

General information about company	
Scrip code	533121
NSE Symbol	EXPLEOSOL
MSEI Symbol	
ISIN	INE201K01015
Name of the entity	EXPLEO SOLUTIONS LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I																				
Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory			Yes																	
Whether the listed entity has a Regular Chairperson			No	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	
1	Mr	Ralph Gillessen	*****	05184138	Non-Executive - Non Independent Director	Chairperson related to Promoter		27-05-1969	No				Active	NA		09-08-2018			1	0
2	Mr	Balaji Viswanathan	*****	06711242	Executive Director	Not Applicable	CEO-MD	12-08-1971	No				Active	NA	01-09-2018	31-08-2024		0	0	
3	Mr	Phani Tangirala	*****	01871595	Executive Director	Not Applicable	CEO-MD	06-06-1971	No				Active	NA	01-06-2024			1	0	
4	Mr	Rajesh Krishnamurthy	*****	08288884	Non-Executive - Non Independent Director	Not Applicable		07-07-1970	No				Active	NA	01-09-2020			1	0	
5	Ms	Lillian Jessie Paul	*****	02864506	Non-Executive - Independent Director	Not Applicable		02-05-1970	No				Active	NA	30-10-2014	30-10-2019	60.00	4	4	
6	Mr	Narayanan Subramaniam	*****	00166621	Non-Executive - Independent Director	Not Applicable		02-08-1961	No				Active	NA	01-04-2024			6.00	4	
7	Mr	Varadharajan Sridhar	*****	00082156	Non-Executive - Independent Director	Not Applicable		10-05-1961	No				Active	NA	01-04-2024			6.00	1	
8	Ms	Srivardhini Keshavamurthy Jha	*****	06373409	Non-Executive - Independent Director	Not Applicable		17-11-1975	No				Active	NA	01-04-2024			6.00	1	
9	Ms	Shalini Kalsi Kamath	*****	06993314	Non-Executive - Independent Director	Not Applicable		15-12-1964	No				Active	NA	14-06-2024			3.16	4	

Annexure 1		For this quarter kindly note the following points:
II. Composition of Committees		1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
Disclosure of notes on composition of committees explanatory		2. Date of Appointment can be any day upto September 30, 2022.
Is there any change in information of committees compare to previous quarter		3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00166621	Narayanan Subramaniam	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	00082156	Varadharajan Sridhar	Non-Executive - Independent Director	Member	01-04-2024		
3	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	01-04-2024	15-09-2024	
4	06373409	Srivardhini Keshavamurthy Jha	Non-Executive - Independent Director	Member	16-09-2024		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082156	Varadharajan Sridhar	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	18-05-2022	15-09-2024	
3	05184138	Ralph Gillessen	Non-Executive - Non Independent Director	Member	10-08-2023		
	00166621	Narayanan Subramaniam	Non-Executive - Independent Director	Member	01-04-2024		
4	06373409	Srivardhini Keshavamurthy Jha	Non-Executive - Independent Director	Member	01-04-2024		
5	06993314	Shalini Kalsi Kamath	Non-Executive - Independent Director	Member	16-09-2024		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082156	Varadharajan Sridhar	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	00166621	Narayanan Subramaniam	Non-Executive - Independent Director	Member	01-04-2024		
3	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	30-10-2019	15-09-2024	

4	06771242	Balaji Viswanathan	Executive Director	Member	01-04-2024	31-08-2024	
5	06993314	Shalini Kalsi Kamath	Non-Executive - Independent Director	Member	16-09-2024		
6	01871595	Phani Tangirala	Executive Director	Member	16-09-2024		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00166621	Narayanan Subramaniam	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	06771242	Balaji Viswanathan	Executive Director	Member	20-05-2021	31-08-2024	
3	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	20-05-2021	15-09-2024	
4	01871595	Phani Tangirala	Executive Director	Member	16-09-2024		
5	06373409	Srivardhini Keshavamurthy Jha	Non-Executive - Independent Director	Member	16-09-2024		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Chairperson	30-10-2019	15-09-2024	
2	06993314	Shalini Kalsi Kamath	Non-Executive - Independent Director	Chairperson	16-09-2024		
3	06373409	Srivardhini Keshavamurthy Jha	Non-Executive - Independent Director	Member	01-04-2024		
4	00082156	Varadharajan Sridhar	Non-Executive - Independent Director	Member	01-04-2024		
5	06771242	Balaji Viswanathan	Executive Director	Member	01-04-2024		
6	01871595	Phani Tangirala	Executive Director	Member	16-09-2024		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-05-2024			Yes	7	6	4
2	14-06-2024	21		Yes	7	5	3
3	01-08-2024	47		Yes	9	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	23-05-2024				Yes	3	3	3	0
2	Audit Committee	14-06-2024	21			Yes	3	2	2	0
3	Audit Committee	01-08-2024	47			Yes	3	2	2	
4	Nomination and remuneration committee	22-05-2024				Yes	5	4	4	0
5	Nomination and remuneration committee	14-06-2024	22			Yes	5	4	3	0
6	Nomination and remuneration committee	01-08-2024	47			Yes	5	4	3	0
7	Stakeholders Relationship Committee	22-05-2024				Yes	4	4	3	0
8	Stakeholders Relationship Committee	01-08-2024	70			Yes	4	3	2	0
9	Risk Management Committee	10-05-2024				Yes	3	3	2	0
10	Corporate Social Responsibility Committee	02-05-2024				Yes	4	4	3	0
11	Corporate Social Responsibility Committee	25-07-2024	83			Yes	4	4	3	0

Details of Cyber Security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr	Date of event	Breif details of the event

Annexure 1

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	S.Sampath Kumar
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	S. Sampath Kumar
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			The Figure should be mentioned in Actual INR only
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	490775840.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	Nil	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	Nil	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	

Name	Periakaruppan Palaniappan	
Designation	CFO	
Place	Chennai	
Date	18-10-2024	

Signatory Details	
Name of signatory	Balaji Viswanathan
Designation of person	Managing Director
Place	Chennai
Date	18-07-2024