



SEC/SE/040/22-23

Chennai, August 02, 2022

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
Scrip Code: EXPLEOSOL

Sub: Submission of Proceedings of National Company Law Tribunal ('NCLT') convened Shareholders Meeting of Expleo Solutions Limited along with Scrutiniser Report.

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Proceedings of National Company Law Tribunal ('NCLT') convened Shareholders Meeting of Expleo Solutions Limited, held on Tuesday, August 2, 2022 at 10.00 a.m. through Video Conference and Other Audio-Visual Means along with Scrutiniser Report.

We request you to take the same 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.

**Proceedings of the National Company Law Tribunal of Shareholders Meeting of
Expleo Solutions Limited
held on Tuesday, August 2, 2022 at 10.00 am, IST, through Video Conference (VC) /
Other Audio-Visual Means (OAVM)**

The National Company Law Tribunal (NCLT), Chennai Bench, pursuant to its Order dated June 8, 2022 has given directions to the Company to convene Shareholders Meeting of the Company on Tuesday, August 2, 2022 at 10.00 a.m., IST, through Video Conference (VC) / Other Audio-Visual Means (OAVM), for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between Expleo India Infosystems Private Limited ('EIPL' or 'the Transferor Company 1') and Expleo Technologies India Private Limited ('ETIPL' or 'the Transferor Company 2') and Expleo Engineering India Private Limited ('EEIPL' or 'the Transferor Company 3') and Silver Software Development Centre Private Limited ('SSDCPL' or 'the Transferor Company 4') and Expleo Solutions Limited ('ESL' or 'the Transferee Company') and their respective shareholders (**'the Scheme'**).

The NCLT has appointed Mr. Ralph Franz Gillesen as the Chairman of the meeting. The Chairman called the meeting to order after confirming the requisite quorum for convening the valid NCLT Shareholders Meeting as per NCLT Order was present.

Attendance:

Members present through VC	:	40 Members holding 165,481 shares
Corporate members present through VC	:	1 Corporate member represented by their authorised representatives holding 5,758,804 shares

The Chairman then welcomed the Shareholders of the Company to the Hon'ble National Company Law Tribunal Shareholders of the Company and informed that the meeting is being held through VC / OAVM as per the NCLT Order dated June 8, 2022.

The Chairman along with Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Prashant Eknath Bramhankar, Additional Director (Non-Executive), Mr. Desikan Narayanan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company were present in the NCLT Shareholders Meeting.

The Chairman informed that the Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and cast their votes electronically. Members who have not cast their votes yet and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system. He thanked all the members, colleagues on the Board and the management team for joining this meeting over video conference.

The Chairman stated that the Notice of the NCLT Shareholders Meeting was already circulated to the Members electronically and by Registered Parcel to shareholders who have not registered their email ids with their depositories. With the consent of the members present at the meeting, the notice of NCLT Shareholders Meeting dated June 29, 2022, was taken as read.

The members were informed that as per the directions of Hon'ble NCLT, Chennai Bench and in compliance with Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto, the Company has provided opportunity for the members to do e-Voting. The Remote e-Voting portal was open from 9.00 a.m. IST, Saturday, July 30, 2022 and ended on 5.00 p.m. IST, Monday, August 1, 2022 (both days inclusive).

Also, the Company has provided the facility for voting during the NCLT Shareholders Meeting through electronic voting system for Members who have not cast their vote through remote e-voting.

It was further informed that the Company engaged the services of M/s. Central Depository Services (India) Limited (CDSL), to provide E-Voting platform to the members and Mr. V. Suresh, Company Secretary in Practice, (Membership No. FCS 2969, Certificate of Practice No.6032) (Address: No.28, 1st Floor, Ganapathy Colony, 3rd Street, Teynampet, Chennai – 600 018) was appointed as the Scrutinizer by NCLT, Chennai Bench, to scrutinize the voting during the NCLT Shareholders Meeting and remote e-voting process in a fair and transparent manner.

The Chairman in his speech gave an overview of the Scheme to the Equity Shareholders of the Company at the meeting.

The Chairman invited the Speaker Shareholders to provide their questions and suggestions, if any. The Chairman, Managing Director & CEO, Additional Director (Non-Executive) and Chief Financial Officer clarified the queries raised by the members and acknowledged their suggestions.

Thereafter, the Chairman informed that the electronic voting facility would remain open and available for the next 15 minutes enabling the eligible members to exercise their vote and thereafter the meeting will be deemed as concluded.

The Chairman announced that the results of the e-voting, along with Consolidated Scrutinizer's Report would be submitted to Hon'ble NCLT, Chennai Bench by August 5, 2022. The same shall also be submitted to the Stock Exchanges, and uploaded on the website of the Company.

With that, the Chairman concluded the meeting with vote of thanks.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Expleo Solutions Limited

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

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL CHENNAI BENCH, AT
CHENNAI
IN THE MATTER OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 THE COMPANIES ACT, 2013 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ
WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016
AND
IN THE MATTER OF EXPLEO SOLUTIONS LIMITED
AND
IN THE MATTER OF SCHEME OF AMALGAMATION BETWEEN
EXPLEO INDIA INFOSYSTEMS PRIVATE LIMITED AND
EXPLEO TECHNOLOGIES INDIA PRIVATE LIMITED AND
EXPLEO ENGINEERING INDIA PRIVATE LIMITED AND
SILVER SOFTWARE DEVELOPMENT CENTRE PRIVATE LIMITED WITH
EXPLEO SOLUTIONS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

CA (CAA) NO. 115/CHE/ 2021

EXPLEO SOLUTIONS LIMITED

CIN: L64202TN1998PLC066604

Registered Office:

6A Sixth Floor, Prince Infocity II,
No.283/3 & 283/4, Rajiv Gandhi Salai (OMR),
Kandanchavadi,
Chennai – 600 096.

... APPLICANT COMPANY / TRANSFEREE COMPANY

ANNEXURE-A

SCRUTINISER'S REPORT

**TO THE CHAIRMAN APPOINTED FOR THE MEETING OF THE EQUITY
SHAREHOLDERS OF EXPLEO SOLUTIONS LIMITED HELD ON 2ND AUGUST,
2022 AT 10.00 A.M., IST, THROUGH VC/OAVM PURSUANT TO THE ORDER
OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL BENCH AT
CHENNAI**



I, V Suresh, Practising Company Secretary (COP No. 6032), Chennai the undersigned, being the Scrutinizer appointed by the Hon'ble National Company Law Tribunal Chennai Bench, convened the meeting of Equity Shareholders of the Applicant Company/Transferee Company, as directed by the Hon'ble Bench pursuant to the Order dated 08.06.2022 and held through VC/OAVM on 2nd August, 2022 at 10:00 AM., IST, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of Expleo India Infosystems Private Limited and Expleo Technologies India Private Limited and Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited with Expleo Solutions Limited ('Scheme'). The equity shareholders were given option for remote e-voting and e-voting at the meeting as detailed in the notice of meeting and the equity shareholders who attended the meeting through VC/OAVM were counted for the purpose of reckoning the quorum. Voting in respect of the following Resolution having been taken at the said Meeting on the said date, hereby report to you, as the Scrutinizer of the said Meeting:

The result of the e-voting is as follows:

Sl. No	Particulars	Result
1.	Total number of equity shareholders casted their votes through remote e-voting	135
2.	Total number of equity shareholders casted their votes through e-voting at the meeting	-
3.	Total number of equity shareholders casted their votes	135
4.	Value of equity shareholders present and casted their votes	Rs.6,76,57,530/-
5.	Percentage	100.00



Voting in FAVOR		
6.	Total number of votes in FAVOUR of the Scheme and Resolution	67,65,742
7.	Total number equity shareholders casted their vote in favor of the Scheme and Resolution	134
8.	Total Value	Rs. 6,76,57,420/-
9.	Percentage	99.99
Voting AGAINST		
10.	Total number of votes AGAINST the Scheme and Resolution	11
11.	Total number equity shareholders casted their vote against the Scheme and Resolution	1
12.	Total Value	110
13.	Percentage	0.01
Votes INVALID		
14.	Total number of INVALID votes	-
15.	Total Value	-
16.	Percentage	-

Based on the foregoing, the Resolution in favour of the proposed Scheme of Amalgamation of Expleo India Infosystems Private Limited and Expleo Technologies India Private Limited and Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited with Expleo Solutions Limited may be considered as carried by 134 [One Thirty Four] equity shareholders of Expleo Solutions Limited (Applicant Company/Transferee Company) valuing Rs. 6,76,57,420/- which constitutes 65.99% of the total paid up equity share capital of the Applicant Company/Transferee Company and 99.99% of the equity shareholders present and voting either in remote e-voting or e-voting at the meeting.



1. The under-mentioned are the public equity shareholders of Applicant Company/Transferee who attended the meeting and voted **IN FAVOUR** of the proposed Scheme of Amalgamation of Expleo India Infosystems Private Limited and Expleo Technologies India Private Limited and Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited with Expleo Solutions Limited.

Public Equity Shareholders - who attended the meeting voted in FAVOUR of the proposed Scheme of Amalgamation		
No. of Public Equity Shareholders present and voting (in person or through authorized representative)	Value of votes cast by Equity Shareholders (Rs.)	Percentage of votes
133	1,00,69,380/-	99.99

Pursuant to the Securities and Exchange Board of India Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, the majority of the public equity shareholders representing 99.99% in value, of the public shareholders present and voting in the meeting, were of the opinion that the Scheme of Amalgamation Limited should be approved and agreed to.

Place: Chennai

Date: 02.08.2022



V. SURESH
M. No: F2969
CP. No: 6032

SCRUTINISER FOR THE MEETING
OF THE EQUITY SHAREHOLDERS
UDIN: F002969D000730245