

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[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]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

English Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L64202TN1998PLC066604

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	EXPLEO SOLUTIONS LIMITED	EXPLEO SOLUTIONS LIMITED
Registered office address	6A,SIXTH FLOOR, PRINCE INFOCITY II,NO.283/3 & 283/4, RAJIV GANDHI SALAI (OMR), KANDANC,HAVADI,,NA,CHENNAI,Tamil Nadu,India,600096	6A,SIXTH FLOOR, PRINCE INFOCITY II,NO.283/3 & 283/4, RAJIV GANDHI SALAI (OMR), KANDANC,HAVADI,,NA,CHENNAI,Tamil Nadu,India,600096
Latitude details	12.970025	12.970025
Longitude details	80.249165	80.249165

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

External Building and Name Board.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****6G

(c) *e-mail ID of the company

*****.expleosol@expleogroup.com

(d) *Telephone number with STD code

04*****00

(e) Website	https://expleosolutions.com									
iv *Date of Incorporation (DD/MM/YYYY)	08/06/1998									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1"> <thead> <tr> <th>S. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td>2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code								
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
viii Number of Registrar and Transfer Agent	1									
<table border="1"> <thead> <tr> <th>CIN of the Registrar and Transfer Agent</th> <th>Name of the Registrar and Transfer Agent</th> <th>Registered office address of the Registrar and Transfer Agents</th> <th>SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>U67120TN1998PLC041613</td> <td>CAMEO CORPORATE SERVICES LIMITED</td> <td>SUBRAMANIANBUILDINGNo.1 CLUBHOUSEROAD, CHENNAI,Tamil Nadu,India,600002</td> <td>INR000003753</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSEROAD, CHENNAI,Tamil Nadu,India,600002	INR000003753	
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U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSEROAD, CHENNAI,Tamil Nadu,India,600002	INR000003753							
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)	21/08/2025									
(c) Due date of AGM (DD/MM/YYYY)	30/09/2025									
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension										

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	62	Computer programming, consultancy and related activities	100

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

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

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1		216/5689/1599	Expleo Technology Germany GmbH, Germany	Holding	71.05
2		200107523G	Expleo Solutions Pte. Ltd, Singapore	Subsidiary	100
3		43-1961091	Expleo Solutions Inc., USA	Subsidiary	100
4		07211807	Expleo Solutions UK Ltd, UK	Subsidiary	100
5		1260847	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	32700000.00	15519739.00	15519739.00	15519739.00
Total amount of equity shares (in rupees)	327000000.00	155197390.00	155197390.00	155197390.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Share				
Number of equity shares	32700000	15519739	15519739	15519739
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	327000000	155197390	155197390	155197390

(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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	15519739	15519739.00	155197390	155197390	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify [Redacted]						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify [Redacted]			0			
At the end of the year	0.00	15519739.00	15519739.00	155197390.00	155197390.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify [Redacted]			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify [Redacted]			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

Class of shares		[Redacted]
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

Number of transfers

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Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			
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Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

10247957138

ii * Net worth of the Company

5621394461

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	11026058	71.05	0	0.00
10	Others			0	0.00
	Total	11026058.00	71.05	0.00	0

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3561320	22.95	0	0.00
	(ii) Non-resident Indian (NRI)	358872	2.31	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	294599	1.90	0	0.00
10	Others	278890	1.80	0	0.00
	Total	4493681.00	28.96	0.00	0

Total number of shareholders (other than promoters)

29368

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

29369.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	9553
2	Individual - Male	19521
3	Individual - Transgender	0
4	Other than individuals	295
	Total	29369.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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)	30280	29368
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	2	0	2	0	0
B Non-Promoter	1	4	1	4	0.04	0.00
i Non-Independent	1	0	1	0	0.04	0
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	6	1	6	0.04	0.00

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

10

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
VARADHARAJAN SRIDHAR	00082156	Director	0	
SRIVARDHINI KESHAVAMURTHY JHA	06373409	Director	0	
SHALINI KALSI KAMATH	06993314	Director	0	
. TANGIRALAS PHANI	AFTPT6714J	CEO	5730	
RALPH GILLESSEN	05184138	Director	0	
RAJESH KRISHNAMURTHY	08288884	Director	0	
. TANGIRALAS PHANI	01871595	Managing Director	5730	
NARAYANAN SUBRAMANIAM	00166621	Director	0	
. PERIAKARUPPAN	AGSPP5211C	CFO	0	
SESHADRI SAMPATH KUMAR	AIYPS4882N	Company Secretary	5	

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

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SHALINI KALSI KAMATH	06993314	Director	14/06/2024	Appointment
. TANGIRALAS PHANI	01871595	Managing Director	01/08/2024	Appointment
. TANGIRALAS PHANI	AFTPT6714J	CEO	01/08/2024	Appointment
BALAJI VISWANATHAN	06771242	Managing Director	31/08/2024	Cessation
BALAJI VISWANATHAN	AAJPB9445P	CEO	31/08/2024	Cessation
LILIAN JESSIE PAUL	02864506	Director	29/10/2024	Cessation

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/08/2024	29949	50	71.7

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2024	7	6	85.71
2	14/06/2024	7	5	71.43
3	01/08/2024	8	6	75
4	14/11/2024	7	6	85.71
5	06/02/2025	7	5	71.43
6	24/02/2025	7	6	85.71

C COMMITTEE MEETINGS

Number of meetings held

23

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2024	3	3	100
2	Audit Committee	14/06/2024	3	2	66.67
3	Audit Committee	01/08/2024	3	2	66.67

4	Audit Committee	14/11/2024	3	3	100
5	Audit Committee	06/02/2025	3	2	66.67
6	Audit Committee	24/02/2025	3	3	100
7	Nomination and Remuneration Committee	22/05/2024	5	4	80
8	Nomination and Remuneration Committee	14/06/2024	5	4	80
9	Nomination and Remuneration Committee	01/08/2024	5	4	80
10	Nomination and Remuneration Committee	14/11/2024	5	4	80
11	Nomination and Remuneration Committee	05/02/2025	5	4	80
12	Nomination and Remuneration Committee	24/02/2025	5	5	100
13	Stakeholders Relationship Committee	22/05/2024	4	4	100
14	Stakeholders Relationship Committee	01/08/2024	4	3	75
15	Stakeholders Relationship Committee	14/11/2024	4	4	100
16	Stakeholders Relationship Committee	05/02/2025	4	3	75
17	Corporate Social Responsibility Committee	02/05/2024	4	4	100
18	Corporate Social Responsibility Committee	25/07/2024	4	4	100
19	Corporate Social Responsibility Committee	25/10/2024	4	4	100
20	Corporate Social Responsibility Committee	23/01/2025	4	4	100
21	Risk Management Committee	10/05/2024	3	3	100
22	Risk Management Committee	28/10/2024	3	3	100
23	Risk Management Committee	05/02/2025	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	
								21/08/2025 (Y/N/NA)
1	RALPH GILLESSEN	6	6	100	6	5	83	Yes
2	RAJESH KRISHNAMURTHY	6	1	16	0	0	0	No
3	O. TANGIRALAS PHANI	3	3	100	6	6	100	Yes
4	NARAYANAN SUBRAMANIAM	6	5	83	19	15	78	Yes
5	VARADHARAJAN SRIDHAR	6	5	83	20	19	95	Yes
6	SRIVARDHINI KESHAVAMURTHY JHA	6	6	100	15	15	100	Yes
7	SHALINI KALSI KAMATH	4	4	100	7	7	100	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *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 Viswanathan	Managing Director	7723425	0	0	4509676	12233101.00
2	Mr. Phani Tangirala	Managing Director	10087000			4411652	14498652.00
	Total		17810425.00	0.00	0.00	8921328.00	26731753.00

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mr. Periakaruppan Palaniappan	CFO	11848028	0	0	2202923	14050951.00

2	Mr. S. Sampath Kumar	Company Secretary	3981600	0	0	651193	4632793.00
3	Mr. Phani Tangirala	CEO	10087000			4411652	14498652.00
	Total		25916628.00	0.00	0.00	7265768.00	33182396.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mr. Narayanan Subramaniam	Director	0	2803702	0	400000	3203702.00
2	Dr. Varadharajan Sridhar	Director	0	2803702	0	480000	3283702.00
3	Dr. Srivardhini Keshavamurthy Jha	Director	0	2803702	0	420000	3223702.00
4	Ms. Shalini Kalsi Kamath	Director	0	2235280	0	220000	2455280.00
5	Ms. Lilian Jessie Paul	Director	0	1636133	0	140000	1776133.00
	Total		0.00	12282519.00	0.00	1660000.00	13942519.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

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 (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

29369

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or Debenture holder Final.xlsxm

(b) Optional Attachment(s), if any

Covering Letter to ROC.pdf
ESL_MGT-8_2024-25.pdf**XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

EXPLEO SOLUTIONS
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;

2 maintenance of registers/records & making entries therein within the time prescribed therefor;

3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;

4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5 closure of Register of Members / Security holders, as the case may be.

6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

M Alagar

Date (DD/MM/YYYY)

17/10/2025

Place

Chennai

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

8*9*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

***(a) DIN/PAN/Membership number of Designated Person**

AIYPS4882N

***(b) Name of the Designated Person**

SESHADRI SAMPATH KUMAR

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 09 dated*

(DD/MM/YYYY) 15/10/2024 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*8*1*9*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

3*3*

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB8259658

eForm filing date (DD/MM/YYYY)

17/10/2025

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