



SEC/SE/041/22-23

Chennai, August 03, 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 Unsecured Creditors 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 Unsecured Creditors Meeting of Expleo Solutions Limited, held on Tuesday, August 2, 2022 at 12.30 p.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 Unsecured Creditors Meeting
of Expleo Solutions Limited
held on Tuesday, August 2, 2022 at 12.30 pm, 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 Unsecured Creditors Meeting of the Company on Tuesday, August 2, 2022 at 12.30 pm, 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 Unsecured Creditors Meeting as per NCLT Order was present.

Attendance:

Corporate Creditors present through VC : 14 Nos. Corporate creditors represented by its
authorised representatives for value of Rs. 53,779,948.33
Other Creditors present through VC : 1 No. representing value of Rs. 9,364.00

The Chairman then welcomed the Unsecured Creditors of the Company to the Hon'ble National Company Law Tribunal Creditors Meeting 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 requested 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 to join the NCLT Creditors Meeting.

The Chairman informed that the Company has taken all feasible efforts under the current circumstances to enable Creditors to participate through video conference and cast their votes electronically. Creditors 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 Creditors, colleagues on the Board and the management team for joining this meeting over video conference.

The Chairman stated that the Notice of the NCLT Creditors Meeting was already circulated electronically to the Creditors. With the consent of the creditors present at the meeting, the notice of NCLT Creditors Meeting dated June 29, 2022, was taken as read.

The Creditors were informed that as per the directions of Hon'ble NCLT, Chennai Bench, the Company has provided opportunity for the creditors 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 Creditors Meeting through electronic voting system for Creditors 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 Creditors 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 Creditors 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 Creditors of the Company at the meeting. The Chairman invited the Creditors to provide suggestions and seek clarifications, if any. The creditors present at the meeting did not seek any clarification.

Thereafter, the Chairman informed that the electronic voting facility would remain open and available for the next 15 minutes enabling the eligible creditors 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 and it 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

No.28, 1st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

**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-B

SCRUTINISER'S REPORT

**TO THE CHAIRMAN APPOINTED FOR THE MEETING OF THE
UNSECURED CREDITORS OF EXPLEO SOLUTIONS LIMITED HELD ON 2ND
AUGUST 2022 AT 12.30 P.M THROUGH VC/OAVM PURSUANT TO THE
ORDER OF THE 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 National Company Law Tribunal, Chennai Bench, convened the meeting of Unsecured Creditors 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 12:30 PM, 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 unsecured creditors were given option for remote e-voting and e-voting at the meeting as detailed in the notice of meeting and the unsecured creditors who attended the meeting through VC/OAVM were counted for the purpose of reckoning the quorum. The minimum quorum fixed for the said meeting was 10 Unsecured Creditor, present either in person or through authorized representatives. Since the required quorum was present, the said meeting was called "to order". 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 unsecured creditors who attended the meeting through VC/OAVM	15
2.	Total number of unsecured creditors casted their votes through remote e-voting	24
3.	Total number of unsecured creditors casted their votes through e-voting at the meeting	1
4.	Total number of unsecured creditors casted their votes	25
5.	Value of unsecured creditors present and casted their votes	Rs. 5,56,99,284.99/-
6.	Percentage	100.00
Voting in FAVOR		
7.	Total number of votes in FAVOUR of the Scheme and Resolution	25
8.	Total Value	Rs. 5,56,99,284.99
9.	Percentage	100.00
Voting AGAINST		
10.	Total number of votes in AGAINST of the Scheme and Resolution	-
11.	Total Value	-
12.	Percentage	-
Votes INVALID		
13.	Total number of INVALID votes	-
14.	Total Value	-
15.	Percentage	-



Based on the forgoing, 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 25 [Twenty Five] unsecured creditors of Expleo Solutions Limited (Applicant Company/Transferee Company) valuing Rs. 5,56,99,284.99/- which constitutes 67.20% of the total unsecured debt of the Applicant Company/Transferee Company and 100% of the unsecured creditors present and voting either in remote e-voting or e-voting at the meeting.

Place: Chennai

Date: 03.08.2022



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

**SCRUTINISER FOR THE MEETING
OF THE EQUITY SHAREHOLDERS
UDIN: F002969D000732280**