



SEC/SE/066/22-23

Chennai, September 27, 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: Receipt of NCLT Order and Intimation of dispatch of Notice to the Regulatory Authorities.

Dear Sir / Madam,

The Company had received an order dated 14th September, 2022 from the National Company Law Tribunal, Chennai Bench on 26th September, 2022. A copy of the order is attached herewith.

Pursuant to the order, the Company had dispatched the Notice along with Petition filed with National Company Law Tribunal, Chennai Bench, to the following Regulatory Authorities on 26th September, 2022 through Registered Post.

1. The Regional Director - Southern Region, Chennai
2. The Registrar of Companies, Chennai
3. The Commissioner of Income Tax, Chennai
4. The Reserve Bank of India, Chennai
5. Securities and Exchange Board of India, Mumbai
6. National Stock Exchange of India Limited, Mumbai
7. BSE Limited, Mumbai
8. The Competition Commission of India, New Delhi
9. The Office of Official Liquidator, Chennai

Kindly 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.

**NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH – [COURT-I]
CHENNAI**

ATTENDANCE CUM ORDER SHEET OF THE HEARING
HELD ON **14.09.2022 at 11.30 AM** THROUGH VIDEO CONFERENCING

**PRESENT: JUSTICE RAMALINGAM SUDHAKAR, HON'BLE PRESIDENT
SHRI. SAMEER KAKAR, MEMBER (TECHNICAL)**

APPLICATION No : CP(CAA)/83(CHE)/2022
PETITION No : CA(CAA)/115(CHE)/2021
NAME OF PETITIONER :
-vs- Expleo Solutions Ltd
NAME OF RESPONDENT
SECTION : 230-232 of CA, 2013

1 CP(CAA)/83/(CHE)/2022 in CA(CAA)115/(CHE)/2021

ORDER

Ld. Counsel for the Petitioner Mr. Saji P.John, Advocate, is present through Video Conferencing Platform.

2. This is a Company Petition filed by the Petitioner Companies viz., **EXPLEO SOLUTIONS LIMITED** is coming up for admission and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to the Scheme of Arrangement (hereinafter for brevity referred to as "SCHEME") contemplated between the Petitioner Company and their Respective shareholders.

3. From the records, it appears that the First Motion Application vide CA(CAA)/115/(CHE)/2021 was ordered by this Tribunal on 08.06.2022.

4. Subsequent to the said Order, the second motion petition was filed on 11.08.2022 which is coming up before us for fixing a date of hearing as well as for other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 15 and 16 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016, brought into effect and on and from 15.12.2016 and it is now hereby ordered as follows:-

- (i) The date of hearing of the Petition filed by the Petitioner for the sanction of the Scheme is fixed on **26.10.2022**.
- (ii) Notice of the hearing shall be advertised in the newspapers viz., the "**Business Line**" (**All India Edition**) and "**Makkal Kural**" (**Tamil Nadu Edition**) not less than 10 days before the aforesaid date fixed for hearing. Further, the applicant company shall also effect a publication in the

"Navbharat Times" (All India Edition) since it's a listed company.

- (iii) In addition to the above public notice, each of the Petitioners shall serve the notice of the Petition on the following Authorities namely, (a) Central Government through the office of the Regional Director (Southern Region), Ministry of Corporate Affairs (MCA) (b) Registrar of Companies, Chennai, MCA, and (c) the Official Liquidator (d) The Reserve Bank of India (e) Securities Exchange Board of India (SEBI) (f) National Stock Exchange of India Limited (g) Bombay Stock Exchange Limited (h) The Competition Commission of India and (i) the jurisdictional Income Tax office having jurisdiction over the respective companies indicating specifically their Permanent Account Number (PAN) in the communication and other sectoral regulators, if any, who may govern the working of the respective companies involved in the Scheme at least 30 days before the date fixed for hearing of the above Petition.
- (iv) Further, notice shall also be served to Objector(s) or to their representative, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in relation to their representation along with a copy of the Petition and the Annexures filed therewith at least 15 days before the date fixed for hearing.
- (v) The Petitioner shall file an Affidavit of Service (7 days before the date of hearing of the Petition) in relation to paper publication effected as well as service of notices on the Authorities specified above.
- (vi) Objections, if any, to the Scheme contemplated by the authorities to whom notices have been given on or before the date of hearing fixed herein may be filed, failing which it will



be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.

- (vii) The Petitioner Company shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Company's auditor.
- (viii) The next date of hearing of the Petition shall be on **26.10.2022** for the consideration of the approval of the Scheme as contemplated among the Petitioner Companies.

- Sd -

(SAMEER KAKAR)
MEMBER (TECHNICAL)

Sriram

- Sd -

(JUSTICE RAMALINGAM SUDHAKAR)
PRESIDENT