

General information about company	
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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter ended date only

**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	AFMPK6788	02343860	Non-Executive - Independent Director	Not Applicable		22-05-1957	NA		17-09-2008				60	1	1	2		
2	Mr	Babai Vishwanathan	AAIP86445P	06771242	Executive Director	Not Applicable	CEO-MD	08-12-1971	NA		01-09-2018	01-04-2019				1	0	0		
3	Mr	Olivier Aldrin	ZZZZ29999Z	08345218	Non-Executive - Non Independent Director	Not Applicable		19-02-1965	NA		31-01-2019					1	0	0	154	
4	Ms	Lilian Jessie Paul	ADQP94942D	02864506	Non-Executive - Independent Director	Not Applicable		05-02-1970	NA		30-10-2014	30-10-2019			60	3	3	3		
5	Mr	S. Rajagopalan	AAXP87317G	01584674	Non-Executive - Independent Director	Not Applicable		30-06-1955	NA		17-09-2008	01-04-2019			60	1	1	2		1
6	Mr	Ravi Kuchhal	AC8PK1447C	02257381	Non-Executive - Independent Director	Not Applicable		07-08-1965	NA		21-09-2011	01-04-2019			60	1	1	1		0
7	Mr	Ralph Gillissen	ZZZZ29999Z	05184138	Non-Executive - Non Independent Director	Not Applicable		27-06-1969	NA		09-08-2018					1	0	0		155
8	Mr	Ulrich Baumer	ZZZZ29999Z	06763831	Non-Executive - Independent Director	Not Applicable		31-05-1970	NA		27-12-2013	01-04-2019			60	1	1	0		156

## 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 December 31, 2019.
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							

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						

**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	31-10-2019			Yes	6	3
2	30-01-2020	90		Yes	7	4

\* to be filled in only for the current quarter meetings

**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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	30-10-2019				Yes	2	2
2	Audit Committee	29-01-2020	90			Yes	3	3
3	Nomination and remuneration committee	30-10-2019				Yes	2	2
4	Nomination and remuneration committee	29-01-2020	90			Yes	3	3
5	Stakeholders Relationship Committee	21-10-2019				Yes	3	3
6	Stakeholders Relationship Committee	29-01-2020	99			Yes	3	3
7	Corporate Social Responsibility Committee	15-10-2019				Yes	2	2
8	Corporate Social Responsibility Committee	07-01-2020	83			Yes	3	3

\* to be filled in only for the current quarter meetings

**Annexure 1**

<b>V. Related Party Transactions</b>			
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
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	
<b>Disclosure of notes on related party transactions</b>			
<b>Disclosure of notes of material transaction with related party</b>			

**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**

<b>Sr</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>	<b>Web address</b>
1	Details of business	Yes		<a href="https://expleogroup.com/expleo-solutions/">https://expleogroup.com/expleo-solutions/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://expleogroup.com/expleo-solutions/media-center/">https://expleogroup.com/expleo-solutions/media-center/</a>
12	Financial results	Yes		<a href="https://expleogroup.com/expleo-solutions/financial/">https://expleogroup.com/expleo-solutions/financial/</a>
13	Shareholding pattern	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://expleogroup.com/expleo-solutions/media-center/">https://expleogroup.com/expleo-solutions/media-center/</a>
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		<a href="https://expleogroup.com/expleo-solutions/media-center/">https://expleogroup.com/expleo-solutions/media-center/</a>
16	New name and the old name of the listed entity	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>



Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
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		<a href="https://expleogroup.com/expleo-solutions/financial/">https://expleogroup.com/expleo-solutions/financial/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://expleogroup.com/expleo-solutions/">https://expleogroup.com/expleo-solutions/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://expleogroup.com/expleo-solutions/corporate-governance/">https://expleogroup.com/expleo-solutions/corporate-governance/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://expleogroup.com/expleo-solutions/">https://expleogroup.com/expleo-solutions/</a>
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	S. Sampath Kumar
2	Designation	Company Secretary and Compliance Officer

## 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)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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)	Yes	
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)	Yes	
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	
<b>Any other information to be provided</b>				

<b>Annexure II</b>		
1	Name of signatory	S. Sampath Kumar
2	Designation	Company Secretary and Compliance Officer

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

### Signatory Details

Name of signatory	S. Sampath Kumar
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	13-05-2020