



**Scrutinizer's Report**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the  
Companies (Management and Administration) Rules, 2014, as amended]**

To,  
The Chairman of the Annual General Meeting  
**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,

**Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions  
of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014 and amendments thereto and in  
accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015 for the 26<sup>th</sup> Annual General Meeting of  
M/s. Expleo Solutions Limited, held on August 29, 2024, Thursday, at 11:00 A.M, through  
video conferencing ('VC') / other audio visual means ('OAVM').**

We, V Suresh Associates, Practising Company Secretaries, have been appointed by the Board of Directors of M/s. Expleo Solutions Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the notice dated August 1, 2024 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, and 21/2021 dated December 14, 2021 Circular No 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and 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 the SEBI vide its Circular No. SEBI /HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 26<sup>th</sup> Annual General Meeting of M/s. Expleo Solutions Limited, held on August 29, 2024, Thursday, at 11:00 A.M, through video conferencing ('VC') / other audio visual means ('OAVM').

We were also appointed as Scrutinizer to scrutinize the remote e-voting process during the said Annual General Meeting.

  
  
V SURESH ASSOCIATES  
PRACTISING COMPANY SECRETARIES  
CHENNAI

The notice dated August 1, 2024, was sent to the shareholders in respect of the below mentioned resolutions passed at the 26<sup>th</sup> Annual General Meeting of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the aforesaid MCA & SEBI Circulars.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in English newspaper "Financial Express" and in a vernacular newspaper "Makkal Kural" edition dated August 7, 2024.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 26<sup>th</sup> Annual General Meeting of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Monday, August 26, 2024 (9.00 A.M.) and ends on Wednesday, August 28, 2024 (5.00 P.M.). (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

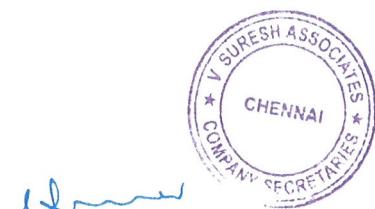
The Company had also provided remote e-voting facility to the shareholders present at the Annual General Meeting through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "Cut-off" date, i.e. Thursday, August 22, 2024, were entitled to vote on the resolutions (items nos. 1 to 8 as set out in the notice of the 26<sup>th</sup> Annual General Meeting of the Company.)

After the closure of remote e-voting at the Annual General Meeting, the report on voting done at the Annual General Meeting and the votes cast under remote e-voting facility prior to the Annual General Meeting were unblocked and were counted.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited ("CDSL"), (i.e.) <https://www.evotingindia.com> and remote e-voting at the Annual General Meeting, was prepared.

The consolidated results are as follows:



### Resolution No 1: Ordinary Business

**Ordinary Resolution:** Adoption of the audited Standalone & Consolidated financial statements for the financial year ended March 31, 2024, together with the reports of the Board of Directors' and Auditors' thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	1,14,45,902	108	1,14,45,892	99.99	1	10	0.01	-	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>1,14,47,394</b>	<b>112</b>	<b>1,14,46,284</b>	<b>99.99</b>	<b>2</b>	<b>1,110</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

### Resolution No 2: Ordinary Business

**Ordinary Resolution:** Appointment of a Director in place of Mr. Ralph Gillessen (DIN: 05184138) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	1,14,45,902	106	1,14,45,858	99.99	3	44	0.01	-	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>1,14,47,394</b>	<b>110</b>	<b>1,14,46,250</b>	<b>99.99</b>	<b>4</b>	<b>1,144</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

### Resolution No 3: Special Business

**Ordinary Resolution:** Appointment of Statutory Auditors to fill casual vacancy.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	1,14,45,902	107	1,14,45,888	99.99	2	14	0.01	-	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>1,14,47,394</b>	<b>111</b>	<b>1,14,46,280</b>	<b>99.99</b>	<b>3</b>	<b>1,114</b>	<b>0.01</b>	<b>-</b>	<b>-</b>



**Resolution No 4: Special Business**

**Ordinary Resolution: Appointment of Statutory Auditors and fix their remuneration.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	1,14,32,476	107	1,14,32,466	99.99	1	10	0.01	-	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>1,14,33,968</b>	<b>111</b>	<b>1,14,32,858</b>	<b>99.99</b>	<b>2</b>	<b>1,110</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

**Resolution No 5: Special Business**

**Ordinary Resolution: Appointment of Mr. Phani Tangirala (DIN: 01871595) as Director of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	1,14,39,430	106	1,14,36,170	99.97	2	3,260	0.03	-	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>1,14,40,922</b>	<b>110</b>	<b>1,14,36,562</b>	<b>99.96</b>	<b>3</b>	<b>4,360</b>	<b>0.04</b>	<b>-</b>	<b>-</b>

**Resolution No 6: Special Business**

**Special Resolution: Appointment of Mr. Phani Tangirala (DIN: 01871595) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	1,14,45,902	106	1,14,41,537	99.96	3	4,365	0.04	-	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>1,14,47,394</b>	<b>110</b>	<b>1,14,41,929</b>	<b>99.95</b>	<b>4</b>	<b>5,465</b>	<b>0.05</b>	<b>-</b>	<b>-</b>



*[Signature]*

**Resolution No 7: Special Business**

**Special Resolution: Appointment of Ms. Shalini Kalsi Kamath - (DIN: 06993314) as Independent Director (Non-Executive) of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	1,14,45,902	108	1,14,45,892	99.99	1	10	0.01	-	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>1,14,47,394</b>	<b>112</b>	<b>1,14,46,284</b>	<b>99.99</b>	<b>2</b>	<b>1,110</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

**Resolution No 8: Special Business**

**Ordinary Resolution: Approval of Related Party Transactions.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	3,99,946	103	3,99,893	99.99	3	53	0.01	1,10,26,058	-
E-voting at AGM	1,492	4	392	26.27	1	1,100	73.73	-	-
<b>TOTAL</b>	<b>4,01,438</b>	<b>107</b>	<b>4,00,285</b>	<b>99.71</b>	<b>2</b>	<b>1,153</b>	<b>0.29</b>	<b>1,10,26,058</b>	<b>-</b>

All the resolutions have been passed with requisite majority.

Thanking you,  
Yours faithfully,

Place: Chennai  
Date: 29.08.2024



For V Suresh Associates

V Suresh  
Senior Partner  
Practising Company Secretaries  
Membership No. 2969  
CP No. 6032  
UDIN: F002969F001072675

For Expleo Solutions Limited

Ralph Gillesen  
Chairman and Non-Executive Director  
DIN : 05184138