

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L64202TN1998PLC066604

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCT0976G

(ii) (a) Name of the company

EXPLEO SOLUTIONS LIMITED

(b) Registered office address

6A,SIXTH FLOOR, PRINCE INFOCITY II,NO.283/3 & 283/4, RAJIV
GANDHI SALAI (OMR), KANDANC HAVADI,
CHENNAI
Tamil Nadu
600096

+

(c) *e-mail ID of the company

cosec.expleosol@expleogroup

+

(d) *Telephone number with STD code

04443923200

(e) Website

<https://expleosolutions.com>

(iii) Date of Incorporation

08/06/1998

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes

No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Expleo Technology Germany G +		Holding	71.05
2	Expleo Solutions Pte. Ltd, Sing +		Subsidiary	100
3	Expleo Solutions Inc., USA		Subsidiary	100
4	Expleo Solutions UK Ltd, UK		Subsidiary	100
5	Expleo Solutions FZE, UAE		Subsidiary	100
6	Expleo Solutions LLC, Dubai		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	32,700,000	15,519,739	15,519,739	15,519,739
Total amount of equity shares (in Rupees)	327,000,000	155,197,390	155,197,390	155,197,390

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	32,700,000	15,519,739	15,519,739	15,519,739
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	327,000,000	155,197,390	155,197,390	155,197,390

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	4	10,252,481	10252485	102,524,850	102,524,850	
Increase during the year	0	5,267,258	5267258	52,672,540	52,672,540	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	5,267,258	5267258	52,672,540	52,672,540	
Allotment Pursuant to the Scheme of Amalgamation						
Decrease during the year	4	0	4	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	4	0	4	0	0	
Physical Shares converted to Dematerialisation						
At the end of the year	0	15,519,739	15519739	155,197,390	155,197,390	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

9,648,698,766

(ii) Net worth of the Company

5,449,912,618

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,026,058	71.05	0	
10.	Others	0	0	0	
	Total	11,026,058	71.05	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	3,447,754	22.22	0	
	(ii) Non-resident Indian (NRI)	214,698	1.38	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	213,936	1.38	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	406,360	2.62	0	
10.	Others	210,933	1.36	0	
	Total	4,493,681	28.96	0	0

Total number of shareholders (other than promoters)

29,461

**Total number of shareholders (Promoters+Public/
Other than promoters)**

29,462

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	20,670	29,461
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	3	0	2	0	0
B. Non-Promoter	1	5	1	5	0	0.46
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0.46
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	8	1	7	0	0.46

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Ralph Gillessen	05184138	Director	0	
Prof. K. Kumar	02343860	Director	11,000	
Mr. Balaji Viswanathan	06771242	Managing Director	0	
Mr. Rajesh Krishnamurt +	08288884	Director	0	
Ms. Lilian Jessie Paul	02864506	Director	0	
Prof. S. Rajagopalan	01584674	Director	1,000	
Mr. Rajiv Kuchhal	02257381	Director	58,855	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Ulrich Josef Paul Ba [+]	06763831	Director	0	
Mr. Balaji Viswanathan	AAJPB9445P	CEO	0	
Mr. Periakaruppan Pala [+]	AGSPP5211C	CFO	0	
Mr. S. Sampath Kumar	AIYPS4882N	Company Secretar	5	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Prashant Eknath Br [+]	07439819	Director	01/04/2023	Appointment
Prof. K. Kumar	02343860	Director	31/03/2024	Cessation
Prof. S. Rajagopalan	01584674	Director	31/03/2024	Cessation
Mr. Rajiv Kuchhal	02257381	Director	31/03/2024	Cessation
Mr. Ulrich Josef Paul Ba [+]	06763831	Director	31/03/2024	Cessation
Mr. Desikan Narayanan	ADQPD6576K	CFO	30/11/2023	Cessation
Mr. Prashant Eknath Br [+]	07439819	Director	09/11/2023	Cessation
Mr. Periakaruppan Pala [+]	AGSPP5211C	CFO	01/12/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/08/2023	23,358	55	73.63

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2023	9	6	66.67
2	25/05/2023	9	7	77.78
3	10/08/2023	9	6	66.67
4	09/11/2023	8	7	87.5
5	07/02/2024	8	7	87.5
6	22/03/2024	8	7	87.5
7	30/03/2024	8	5	62.5

C. COMMITTEE MEETINGS

Number of meetings held

23

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	11/04/2023	3	3	100
2	Audit Committee	25/05/2023	3	2	66.67
3	Audit Committee	09/08/2023	3	3	100
4	Audit Committee	09/11/2023	3	3	100
5	Audit Committee	07/02/2024	3	3	100
6	Audit Committee	22/03/2024	3	3	100
7	Nomination &	11/04/2023	4	4	100
8	Nomination &	24/05/2023	4	3	75
9	Nomination &	09/08/2023	4	3	75
10	Nomination &	08/11/2023	5	5	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Ralph Gille	7	7	100	3	3	100	
2	Prof. K. Kuma	7	7	100	20	20	100	
3	Mr. Balaji Visw	7	7	100	3	3	100	
4	Mr. Rajesh Kri	7	1	14.29	0	0	0	
5	Ms. Lilian Jess	7	5	71.43	17	13	76.47	
6	Prof. S. Rajag	7	6	85.71	20	17	85	
7	Mr. Rajiv Kuch	7	6	85.71	15	15	100	
8	Mr. Ulrich Jose	7	3	42.86	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Balaji Viswanath	Managing Director	14,742,433			7,313,184	22,055,617
2	Mr. Prashant Eknath	Whole-time Director	7,016,950			5,081,021	12,097,971
	Total		21,759,383			12,394,205	34,153,588

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Desikan Narayana	Chief Financial Officer	3,933,112	0	0	2,500,680	6,433,792
2	Mr. Periakaruppan	Chief Financial Officer	4,698,079	0	0	1,508,524	6,206,603
3	Mr. S. Sampath Kumar	Company Secretary	3,479,623	0	0	944,409	4,424,032
4	Mr. Phani Tangirala	Senior Director -	9,450,756	0	0	3,472,022	12,922,778
	Total		21,561,570	0	0	8,425,635	29,987,205

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prof. K. Kumar	Director	0	2,247,290	0	0	2,247,290
2	Prof. S. Rajagopala +	Director	0	2,247,290	0	0	2,247,290
3	Ms. Lilian Jessie Pa +	Director	0	2,247,290	0	0	2,247,290
4	Mr. Rajiv Kuchhal	Director	0	2,247,290	0	0	2,247,290
5	Mr. Ulrich Baumer	Director	0	2,247,290	0	0	2,247,290
	Total		0	11,236,450	0	0	11,236,450

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable Yes No provisions of the Companies Act, 2013 during the year

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Committee Meetings FY 2023-24.pdf

Remove attachment**Modify****Check Form****Prescrutiny****Submit**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

S. No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of Attendance
1.	Audit Committee	11/04/2023	3	3	100
2.	Audit Committee	25/05/2023	3	2	66.67
3.	Audit Committee	09/08/2023	3	3	100
4.	Audit Committee	09/11/2023	3	3	100
5.	Audit Committee	07/02/2024	3	3	100
6.	Audit Committee	22/03/2024	3	3	100
7.	Nomination & Remuneration Committee	11/04/2023	4	4	100
8.	Nomination & Remuneration Committee	24/05/2023	4	3	75
9.	Nomination & Remuneration Committee	09/08/2023	4	3	75
10.	Nomination & Remuneration Committee	08/11/2023	5	5	100
11.	Nomination & Remuneration Committee	06/02/2024	5	5	100
12.	Nomination & Remuneration Committee	22/03/2024	5	5	100
13.	Stakeholders Relationship Committee	24/05/2023	3	2	66.67
14.	Stakeholders Relationship Committee	09/08/2023	3	2	66.67
15.	Stakeholders Relationship Committee	08/11/2023	3	3	100
16.	Stakeholders Relationship Committee	06/02/2024	3	3	100
17.	Corporate Social Responsibility Committee	02/05/2023	3	2	66.67
18.	Corporate Social Responsibility Committee	25/07/2023	3	3	100
19.	Corporate Social Responsibility Committee	20/10/2023	3	2	66.67
20.	Corporate Social Responsibility Committee	25/01/2024	3	3	100
21.	Risk Management Committee	23/05/2023	3	3	100
22.	Risk Management Committee	30/10/2023	3	3	100
23.	Risk Management Committee	22/03/2024	3	3	100

For Expleo Solutions Limited

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