



SEC/SE/051/22-23

Chennai, August 12, 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 Scrutinizer Report for the 24th Annual General Meeting of Expleo Solutions Limited.

Dear Sir/ Madam,

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, we submit herewith the Scrutinizer Report for the 24th Annual General Meeting of Expleo Solutions Limited, held on Thursday, August 11, 2022 at 3.30 p.m. IST, through Video Conference and Other Audio-Visual Means.

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.

Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and the
Companies (Management and Administration) Rules, 2014, as amended]

Dated: 12.08.2022

To
The Chairman of the Annual General Meeting.
M/s. Expleo Solutions Limited
6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4,
Rajiv Gandhi Salai (OMR), Kandanchavadi,
Chennai – 600 096.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 24th Annual General Meeting of M/s. Expleo Solutions Limited held on Thursday, August 11, 2022 at 3:30 P.M, IST, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Expleo Solutions Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM and ascertaining the requisite majority, on the resolutions contained in the notice dated June 17, 2022 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 24th Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 11, 2022 at 3.30 P.M, IST, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

As confirmed by the Company, the notice dated June 17, 2022 was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the aforesaid MCA & SEBI Circulars.



Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, issued by the Ministry of Corporate Affairs, a public advertisement was published in an English newspaper "The Financial Express" all editions and in a vernacular newspaper "Makkal Kural" having electronic editions on July 20, 2022 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means and Book Closure was published in an English newspaper "The Financial Express" all editions and in a vernacular newspaper "Makkal Kural" in their respective editions dated Friday, July 22, 2022.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 24th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Monday, August 08, 2022 (9.00 a.m. IST) to Wednesday, August 10, 2022 (5.00 p.m. IST) (both days inclusive).

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e., August 04, 2022 were entitled to vote on the resolutions (items nos. 1 to 5 as set out in the notice of the 24th AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in presence of two witnesses who were not in employment of the Company and were counted.

Thereafter, the consolidated results were prepared based on the report generated from the e-voting website of M/s. Central Depository Services (India) Limited (CDSL) (i.e.) <https://www.evotingindia.com/> containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote through remote e-voting and remote e-voting during the AGM.

The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

(a) Ordinary Business: Adoption of the audited standalone financial statements for the financial year ended March 31, 2022 together with the reports of the Board of Directors' and Auditors' thereon and Adoption of the audited Consolidated financial statements for the financial year ended March 31, 2022 together with the reports of the Board of Directors' and Auditors' thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,51,501	95	60,51,497	99.99	1	4	0.01	-	-
Voting at AGM	25,842	6	25,841	99.99	1	1	0.01	-	-
Total	60,77,343	101	60,77,338	99.99	2	5	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: To appoint a Director in place of Mr. Ralph Franz Gillesen (DIN - 05184138) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,51,501	94	60,51,490	99.99	2	11	0.01	-	-
Voting at AGM	25,842	6	25,841	99.99	1	1	0.01	-	-
Total	60,77,343	100	60,77,331	99.99	3	12	0.01	-	-



Resolution No 3: Ordinary Resolution

Ordinary Business: To re-appoint Statutory Auditors and fix their remuneration.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,51,501	93	60,51,489	99.99	3	12	0.01	-	-
Voting at AGM	25,842	6	25,841	99.99	1	1	0.01	-	-
Total	60,77,343	99	60,77,330	99.99	4	13	0.01	-	-

Resolution No 4: Ordinary Resolution

Special Business: Appointment of Mr. Prashant Eknath Bramhankar (DIN - 07439819) as Non-Executive Director

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,51,501	92	60,51,311	99.99	4	190	0.01	-	-
Voting at AGM	25,842	6	25,841	99.99	1	1	0.01	-	-
Total	60,77,343	98	60,77,152	99.99	5	191	0.01	-	-



Resolution No 5: Ordinary Resolution

Special Business: Approval of Related Party Transactions.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	2,92,697*	86	1,64,195	56.10	9	1,28,502	43.90	-	*57,58,804
Voting at AGM	25,842	6	25,841	99.99	1	1	0.01	-	-
Total	3,18,539	92	1,90,036	59.65	10	1,28,503	40.34	-	57,58,804

* The Vote cast by the Interested Shareholder not considered in the results.

All the resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969D000788644



For Expleo Solutions Limited

DocuSigned by:
Balaji Viswanathan
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Balaji Viswanathan
Managing Director & CEO