



SEC/SE/051/21-22

Chennai, August 27, 2021

**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
P J Towers, Dalal Street,  
Mumbai – 400 001  
Scrip Code: 533121

**National Stock Exchange of India Limited,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051  
Scrip Code: EXPLEOSOL

**Sub: Submission of Proceedings of the 23<sup>rd</sup> Annual General Meeting of Expleo Solutions Limited.**

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Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Proceedings of the 23<sup>rd</sup> Annual General Meeting of Expleo Solutions Limited, held on Thursday, August 26, 2021 at 3.30 p.m. through Video Conference and Other Audio-Visual Means.

We request you to take the same on record and oblige.

Thanking you,

Yours faithfully,  
For Expleo Solutions Limited

S. Sampath Kumar  
Company Secretary and Compliance Officer  
Membership No. FCS 3838

Encl : As above.

**Proceedings of the 23<sup>rd</sup> Annual General Meeting of  
Expleo Solutions Limited  
held on Thursday, August 26, 2021 through Video Conference (VC) /  
Other Audio-Visual Means (OAVM)**

The Twenty Third Annual General Meeting of the Company was held on Thursday, August 26, 2021 at 3.30 p.m. IST, through Video Conference (VC) / Other Audio-Visual Means (OAVM).

Mr. Ralph Franz Gillessen, Chairman of the Board of Directors, chaired the meeting. The Chairman called the meeting to order after confirming the requisite quorum for convening the valid Annual General Meeting under Section 103 of the Companies Act, 2013 was present.

Attendance:

Members present through VC	:	62 Members holding 2,95,747 shares
Members present through proxies	:	NA
Corporate members present through VC	:	3 Corporate represented by its authorised representative holding 58,88,404 shares

The Chairman then welcomed the Shareholders of the Company to the 23<sup>rd</sup> Annual General Meeting (23<sup>rd</sup> AGM) and informed that the meeting is being held through VC / OAVM as per the provisions of Companies Act, 2013 and circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Chairman requested the Board of Directors, Chief Financial Officer and Company Secretary of the Company to introduce themselves to the Shareholders and they did the same. He informed that Ms. Lilian Jessie Paul and Mr. Ulrich Baumer, Independent Directors, could not attend the meeting due to personal reasons.

The Chairman acknowledged the attendance of the statutory auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and Secretarial Auditors, M/s. M. Alagar & Associates, Company Secretaries in Practice.

The Chairman informed that the Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and cast their votes electronically. Members who have not cast their votes yet and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system. He thanked all the members, colleagues on the Board, auditors and the management team for joining this meeting over video conference.

The Chairman informed the members that necessary statutory registers as required under Companies Act, 2013 are kept open for inspection electronically by the members.

The Chairman stated that the Notice of the 23<sup>rd</sup> AGM was already circulated electronically to all the Members along with the Annual Report of the Company for the Financial Year 2020-21. With the consent of the members present at the meeting, the notice of 23<sup>rd</sup> AGM dated July 9, 2021, was taken as read.

The Chairman further informed to the Members that the Auditor's Report and its Annexure for the year ended March 31, 2021 does not contain any qualification, observation or comments on financial transaction or matters, which have any adverse effect on the functioning of the Company. Therefore, as per Section 145 of the Companies Act, 2013, the Auditor's Report and its Annexures need not be read at the meeting.

The Chairman also informed that the Secretarial Audit Report issued by the Company Secretary in Practice, does not contain any qualification, observation or comments and therefore need not be read at the meeting.

The members were informed that in compliance with Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto, the Company has provided opportunity for the members to do e-Voting. The Remote e-Voting portal was open from 9.00 a.m. IST, Monday, August 23, 2021 and ended on 5.00 p.m. IST, Wednesday, August 25, 2021 (both days inclusive).

Also, the Company has provided the facility for voting during the Annual General Meeting through electronic voting system for Members who have not cast their vote through remote e-voting.

It was further informed that the Company engaged the services of M/s. Central Depository Services (India) Limited (CDSL), to provide E-Voting platform to the members and Mr. V. Suresh, Company Secretary in Practice, (Membership No. FCS 2969, Certificate of Practice No.6032) (Address: No.28, 1st Floor, Ganapathy Colony, 3rd Street, Teynampet, Chennai – 600 018) was appointed as the Scrutinizer to scrutinize the voting during 23<sup>rd</sup> AGM and remote e-voting process in a fair and transparent manner.

The Chairman in his speech gave an overview on the performance of the Company for the financial year ended March 31, 2021.

The Chairman conducted the proceedings of the items set out in the Notice along with the object and implication of each resolution.

The Chairman invited the Members who registered themselves to speak at the AGM, as stated in the Notice of AGM, for discussion. Several members addressed the meeting, provided suggestions and sought clarifications. The Chairman, Managing Director & CEO and Chief Financial Officer clarified the queries raised by the members.

Thereafter, the Chairman informed that the electronic voting facility would remain open and available for the next 15 minutes enabling the eligible members to exercise their vote and thereafter the meeting will be deemed as concluded.

The Chairman announced that the results of the e-voting, along with Consolidated Scrutinizer's Report would be placed on the Company's website, website of M/s. Central Depository Services (India) Limited by August 28, 2021 and it shall also be submitted to the Stock Exchanges.

With that, the Chairman concluded the meeting with vote of thanks.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Expleo Solutions Limited

S. Sampath Kumar  
Company Secretary and Compliance Officer  
Membership No. FCS 3838