

SECRETARIAL COMPLIANCE REPORT OF EXPLEO SOLUTIONS LIMITED
FOR THE YEAR ENDED MARCH 31, 2021

We, M. Alagar & Associates have examined:

- a) all the documents and records made available to us and explanation provided by **Expleo Solutions Limited** ("the Listed Entity").
- b) the filings/ submissions made by the listed entity to the Stock Exchanges.
- c) website of the Listed Entity
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the **year ended March 31, 2021** ("**Review Period**") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(there were no events requiring compliance during the Review Period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(there were no events requiring compliance during the Review Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(there were no events requiring compliance during the Review Period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(there were no events requiring compliance during the Review Period)**



h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
Nil			

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No	Action taken	Details of violation	Details of action taken	Observations/ remarks
Not Applicable				

d) The listed entity has taken the following actions to comply with the observations made in previous reports-

Sr. No	Observations in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments on the actions taken by the listed entity
Not Applicable				

For M/s. M. Alagar & Associates,



M. Alagar
M. Alagar

Managing Partner

FCS No.: 7488; CoP No.: 8196

UDIN: F007488C000196138

Place: Chennai

Date: May 03, 2021