

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of Expleo Solutions Limited will be held on **Thursday, August 29, 2024 at 11.00 a.m., IST, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 with the reports of the Board of Directors' and Auditor's thereon.
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Ralph Gillessen (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.

SPECIAL BUSINESS

3. To appoint Statutory Auditors to fill casual vacancy.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and further to the recommendation made by the Board of Directors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kalyaniwalla & Mistry, Chartered Accountants, (Firm Registration No: 104607W/W100166)."

"Resolved further that M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S), be and are hereby appointed as Statutory Auditors of the Company to hold office from August 1, 2024, until the conclusion of 26th Annual General Meeting of the Company based on the recommendations of the Audit Committee and Board."

"Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose to give effect to the aforesaid resolution."

4. To appoint Statutory Auditors and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants, (ICAI Firm Registration No. 008072S), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company."

“Resolved further that the Board be and is hereby authorized to fix remuneration of Rs. 6,700,000/- (Rupees Sixty Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses on actuals up to a maximum of Rs. 100,000/- (Rupees One Lakh Only) for the financial year ending March 31, 2025, and the Board of Directors be and is hereby also authorized to finalize the terms and conditions of appointment, including remuneration and other fees payable to the Statutory Auditors for the subsequent years, based on the recommendations of the Audit Committee.”

“Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose to give effect to the aforesaid resolution.”

5. Appointment of Mr. Phani Tangirala (DIN : 01871595) as Director of the Company.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Phani Tangirala (DIN : 01871595), who was appointed as an Additional Director (Executive) by the Board of Directors of the Company with effect from August 1, 2024, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying its intention to propose his candidature for the Office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“Resolved further that the Board of Directors of the Company, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorized severally to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

6. Appointment of Mr. Phani Tangirala (DIN : 01871595) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that pursuant to Section 196, 197, 203, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, (“**the Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended, based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors and subject to necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Phani Tangirala (DIN : 01871595) as the Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for a period of 3 years from August 1, 2024 to July 31, 2027 on such terms and conditions including remuneration, as per the agreement to be entered into by the Company with Mr. Phani Tangirala and as set out hereunder:

I.	Salary Compensation:	Rs. 22,395,905/- Annually split into Fixed and Variable Part as below:
a.	Fixed Pay:	Rs. 15,130,512/- Annually
b.	Variable Pay:	Rs. 6,987,750/- Annually

II.	Variable Pay:	The Variable compensation shall be based on the achievement of a set of parameters as may be decided by the Board of Directors of the Company or any Committee thereof from time to time. He should be on the rolls of the Company, on the day of payment.
III.	Commission:	Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted from time to time under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013, as amended from time to time.
IV.	Bonus:	Shall be eligible for bonus payment based on evaluation as per the criteria fixed by the Nomination and Remuneration Committee / Board of Directors and on their approval, subject to the overall limits specified by the Companies Act, 2013, as amended from time to time.
V.	Perquisites:	<p>In addition to the salary, Mr. Phani Tangirala will be entitled to the following perquisites:</p> <ul style="list-style-type: none"> a. Reimbursement of medical expenses covering medical treatment in India for self and family – Subject to ceiling of one month's basic salary per annum. b. Premium for medical insurance under the group medical policy of the Company. c. Fees, subscription and other incidental charges to clubs, subject to a maximum of two clubs including admission and life membership fee. d. Payment of premium on personal accident insurance as per the Company policy. e. Company's contribution to provident fund and pension / superannuation fund, as per the rules of the Company. f. Gratuity as per the rules of the Company. g. Provision of chauffeur driven company car for use on Company's business purposes and use of car for private purposes will be dealt by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof. h. Telecommunication facilities at residence. i. Perquisites shall be evaluated as per the Income-tax Rules, 1962 or any re-enactment thereof, wherever applicable. In the absence of any such rules, the perquisites shall be evaluated at actual costs.
VI.	Other Benefits:	<ul style="list-style-type: none"> a. Leave encashment will be as per the policy of the Company. b. Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time. c. Such other benefits, amenities and facilities as may be provided by the Company to other senior executives from time to time. d. Such other benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.

VII.	The Board may revise the remuneration payable to the Managing Director & Chief Executive Officer, during any financial year, during currency of the tenure of office, in such manner as may be agreed to between the Board of Directors and the Managing Director & Chief Executive Officer subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 read with relevant Rules and Schedule V of the Companies Act, 2013, as amended.
VIII.	Annual Increment: Mr. Phani Tangirala shall be entitled to annual increment not exceeding 10% per annum, subject to evaluation by Nomination and Remuneration Committee and approval by the Board of Directors.
IX.	Minimum remuneration In the event of any loss or inadequacy of profits for any financial year - the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to Managing Director & Chief Executive Officer, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Managing Director & Chief Executive Officer, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013, as amended.
X.	In the event of loss of office as Managing Director & Chief Executive Officer, he shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013, and the rules made thereunder, as amended.
XI.	The abovementioned remuneration allowed to the Managing Director & Chief Executive Officer shall be in accordance with Sections 196 and 197 read with Schedule V of the Companies Act, 2013, as amended, and / or such changes, variations and substitutions as may be made therein by the Central Government from time to time.
XII.	The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied with the approval of Shareholders in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013, as amended, and / or the rules and regulations made thereunder and / or such guidelines as may be announced by the Central Government from time to time.
XIII.	Mr. Phani Tangirala shall not be entitled to any sitting fee for meetings of the Board of Directors or Committee thereof attended by him during the said tenure.
XIV.	Mr. Phani Tangirala shall exercise such of the powers as may be delegated from time to time by the Board of Directors.
XV.	The period of office of Mr. Phani Tangirala shall be liable to determination by retirement of directors by rotation. If Mr. Phani Tangirala is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Managing Director & Chief Executive Officer and such reappointment as director shall not be deemed to constitute break in his appointment as a Managing Director & Chief Executive Officer.
XVI.	The appointment can be terminated by Mr. Phani Tangirala or by the Company, by either party giving to the other 6 (six) calendar months' prior notice in writing.
XVII.	Mr. Phani Tangirala can resign from the above position before the conclusion of the service period, by giving the company 6 (six) calendar months' notice in writing or by obtaining prior approval of the Board of Directors. In such an event 'Compensation' as mentioned in clause X above shall not be applicable.

“Resolved further that the Board of Directors of the Company be and is hereby authorized to vary and/or modify the terms and conditions of the Service Agreement that may be entered into including remuneration payable to Mr. Phani Tangirala in such manner as may be agreed between the Board of Directors and Mr. Phani Tangirala and within the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 including any amendment, modification, variation on or re-enactment thereof.”

“Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Phani Tangirala, the remuneration mentioned in the above referred service agreement shall be paid to Mr. Phani Tangirala as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013, as amended from time to time.”

“Resolved further that any revision in the remuneration payable to Mr. Phani Tangirala shall be within the overall limits as approved by the Members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board of Directors for its approval, from time to time.”

“Resolved further that the Board of Directors of the Company, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorized severally to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

7. Appointment of Ms. Shalini Kalsi Kamath - (DIN : 06993314) as Independent Director (Non-Executive) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Act read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Shalini Kalsi Kamath (DIN : 06993314), who was appointed by the Board of Directors (“Board”), as an Additional Director (Non-Executive, Independent) of the Company with effect from June 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive) of the Company for a period of 5 (five) years with effect from June 14, 2024 and who shall hold office up to June 13, 2029 and that she shall not be liable to retire by rotation.”

“Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shalini Kalsi Kamath (DIN : 06993314) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

“Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally on behalf of the Company to do all such other acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

8. Approval of Related Party Transactions:

To consider and, if thought fit, to pass following resolution as an **Ordinary Resolution**:

“Resolved that in supersession of all earlier resolutions passed pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time and subject to such approvals, consents, sanctions and permissions of any regulatory authority as may be necessary, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to enter into a contract(s) / arrangement(s) / transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing and rendering of any services, transfer of resources, services or obligations and appointment of agent for purchase or sale of goods, materials, services or property, in any financial year, on the following terms and conditions:

1	Name of the Related Parties	Expleo Group SAS, its Associates and Subsidiaries as per list given in the Explanatory Statement.
2	Nature of Relationship	Holding Company, Fellow Subsidiaries and entities under common control.
3	Nature of Transactions	Sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property (“Transactions”).
4	Value of Transactions – Rendering of services from – a) Expleo Solutions Limited together with all its Subsidiaries or b) All Subsidiaries of Expleo Solutions Limited to Expleo Group SAS, its Associates and Subsidiaries with the entities collectively mentioned in Sl. No.1 above.	Upto INR 4,500 Million per annum Upto INR 400 Million per annum
5	Value of Transactions – Availing of services from – Expleo Group SAS, its Associates and its Subsidiaries mentioned in Sl. No.1 above to a) Expleo Solutions Limited together with all its Subsidiaries or b) All Subsidiaries of Expleo Solutions Limited	Upto INR 1,300 Million per annum Upto INR 800 Million per annum
6	Value of Transaction – Providing Loan to Expleo Group companies by the Subsidiaries of Expleo Solutions Limited.	Upto INR 2,800 Million per annum
7	Period	For every financial year.

“Resolved further that the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

“Resolved further that the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**By order of the Board of Directors
For Expleo Solutions Limited**

S. Sampath Kumar

Company Secretary & Compliance Officer
FCS No.3838

Place : Ohio, USA
Date : August 1, 2024

Notes:

1. Since this AGM will be held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
2. Corporate members intending to attend and vote at the meeting through VC/OAVM by their Authorized Representatives are requested to send a duly certified copy of the Board Resolution / Power of Attorney to the Company through e-mail to investor.expleosol@expleogroup.com authorizing their representatives to attend and vote at the meeting.
3. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, and in compliance with the Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), electronic copy of the Notice of the 26th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://investors.expleo.com/expleo-solutions/financial/>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of Central Depository Services India Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
4. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item No. 3 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM are also annexed.
5. Participants, i.e. Members and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. mentioning their name, DP ID and Client ID / Folio Number and Mobile Number at least 2 days before the AGM in advance to the e-mail address of the Company: investor.expleosol@expleogroup.com. Further, queries / questions may also be posed concurrently during the AGM.
6. The facility of joining the 26th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 26th AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
8. Pursuant to the MCA Circulars and SEBI Circulars in view of the prevailing situation, the Notice of the 26th AGM and the Annual Report for the year 2023-24 including therein the Audited Financial Statements for the year 2023-24, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 26th AGM and the Annual Report for the year 2023-24, can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form, please send an email request mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement,

Aadhaar) supporting the registered address of the Member, to the Company's email address investor.expleosol@expleogroup.com.

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 23, 2024 to Thursday, August 29, 2024 (both days inclusive) for annual closing.
10. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declaration for appointment / re-appointment.
11. Members whose shareholding is in the electronic mode are requested to direct change of address, nominations, e-mail ID notifications and update the savings bank account details with their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends through NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend demand draft.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company / Cameo Corporate Services Limited.
13. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection in electronic mode by the Members by writing an e-mail to: investor.expleosol@expleogroup.com during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
14. In terms of requirements of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years to the IEPF account established by the Central Government. During the year, the Company had accordingly transferred 303 Equity Shares pertaining to Final Dividend for the Financial Year 2015-16 and 801 Equity Shares pertaining to Interim Dividend for the Financial Year 2016-17 to the IEPF Authority. Members who have failed to encash their dividend warrants/demand drafts pertaining to the financial years from 2016-17 and 2017-18 are advised to immediately send requests to Company/ Registrar and Share Transfer Agent (RTA) to claim their dividends.
15. Any person whose shares has been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website www.iepf.gov.in and after making an online application in form IEPF-5, copy of the same should be forwarded to the Company for verification of his claim.
16. The Company has uploaded the information in respect of the Unclaimed Shares Transferred to IEPF Authority in respect of the Final Dividend for the financial year 2015-16 and Interim Dividend for the Financial Year 2016-17 under "Investors Section" on the website of the Company, viz <https://investors.expleo.com/corporate-governance/> - Transferred to IEPF.
17. Members holding shares in single name and physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form can be obtained from the Company / Cameo Corporate Services Limited.

18. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly, as per the amended regulation that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In this regard, Members are requested to dematerialize / demat their shares or securities held in physical form.

19. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:

M/s. Cameo Corporate Services Limited
'Subramanian Building',
No.1, Club House Road, Chennai 600 002
Tel : 044 – 2846 0390 / 044 – 4002 0700
Email : investor@cameoindia.com

20. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA & SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. As per the provisions of the Companies Act, 2013, it may be noted that Voting by show of hands will not be available to the members.

The instructions for shareholders voting electronically are as under:

Step 1: Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on **Monday, August 26, 2024 (9.00 a.m. IST)** and ends on **Wednesday, August 28, 2024 (5.00 p.m. IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, August 22, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it

has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cDSLindia.com and click on Login icon and select New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IdeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 – 48867000

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat mode
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Expleo Solutions Limited> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vsassociates16@gmail.com or investor.expleosol@expleogroup.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.expleosol@expleogroup.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES / MOBILE NUMBERS ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company at investor.expleosol@expleogroup.com / RTA at investor@cameoindia.com**.
2. For Demat shareholders - Please update your Email ID & Mobile Number with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your Email ID & Mobile Number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Other Instructions:

- i) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- ii) The e-voting period commences on **Monday, August 26, 2024 (9.00 a.m. IST)** and ends on **Wednesday, August 28, 2024 (5.00 p.m. IST)**. (both days inclusive). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Thursday, August 22, 2024**, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **Thursday, August 22, 2024**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a member after despatch of the Notice but before the cut-off date for voting i.e. **Thursday, August 22, 2024**, may kindly refer to the notice uploaded in the Company's website at <https://investors.expleo.com/> and website of National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/> and website of BSE Limited (BSE) at <https://www.bseindia.com/> and CDSL's website at <https://www.evotingindia.com>.
- iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- v) The Board of Directors has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No. 6032) and failing him Mr. Udaya Kumar K R, Partner (Membership No. F11533 and CP No. 21973) of M/s. V. Suresh Associates, Practising Company Secretaries, First Floor, No. 28, Ganapathy Colony, III Street, Teynampet, Chennai – 600 018 as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi) The scrutinizer shall immediately after the conclusion of voting at the general meeting, unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 2 working days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman or person authorized by the Chairman in writing for counter signature.
- vii) The Results shall be declared either by the Chairman or Managing Director & CEO or by any Person authorized by the Chairman in writing and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- viii) Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website <https://investors.expleo.com/> and on the website of Central Depository Services Limited and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

Annexure to the Notice

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED AND EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.

Ordinary Business:

Item no. 2: Re-appointment of Mr. Ralph Gillessen (DIN : 05184138):

Mr. Ralph Gillessen (Aged 55 years) is the Chairman and Non-Executive Director of Expleo Solutions Limited.

Mr. Ralph Gillessen (DIN : 05184138) joined the Board of Directors of the Company on September 1, 2020. A notice has been received from a member proposing Mr. Ralph Gillessen as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013.

Profile of Mr. Ralph Gillessen (DIN : 05184138):

Ralph Gillessen is Group Chief Operating Officer of Expleo Group with responsibility for leading the company's business operations and executing business strategy, protecting the company's people and infrastructure and ensuring operational excellence, which includes the ongoing digital transformation of Expleo.

Ralph has joined SQS in 2002 and has worked in various senior sales and consultancy positions. He entered the SQS Management Board in January, 2013 and is a member of Expleo Group Executive Committee since January, 2018.

Particulars of experience, attributes or skills that qualify Mr. Ralph Gillessen for Board membership:

Mr. Ralph Gillessen possesses appropriate skills, experience and knowledge in the fields of finance, administration, corporate governance related to the company's business.

In terms of Section 152 and any other applicable provisions of the Companies Act, 2013, as amended, Mr. Ralph Gillessen being eligible and offering himself for re-appointment, is proposed to be re-appointed as Non-Executive Director of Expleo Solutions Limited.

Approval of the Members is being sought for the re-appointment of Mr. Ralph Gillessen as Non-Executive Director.

Mr. Ralph Gillessen does not hold any equity shares in the Company, including shareholding as a beneficial owner. Further, Mr. Ralph Gillessen is not related to any other Director and other Key Managerial Personnel of the Company.

Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:

Except Mr. Ralph Gillessen, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, as set out at Item No. 2 of the Notice.

Disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

Special Business:

Item No.3 - To appoint Statutory Auditors to fill casual vacancy.

The Members of the Company at its 24th Annual General Meeting held on August 11, 2022 had re-appointed M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166) as the Statutory Auditors of the Company for the second term of Five (5) years,

to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166) vide their resignation letter dated August 1, 2024, have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013, in view of Expleo Solutions Limited being a material subsidiary of M/s Expleo Group SAS (the ultimate consolidating company), the Management of the company is proposing to align the statutory auditor of Expleo Solutions Limited with the auditors of the ultimate consolidating company, responsible for audit of consolidated accounts, in order to streamline the audit process at the group level.

In this regard, the Board of Directors at its meeting held on August 1, 2024, pursuant to the provisions of Section 139(8) of the Companies Act, 2013, appointed M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm registration no. 008072S), as Statutory Auditors of the Company to hold the office from August 1, 2024 till the conclusion of 26th Annual General Meeting of the Company, to fill the casual vacancy caused by the resignation of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), subject to the approval by the members at the 26th Annual General Meeting of the Company.

The Company has received consent letter and eligibility certificate from M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm registration no. 008072S), to act as Statutory Auditors of the Company in place of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in Item No.3 of the Notice for approval by the Members.

Item No.4 - To appoint Statutory Auditors and fix their remuneration.

The Board of Directors at its meeting held on August 1, 2024, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm registration no. 008072S), as Statutory Auditors of the Company to hold office for one term of five (5) years, from the conclusion of the 26th Annual General Meeting, till the conclusion of the 31st Annual General Meeting of the Company, at a remuneration and terms and conditions of appointment as specified in the Resolution.

The Company has received consent letter and eligibility certificate from M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm registration no. 008072S) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in Item No.4 of the Notice for approval by the Members.

Item nos. 5 & 6 – Appointment of Mr. Phani Tangirala (DIN : 01871595) as Director and Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company.

Mr. Phani Tangirala (Aged 53 years) is the Managing Director & Chief Executive Officer of Expleo Solutions Limited.

Mr. Phani Tangirala (DIN : 01871595) joined the Board of Directors of the Company on August 1, 2024. He was appointed as Additional Director and Managing Director & Chief Executive Officer (Key Managerial Personnel) at the Board Meeting held on August 1, 2024, with effect from August 1, 2024 for a period of 3 years, subject to the approval of the Shareholders at the General Meeting. His office is liable to retire by rotation. A notice has been received from a member proposing Mr. Phani Tangirala as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013.

Profile of Mr. Phani Tangirala (DIN : 01871595):

Phani Tangirala joined Expleo on September 23, 2010 and played various roles in the last 14 years as Global Head of Insurance Vertical, Head of Digital & Technology Delivery, Head of Sales and as Chief Operating Officer.

Prior to joining Expleo, Phani worked as Senior Director at SSP India Pvt Ltd from 2008 to 2010 and was Chief Business Officer at Aetins Sdn Bhd, Malaysia from 1998 to 2008. Phani has started his career at the largest Insurance company in India, Life Insurance Corporation of India from 1991 to 1998. Over these last 33 years, Phani has created a track record in achieving revenue, profit and growth objectives in IT Services especially in the areas of Delivery & Operations, Sales, Software Development, Quality Assurance and Consulting Services offerings across various geographies and industries.

Phani holds a Bachelor's degree in Mathematics and Statistics from Osmania University, Hyderabad.

The remuneration last drawn by Mr. Phani Tangirala is Rs. 15,400,000/- per annum as Head of Solutions and Delivery (Digital & Technology Services, India).

Approval of the Members is being sought for the appointment of Mr. Phani Tangirala as Director and Managing Director and CEO and approving the terms of appointment recommended by the Nomination and Remuneration Committee and Board of Directors in their meeting held on August 1, 2024.

Mr. Phani Tangirala holds 5,730 equity shares in the Company, including shareholding as a beneficial owner. Further, Mr. Phani Tangirala is not related to any other Director and other Key Managerial Personnel of the Company.

The terms and conditions of re-appointment along with the details of remuneration sought to be paid are set out in the special resolution in Item No.6 to the Notice.

The Statement containing additional information as required in Section II of Part II of Schedule V to the Companies Act, 2013:

SI No.	General Information	
I.	(a) Nature of Industry	The Company is engaged in providing software services which involve primarily delivering software validation and verification services to the banking, financial services and insurance industry Worldwide.
	(b) Date or expected date of commencement of commercial production	The Company carries on providing software validation and verification services since incorporation.

SI No.	General Information																
	(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable															
	(d) Financial performance based on given indicators	As per Audited Standalone Financial Results for the year ended March 31, 2024: (Rs. in Millions)															
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>Year ended 31.03.2024</th> <th>Year ended 31.03.2023</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and other income</td><td>9,683.66</td><td>9,119.84</td></tr> <tr> <td>Profit/(Loss) after Tax</td><td>811.00</td><td>1232.6</td></tr> <tr> <td>Net Worth (including balance in Profit and Loss Account)</td><td>5,449.91</td><td>4,731.83</td></tr> <tr> <td>Earnings Per Share</td><td>52.26</td><td>79.42</td></tr> </tbody> </table>	Particulars	Year ended 31.03.2024	Year ended 31.03.2023	Revenue from operations and other income	9,683.66	9,119.84	Profit/(Loss) after Tax	811.00	1232.6	Net Worth (including balance in Profit and Loss Account)	5,449.91	4,731.83	Earnings Per Share	52.26	79.42
Particulars	Year ended 31.03.2024	Year ended 31.03.2023															
Revenue from operations and other income	9,683.66	9,119.84															
Profit/(Loss) after Tax	811.00	1232.6															
Net Worth (including balance in Profit and Loss Account)	5,449.91	4,731.83															
Earnings Per Share	52.26	79.42															
	(e) Foreign Investments or collaborations, if any.	As on March 31, 2024, the Shareholding of Promoter, Foreign Nationals and Foreign Portfolio Investors is as under:															
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>No. of Shares</th> <th>% to total shares</th> </tr> </thead> <tbody> <tr> <td>Expleo Technology Germany GmbH (SQS Software Quality Systems AG)</td><td>1,10,26,058</td><td>71.05</td></tr> <tr> <td>Foreign Nationals (Non-Resident Indians)</td><td>2,15,181</td><td>1.39</td></tr> <tr> <td>Foreign Portfolio Investors (Include Alternative Investment Fund)</td><td>1,59,657</td><td>1.03%</td></tr> </tbody> </table>	Particulars	No. of Shares	% to total shares	Expleo Technology Germany GmbH (SQS Software Quality Systems AG)	1,10,26,058	71.05	Foreign Nationals (Non-Resident Indians)	2,15,181	1.39	Foreign Portfolio Investors (Include Alternative Investment Fund)	1,59,657	1.03%			
Particulars	No. of Shares	% to total shares															
Expleo Technology Germany GmbH (SQS Software Quality Systems AG)	1,10,26,058	71.05															
Foreign Nationals (Non-Resident Indians)	2,15,181	1.39															
Foreign Portfolio Investors (Include Alternative Investment Fund)	1,59,657	1.03%															
II	Information about the appointee:																
	(i) Background details	Profile of Mr. Phani Tangirala furnished in Item nos. 5 & 6 of the Explanatory statement annexed to this notice.															
	(ii) Past remuneration	<table border="1"> <thead> <tr> <th>Financial Years</th> <th>Amount (Rs. Millions)</th> </tr> </thead> <tbody> <tr> <td>2021-22</td><td>11.65</td></tr> <tr> <td>2022-23</td><td>12.62</td></tr> <tr> <td>2023-24</td><td>12.92</td></tr> </tbody> </table>	Financial Years	Amount (Rs. Millions)	2021-22	11.65	2022-23	12.62	2023-24	12.92							
Financial Years	Amount (Rs. Millions)																
2021-22	11.65																
2022-23	12.62																
2023-24	12.92																
	(iii) Recognition or awards	Nil															

SI No.	General Information	
	(iv) Job profile and his suitability	<p>Mr. Phani Tangirala, Managing Director & CEO of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company as Head of Solutions and Delivery (Digital & Technology Services, India). He has extensive experience in the Software Testing and Digital Services industry. He is actively involved in international markets, business strategy, business development functions of the Company.</p> <p>The growth in the Company's operations can to a large extent be attributable to the dynamism and relentless efforts of Mr. Phani Tangirala. Various new initiatives have been taken to increase the growth and profitability of the Company. Based upon his qualification and expertise, Mr. Phani Tangirala will be best suited for the responsibilities assigned to him by the Board of Directors of the Company.</p>
	(v) Remuneration proposed	<p>Salary Compensation:</p> <p>Rs. 22,395,905/- Annually split into Fixed and Variable Part as below:</p> <p>Fixed Pay : Rs. 15,130,512 /- Annually</p> <p>Variable Pay: Rs. 6,987,750 /- Annually</p> <p>More details are furnished in Special Resolution Item No.6.</p>
	(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>Taking into consideration the size of the Company, the profile of Mr. Phani Tangirala, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration being paid by the companies' comparable size in the industry in which the Company operates.</p>
	(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	<p>Besides the remuneration proposed to be paid to him, the Managing Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other directors of the Company.</p>
III.	Other Information:	
	(a) Reasons of loss or inadequate profits	<p>Not applicable. The Company has reported a Net Profit after Tax of Rs. 811.00 Millions on a standalone basis for the financial year ended March 31, 2024.</p>
	(b) Steps taken or proposed to be taken for improvement	<p>The Company has been earning profits consistently on standalone basis and it is expected to do well in future.</p>

SI No.	General Information	
	(c) Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to increase its presence in software testing and digital services space across various industries, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to further improve its financial performance in the coming years.

Particulars of experience, attributes or skills that qualify Mr. Phani Tangirala for Board membership:

Mr. Phani Tangirala possesses appropriate skills, experience and knowledge in the fields of finance, administration, corporate governance related to the Company's business.

In terms of Section 152 and any other applicable provisions of the Companies Act, 2013, as amended, Mr. Phani Tangirala being eligible and offering himself for appointment, is proposed to be appointed as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for a term of 3 (Three) years with effect from August 1, 2024 to July 31, 2027.

In the opinion of the Board, Mr. Phani Tangirala fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder, as amended, for his appointment as Managing Director and Chief Executive Officer (Key Managerial Personnel). The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Phani Tangirala as Managing Director and Chief Executive Officer (Key Managerial Personnel).

Pursuant to Section 190 of the Companies Act, 2013, as amended, a copy of the draft letter for appointment of Mr. Phani Tangirala as Managing Director and Chief Executive Officer (Key Managerial Personnel) setting out the terms and conditions would be available for inspection in electronic mode without any fee by the members of the Company during normal business hours on any working day, excluding Saturday.

Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:

Except Mr. Phani Tangirala, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the Special Resolution set out at Item No.6 of the Notice.

Disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Regulation 17(11) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, the Board recommends the Ordinary Resolution & Special Resolution set out at item no.5 and item no.6, respectively, of the accompanying Notice for the approval of the Members.

Item No. 7: Appointment of Ms. Shalini Kalsi Kamath - (DIN : 06993314) as Independent Director (Non-Executive) of the Company.

The Board of Directors of the Company at their meeting held on June 14, 2024, based on the recommendations of Nomination and Remuneration Committee, considered and approved the appointment of Ms. Shalini Kalsi Kamath - (DIN : 06993314) as Additional Director (Non-Executive, Independent) with effect from June 14, 2024 and who shall hold office up to the date of ensuing Annual General Meeting.

The Board based on the notice received in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Ms. Shalini Kalsi Kamath - (DIN : 06993314) as a candidate for the office of a Director of the Company and based on the recommendations of the Nomination

and Remuneration Committee, recommended to the Members for approval the appointment of Ms. Shalini Kalsi Kamath (DIN : 06993314), as Independent Director (Non-Executive) of the Company with effect from June 14, 2024 and shall hold office up to June 13, 2029 (Term of 5 years), not liable to retire by rotation.

Profile of Ms. Shalini Kalsi Kamath - (DIN : 06993314)

Ms. Shalini Kamath is an Independent Director on the Boards of Abbott, Borosil Renewables, Johnson Controls-Hitachi, Maple Highways (a Canadian Pension Fund CDPQ company), Expleo Solutions and Ambit Finvest.

Shalini, an MBA from Edinburgh Business School and a Harvard-trained Change and Transformation strategist, brings nearly three decades of diverse experience across India and Africa. Her HR career includes leadership roles at Chevron Texaco India, Star India, KPMG India, and Ambit Holdings, where she provided strategic business-linked people solutions and managed Corporate Communications.

Previously, she was the Deputy Marketing Director at Raytheon India. She began her career in Zambia and Botswana, working on educational and social development projects.

Currently, Ms. Kamath assists organizations transform.

Particulars of experience, attributes or skills that qualify Ms. Shalini Kalsi Kamath - (DIN : 06993314) for Board membership:

Ms. Shalini Kalsi Kamath possess appropriate skills, experience and knowledge in the fields of Finance, Strategy, Human Resources and Business Development related to the Company's business.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, as amended, Ms. Shalini Kalsi Kamath being eligible and offering herself for appointment, is proposed to be appointed as Independent Director (Non-Executive) with effect from June 14, 2024 and shall hold office up to June 13, 2029 (Term of 5 years).

In the opinion of the Board, Ms. Shalini Kalsi Kamath fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, as amended, for her appointment as Independent Director (Non-Executive) of the Company and is independent of the management. The Board considers that her association would be of immense benefit to the Company, and it is desirable to avail services of Ms. Shalini Kalsi Kamath as Independent Director (Non-Executive).

A copy of the draft letter for appointment of Ms. Shalini Kalsi Kamath as an Independent Director (Non-Executive) setting out the terms and conditions would be available for inspection in electronic mode without any fee by the members of the Company during normal business hours on any working day, excluding Saturday.

Under the Companies Act, 2013, independent directors can receive remuneration provided for under the provisions of Section 197 (5). Accordingly, approval of the members is also being sought for the purposes of payment of remuneration as permitted by the Act, at amounts as may be decided by the Board / Nomination and Remuneration Committee from time to time, subject to the limits prescribed under the Companies Act, 2013 and rules made thereunder, as amended from time to time.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Ms. Shalini Kalsi Kamath, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No.7.

Disclosure under Regulation 36 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

In view of the provisions of Sections 149 & 197 and any other applicable provisions of the Companies Act, 2013, as amended, the Nomination and Remuneration Committee and the Board recommends the resolution set out at Item No. 7 in relation to appointment of Ms. Shalini Kalsi Kamath as Independent Director (Non-Executive), for the approval by the shareholders of the Company.

Item no.8 – Approval of Related Party Transactions:

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein except with the consent of the Board of Directors given by a resolution at a meeting. Similarly, irrespective of quantum of paid up share capital, no Company shall enter into any contract or arrangement with a related party for sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property amounting to ten per cent or more of the turnover of the Company except with the consent of the Board of Directors given by a resolution at a meeting and prior approval of shareholders. However, approval requirements as stipulated under Section 188 shall not apply to any transactions entered into by the Company which are entered in its ordinary course of business and are at arm's length.

Though exempted under Section 188(1) of the Companies Act, 2013, transactions have to be approved by the Members by way of an ordinary resolution as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case such transactions are of material nature, i.e. if the related party transaction individually or taken together with previous transactions during a financial year reaches the materiality limit, i.e. exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company (whichever is lower).

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if the transaction(s) by the Company or with all its Subsidiaries together, with a related party exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company (whichever is lower), it shall require prior approval of the Audit Committee & Shareholders of the Company for the Financial Year 2024-25 and for every Financial Year thereafter, then such transaction shall be classified as material related party transaction(s) and requires approval of the shareholders by way of an ordinary resolution.

Further, as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the Company is not a party to the related party transaction, however, when its unlisted subsidiaries alone are parties to the related party transaction, if such related party transaction by unlisted subsidiaries of the Company together exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, it shall require prior approval of the Shareholders of the Company for the Financial Year 2024-25 and for every Financial Year thereafter.

Though as per applicable provisions, materiality threshold has to be calculated with a related party, since, all the related parties listed hereunder are part of Expleo Group and comes under common control, as a better corporate governance practice, the Company proposes to club transaction(s) with all the related parties for purpose of calculating materiality of related party transaction(s) and seek your approval for such related party transactions, proposed to be entered into, by the Company with related parties as mentioned hereunder, by way of an **Ordinary resolution**.

List of Related Parties (Group Entities):

S. No.	Name of Entities
1	Expleo Technology Germany GmbH, Germany
2	Expleo Group SAS, France
3	Expleo Technology Egypt SAE, Egypt
4	Expleo Group Austria, GmbH, Austria
5	Expleo Technology UK Ltd, UK
6	Expleo Technology Ireland Ltd, Ireland
7	Expleo Technology USA Inc., USA
8	Groupe Expleo Technology Belgium SPRL, Belgium
9	Expleo Services SASU, France
10	Expleo France SASU, France
11	Expleo South Africa (PTY) Ltd, South Africa
12	Expleo Iberia S.L., Spain
13	Expleo Engineering UK Ltd, UK
14	Expleo Netherlands B.V., Netherlands
15	Expleo Canada Inc., Canada
16	Expleo Romania SRL, Romania
17	Assystem Brime Engineering Consulting (Shanghai) Co. Ltd, China
18	Expleo Germany GmbH, Germany
19	Expleo Maroc SAS, Morocco
20	Expleo Technology Nordic AB
21	Expleo Technology Switzerland AG
22	Silver Atena GmbH, Germany
23	Expleo Regions SASU
24	Expleo Talent International Management SA, Switzerland
25	Expleo Portugal, Lda, Portugal
26	Expleo South Africa Holding (PTY) Ltd, South Africa
27	Expleo South Africa International (PTY) Ltd, South Africa
28	Expleo-UTAC SAS, France
29	Expleo Plastic Solutions, France
30	Expleo Australia PTY Ltd, Australia
31	Expleo Services Canada, Canada
32	Expleo Finland Oy, Finland
33	UMS Consulting GmbH & Co. KG, Germany
34	UMS Management GmbH, Germany
35	Expleo Israel, Israel
36	Expleo Italia S.P.A, Italy

37	Expleo Mexico, S de R.L. de C.V., Mexico
38	Expleo Germany Holding BV, Netherlands
39	Expleo Norway AS, Norway
40	Expleo Nordic AB, Sweden
41	Expleo Stockholm AB, Sweden
42	Expleo UK Ltd, UK
43	Moorhouse Consulting Ltd, UK
44	Moorhouse Holdings Ltd, UK
45	Expleo USA Inc, USA
46	Vista Technologies SAS, France
47	Athos Aeronautique SAS, France
48	Aerotec & Concept SAS, France
49	Expleo Labs SAS, France
50	Expleo Life Sciences Belgium, Belgium
51	Stirling Dynamics GmbH, Germany
52	Vista International Services srl, Romania
53	Expleo Rus LLC, Russia
54	UMS Consulting Pte Ltd, Singapore
55	Expleo Isle of Man, Isle of Man
56	SQS Brazil, Brazil
57	Stirling Dynamics Ltd, UK
58	Expleo SASU, France

In the Annual General Meeting dated August 10, 2023, the Company had obtained approval from Shareholders for limit of:

- (a) INR 3,600 Mn. by Expleo Solutions Limited together with all its Subsidiaries or INR 400 Mn. by all Subsidiaries of Expleo Solutions Limited for rendering of services; and
- (b) INR 1,300 Mn by Expleo Solutions Limited together with all its Subsidiaries or INR 800 Mn by All Subsidiaries of Expleo Solutions Limited for availing of services of related parties.

The resolution set out in Item No. 8 of this Notice is for the transaction between the Company together with its Subsidiaries or Subsidiaries of the Company, on one part and Expleo Group SAS, its subsidiary & associated entities on the other part.

The particulars of the proposed transaction pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the information to be provided to the Shareholders for consideration of Related Party Transactions as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is as under:

(a) A summary of the information provided by the management of the listed entity to the audit committee as specified in Ordinary Resolution Sl. No. 8 above.		
(i)	Names of the related parties	The list as given above.
(ii)	Name of the Director or Key Managerial personnel who is related	Mr. Ralph Gillessen, Chairman and Non-Executive Director and Mr. Rajesh Krishnamurthy, Director (Non-Executive)

(iii)	Nature of relationship	Holding Company, Entities under Common control and its Fellow Subsidiaries
(iv)	Price	As may be mutually discussed and on arm's length basis.
(v)	Nature, Type, material terms, tenure and particulars of the contract or arrangement	The Contract will be for sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property and will be valid for 3 years from the date of entering into the contract and shall be renewed thereafter, subject to approval of Audit Committee and the Board of Directors.
(vi)	Value of the Proposed Transaction	
●	Value of Transactions – Rendering of services from – a) Expleo Solutions Limited together with all its Subsidiaries or b) All Subsidiaries of Expleo Solutions Limited to Expleo Group SAS, its Associates and Subsidiaries with the entities collectively mentioned in Sl. No.1 above.	Upto INR 4,500 Million per annum Upto INR 400 Million per annum
●	Value of Transactions – Availing of services from – Expleo Group SAS, its Associates and its Subsidiaries mentioned in Sl. No.1 above to a) Expleo Solutions Limited together with all its Subsidiaries or b) All Subsidiaries of Expleo Solutions Limited.	Upto INR 1,300 Million per annum Upto INR 800 Million per annum
●	Value of Transaction – Providing Loan to Expleo Group Companies by the Subsidiaries of Expleo Solutions Limited.	Upto INR 2,800 Million per annum
(vii)	Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).	The proposed transaction is between various entities as given under Item No. 6 of the notice and explanatory statement thereat. The proposed value of the transaction is the consolidated estimate of the transaction expected between the said entities. Considering the same, providing the percentage of the proposed limits as against the revenue of listed entity or that of the subsidiary as per SEBI circular may not be relevant.

(b)	Justification for why the proposed transaction is in the interest of the listed entity.	During the course of rendering and availing services, the Company leverages niche skills, capabilities and resources of entities within the group. These transactions aim at providing enhanced level of user experience to the end-consumers of Expleo Group and provide the entities within the group cutting edge technologies to sustain and grow their business.
(c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details as specified below:	
i)	details of the source of funds in connection with the proposed transaction;	Earnings of the Company / Subsidiaries
ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure 	Not applicable.
iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<ul style="list-style-type: none"> (i) Applicable Terms, including covenants – As mentioned in (v) of (a) above (ii) Tenure – 3 years (iii) Interest Rate: (subject to changes considering the prevailing market rate) <ul style="list-style-type: none"> For loan from Subsidiaries – Singapore: 3.93 % + Overnight rate – SORA, UK: 4.41% + Overnight rate – CC, USA: 3.93 % + Overnight rate - CC. (iv) Repayment Schedule – At the end of the tenure period or such other period as may be mutually agreed by the parties (v) Secured or Unsecured – Unsecured (backed by Parental Guarantee)
iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The funds shall be utilized by the ultimate beneficiary for its business activities.
(d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Nil
(e)	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

Pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution. The Audit Committee has approved the above said transactions and recommended to the Board. The Board has approved the same and recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

The members are further informed that none of the related parties irrespective of whether the entity is a party to the above said transaction shall be entitled to vote on this Ordinary Resolution.

Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:

Except Mr. Ralph Gillessen, Chairman and Non-Executive Director, who is on the Board of Expleo Technology Germany GmbH and Mr. Rajesh Krishnamurthy, Director (Non-Executive), who is associated as Chief Executive Officer with Expleo Group SAS, France and its group companies, no other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise in the Ordinary Resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members.

**By order of the Board of Directors
For Expleo Solutions Limited**

Place : Ohio, USA
Date : August 1, 2024

S. Sampath Kumar
Company Secretary & Compliance Officer
FCS No.3838

Details of Director seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Ralph Gillessen	Mr. Phani Tangirala	Ms. Shalini Kalsi Kamath
DIN	05184138	01871595	06993314
Date of Birth	27.06.1969	06.06.1971	15.12.1964
Age	55 years	53 years	59 years
Date of first appointment on the Board	09.08.2018	01.08.2024	14.06.2024
Qualifications & Experience	<p>Qualification Graduate In Physics, Cost Accountant, Graduate Member of The Indian Institute of Bankers, Executive MBA.</p> <p>Experience Ralph has joined SQS in 2002 and has worked in various senior sales and consultancy positions. He entered the SQS Management Board in January, 2013 and is a member of Expleo Group Executive Committee since January, 2018.</p>	<p>Qualification Bachelors degree in Mathematics and Statistics from Osmania University, Hyderabad</p> <p>Experience Phani Tangirala joined Expleo on September 23, 2010 and played various roles in the last 14 years as Global Head of Insurance Vertical, Head of Digital & Technology, Delivery, Head of Sales and as Chief Operating Officer.</p> <p>Prior to joining Expleo, Phani worked as Senior Director at SSP India Pvt Ltd from 2008 to 2010 and was Chief Business Officer at Aetins Sdn Bhd, Malaysia from 1998 to 2008. Phani has started his career at the largest Insurance company in India, Life Insurance Corporation of India from 1991 to 1998. Over these last 33 years, Phani has created a track record in achieving revenue, profit and growth</p>	<p>Qualification MBA graduate from Edinburgh Business School, UK.</p> <p>Experience</p> <ul style="list-style-type: none"> • Board positions include Abbott India, Borosil Glassworks, Johnsons Control - Hitachi, Maple Infra InvIT, Ambit Finvest, TRRAIN Foundation and CSCGA • Transformation Strategist she assists organisations through their change and transformation journey to enhance productivity, efficiency, processes, systems and organizational culture • Group HR Head positions for Chevron Texaco India (Oil & Gas), Star India (Media & Entertainment), KPMG India (Consulting, Audit & Taxation) and Ambit Holdings (Financial Services & Investment Banking)

Name of the Director	Mr. Ralph Gillessen	Mr. Phani Tangirala	Ms. Shalini Kalsi Kamath
		objectives in IT Services especially in the areas of Delivery & Operations, Sales, Software Development, Quality Assurance and Consulting Services offerings across various geographies and industries	
Nature of expertise in specific functional areas	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Terms and conditions of Appointment	Re-appointment pursuant to Section 152 of the Companies Act, 2013	Refer Annexure to Notice above	Appointment as an Independent Director for a period of 5 consecutive years effective from June 14, 2024 to June 13, 2029 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn (FY 2023-24)	Nil	Rs. 15,400,000 /- Per Annum	Not Applicable
Details of remuneration sought to be paid	Nil	INR 22,395,905/- Per Annum	The remuneration payable to Ms. Shalini Kalsi Kamath shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Terms of Appointment of Independent Directors of the Company.

Name of the Director	Mr. Ralph Gillessen	Mr. Phani Tangirala	Ms. Shalini Kalsi Kamath
Directorships in other listed Companies (excluding foreign companies)	Nil	Nil	<p>Listed Companies:</p> <ul style="list-style-type: none"> • Abbott India Limited • Borosil Renewables Limited • Johnson Controls-Hitachi Air Conditioning India Limited
Directorship in other unlisted Companies including foreign companies	<ul style="list-style-type: none"> • Expleo Technology Germany GmbH • Expleo Germany Holding B.V., Netherlands 	Nil	<ul style="list-style-type: none"> • Ambit Finvest Private Limited • Trrain Foundation • Maple Infra Invit Investment Manager Private Limited
	<ul style="list-style-type: none"> • Expleo Group Austria, GmbH • Expleo Germany GmbH • Silver Atena GmbH • Stirling Dynamics GmbH • Expleo Solutions INC., USA • Expleo Solutions FZE., UAE • Expleo Technology Egypt, Cairo, Egypt. • Expleo Technology Ltd, UK • Expleo Technology Ireland LTD, Dublin, Ireland • Expleo Technology Switzerland AG • Expleo Nordic A B • Expleo Stockholm AB • Expleo Technology Nordic AB • Expleo Norway AS 		

Name of the Director	Mr. Ralph Gillessen	Mr. Phani Tangirala	Ms. Shalini Kalsi Kamath
	<ul style="list-style-type: none"> • Expleo Finland OY • Expleo Technology USA Inc. • Groupe Expleo Technology Belgium SPRL • Expleo Italia • Expleo Iberia S.L.U., Spain • Expleo Solutions LLC, Dubai • Vista International Services SRL <p>Expleo Romania SRL</p>		
Membership / Chairpersonship of Committees in other listed companies (excluding foreign companies)	Nil	Nil	<p>Abbott India Limited Member of:</p> <p>(a) Audit Committee, (b) Stakeholders Relationship Committee, (c) Risk Management Committee and (d) Corporate Social Responsibility Committee.</p> <p>Borosil Renewables Limited Member of:</p> <p>(a) Audit Committee, (b) Nomination and Remuneration Committee, (c) Corporate Social Responsibility Committee, (d) Risk Management Committee and (e) Environmental Social and Governance Committee.</p>

Name of the Director	Mr. Ralph Gillessen	Mr. Phani Tangirala	Ms. Shalini Kalsi Kamath
		<p>Johnson Controls-Hitachi Air Conditioning India Limited</p> <p>Member of:</p> <p>(a) Audit Committee,</p> <p>(b) Environmental Social and Governance Committee and</p> <p>(c) Corporate Social Responsibility Committee.</p>	
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None	None	None
No. of Board Meetings attended during FY 2023-24	7 (Seven)	Nil	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None	None
No. of shares held:	Nil	5,730	Nil
(a) Own	Nil	5,730	Nil
(b) For other persons on a beneficial basis	Nil	Nil	Nil