



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 Chairperson 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 28th Annual General Meeting of M/s. Expleo Solutions Limited, held on Wednesday, August 26, 2026, at 03.30 P.M, IST, 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 July 28, 2026, 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, and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025, 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, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3 2024, issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 28th Annual General Meeting of M/s. Expleo Solutions Limited, held on Wednesday, August 26, 2026, at 03.30 P.M, IST, 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.




The notice dated July 28, 2026, was sent to the shareholders in respect of the below mentioned resolutions passed at the 28th 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 July 31, 2026.

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 28th 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 Saturday, August 22, 2026, (9.00 A.M.) and ended on Tuesday, August 25, 2026, (5.00 P.M.) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in the 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. Wednesday, August 19, 2026, were entitled to vote on the resolutions (items nos. 1 to 3 as set out in the notice of the 28th 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 the 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, 2026, 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	1,12,42,085	75	1,12,42,062	99.99	3	23	0.01	-	-
E-voting at AGM	19,909	2	19,909	100.00	-	-	-	-	-
TOTAL	1,12,61,994	77	1,12,61,971	99.99	3	23	0.01	-	-

Resolution No 2: Ordinary Business

Ordinary Resolution: *Appointment of Mr. Phani Tangirala (DIN: 01871595) 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	1,12,42,085	75	1,12,42,062	99.99	3	23	0.01	-	-
E-voting at AGM	19,909	2	19,909	100.00	-	-	-	-	-
TOTAL	1,12,61,994	77	1,12,61,971	99.99	3	23	0.01	-	-

 

Resolution No 3: Ordinary Business

Ordinary Resolution: Declaration of Final Dividend of Rs.110/- per share of the face value of Rs.10/- for the financial year 2025-26.

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	1,12,42,090	75	1,12,42,015	99.99	4	75	0.01	-	-
E-voting at AGM	19,909	2	19,909	100.00	-	-	-	-	-
TOTAL	1,12,61,999	77	1,12,61,924	99.99	4	75	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,
Yours faithfully,

For V Suresh Associates



V Suresh
Senior Partner
Practising Company Secretaries
Membership No. 2969
CP No. 6032
UDIN: F002969H001240128



For Expleo Solutions Limited



Phani Tangirala
Managing Director & CEO
DIN: 01871595

Place: Chennai
Date: 27th August 2026