



Scrutinizer's Report on Postal Ballot

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

To,
The Chairman
M/s. Expleo Solutions Limited
6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4,
Rajiv Gandhi Salai (OMR),
Kandanchavadi, Chennai – 600 096.

Dear Sir,

Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the Notice dated February 07, 2024, through Postal Ballot.

1. We, V Suresh Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of Expleo Solutions Limited (“the Company”) on the resolution contained in postal ballot notice dated February 07, 2024 for the purpose of scrutinizing the Postal Ballot voting process in compliance with provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard-2 on General Meetings ('SS-2') issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as “SEBI Circulars”).



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot process through remote e- voting, on the resolutions contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules thereunder. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the authorized agency engaged by the Company.
3. We, submit herewith our report on the results of remote e-voting together with postal ballot as under:-
 1. The Postal Ballot Notices were sent through email and by registered parcel post on February 19, 2024 to all the Shareholders, whose name(s) were appearing in the Register of Members/list of beneficiaries records as on Friday, February 09, 2024.
 2. The Postal Ballot Notice was also available on the Company's website at <https://investors.expleo.com>, website of stock exchanges where equity shares of the Company are listed i.e. "BSE Limited " and "National Stock Exchange of India Limited" at www.bseindia.com and www.nseindia.com, respectively, and the website of CDSL (agency for providing the remote e-Voting facility) i.e. <https://www.evotingindia.com/>.
 3. Postal Ballot has been conducted in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 4. The Public Advertisement with respect to dispatch of Notices and conducting of remote e-voting was published in an English Newspaper "Financial Express" and vernacular newspaper "Makkal Kural" having a wide circulation, in their respective editions dated February 20, 2024.
 5. The Company has provided the remote e-voting facility for its members through CDSL, to enable them to cast their votes electronically.
 6. The remote e-voting period commenced on Wednesday, February 21, 2024, 9.00 AM (IST) and ended on Thursday, March 21, 2024, 5.00 PM (IST). The votes casted through remote e-voting facility by members of the Company till Thursday, March 21, 2024, 5.00 PM (IST), being the last date and time fixed by the Company for remote e-voting were considered for our scrutiny.
 7. The Members of the Company as on the "cut-off" date i.e. Friday, 09th February, 2024 were entitled to vote on the resolutions in the Postal Ballot Notice.



8. All Corporate Members have provided the copy of the resolution passed by their Board of Directors for authorization to exercise their votes except one.
9. After close of remote e-voting, the votes cast were unblocked on Thursday, March 21, 2024, in the presence of two witnesses, who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ("CDSL") (i.e.) <https://www.evotingindia.com/> based on such reports the results of the e-voting is generated.

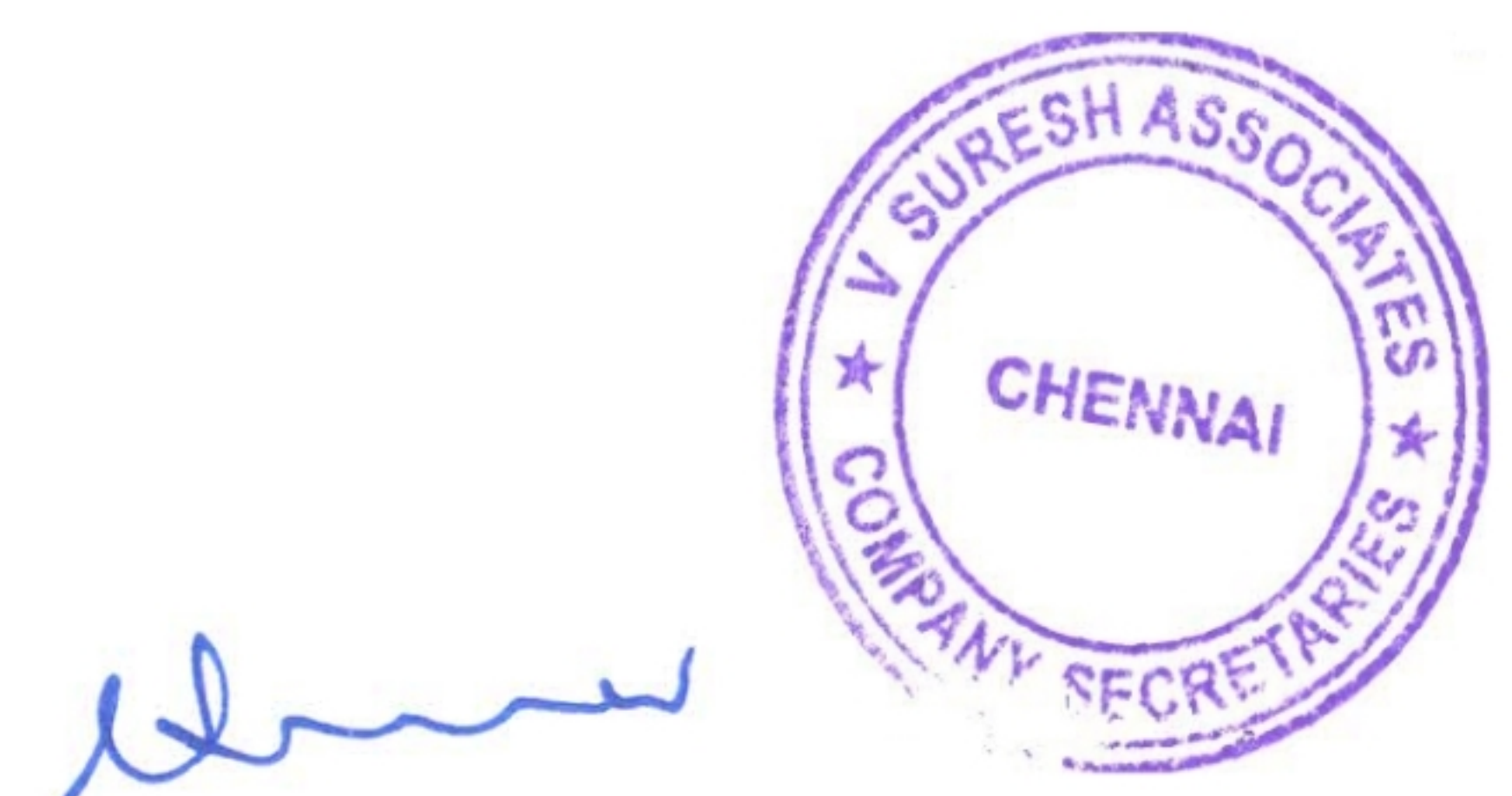
10. We submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from M/s. Central Depository Services (India) Limited (CDSL) website as under:

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 1: <i>Special Business</i> Special Resolution. Appointment of Mr. Narayanan Subramaniam (DIN - 00166621) as Independent Director (Non-Executive) of the Company								
E-Voting	1,11,93,761	118	1,11,74,319	99.83	10	19,442	0.17	2
Postal Ballot	-	-	-	-	-	-	-	-
Total	1,11,93,761	118	1,11,74,319	99.83	10	19,442	0.17	2



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		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 2: <u>Special Business</u> Special Resolution. Appointment of Dr. Srivardhini Keshavamurthy Jha (DIN - 06373409) as Independent Director (Non-Executive) of the Company.								
E-Voting	1,11,93,761	121	1,11,93,250	99.99	7	511	0.01	2
Postal Ballot	-	-	-	-	-	-	-	-
Total	1,11,93,761	121	1,11,93,250	99.99	7	511	0.01	2

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		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 3: <u>Special Business</u> Special Resolution. Appointment of Dr. Varadharajan Sridhar (DIN - 00082156) as Independent Director (Non-Executive) of the Company.								
E-Voting	1,11,93,761	120	1,11,93,244	99.99	8	517	0.01	2
Postal Ballot	-	-	-	-	-	-	-	-
Total	1,11,93,761	120	1,11,93,244	99.99	8	517	0.01	2



Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 4: <u>Special Business</u> Special Resolution. Payment of remuneration to Directors other than Managing Director or Whole-time Director								
E-Voting	1,11,93,763	114	1,11,90,625	99.97	15	3,138	0.03	-
Postal Ballot	-	-	-	-	-	-	-	-
Total	1,11,93,763	114	1,11,90,625	99.97	15	3,138	0.03	-

11. The Resolutions are passed as Special Resolution with requisite majority.
12. The Resolutions are deemed to be passed on the last date of e-voting, i.e, March 21, 2024.
13. You may accordingly declare the result of the voting by Postal Ballot.
14. The electronic data and all other relevant records related to remote e-voting shall remain in my safe custody until the Chairman consider, approves and signs the minutes of proceedings of Postal Ballot and thereafter the same will be handed over to the Chairman for safe keeping.

Place : Chennai
Date : 21.03.2024

For Expleo Solutions Limited

Balaji Viswanathan
Managing Director and CEO
DIN: 06771242



For V Suresh Associates

V Suresh
Senior Partner
Practising Company Secretary
M.No.F 2969
C. P. NO.6032
Peer Review Cert.No:667/2020
UDIN: F002969E003617844