

General information about company

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|--|---|
| Scrip code | 533121 |
| NSE Symbol | EXPLEOSOL |
| MSEI Symbol | |
| ISIN | INE201K01015 |
| Name of the entity | Expleo Solutions Limited (formerly known as SQS India BFSI Limited) |
| Date of start of financial year | 01-04-2020 |
| Date of end of financial year | 31-03-2021 |
| Reporting Quarter | Quarterly |
| Date of Report | 30-06-2020 |
| Risk management committee | Not 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 | | | | | | | | | | | | | | | | | | | | |
| No | | | | | | | | | | | | | | | | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | | | | | | | | | |
| No | | | | | | | | | | | | | | | | | | | | |
| 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 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 | K. Kumar | AFMPK9678R | 02342860 | Non-Executive - Independent Director | Chairperson | | 22-05-1957 | NA | | 17-09-2008 | 01-04-2019 | | 60 | 1 | 1 | 2 | 1 | | |
| 2 | Mr | Balaji Viswanathan | AAJPB8445P | 06771242 | Executive Director | Not Applicable | CEO-MD | 08-12-1971 | NA | | 01-09-2018 | | | | 1 | 0 | 0 | 0 | | |
| 3 | Mr | Olivier Aldrin | ZZZZ2999Z | 08345218 | Non-Executive - Non Independent Director | Not Applicable | | 19-02-1965 | NA | | 31-01-2019 | | | | 1 | 0 | 0 | 0 | | |
| 4 | Ms | Lilian Jessie Paul | ADQPP4942D | 02864506 | Non-Executive - Independent Director | Not Applicable | | 05-02-1970 | NA | | 30-10-2014 | 30-10-2019 | | 60 | 3 | 3 | 3 | 0 | | |
| 5 | Mr | Martin Hodgson | ZZZZ2999Z | 08720176 | Non-Executive - Non Independent Director | Not Applicable | | 30-04-1960 | NA | | 09-04-2020 | | | | 1 | 0 | 0 | 0 | | |
| 6 | Mr | S. Rajagopalan | AAXP8717G | 01584674 | Non-Executive - Independent Director | Not Applicable | | 30-06-1955 | NA | | 17-09-2008 | 01-04-2019 | | 60 | 1 | 1 | 2 | 1 | | |
| 7 | Mr | Rajiv Kuchhal | ACRPK2447C | 02257381 | Non-Executive - Independent Director | Not Applicable | | 07-08-1965 | NA | | 21-09-2011 | 01-04-2019 | | 60 | 1 | 1 | 1 | 0 | | |
| 8 | Mr | Ralph Gillissen | ZZZZ2999Z | 05184138 | Non-Executive - Non Independent Director | Not Applicable | | 27-06-1969 | NA | | 09-08-2018 | | | | 1 | 0 | 0 | 0 | | |
| 9 | Mr | Ulrich Baumer | ZZZZ2999Z | 06763831 | Non-Executive - Independent Director | Not Applicable | | 31-05-1970 | NA | | 27-12-2013 | 01-04-2019 | | 60 | 1 | 1 | 0 | 0 | | |

| Annexure 1 | |
|--|--|
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | |

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 June 30, 2020.
3. Date of Cessation must be for the current quarter only, i.e. October 1,2019 to December 31,2019.

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 | Mr. K. Kumar | Non-Executive - Independent Director | Chairperson | 01-04-2019 | | |
| 2 | 01584674 | Mr. S. Rajagopalan | Non-Executive - Independent Director | Member | 01-04-2019 | | |
| 3 | 02257381 | Mr. 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 | Mr. K. Kumar | Non-Executive - Independent Director | Chairperson | 01-04-2019 | | |
| 2 | 01584674 | Mr. S. Rajagopalan | Non-Executive - Independent Director | Member | 01-04-2019 | | |
| 3 | 02257381 | Mr. 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

| 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 | Mr. S. Rajagopalan | Non-Executive - Independent Director | Chairperson | 01-04-2019 | | |
| 2 | 02343860 | Mr. K. Kumar | Non-Executive - Independent Director | Member | 01-04-2019 | | |
| 3 | 02864506 | Ms. Lilian Jessie Paul | Non-Executive - Independent Director | Member | 30-10-2019 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | | | | | | | |
| 2 | | | | | | | |
| 3 | | | | | | | |

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 | Mr. S. Rajagopalan | Non-Executive - Independent Director | Chairperson | 01-04-2019 | | |
| 2 | 02343860 | Mr. K. Kumar | Non-Executive - Independent Director | Member | 01-04-2019 | | |
| 3 | 02864506 | Ms. 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 explanatory

| Sr | 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) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|---|---|------------------------------|--|------------------------------|---|
| 1 | 30-01-2020 | | | Yes | 7 | 4 |
| 2 | 28-05-2020 | 118 | | Yes | 8 | 5 |

* to be filled in only for the current quarter meetings

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) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|---|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| 1 | Audit Committee | 29-01-2020 | | | | Yes | 3 | 3 |
| 2 | Audit Committee | 27-05-2020 | | | | Yes | 3 | 3 |
| 3 | Nomination and remuneration committee | 29-01-2020 | | | | Yes | 3 | 3 |
| 4 | Nomination and remuneration committee | 27-05-2020 | | | | Yes | 3 | 3 |
| 5 | Stakeholders Relationship Committee | 29-01-2020 | | | | Yes | 3 | 3 |
| 6 | Stakeholders Relationship Committee | 27-05-2020 | | | | Yes | 3 | 3 |
| 7 | Corporate Social Responsibility Committee | 07-01-2020 | | | | Yes | 3 | 3 |
| 8 | Corporate Social Responsibility Committee | 13-04-2020 | | | | Yes | 3 | 3 |

* to be filled in only for the current quarter meetings

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 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 500 listed entities) | NA |
| 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 1 | | |
|------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | S. Sampath Kumar |
| 2 | Designation | Company Secretary and Compliance Officer |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | S. Sampath Kumar |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Chennai |
| Date | 10-07-2020 |