



SEC/SE/034/23-24

Chennai, June 22, 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 Results of Postal Ballot (Remote e-Voting) along with Scrutiniser Report.

Dear Sir / Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Special Business as set out in the Postal Ballot Notice dated Friday, May 12, 2023, has been passed by the members of the Company through Postal Ballot (Remote e-Voting) with requisite majority on Thursday, June 20, 2023, being the last date of the Remote e-Voting. In this regard, please find enclosed herewith, the following:

1. Voting results of the said Postal Ballot through Remote e-Voting process.
2. Report of Scrutiniser dated June 21, 2023, on Remote e-Voting process.

The results of Postal Ballot 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.

Postal Ballot Voting Results

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

Company Name	Expleo Solutions Limited
Date of Postal Ballot Notice	May 12, 2023
Voting:	
Start Date	9:00 A.M. (IST) on Monday, May 22, 2023
End Date	5.00 P.M. (IST) on Tuesday, June 20, 2023
Total Number of Shareholders on Record Date (Cut-off date – May 12, 2023)	21,346
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group	-
Public	-
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group	-
Public	-

Resolution required: (Ordinary / Special)			Special Resolution - Appointment of Mr. Prashant Eknath Bramhankar (DIN 07439819) as Whole-time Director and Chief Operating Officer (Key Managerial Personnel) 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	5758804	52.23	5758804	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Sub Total (a)		11026058	5758804	52.23	5758804	-	100
Public - Institutions	E-voting	495607	292349	58.99	292349	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Sub Total (b)		495607	292349	58.99	292349	-	100
Public – Non Institutions	E-voting	3998074	229402	5.74	159407	69995	69.49	30.51
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Sub Total (c)		3998074	229402	5.74	159407	69995	69.49
Grand Total (a) + (b) +(c)		15519739	6280555	40.47	6210560	69995	98.89	1.11

For Expleo Solutions Limited

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

V SURESH ASSOCIATES

Phone: 044 - 42111701

Practising Company Secretaries

E-mail: vsassociates16@gmail.com

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

Scrutinizer's Report on Postal Ballot

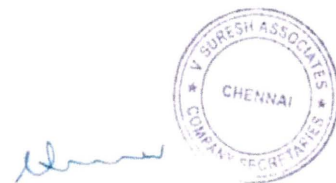
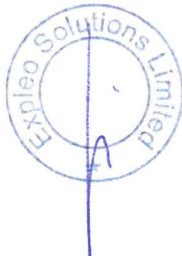
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s. EXPLEO SOLUTIONS LIMITED
6A, Sixth Floor, Prince Infocity II,
No.283/3 & 283/4, Rajiv Gandhi Salai (OMR),
Kandanchavadi, Chennai - 600 096.

Dear Sir,

Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the Notice dated May 12, 2023, through Postal Ballot.

1. We, V Suresh Associates, Practising Company Secretaries (COP No.: 6032), has been appointed as Scrutinizer by the Board of Directors of Expleo Solutions Limited ("the Company") vide Circular Resolution dated May 12, 2023 for the purpose of scrutinizing the Postal Ballot voting process in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 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 SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as "SEBI Circulars").



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot Process through remote e-voting, on the resolutions contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules thereunder. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL) the authorized agency engaged by the Company.
3. We, submit herewith our report on the results of e-voting together with postal ballot as under:-
 1. The Postal Ballot Notice was sent through email on May 19, 2023 to all the Shareholders, whose name(s) were appearing in the Register of Members/list of beneficiaries records as on Friday, May 12, 2023.
 2. 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 CDSL (agency for providing the remote e-Voting facility) i.e. <https://www.evotingindia.com/>.
 3. Postal Ballot has been conducted in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 4. 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 May 20, 2023.
 5. The Company has provided the remote e-voting facility for its members through CDSL, to enable them to cast their votes electronically.
 6. The remote e-voting period commenced on Monday, May 22, 2023, 9.00 AM (IST) and ended on Tuesday, June 20, 2023, 5.00 PM (IST). The votes casted through remote e-voting facility by members of the Company till Tuesday, June 20, 2023, 5.00 PM (IST), being the last date and time fixed by the Company for remote e-voting were considered for our scrutiny.
 7. The Corporate Members have provided the copy of the resolution passed at the Board of Directors for authorisation to exercise their votes.



8. After close of remote e-voting period, the votes cast were unblocked on Tuesday, June 20, 2023, in the presence of two (2) witnesses, Mr. Suriyaprakash and Mr. Gopi who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for" and "against" 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.evotingindia.com/> based on such reports the results of the e-voting is generated.

9. We submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from M/s. Central Depository Services (India) Limited (CDSL) website as under:

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 1: Special Resolution. Appointment of Mr. Prashant Eknath Bramhankar (DIN 07439819) as Whole-time Director & Chief Operating Officer (Key Managerial Personnel) of the Company.	62,80,555	90	62,10,560	98.89	4	69,995	1.11	-
Total E-Voting	62,80,555	90	62,10,560	98.89	4	69,995	1.11	-

10. The Resolution is passed as Special Resolution with requisite majority.
11. The Resolution is deemed to be passed on the last date of e-voting, i.e., June 20, 2023.
12. You may accordingly declare the result of the voting by Postal Ballot.



13. The electronic data and all other relevant records related to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of proceedings of Postal Ballot and thereafter the same will be handed over to the Chairman for safe keeping.

For V Suresh Associates



V Suresh
Senior Partner

Practising Company Secretaries

C. P. NO.6032

Peer Review Cert. No: 667/2020

Place: Chennai

Date: 21.06.2023

Note: UDIN not generated due to non-functioning of ICSI UDIN portal.

For Expleo Solutions Limited

Ralph Franz Gillessen
Chairman

