



SEC/SE/061/23-24

Chennai, August 11, 2023

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: Submission of Voting Results (Remote e-Voting) along with Scrutiniser Report of 25th Annual General Meeting of the Company.

Dear Sir / Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, we wish to inform that the Ordinary Business and Special Business as set out in the Notice of 25th Annual General Meeting dated Thursday, May 25, 2023, has been passed by the members of the Company with requisite majority on Thursday, August 10, 2023. In this regard, please find enclosed herewith, the following:

1. Combined voting results (i.e., result of remote e-voting together with that of e-voting conducted at the AGM).
2. Report of Scrutiniser dated August 11, 2023, on Remote e-Voting process.

Further, the Voting Results and Scrutiniser Report are also being displayed on Company's website at <https://investors.expleo.com/> and on the e-Voting website of CDSL at www.evotingindia.com.

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.

Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

General information about company	
Scrip code	533121
NSE Symbol	EXPLEOSOL
MSEI Symbol	NOTLISTED
ISIN	INE201K01015
Name of the company	EXPLEO SOLUTIONS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-08-2023
Start time of the meeting	03:30 PM
End time of the meeting	05:30 PM
Scrutinizer Details	
Name of the Scrutinizer	Mr. V. Suresh
Firms Name	V. Suresh Associates, Practising Company Secretaries
Qualification	CS
Membership Number	FCS 2969
Date of Board Meeting in which appointed	25-05-2023
Date of Issuance of Report to the company	10-08-2023

Voting results

Record date	August 03, 2023
Total number of shareholders on record date	23,358
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	54
No. of resolution passed in the meeting	5

1.	Resolution required: (Ordinary / Special)			Ordinary Resolution - Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023 together with the report of Board of Directors and Auditors thereon.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	11026058	11026058	100	11026058	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (a)		11026058	11026058	100	11026058	0	100
Public- Institutions	E-Voting	457381	292349	63.92	292349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (b)		457381	292349	63.92	292349	0	100
Public- Non Institutions	E-Voting	4036300	419228	10.38	419208	20	99.99	0.0048
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (c)		4036300	419228	10.38	419208	20	99.99
Grand Total (a) + (b) +(c)		15519739	11737635	75.63	11737615	20	99.99	0.0002
Whether resolution is Pass or Not.							Yes	

2.	Resolution required: (Ordinary / Special)			Ordinary Resolution - To appoint a Director in place of Mr. Rajesh Krishnamurthy (DIN - 08288884) 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.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11026058	11026058	100	11026058	0	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (a)	11026058	11026058	100	11026058	0	0	100
Public- Institutions	E-Voting	457381	292349	63.92	0	292349	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (b)	457381	292349	63.92	0	292349	0	100
Public- Non Institutions	E-Voting	4036300	419198	10.38	417777	1421	99.66	0.3390
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (c)	4036300	419198	10.38	417777	1421	99.66	0.3390
Grand Total (a) + (b) +(c)		15519739	11737605	75.63	11443835	293770	97.50	2.5028
Whether resolution is Pass or Not.							Yes	

3.	Resolution required: (Ordinary / Special)			Ordinary Resolution - To declare a Final Dividend of Rs.5/- per share of the face value of Rs.10/- each for the Financial Year 2022-23.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	11026058	11026058	100	11026058	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (a)	11026058	11026058	100	11026058	0	100	0
Public- Institutions	E-Voting	457381	292349	63.92	292349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (b)	457381	292349	63.92	292349	0	100	0
Public- Non Institutions	E-Voting	4036300	419228	10.38	417783	1445	99.655	0.345
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (c)	4036300	419228	10.38	417783	1445	99.655	0.345
Grand Total (a) + (b) +(c)		15519739	11737635	75.63	11736190	1445	99.99	0.01
Whether resolution is Pass or Not.							Yes	

4.	Resolution required: (Ordinary / Special			Ordinary Resolution - Approval of Related Party Transactions.				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	11026058	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (a)	11026058	0	0	0	0	0	0
Public- Institutions	E-Voting	457381	292349	63.92	0	292349	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (b)	457381	292349	63.92	0	292349	0	100
Public- Non Institutions	E-Voting	4036300	419198	10.38	417005	2193	99.48	0.523
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (c)	4036300	419198	10.38	417005	2193	99.48	0.523
Grand Total (a) + (b) +(c)		15519739	711547	4.58	417005	294542	58.60	41.39
Whether resolution is Pass or Not.							Yes	

5.	Resolution required: (Ordinary / Special)			Special Resolution - Change of Object Clause of the Memorandum of Association of the Company.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	11026058	11026058	100	11026058	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (a)		11026058	11026058	100	11026058	0	100
Public- Institutions	E-Voting	457381	292349	63.92	292349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (b)		457381	292349	63.92	292349	0	100
Public- Non Institutions	E-Voting	4036300	419198	10.38	417773	1425	99.66	0.339
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Sub Total (c)		4036300	419198	10.38	417773	1425	99.66
Grand Total (a) + (b) +(c)		15519739	11737605	75.63	11736180	1425	99.99	0.012
Whether resolution is Pass or Not.							Yes	

For Expleo Solutions Limited

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

Scrutinizer's Report**[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]****Dated:** 10th August, 2023

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 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 25th Annual General Meeting of M/s. Expleo Solutions Limited, held on Thursday, August 10, 2023 at 03:30 P.M, IST, through video conferencing ('VC') / other audio visual means ('OAVM').

We, V Suresh Associates, Practising Company Secretaries, have been appointed by the Board of Directors of M/s. Expleo Solutions Limited (the "Company") at its meeting held on May 25, 2023 as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the Notice dated May 25, 2023 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, and 21/2021 dated December 14, 2021 Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and the SEBI vide its 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 25th Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 10, 2023 at 03:30 P.M, IST, through video conferencing ('VC') / other audio visual means ('OAVM').

We were also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

As confirmed by the Company, the Notice dated 25th May, 2023 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, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 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 19, 2023 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 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 25th Annual General Meeting (AGM) of the members of the Company. Our 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 07, 2023 (9.00 A.M. IST) to Wednesday, August 09, 2023 (5.00 P.M. IST) (both days inclusive).



The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

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 03, 2023 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the Notice of the 25th 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 and were counted.

Thereafter, the consolidated results 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, were generated from the e-voting website of M/s. Central Depository Services (India) Limited (CDSL), (i.e.) <https://www.cdslindia.com> and remote e-voting at the AGM, was prepared.

The consolidated results are as follows:

Resolution No 1: Ordinary Resolution


A) Ordinary Business: Adoption of the audited Standalone & Consolidated Financial Statements for the financial year ended March 31, 2023 with the reports of the Board of Directors’ and Auditor’s 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	1,14,96,175	87	1,14,96,156	99.99	2	19	0.01	-	-
Voting at AGM	2,41,460	6	2,41,459	99.99	1	1	0.01	-	-
Total	1,17,37,635	93	1,17,37,615	99.99	3	20	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: To appoint a Director in place of Mr. Rajesh Krishnamurthy (DIN - 08288884) 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	1,14,96,145	82	1,12,02,376	97.44	6	2,93,769	2.56	-	-
Voting at AGM	2,41,460	6	2,41,459	99.99	1	1	0.01	-	-
Total	1,17,37,605	88	1,14,43,835	97.50	7	2,93,770	2.50	-	-




Resolution No 3: Ordinary Resolution

Ordinary Business: To declare a Final Dividend of Rs.5/- per share of the face value of Rs.10/- each for the Financial year - 2022-23.

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	1,14,96,175	85	1,14,94,731	99.99	4	1,444	0.01	-	-
Voting at AGM	2,41,460	6	2,41,459	99.99	1	1	0.01	-	-
Total	1,17,37,635	91	1,17,36,190	99.99	5	1,445	0.01	-	-

Resolution No 4: 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	4,70,087	77	1,75,546	37.34	10	2,94,541	62.65	1,10,26,058	-
Voting at AGM	2,41,460	6	2,41,459	99.99	1	1	0.01	-	-
Total	7,11,547	83	4,17,005	58.61	11	2,94,542	41.39	1,10,26,058	-

Resolution No 5: Special Resolution

Special Business: Change of Object Clause of the Memorandum of Association of the Company.

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	1,14,96,145	82	1,14,94,721	99.99	6	1,424	0.01	-	-
Voting at AGM	2,41,460	6	2,41,459	99.99	1	1	0.01	-	-
Total	1,17,37,605	88	1,17,36,180	99.99	7	1,425	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,
Yours Faithfully,

For V Suresh Associates



V Suresh
Senior Partner,
Practising Company Secretary
Membership No. 2969
CP No. 6032
UDIN: F002969E000782649



For Expleo Solutions Limited



Balaji Viswanathan
Managing Director and CEO
DIN: 06771242