



SEC/SE/123/23-24

Chennai, March 21, 2024

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 Proceedings of declaration of the Results of Postal Ballot.

Dear Sir / Madam,

Further to our letter no. SEC/SE/117/23-24 dated February 19, 2024 to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), regarding Notice of Postal Ballot and our letter no. SEC/SE/122/23-24 dated March 21, 2024 to NSE & BSE regarding declaration of results of Postal Ballot, we hereby submit the proceedings of declaration of the results of Postal Ballot (including e-voting).

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 POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF EXPLEO SOLUTIONS LIMITED ON THURSDAY, MARCH 21, 2024 RESULTS OF WHICH WERE DECLARED ON MARCH 21, 2024.

The Board of Directors (“**Board**”) of the Company at their meeting held on February 7, 2024 approved the proposal to conduct Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India (**SS-2**) to seek approval of the members of the Company by way of postal ballot voting through electronic means (“remote e-voting”) for passing of below mentioned resolution:

- 1. Appointment of Mr. Narayanan Subramaniam - (DIN - 00166621) as an Independent Director (Non-Executive) of the Company, with effect from April 1, 2024, for a period of 5 (Five) years.**
- 2. Appointment of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as an Independent Director (Non-Executive) of the Company, with effect from April 1, 2024, for a period of 5 (Five) years.**
- 3. Appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as an Independent Director (Non-Executive) of the Company, with effect from April 1, 2024, for a period of 5 (Five) years.**
- 4. Payment of remuneration to Directors other than Managing Director or Whole-time Director.**

The Board of Directors of the Company has appointed Mr. V. Suresh, Senior Partner (Membership No. FCS 2969 and CP No. 6032) and failing him Mr. Udaya Kumar K R, (Membership No. FCS 11533 and CP No. 21973), Partner of M/s. V. Suresh Associates, Practising Company Secretaries, having office at First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600 018 as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The e-voting facility to Members was provided by Central Depository Services (India) Limited. The e-voting period commenced on **Wednesday, February 21, 2024 at 9:00 A.M. (IST)** and ended on **Thursday, March 21, 2024 at 5:00 P.M. (IST)**. A newspaper advertisement as required under the Companies Act, 2013 was published in Financial Express (English Newspaper) and Makkal Kural (Vernacular Newspaper) on Tuesday, February 20, 2024.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman / Managing Director and CEO of the Company on March 21, 2024. Summary of the Scrutinizer’s Report is as under:

1. The Postal Ballot Notice was sent through email on February 19, 2024 to all the Shareholders, whose name(s) were appearing in the Register of Members / list of beneficiaries records as on cut-off date, i.e., Friday, February 9, 2024.
2. The Postal Ballot Notice was sent through Registered Post on February 19, 2024 to 1,247 Shareholders whose email address were not registered with the Registrar and Share Transfer Agent (“RTA”) of the Company to their residential address, whose name(s) were appearing in the Register of Members / list of beneficiaries records as on cut-off date, i.e., Friday, February 9, 2024.

3. The Postal Ballot Notice was also available on the Company's website at <https://investors.expleo.com>, website of stock exchanges where equity shares of the Company are listed i.e. "BSE Limited" and "National Stock Exchange of India Limited" at www.bseindia.com and www.nseindia.com, respectively, and the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-Voting facility) i.e. <https://www.evotingindia.com/>.
4. Postal Ballot has been conducted in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Public Advertisement with respect to dispatch of Postal Ballot Notice and conducting of remote e-Voting was published in an English Newspaper "Financial Express" all editions and vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated February 20, 2024.
6. The Company has provided the remote e-voting facility for its members through CDSL, to enable them to cast their votes electronically.
7. The remote e-voting period commenced on Wednesday, February 21, 2024, 9.00 AM (IST) and ended on Thursday, March 21, 2024, 5.00 PM (IST). The votes casted through remote e-voting facility by members of the Company till Thursday, March 21, 2024, 5.00 PM (IST), being the last date and time fixed by the Company for remote e-voting were considered for our scrutiny.
8. The Corporate Members have provided the copy of the resolution passed by their Board of Directors for authorisation to exercise their votes except one.
9. After close of remote e-voting period, the votes cast were unblocked on Thursday, March 21, 2024, in the presence of two (2) witnesses, who are not in the employment of the Company.

The Scrutiniser then submitted his report setting out the results on the voting by Postal Ballot / Remote E-Voting to the Chairman / Managing Director and CEO.

The report submitted by the Scrutiniser was taken on record and the Chairman / Managing Director and CEO announced the results of the voting by Postal Ballot. The Chairman / Managing Director and CEO then declared that all the special resolution, as set out in the Postal Ballot Notice dated February 7, 2024, was passed by the shareholders with requisite majority.

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