

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	Half Yearly
Date of Report	30-09-2022
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 related to Promoter					Disqualification of Directors under section 164 of the Companies Act, 2013																				
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 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 Gilllesen	ZZZZ9999Z	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	AAJP89445P	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	5	5	4	0		
6	Mr	Prashant Eknath Bramha	AALP85246L	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	AAXPR7717G	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	ZZZZ9999Z	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						

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		18-05-2022			Yes	9	9	5
2		17-06-2022	29		Yes	9	6	3
3		14-07-2022	26		Yes	9	7	4
4		11-08-2022	27		Yes	9	7	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 as on date of the meeting	Number of Directors (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	18-05-2022				Yes	3	3	3	0
2	Audit Committee	17-06-2022	29			Yes	3	3	3	0
3	Audit Committee	14-07-2022	26			Yes	3	3	3	0
4	Audit Committee	10-08-2022	26			Yes	3	3	3	0
5	Stakeholders Relationship Committee	17-05-2022				Yes	3	3	3	0
6	Stakeholders Relationship Committee	10-08-2022	84			Yes	3	3	3	0
7	Nomination and remuneration committee	17-05-2022				Yes	3	3	3	0
8	Nomination and remuneration committee	10-08-2022	84			Yes	4	4	4	0
9	Corporate Social Responsibility Committee	04-05-2022				Yes	3	2	2	0
10	Corporate Social Responsibility Committee	27-07-2022	83			Yes	3	2	2	0
11	Risk Management Committee	30-08-2022	33			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 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 III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Additional Half yearly Disclosure			
Applicability of disclosure	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	240000000.00	243765616.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(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 debt			
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	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	Nil	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00
(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	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	Nil	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00
(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		Yes	
Name	Desikan Narayanan		
Designation	CFO		
Place	Chennai		
Date	21-10-2022		

Signatory Details

Name of signatory	S. Sampath Kumar
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	21-10-2022