

EXPLEO SOLUTIONS LIMITED

Registered Office: 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4,
Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof, for the time being in force) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and the Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India (SS-2) and any other laws and regulations applicable from time to time, that the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot by way of voting through electronic means (“remote e-voting”) only.

Special Resolution:

Appointment of Mr. Prashant Eknath Bramhankar (DIN:07439819) as Whole-time Director & Chief Operating Officer (Key Managerial Personnel) of the Company.

A copy of the Postal Ballot Notice, Explanatory Statement and remote e-voting instructions, can be downloaded from the following link:

Expleo Solutions Limited – Notice of Postal Ballot (<https://investors.expleo.com/corporate-governance/> - Postal Ballot - 2023-24)

A copy is also available on the website of the Company (<https://investors.expleo.com/>) and the website of Central Depository Services (India) Limited (“CDSL”) (www.evotingindia.com). The same is also available on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

In accordance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, May 12, 2023 (“Cut-Off Date”) received from the Depositories and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent / Depository Participant/ Depositories. Physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelops are not being sent to the Members for this Postal Ballot.

The voting rights of the Members shall be in proportion to their share of the paid-up Equity share capital of the Company as on the Cut-off Date i.e. Friday, May 12, 2023.

In terms of Regulation 44 of Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the relevant Rules and other applicable provisions, if any, the Company is providing its Members with the facility to exercise their right to vote on the proposed resolutions electronically through remote e-voting. The Company has entered into an agreement with CDSL for facilitating the e-voting. **The remote e-voting will commence on Monday, May 22, 2023 at 9:00 A.M. (IST) and will end on Tuesday, June 20, 2023 at 5:00 P.M. (IST).** The remote e-Voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R (Membership No. F11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600 018 as the scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The scrutinizer after completion of the scrutiny will submit his report to the Chairman or the Managing Director & CEO or to any other Director of the Company. Upon receipt of the report, result of the Postal Ballot held through remote e-voting would be announced by the Chairman or the Managing Director & CEO or by any other Director of the Company on Thursday, June 22, 2023 at 5.00 p.m. at the Registered Office of the Company. The results shall be intimated to the stock exchanges where the shares of the company are listed, and posted on Company’s Website at <https://investors.expleo.com/> and on the website of CDSL at www.evotingindia.com .

SPECIAL BUSINESS:

Item of Business requiring consent of shareholders through Postal Ballot:

1. Appointment of Mr. Prashant Eknath Bramhankar (DIN 07439819) as Whole-time Director & Chief Operating Officer (Key Managerial Personnel) of the Company.

To consider and if thought fit, to pass with or without modification(s), 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 recommendation 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. Prashant Eknath Bramhankar (DIN: 07439819) as the Whole-time Director & Chief Operating Officer (Key Managerial Personnel) of the Company for a period of 3 years from April 1, 2023 to March 31, 2026 on such terms and conditions including remuneration, as per the agreement to be entered into by the Company with Mr. Prashant Eknath Bramhankar and as set out hereunder:

I.	Salary Compensation:	Rs. 17,840,809/- Annually split into Fixed and Variable Part as below:
a.	Fixed Pay:	Rs. 11,746,369/- Annually
b.	Variable Pay:	Rs. 6,094,440/- 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.	Perquisites:	In addition to the salary, Mr. Prashant Eknath Bramhankar will be entitled to the following perquisites:
	a.	Group Mediciclaim Insurance cover is provided by the Company to himself and 5 (five) dependents for hospitalization.
	b.	Group Personal Accident Policy coverage is only for himself, up to an amount equivalent to 2 (two) times of annual cost to the Company. Group Term Life Insurance is only for himself, up to an amount equivalent to 2 (two) times annual cost to the Company. Insurance benefits provided to himself are over and above the total annual cost to the Company.
	c.	Company’s contribution to provident fund and pension / superannuation fund, as per the rules of the Company.
	d.	Payment of Gratuity is as per The Payment of Gratuity Act, 1972 and as per the rules of the Company, wherein, the employee must complete 5 (five) years of continuous service with the Company.

	e.	Over and above the benefits applicable to you as per the HR policies, you will be eligible for Company Car for use on Company's business purposes and use of private purposes. This benefit will continue as per the terms agreed at joining. The same will be dealt by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
	f.	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.
	g.	Leave encashment will be as per the policy of the Company.
IV.		The Board may revise the remuneration payable to the Whole-time Director & Chief Operating 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 Whole-time Director & Chief Operating Officer subject to the condition that the total remuneration by way of salary, perquisites 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.
V.		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 the Whole-time Director & Chief Operating 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 Whole-time Director & Chief Operating 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.
VI.		In the event of loss of office as Whole-time Director & Chief Operating Officer, the Whole-time Director & Chief Operating Officer 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.
VII.		The abovementioned remuneration allowed to the Whole-time Director & Chief Operating 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.
VIII.		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.
IX.		Mr. Prashant Eknath Bramhankar 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.
X.		Mr. Prashant Eknath Bramhankar shall exercise such of the powers as may be delegated from time to time by the Board of Directors.
XI.		The period of office of Mr. Prashant Eknath Bramhankar shall be liable to determination by retirement of directors by rotation. If Mr. Prashant Eknath Bramhankar is appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director & Chief Operating Officer and such reappointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director.
XII.		The appointment can be terminated by Mr. Prashant Eknath Bramhankar or by the Company, by either party giving to the other 3 (three) calendar months prior notice in writing.
XIII.		Mr. Prashant Eknath Bramhankar can resign from the above position before the conclusion of the service period, by giving the company 3 (three) calendar months' notice in writing or by obtaining prior approval of the Board of Directors. In such an event 'Compensation' as mentioned in clause XI 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. Prashant Eknath Bramhankar in such manner as may be agreed between the Board of Directors and Mr. Prashant Eknath Bramhankar and within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation 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. Prashant Eknath Bramhankar, the remuneration mentioned in the above referred service agreement shall be paid to Mr. Prashant Eknath Bramhankar 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. Prashant Eknath Bramhankar 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. Desikan Narayanan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

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

**S. Sampath Kumar
Company Secretary & Compliance Officer**

Date : May 12, 2023

Place: Chennai

Notes:

- 1. A statement Annexed to the Postal Ballot Notice and as required under Section 102, 110 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, as amended, setting out material facts and reasons for the aforesaid Special Resolution is appended herewith.**
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto. The relevant details pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment, is also annexed.
3. The Board of Directors on May 12, 2023 has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R (Membership No. F11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, Chennai as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
4. In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, May 12, 2023 (“Cut-off date”)** and who have registered their e-mail addresses with the Company or with the Depositories.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **“Cut-off date”**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company’s website <https://investors.expleo.com/corporate-governance/> - postal ballot – 2023-24 and also on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com and on the website at CDSL at www.evotingindia.com.
- 6. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.**

7. The Scrutinizer shall submit the results of the remote e-voting along with his report to the Chairman or any other Directors of the Board upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Thursday, June 22, 2023. The said results along with the Scrutinizer's Report would be uploaded on the website of the Company <https://investors.expleo.com/corporate-governance/> - postal ballot – 2023-24 and also would be communicated to the Stock Exchanges at www.bseindia.com and www.nseindia.com and Central Depository Services (India) Limited ("**CDSL**") at www.evotingindia.com. The Company will also display the results of the Postal Ballot on the notice board of the Company at its Registered Office at 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096 within 2 days from the submission of the report by the Scrutinizer. The results shall also be communicated to the stock exchanges and the same shall also be intimated to the general public through press release in newspapers.
8. A Special Resolution to be considered as duly passed must receive not less than three times of the votes cast in favour of the resolution. Such votes may be cast by Postal Ballot Remote E-voting.
9. The Resolution, if passed by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members of the Company. Further in terms of Clause 16.6.3. of Secretarial Standard–2, the resolution will be deemed to have been passed on the last day of voting, i.e. Tuesday, June 20, 2023.
10. As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited. A Member cannot exercise his vote by proxy on postal ballot.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting i.e. Tuesday, June 20, 2023.

Instruction for Remote e-voting

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to enable the Shareholders to cast their votes electronically.

The instructions for shareholders for remote e-voting 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.

- a) The remote e-voting period commences from 9:00 A.M. (IST) on **Monday, May 22, 2023** and ends at 5.00 P.M. (IST) on **Tuesday, June 20, 2023**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, May 12, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 its 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 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.

d) 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 aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in 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 who have opted for CDSL 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsd.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.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at: https://eservices.nsd.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.nsd.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 hold 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 website for casting your vote during the remote e-Voting period.

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

e) 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.: 1800 1020 990 and 1800 22 44 30

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.

- f) 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.
- g) 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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) 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.
- j) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <EXPLEO SOLUTIONS LIMITED> on which you choose to vote.
- l) 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.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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.
- r) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- s) 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 investors.expleosol@expleogroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

t) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 investors.expleosol@expleogroup.com / RTA at investor@cameoindia.com.
2. For Demat shareholders:- Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding remote 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, Sr. 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.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the rules made thereunder, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards on General Meetings (SS-2).

Item no.1:

The Board of Directors of the Company at their meeting held on Tuesday, April 11, 2023, based on the recommendations of Nomination and Remuneration Committee of the Board, had appointed Mr. Prashant Eknath Bramhankar (DIN - 07439819) as Whole-time Director & Chief Operating Officer (Key Managerial Personnel) with effect from April 1, 2023 for a period of 3 years, subject to the approval of the Shareholders at the General Meeting.

Profile of Mr. Prashant Eknath Bramhankar (DIN – 07439819):

Mr. Prashant Eknath Bramhankar is the Whole-Time Director & Chief Operating Officer of Expleo Solutions Limited.

Mr. Prashant is a Mechanical Engineer, started his career in 1988 with Premier Automobiles, spent 10 years with Indian Automotive companies including Tata Motors. He also spent 16 years with Siemens Industry Software in multiple capacities in Software Product Development environment.

Mr. Prashant joined SQS in 2015 to head the global “Automotive and Manufacturing” business, post SQS merger with Assystem, he is focusing on running the two group subsidiaries in India focused on Software Quality and Engineering services.

He is very passionate towards the new areas in Engineering, especially in Automotive.

Mr. Prashant Eknath Bramhankar does not hold any equity shares in the Company.

Companies (including listed companies) / Body Corporate (other than Expleo Solutions Limited) in which Mr. Prashant Eknath Bramhankar holds directorships and committee memberships as on date and during the past three years are as under:

Directorships:

None

Chairman of Board Committees:

None

Member of Board Committees:

None

Mr. Prashant Eknath Bramhankar (DIN - 07439819), was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from September 1, 2021. The Members of the Company at the Annual General Meeting held on August 11, 2022 appointed him as Non-Executive Director and was liable to retire by rotation.

Mr. Prashant was also in whole time employment of Expleo India Infosystems Private Limited (“EI IPL”) as its Chief Operating Officer.

Consequent to the Amalgamation of Expleo India Infosystems Private Limited, Expleo Technologies India Private Limited, Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited with Expleo Solutions Limited, Mr. Prashant Eknath Bramhankar, by virtue of him being in whole time employment of EI IPL, which is one of the Transferor Companies, becomes an employee of Expleo Solutions Limited from the date on which the Order of NCLT approving the Scheme was filed by the Company with the Registrar of Companies, Chennai, i.e., April 1, 2023.

As per Companies Act, 2013, any director in whole-time employment of the Company shall be construed to be a whole-time director. Hence, Mr. Prashant Eknath Bramhankar will be construed to be a Whole-time Director on the Board of the Company with effect from April 1, 2023.

As per the Scheme, all employees of the Transferor Companies as on the Effective Date shall become the employees of the Transferee Company on the terms and conditions not less favourable than those on which they were engaged by the Transferor Company and without any interruption of or break in service. The past services of the employees and benefits to which the employees were entitled

in the Transferor Company be considered for the purpose of payment of any compensation, gratuity and other terminal benefits by the Transferee Company.

Towards the above, the Company has received a proposal from Expleo Technology Germany GmbH, Promoter, proposing the appointment of Mr. Prashant Eknath Bramhankar as Whole-time Director & Chief Operating Officer (Key Managerial Personnel) of the Company for a period of 3 years with effect from April 1, 2023.

Approval of the Members is being sought for the appointment of Mr. Prashant Eknath Bramhankar as Whole-time Director & Chief Operating Officer and recommending and approving the terms of appointment by the Nomination and Remuneration Committee and approved by the Board of Directors in their meeting held on April 11, 2023.

Mr. Prashant Eknath Bramhankar is not related to any other Directors, Manager and other Key Managerial Personnel of the Company.

During the FY – 2022-23, Mr. Prashant Eknath Bramhankar has attended 7 Board Meeting as Non-Executive Director of the Company.

The terms and conditions of appointment are set out in the resolution to the Notice.

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

Except Mr. Prashant Eknath Bramhankar, 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 resolution set out at Item No.1 of the Notice.

This Explanatory Statement together with the accompanying notice may also be regarded as a 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).

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended, the Board recommends the Special Resolution set out at item no.1 of the accompanying Notice for the approval of the Members.

Pursuant to Section 190 of the Companies Act, 2013, as amended, a copy of the draft service Agreement referred to in the Special Resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to Tuesday, June 20, 2023.

By order of the Board of Directors

For Expleo Solutions Limited

S. Sampath Kumar

Company Secretary & Compliance Officer

Date : May 12, 2023

Place: Chennai