structured debt facility and term loan facility provided by DSP Merrill Lynch and Yes Bank of Rs. 300 Million and Rs. 200 Million, respectively.
20. Copy of the sanction letter relating to the structured debt facility provided by DSP Merrill Lynch of Rs. 500 Million to our Subsidiary CMNK Consultancy & Services Private Limited.
21. Investment Agreement dated June 1, 2007 for the pre-Issue equity placement of 530,000 equity shares of our Company with Galleon International Master Fund Spc. Ltd. – New Silk Route Pipe Segregated Portfolio at a price of Rs. 625 per share aggregating to Rs. 331.250 Million.
22. Investment Agreement dated February 9, 2007 with Passport India Investments (Mauritius) Limited in relation to the issue of 370,000 equity shares of the Company at an aggregate consideration of Rs. 231.250 Million at Rs. 625/- per share.
23. Agreement and Plan of Merger dated May 24, 2007 for the acquisition of ClearOrbit Inc. USA entered into between Take Solutions Inc. USA and ClearOrbit Inc. USA;
24. Certificate of Merger filed with the Secretary of State of Delaware June 20, 2007 in relation to the acquisition of ClearOrbit Inc. USA;
25. Due Diligence Certificate dated December 15, 2006 issued by Book Running Lead Manager to the Issue viz. Edelweiss Capital Limited.
26. Copies of letters dated January 18, 2007 and dated January 22, 2007 respectively to BSE & NSE regarding in-principle approval for Listing.
27. Consent letter dated September 26, 2006 issued by Yes Bank for the prepayment of Term Loan of Rs. 200.00 Million in terms of the Object of the Issue.
28. A copy of the SEBI observation letter no. CFD/DIL/ISSUES/NB/DM/92827/2007 dated May 8, 2007.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholder subject to compliance of the provisions contained in the Companies Act and other relevant statute

DECLARATION

All the relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government of India or the guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be. We further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF TAKE SOLUTIONS LIMITED

T.K. Wong
(Chairman)

Sridharan Sivan
(Managing Director)

Rangasami Seshadri
(Director)

Harikesavanallur Ramani Srinivasan
(Director)

Ram Yeleswarapu
(Director)

Devaki Venkataraman Ravi
(Director)

D.A. Prasanna
(Director)

R. Sundara Rajan
(Director)

Prof. G. Raghuram
(Director)

N. Kumar
(Director)

V. Sundar
(Company Secretary)

Date: July 17, 2007

Place: Chennai