

General information about company

Scrip code	533121
NSE Symbol	EXPLEOSOL
MSEI Symbol	
ISIN	INE201K01015
Name of the entity	EXPLEO SOLUTIONS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																										
Whether the listed entity has a Regular Chairperson																										
Is there any change in information of board of directors compare to previous quarter																										
Whether Chairperson is related to MD or CEO																										
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	Ralph Gillissen	ZZZZ29999Z	05184138	Non-Executive - Non Independent Director	Chairperson related to Promoter		27-06-1969	No				Active	NA		09-08-2018					1	0	0	0		
2	Mr	K. Kumar	AFMPK9678R	02343860	Non-Executive - Independent Director	Not Applicable		22-05-1957	No				Active	NA		17-09-2008	01-04-2019		60.00	1	1	2	1			
3	Mr	Balaji Viswanathan	AAJPB9445P	06771242	Executive Director	Not Applicable	CEO-MD	12-08-1971	No				Active	NA		01-09-2018					1	0	0	0		
4	Mr	Rajesh Krishnamurthy	AEWPM6776K	08288884	Non-Executive - Non Independent Director	Not Applicable		07-07-1970	No				Active	NA		01-09-2020					1	0	0	0		
5	Ms	Lilian Jessie Paul	ADQPP4942D	02864506	Non-Executive - Independent Director	Not Applicable		02-05-1970	No				Active	NA		30-10-2014	30-10-2019		60.00	4	4	4	1			
6	Mr	Prashant Eknath Bramhankar	AALPB5246L	07439819	Non-Executive - Non Independent Director	Not Applicable		05-05-1970	No				Active	NA		01-09-2021					1	0	0	0		
7	Mr	S. Rajagopalan	AAXPB7717G	01584674	Non-Executive - Independent Director	Not Applicable		30-06-1955	No				Active	NA		17-09-2008	01-04-2019		60.00	1	1	2	1			
8	Mr	Rajiv Kuchhal	ACRPK2447C	02257381	Non-Executive - Independent Director	Not Applicable		08-07-1965	No				Active	NA		21-09-2011	01-04-2019		60.00	1	1	1	0			
9	Mr	Ulrich Baumer	ZZZZ29999Z	06763831	Non-Executive - Independent Director	Not Applicable		31-05-1970	No				Active	NA		27-12-2013	01-04-2019		60.00	1	1	0	0			

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02343860	K. Kumar	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	01584674	S. Rajagopalan	Non-Executive - Independent Director	Member	01-04-2019		
3	02257381	Rajiv Kuchhal	Non-Executive - Independent Director	Member	01-04-2019		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02343860	K. Kumar	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	01584674	S. Rajagopalan	Non-Executive - Independent Director	Member	01-04-2019		
3	02257381	Rajiv Kuchhal	Non-Executive - Independent Director	Member	01-04-2019		
4	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	18-05-2022		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01584674	S. Rajagopalan	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	02343860	K. Kumar	Non-Executive - Independent Director	Member	01-04-2019		
3	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	30-10-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02257381	Rajiv Kuchhal	Non-Executive - Independent Director	Chairperson	20-05-2021		
2	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	20-05-2021		
3	06771242	Balaji Viswanathan	Executive Director	Member	20-05-2021		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01584674	S. Rajagopalan	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	02343860	K. Kumar	Non-Executive - Independent Director	Member	01-04-2019		
3	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	30-10-2019		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1		10-11-2022			Yes	9	8	5
2		11-01-2023	61		Yes	9	7	4
3		14-02-2023	33		Yes	9	8	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	02-12-2022				Yes	3	2	2	0
2	Audit Committee	11-01-2023	39			Yes	3	3	3	0
3	Audit Committee	14-02-2023	33			Yes	3	3	3	0
4	Stakeholders Relationship Committee	09-11-2022				Yes	3	2	2	0
5	Stakeholders Relationship Committee	13-02-2023	95			Yes	3	2	2	0
6	Nomination and remuneration committee	16-12-2022				Yes	4	4	4	0
7	Nomination and remuneration committee	13-02-2023	58			Yes	4	3	3	0
8	Corporate Social Responsibility Committee	28-10-2022				Yes	3	3	3	0
9	Corporate Social Responsibility Committee	24-01-2023	87			Yes	3	3	3	0
10	Risk Management Committee	19-10-2022				Yes	3	3	2	0
11	Risk Management Committee	30-03-2023	161			Yes	3	3	2	0

Annexure 1

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://investors.expleo.com/about-us/
2	Terms and conditions of appointment of independent directors	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Terms-of-Appointment-of-Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes		https://investors.expleo.com/corporate-governance/
4	Code of conduct of board of directors and senior management personnel	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Code-of-Conduct-for-Board-of-Directors-and-SMPs.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://investors.expleo.com/financial/
7	Policy on dealing with related party transactions	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Policy-on-Materiality-of-Related-Party-Transactions-1.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Policy-for-Determining-Material-Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Details-of-Familiarisation-Programmes-for-Independent-Directors.pdf

10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://investors.expleo.com/media-center/
11	email address for grievance redressal and other relevant details	Yes		https://investors.expleo.com/media-center/
12	Financial results	Yes		https://investors.expleo.com/financial/
13	Shareholding pattern	Yes		https://investors.expleo.com/corporate-governance/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://investors.expleo.com/media-center/
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://investors.expleo.com/media-center/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://investors.expleo.com/corporate-governance/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://investors.expleo.com/financial/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://investors.expleo.com/disclosures-under-regulation-46-of-the-lodr/
21	Materiality Policy as per Regulation 30	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Policy-on-Materiality-of-Related-Party-Transactions-1.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://investors.expleo.com/wp-content/documents/corporate-governance/corporate-governance-policies/Dividend-Distribution-Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://investors.expleo.com/
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	

26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				

Annexure II**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II

1	Name of signatory	S. Sampath Kumar
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			The Figure should be mentioned in Actual INR only
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in			
Name			
Designation			
Place			
Date			

Signatory Details

Name of signatory	S. Sampath Kumar
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	21-04-2023