



SEC/SE/117/23-24

Chennai, February 19, 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
P J Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 533121

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Symbol: EXPLEOSOL

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal Ballot dated February 07, 2024 along with Explanatory Statement thereto to be dispatched to the Members of the Company, seeking approval in respect of the following special resolutions, only by way of remote electronic voting ("e-voting").

1. Appointment of Mr. Narayanan Subramanian - (DIN - 00166621) as Independent Director (Non-Executive) of the Company.
2. Appointment of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as Independent Director (Non-Executive) of the Company.
3. Appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as Independent Director (Non-Executive) of the Company.
4. Payment of remuneration to Directors other than Managing Director or Whole-time Director.

In compliance with the General Circulars issued by the Ministry of Corporate Affairs from time to time, the Notice of Postal Ballot is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company, i.e., Cameo Corporate Services Limited and the Depositories, viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the **Cut-off date, i.e., Friday, February 09, 2024.**

The Board of Directors of the Company has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R (Membership No. FCS 11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, Chennai, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the Resolutions set out in the Notice of Postal Ballot shall commence on **Wednesday, February 21, 2024, at 9.00 A.M. (IST) and shall end on Thursday, March 21, 2024, at 5.00 P.M. (IST).**

Expleo Solutions Ltd.

6A, Sixth Floor, Prince InfoCity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR)
Kandanchavadi, Chennai 600096 • India • T. +91 44 4392 3200

CIN: L64202TN1998PLC066604 • GST No: 33AABCT0976G12G

The Notice of Postal Ballot will also be available on the website of the Company at <https://investors.expleo.com> and on the website of Central Depository Services (India) Limited ("CDSL") at <https://www.evotingindia.com/>. The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at <https://investors.expleo.com> and also on the website of Central Depository Services (India) Limited.

You are requested to take the above information on record and oblige.

Thanking you,

Yours faithfully,
For Expleo Solutions Limited

S. Sampath Kumar
Company Secretary and Compliance Officer
Membership No. FCS 3838

Encl: As above

EXPLEO SOLUTIONS LIMITED

Registered Office: 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4,
Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096

Tel: 044-4392 3200; Email: investor.expleosol@expleogroup.com Website: <https://investors.expleo.com/> CIN: L64202TN1998PLC066604

NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 20 & 22 of the Companies (Management and Administration), Rules, 2014]*

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof, for the time being in force) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India (“SS-2”) and any other laws and regulations applicable from time to time, that the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot by way of voting through electronic means (“remote e-voting”) only.

Special Resolution:

- (a) Appointment of Mr. Narayanan Subramaniam - (DIN - 00166621) as an Independent Director (Non-Executive) of the Company.
- (b) Appointment of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as an Independent Director (Non-Executive) of the Company.
- (c) Appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as an Independent Director (Non-Executive) of the Company.
- (d) Payment of remuneration to Directors other than Managing Director or Whole-time Director.

A copy of the Postal Ballot Notice, Explanatory Statement and remote e-voting instructions, can be downloaded from the following link:

[Expleo Solutions Limited – Notice of Postal Ballot \(“https://investors.expleo.com/corporate-governance/ - Postal Ballot 2 - 2023-24”\)](https://investors.expleo.com/corporate-governance/-Postal%20Ballot%20-%202023-24)

A copy is also available on the website of the Company (<https://investors.expleo.com/>) and the website of Central Depository Services (India) Limited (“CDSL”) (www.evotingindia.com). The same is also available on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

In accordance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 09, 2024 (“Cut-Off Date”) received from the Depositories and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent / Depository Participant/ Depositories. Physical copy of Notice of Postal Ballot is sent to the Members by Registered Post for those who have not registered their email IDs with Depositories as on cut-off-date for this Postal Ballot. However, Postal Ballot Forms and pre-paid Business Reply Envelops are not being sent along with this Notice and Members are requested to participate by way of voting through electronic means (“remote e-voting”) only.

The voting rights of the Members shall be in proportion to their share of the paid-up Equity share capital of the Company as on the Cut-off Date i.e. Friday, February 09, 2024.

In terms of Regulation 44 of Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the relevant Rules and other applicable provisions, if any, the Company is providing its Members with the facility to exercise their right to vote on the proposed resolutions electronically through remote e-voting. The Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating the e-voting. **The remote e-voting will commence on Wednesday, February 21, 2024 at 9:00 A.M. (IST) and will end on Thursday, March 21, 2024 at 5:00 P.M. (IST).** The remote e-Voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R (Membership No. FCS 11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, having office at First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600 018 as the scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The scrutinizer after completion of the scrutiny will submit his report to the Chairman or the Managing Director & CEO or to any other Director of the Company. Upon receipt of the report, result of the Postal Ballot held through remote e-voting would be announced by the Chairman or the Managing Director & CEO or by any other Director of the Company on Saturday, March 23, 2024 at 5.00 p.m. at the Registered Office of the Company. The results shall be intimated to the stock exchanges where the shares of the company are listed, and posted on Company's Website at <https://investors.expleo.com/> and on the website of CDSL at www.evotingindia.com.

SPECIAL BUSINESS:

Item of Business requiring consent of shareholders through Postal Ballot:

1. Appointment of Mr. Narayanan Subramaniam - (DIN - 00166621) as Independent Director (Non-Executive) of the Company.

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

Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for appointment of Mr. Narayanan Subramaniam (DIN - 00166621), as Independent Director (Non-Executive) of the Company with effect from April 1, 2024 and who shall hold office up to March 31, 2029, not liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Narayanan Subramaniam - (DIN - 00166621) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally on behalf of the Company to do all such other acts, deeds and things as may be necessary to give effect to the aforesaid resolution.

2. Appointment of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as Independent Director (Non-Executive) of the Company.

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

Resolved that pursuant to the provisions of Sections 149, 150 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for appointment of Dr. Srivardhini Keshavamurthy Jha (DIN - 06373409), as Independent Director (Non-Executive) of the Company with effect from April 1, 2024 and who shall hold office up to March 31, 2029, not liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Srivardhini Keshavamurthy Jha (DIN - 06373409) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally on behalf of the Company to do all such other acts, deeds and things as may be necessary to give effect to the aforesaid resolution.

3. Appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as Independent Director (Non-Executive) of the Company.

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

Resolved that pursuant to the provisions of Sections 149, 150 152 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for appointment of Dr. Varadharajan Sridhar - (DIN - 00082156), as Independent Director (Non-Executive) of the Company with effect from April 1, 2024 and who shall hold office up to March 31, 2029, not liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Varadharajan Sridhar - (DIN - 00082156) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally on behalf of the Company to do all such other acts, deeds and things as may be necessary to give effect to the aforesaid resolution.

4. Payment of remuneration to Directors other than Managing Director or Whole-time Director.

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

Resolved that pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a sum not exceeding One percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, as amended, be paid to and distributed amongst the Directors, other than the Managing Director or Whole-time Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of Five financial years commencing from April 01, 2024.

Resolved further that the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever, and in the event there is no profit or inadequate profit, they shall be paid such amount as may be decided by the Board of Directors, which shall not exceed the limits specified in Schedule V of the Companies Act, 2013, and they shall also be entitled to reimbursement of expenses for participation in the Board and other meetings.

Resolved further that the Board of Directors be and are hereby authorised to take such steps as the Board may consider necessary or expedient to give effect to this resolution.

**By order of the Board of Directors
For Expleo Solutions Limited**

**S. Sampath Kumar
Company Secretary & Compliance Officer**

Date: February 7, 2024

Place: Chennai

Notes:

1. **A statement Annexed to the Postal Ballot Notice and as required under Section 102, 110 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, as amended, setting out material facts and reasons for the aforesaid Special Resolution is appended herewith.**
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto. The relevant details pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment, is also annexed.
3. The Board of Directors on February 07, 2024 has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R (Membership No. FCS 11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, having office at First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600 018 as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
4. In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, February 09, 2024 (“Cut-off date”)** and who have registered their e-mail addresses with the Company or with the Depositories.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **“Cut-off date”**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company’s website <https://investors.expleo.com/corporate-governance/> - Postal Ballot - 2 – 2023-24 and also on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com and on the website at CDSL at www.evotingindia.com.
6. **If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.**
7. The Scrutinizer shall submit the results of the remote e-voting along with his report to the Chairman or any other Directors of the Board upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Saturday, March 23, 2024. The said results along with the Scrutinizer’s Report would be uploaded on the website of the Company <https://investors.expleo.com/corporate-governance/> - Postal Ballot 2 – 2023-24 and also would be communicated to the Stock Exchanges at www.bseindia.com and www.nseindia.com and Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. The Company will also display the results of the Postal Ballot on the notice board of the Company at its Registered Office at 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096 within 2 days from the submission of the report by the Scrutinizer. The results shall also be communicated to the stock exchanges and the same shall also be intimated to the general public through press release in newspapers.
8. A Special Resolution to be considered as duly passed must receive not less than three times of the votes cast in favour of the resolution. Such votes may be cast by Postal Ballot Remote E-voting.
9. The Resolution, if passed by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members of the Company. Further in terms of Clause 16.6.3. of Secretarial Standard–2, the resolution will be deemed to have been passed on the last day of voting, i.e. Thursday, March 21, 2024.
10. As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services Limited. A Member cannot exercise his vote by proxy on postal ballot.

11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting i.e. Thursday, March 21, 2024.

Instruction for Remote e-voting

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) to enable the Shareholders to cast their votes electronically.

The instructions for shareholders for remote e-voting are as under:

Step 1 : Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a) The remote e-voting period commences from 9:00 A.M. (IST) on **Wednesday, February 21, 2024** and ends at 5.00 P.M. (IST) on **Thursday, March 21, 2024**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, February 09, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to its listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- d) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi Tab.

	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

e) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL E-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- g) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat mode	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <EXPLO SOLUTIONS LIMITED> on which you choose to vote.

- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- r) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- s) Additional Facility for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investors.expleosol@expleogroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- t) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES.**
1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors.expleosol@expleogroup.com / RTA at investor@cameoindia.com.
 2. For Demat shareholders:- Please update your email id & mobile no. with your respective Depository Participant (DP).
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the rules made thereunder, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards on General Meetings (SS-2).

Item no.1:

Appointment of Mr. Narayanan Subramaniam - (DIN - 00166621) as Independent Director (Non-Executive).

The Board of Directors of the Company at their meeting held on Wednesday, February 07, 2024, based on the recommendations of Nomination and Remuneration Committee of the Board, had considered and has recommended, to the shareholders, the appointment of Mr. Narayanan Subramaniam (DIN - 00166621) as Independent Director (Non-Executive) with effect from April 1, 2024 to hold office up to March 31, 2029, whose term of office shall not be liable to retire by rotation.

Profile of Mr. Narayanan Subramaniam - (DIN – 00166621):

Mr. Narayanan Subramaniam is a Fellow Member of The Institute of Chartered Accountants of India, Graduate Member of The Institute of Cost and Management Accountants of India, Fellow Member of The Institute of Company Secretaries of India and Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad.

A finance leader, Mr. Narayanan Subramaniam has an impressive history of more than 30 years of being a business builder across technology and start-up companies for financial restructuring and growth. With a consistent record of positioning organizations for success, he has deep proficiency in empowering individuals and growing billion-dollar businesses globally. He has extensive experience as a seasoned board member across private equity, investment management, banking, and accounting & finance. As an innovative strategist, Subbu has a speciality in directing multiple businesses with ethics and integrity. He stands at the forefront of driving profitable growth across sectors and disciplines by leveraging a comprehensive understanding of advanced processes, systems, and methods.

He is founding Chairman of Venture Capital Association of India (VCAI) under the aegis of Assocham and has been a thought leader in investing across various Asset classes from Venture, Growth, Debt and Currencies.

Currently, he serves as an Independent Non-Executive Board Member of listed companies across Banking, Recycling, Fast Moving Consumer Goods marketing industries and to be listed Asset Reconstruction business. He has held positions as Board Member in Information Technology services companies in India and abroad besides serving on Board of Information Technology Product company that has rich Intellectual Property (IPs). The rounded experience across Strategy, Finance and Banking, Compliance & Governance, Marketing disciplines makes him an invaluable addition to the Board.

Particulars of experience, attributes or skills that qualify Mr. Narayanan Subramaniam for Board membership:

Mr. Narayanan Subramaniam possess appropriate skills, experience and knowledge in the fields of finance, administration, corporate governance related to the company’s business.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, as amended, Mr. Narayanan Subramaniam being eligible and offering himself for appointment, is proposed to be appointed as Independent Director (Non-Executive) for a term from April 1, 2024 to March 31, 2029.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Narayanan Subramaniam (DIN - 00166621) as a candidate for the office of a Director of the Company, and for appointment as an Independent Director (Non-Executive) of the Company, with effect from April 1, 2024 to March 31, 2029, not liable to retire by rotation.

In the opinion of the Board, Mr. Narayanan Subramaniam fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, as amended, for his appointment as Independent Director (Non-Executive) of the Company and is independent of the management. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Narayanan Subramaniam as Independent Director.

Pursuant to Section 190 of the Companies Act, 2013, as amended, a copy of the draft letter for appointment of Mr. Narayanan Subramaniam as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Under the Companies Act, 2013, independent directors can receive remuneration provided for under the provisions of Section 197 (5). Accordingly, approval of the members is also being sought for the purposes of payment of remuneration as permitted by the Act, at amounts as may be decided by the Board / Nomination and Remuneration Committee from time to time, subject to the limits prescribed under the Companies Act, 2013 and rules made thereunder, as amended from time to time.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Mr. Narayanan Subramaniam, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No.1.

Disclosure under Regulation 36 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

In view of the provisions of Sections 149 & 197 and any other applicable provisions of the Companies Act, 2013, as amended, the Nomination and Remuneration Committee and the Board recommends the resolution in relation to appointment of Mr. Narayanan Subramaniam as Independent Director (Non-Executive), for the approval by the shareholders of the Company.

Item no.2:

Appointment of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as Independent Director (Non-Executive).

The Board of Directors of the Company at their meeting held on Wednesday, February 07, 2024, based on the recommendations of Nomination and Remuneration Committee of the Board, had considered and has recommended to the shareholders, the appointment of Dr. Srivardhini Keshavamurthy Jha (DIN - 06373409) as Independent Director (Non-Executive) with effect from April 1, 2024 to hold office up to March 31, 2029, whose term of office shall not be liable to retire by rotation,

Profile of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409):

Dr. Srivardhini Keshavamurthy Jha is Associate Professor of Entrepreneurship at the Indian Institute of Management Bangalore (IIMB) and Chairperson of NSRCEL, IIMB's startup incubator, which is one the country's oldest and largest incubators. Her research interest is in Innovation and Entrepreneurship in the emerging country context. She has published papers in several prestigious journals such as MIS Quarterly, MIT Sloan Management Review and Annals of the New York Academy of Sciences. She has co-edited a book titled "Shifting Orbits: Decoding the Trajectory of the Indian Startup Ecosystem", which was published in 2021. She works closely with many startups, mentoring and advising them. She has also contributed to policy formulation around innovation and entrepreneurship at the international, national and state government levels.

Dr. Srivardhini holds a Ph.D. in Corporate Strategy and Policy from IIMB, an MS in Management Science and Engineering from Stanford University and a BS in Information Science and Engineering from Bangalore University. Prior to entering academia, she held senior managerial positions at Microsoft, Sun Microsystems, and Infosys.

Particulars of experience, attributes or skills that qualify Dr. Srivardhini Keshavamurthy Jha for Board membership:

Dr. Srivardhini Keshavamurthy Jha possess expertise in the field of management, entrepreneurship, research and has a background in technology by virtue of having held senior management positions in technology companies.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, as amended, Dr. Srivardhini Keshavamurthy Jha being eligible and offering herself for appointment, is proposed to be appointed as Independent Director (Non-Executive) for a term from April 1, 2024 to March 31, 2029.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as a candidate for the office of a Director of the Company, and for appointment as an Independent Director (Non-Executive) of the Company, with effect from April 1, 2024 to March 31, 2029, not liable to retire by rotation.

In the opinion of the Board, Dr. Srivardhini Keshavamurthy Jha fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, as amended, for her appointment as Independent Director (Non-Executive) of the Company and is independent of the management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Dr. Srivardhini Keshavamurthy Jha as Independent Director (Non-Executive).

Pursuant to Section 190 of the Companies Act, 2013, as amended, a copy of the draft letter for appointment of Dr. Srivardhini Keshavamurthy Jha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Under the Companies Act, 2013, independent directors can receive remuneration as provided under the provisions of Section 197(5). Accordingly, approval of the members is also being sought for the purposes of payment of remuneration as permitted by the Act, at amounts as may be decided by the Board / Nomination and Remuneration Committee from time to time, subject to the limits prescribed under the Companies Act, 2013 and rules made thereunder, as amended from time to time.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Dr. Srivardhini Keshavamurthy Jha, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No.2.

Disclosure under Regulation 36 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

In view of the provisions of Sections 149 & 197 and any other applicable provisions of the Companies Act, 2013, as amended, the Nomination and Remuneration Committee and the Board recommends the resolution in relation to appointment of Dr. Srivardhini Keshavamurthy Jha as Independent Director (Non-Executive), for the approval by the shareholders of the Company.

Item no.3:

Appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as Independent Director (Non-Executive).

The Board of Directors of the Company at their meeting held on Wednesday, February 07, 2024, based on the recommendations of Nomination and Remuneration Committee of the Board, had considered and has recommended to the shareholders, the appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as Independent Director (Non-Executive) with effect from April 1, 2024 to hold office up to March 31, 2029, whose term of office shall not be liable to retire by rotation,

Profile of Dr. Varadharajan Sridhar - (DIN - 00082156):

Dr. Varadharajan Sridhar is Professor at the Centre for IT and Public Policy at the International Institute of Information Technology Bangalore (IIIT-B), India. He is the author of three books: The Telecom Revolution in India: Technology, Regulation and Policy (Oxford University Press: 2012), The Dynamics of Spectrum Management: Legacy, Technology, and Economics (Oxford University Press: 2014), and Emerging ICT Policies and Regulations: Roadmap to Digital Economies (Springer: 2019); and edited book titled Data Centric Living: Algorithms, Digitization and Regulation (Routledge: 2021). He has published many articles in peer-reviewed leading telecom and information systems journals. Dr. Sridhar has taught at many Institutions in the USA, Finland, New Zealand and India. He has been a member of Government of India committees on Telecom and IT and also has industry experience in the communication industry. He has written more than 350 articles in prominent business newspapers and magazines relating to telecom regulation and policy in India. He has received funding from different sources, both national and international for his research projects. Dr. Sridhar has a Ph.D. from the University of Iowa, U.S.A.

Particulars of experience, attributes or skills that qualify Dr. Varadharajan Sridhar for Board membership:

Dr. Varadharajan Sridhar possess appropriate skills, experience and knowledge in the fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, as amended, Dr. Varadharajan Sridhar being eligible and offering himself for appointment, is proposed to be appointed as Independent Director (Non-Executive) for a term from April 1, 2024 to March 31, 2029.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Dr. Varadharajan Sridhar - (DIN - 00082156) as a candidate for the office of a Director of the Company, and for appointment as an Independent Director (Non-Executive) of the Company, with effect from April 1, 2024 to March 31, 2029, not liable to retire by rotation.

In the opinion of the Board, Dr. Varadharajan Sridhar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, as amended, for his appointment as Independent Director (Non-Executive) of the Company and is independent of the management. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Varadharajan Sridhar as Independent Director (Non-Executive).

Pursuant to Section 190 of the Companies Act, 2013, as amended, a copy of the draft letter for appointment of Dr. Varadharajan Sridhar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Under the Companies Act, 2013, independent directors can receive remuneration as provided under the provisions of Section 197(5). Accordingly, approval of the members is also being sought for the purposes of payment of remuneration as permitted by the Act, at amounts as may be decided by the Board / Nomination and Remuneration Committee from time to time, subject to the limits prescribed under the Companies Act, 2013 and rules made thereunder, as amended from time to time.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Dr. Varadharajan Sridhar, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No.3.

Disclosure under Regulation 36 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

In view of the provisions of Sections 149 & 197 and any other applicable provisions of the Companies Act, 2013, as amended, the Nomination and Remuneration Committee and the Board recommends the resolution in relation to appointment of Dr. Varadharajan Sridhar as Independent Director (Non-Executive), for the approval by the shareholders of the Company.

Item no.4: Payment of remuneration to Directors other than Managing Director or Whole-time Director.

As per the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 197 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), all fees / compensation, payable to Non-Executive Directors shall be fixed by the Board of Directors, including amount payable in case of no profit or inadequate profit requires prior approval of Shareholders in General Meeting. Pursuant to the same, the approval of the Members, is being sought for payment of commission to Directors other than Managing Director and Whole-time Directors as set out in the resolution at Item No.4 of this Notice.

The Board recommends the Special Resolution as set out at Item No.4 for the approval of the Members.

Disclosure as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) for Mr. Narayanan Subramaniam, Dr. Srivardhini Keshavamurthy Jha and Dr. Varadharajan Sridhar whose appointment is being proposed under Item No. 1, 2 and 3 of this notice respectively, is provided under Annexure - 1 of this notice.

Disclosure under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) for Ms. Lilian Jessie Paul, the existing Independent Director of the Company is provided under Annexure - 2 of this notice.

The Company does not pay any remuneration to existing non-executive directors i.e. Mr. Ralph Franz Gilleszen - (DIN - 05184138) and Mr. Rajesh Krishnamurthy - (DIN - 08288884) as they are employees representing the Expleo Group.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

All the Non-Executive Directors and their relatives are deemed to be interested in the Special Resolution set out at Item No.4.

None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, financial or otherwise, concerned or interested in the said resolution.

**By order of the Board of Directors
For Expleo Solutions Limited**

**S. Sampath Kumar
Company Secretary & Compliance Officer**

Date: February 7, 2024

Place: Chennai

Details of Director seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Narayanan Subramaniam	Dr. Srivardhini Keshavamurthy Jha	Dr. Varadharajan Sridhar
DIN	00166621	06373409	00082156
Date of Birth	02/08/1961	17/11/1975	10/05/1961
Age	62 years	48 years	62 years
Date of first appointment on the Board	Not Applicable, as this is the first appointment.	Not Applicable, as this is the first appointment.	Not Applicable, as this is the first appointment.
Qualifications & Experience	<p>Qualification:</p> <ul style="list-style-type: none"> Fellow Member of The Institute of Chartered Accountants of India. Graduate Member of The Institute of Cost and Management Accountants of India. Fellow Member of The Institute of Company Secretaries of India. Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad <p>Experience:</p> <ul style="list-style-type: none"> A Finance Leader, Mr. Narayanan Subramaniam has an impressive history of more than 30 years of being a business builder across technology and start-up companies for financial restructuring and growth (Refer Notice and Explanatory Statement above for details). 	<p>Qualification:</p> <ul style="list-style-type: none"> Associate Professor of Entrepreneurship at the Indian Institute of Management Bangalore (IIMB). Ph.D. in Corporate Strategy and Policy from IIMB. MS in Management Science and Engineering from Stanford University BS in Information Science and Engineering from Bangalore University. <p>Experience:</p> <ul style="list-style-type: none"> Chairperson of NSRCEL, IIMB's startup incubator. Senior managerial positions at Microsoft, Sun Microsystems, and Infosys (Refer Notice and Explanatory Statement above for details). 	<p>Qualification:</p> <ul style="list-style-type: none"> Professor at the Centre for IT and Public Policy at the International Institute of Information Technology Bangalore (IIIT-B), India. <p>Experience:</p> <ul style="list-style-type: none"> Member of Government of India committees on Telecom and IT and also has industry experience in the communication industry. Written more than 350 articles in prominent business newspapers and magazines relating to telecom regulation and policy in India (Refer Notice and Explanatory Statement above for details).
Nature of expertise in specific functional areas	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Terms and conditions of Appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from April 01, 2024 to March 31, 2029 (for further details refer the Notice and Explanatory Statement).	Appointment as an Independent Director for a period of 5 consecutive years effective from April 01, 2024 to March 31, 2029 (for further details refer the Notice and Explanatory Statement).	Appointment as an Independent Director for a period of 5 consecutive years effective from April 01, 2024 to March 31, 2029 (for further details refer the Notice and Explanatory Statement).

Details of remuneration last drawn (FY 2023-24)	Not Applicable	Not Applicable	Not Applicable
Details of remuneration sought to be paid	The remuneration payable to Mr. Narayanan Subramaniam shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Terms of Appointment of Independent Directors of the Company.	The remuneration payable to Dr. Srivardhini Keshavamurthy Jha shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Terms of Appointment of Independent Directors of the Company.	The remuneration payable to Dr. Varadharajan Sridhar shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Terms of Appointment of Independent Directors of the Company.
Directorships in other listed Companies (excluding foreign companies)	Listed Companies: (a) Ganesha Ecosphere Limited (b) City Union Bank Limited (c) Jyothy Laboratories Limited Unlisted Companies: (a) Asset Reconstruction Company (India) Limited (b) Turiya EV Charge Partners Private Limited (c) MCAP Fund Advisors Private Limited (d) NCS Soft Solutions Private Limited	Listed Companies: Nil Unlisted Companies: (a) IIMB Innovations	Listed Companies: Nil Unlisted Companies: Nil
Membership / Chairpersonship of Committees in other listed companies (excluding foreign companies)	City Union Bank Limited: Member of Stakeholders and Relationship Committee Asset Reconstruction Company (India) Limited: Chairman of Audit Committee and Member of Nomination and Remuneration Committee	None	None
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None	None	None
No. of Board Meetings attended during FY 2023-24	Not Applicable	Not Applicable	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None	None
No. of shares held:			
(a) Own	Nil	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil	Nil

Disclosure under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2)

Name of the Director	Ms. Lilian Jessie Paul
DIN	02864506
Date of Birth	02-05-1970
Age	53 years
Date of first appointment on the Board	29/10/2014
Qualifications & Experience	<p>Qualification:</p> <ul style="list-style-type: none"> • MBA from Indian Institute of Management, Calcutta. • Bachelor's degree in computer science and engineering from National Institute of Technology, Trichy. <p>Experience:</p> <ul style="list-style-type: none"> • Ms. Lilian Jessie Paul - (DIN - 02864506) has 25 years of experience as a marketer. She was Global Brand Manager of Infosys, headed marketing for iGATE (now a part of CapGemini) and was Chief Marketing Officer of Wipro Technologies. She commenced her career with Ogilvy & Mather Advertising. • In 2010, Jessie Paul founded Paul Writer (www.paulwriter.com), a marketing advisory firm that works with clients to design targeted outreach campaigns that result in business impact. Clients include Adobe, IBM, LinkedIn, Manipal Global, and Oracle. She now drives the Paul Writer Impact Network, an agency network dedicated to managing and optimising the complete buyer journey. • Jessie is frequently cited as a marketing expert in publications and is the author of No Money Marketing, published by Tata McGraw-Hill. She publishes a newsletter that reaches India's top marketers and has crossed 400 issues.
Terms and conditions of Appointment or re-appointment along with details of remuneration sought to be paid.	Appointed as an Independent Director for a period of 5 consecutive years with effect from October 30, 2014 to October 29, 2019. Further re-appointed for a period of 5 consecutive years with effect from October 30, 2019 to October 29, 2024.
The remuneration last drawn by such person, if applicable,	Remuneration drawn by way of Commission and Sitting Fees during the FY 2022-23 is Rs.19,45,000/- (Rupees Nineteen Lakhs and Forty-Five Thousand only).
Shareholding in the company;	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company;	Not Applicable
No. of Board Meetings attended during the year;	3 meetings attended during the year.

<p>Other Directorships, Membership/ Chairmanship of Committees of other Boards.</p>	<p>Directorships:</p> <ul style="list-style-type: none"> (a) Paul Writers Strategic Services Pvt Ltd - Managing Director (b) Gagglers Inc - Advisory (c) Bajaj Consumer Care Limited - Independent Director (d) Credit Access Grameen Limited - Independent Director (e) PB Fintech Ltd - Independent Director (f) Policy Bazaar Insurance Brokers Private Limited - Independent Director <p>Chairperson:</p> <ul style="list-style-type: none"> (a) Credit Access Grameen Limited - Stakeholders Relationship Committee <p>Membership:</p> <ul style="list-style-type: none"> (a) Bajaj Consumer Care Limited - Audit Committee & Risk Management Committee. (b) PB Fintech Ltd - Stakeholders Relationship Committee & Corporate Social Responsibility Committee. (c) Credit Access Grameen Limited - Nomination and Remuneration Committee and Corporate Social Responsibility Committee.
---	---

**By order of the Board of Directors
For Expleo Solutions Limited**

**S. Sampath Kumar
Company Secretary & Compliance Officer**

Date : February 7, 2024

Place: Chennai