



## EXPLEO SOLUTIONS LIMITED

Regd. Off: 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096  
Tel No: 044-4392 3200, Email: investor.expleosol@expleogroup.com, Web: www.expleosolutions.com CIN: L64202TN1998PLC066604

### NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of Expleo Solutions Limited will be held on Thursday, August 11, 2022 at 3.30 p.m., IST, through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt
  - a) The Audited financial statements of the Company for the financial year ended March 31, 2022 with the reports of the Board of Directors’ and Auditor’s thereon.
  - b) The Audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and Auditor’s Report thereon.
2. To appoint a Director in place of Mr. Ralph Franz Gillessen (DIN - 05184138) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To re-appoint Statutory Auditors and fix their remuneration:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company, who are retiring after completion of their first term of five consecutive years and expressed their willingness vide letter dated June 17, 2022 to continue as Statutory Auditors of the Company for the second term of five consecutive years.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix remuneration up to INR 4,105,000/- (Rupees Forty One lakhs Five thousand only) plus applicable taxes, reimbursement of out-of-pocket expenses up to a maximum of INR 300,000/- and fees to be paid for other Services to be rendered / Certificates to be issued for the financial year ending March 31, 2023, and the Board of Directors be and is hereby also authorized to finalize the terms and conditions of re-appointment, including remuneration and other fees payable to the Statutory Auditors, based on the recommendations of the Audit Committee.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

#### **SPECIAL BUSINESS**

4. **Appointment of Mr. Prashant Eknath Bramhankar (DIN - 07439819) as Non-Executive Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prashant Eknath Bramhankar (DIN – 07439819), who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company with effect from September 1, 2021, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying its intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Mr. Balaji Viswanathan, Managing Director and CEO, Mr. Desikan Narayanan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**5. Approval of Related Party Transactions:**

To consider and if thought fit, with or without modification, to pass following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in supersession of all earlier resolutions passed pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time and subject to such approvals, consents, sanctions and permissions of any regulatory authority as may be necessary, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to enter into a contract(s) / arrangement(s) / transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing and rendering of any services, transfer of resources, services or obligations and appointment of agent for purchase or sale of goods, materials, services or property, in any financial year, on the following terms and conditions.”

1.	Name of the Related Parties	Expleo Group SAS, its Associates and Subsidiaries as per list given in the Explanatory Statement.
2	Nature of Relationship	Holding Company, Fellow Subsidiaries and entities under common control.
3	Nature of Transactions	Sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property <b>(“Transactions”)</b> .
4	Value of Transactions - Rendering of services <b>from -</b> <ul style="list-style-type: none"> <li>• Expleo Solutions Limited or Expleo Solutions Limited, together with any of its Subsidiaries or</li> <li>• Subsidiaries of Expleo Solutions Limited</li> </ul>	Upto INR 1,900 Million per annum

	<b>to -</b> Expleo Group SAS, its Associates and Subsidiaries with the entities collectively mentioned in Sl. No.1 above.	
5	Value of Transactions - Availing of services <b>from -</b> Expleo Group SAS, its Associates and its Subsidiaries mentioned in Sl. No.1 above <b>to -</b> Expleo Solutions Limited or Expleo Solutions Limited together with any of its Subsidiaries or Subsidiaries of Expleo Solutions Limited.	Upto INR 2,100 Million per annum
6	Value of Transaction - Providing Loan to Expleo Group companies by Expleo Solutions Limited or Expleo Solutions Limited together with any of its Subsidiaries or by Subsidiaries of Expleo Solutions Limited.	Upto INR 2,800 Million per annum
7	Period	For every financial year.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**By order of the Board of Directors  
For Expleo Solutions Limited**

Place : Chennai  
Date : June 17, 2022

**S. Sampath Kumar**  
Company Secretary & Compliance Officer  
FCS No.3838

## Notes:

1. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
2. Corporate members intending to attend and vote at the meeting through VC/OAVM by their Authorized Representatives are requested to send a duly certified copy of the Board Resolution / Power of Attorney to the Company through e-mail to [investor.expleosol@expleogroup.com](mailto:investor.expleosol@expleogroup.com) authorizing their representatives to attend and vote at the meeting.
3. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, and in compliance with the Circular No. 2/2022 dated 5<sup>th</sup> May, 2022, read with Circular number 20/2020 dated 5<sup>th</sup> May, 2020 and General Circular 2/2022 issued by the Ministry of Corporate Affairs (MCA) and General Circular no. 21/2021 dated December 14, 2021 issued by SEBI (hereinafter collectively referred to as "the Circulars"), electronic copy of the Notice of the 24<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <https://expleogroup.com/expleo-solutions/financial/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of Central Depository Services India Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item No. 4 and 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this AGM are also annexed.
5. Participants, i.e. Members and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. mentioning their name, DP ID and Client ID / Folio Number and Mobile Number at least 2 days before the AGM in advance to the e-mail address of the Company: [investor.expleosol@expleogroup.com](mailto:investor.expleosol@expleogroup.com). Further, queries / questions may also be posed concurrently during the AGM.
6. The facility of joining the 24<sup>th</sup> AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 24<sup>th</sup> AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
8. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, the Notice of the 24<sup>th</sup> AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for the year 2021-22, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 24<sup>th</sup> AGM and the Annual Report for the year 2021-22, can get their email address registered by following the steps as given below:
  - a. For Members holding shares in physical form, please send an email request mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank

Statement, Aadhaar) supporting the registered address of the Member, to the Company's email address [investor.expleosol@expleogroup.com](mailto:investor.expleosol@expleogroup.com)

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 5, 2022 to Thursday, August 11, 2022 (both days inclusive) for annual closing.
10. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declaration for appointment / re-appointment.
11. Members whose shareholding is in the electronic mode are requested to direct change of address, nominations, e-mail ID notifications and update the savings bank account details with their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends through NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend demand draft. Members holding shares in physical form are requested to advise any change in their residential address or bank mandates immediately to the Company / Cameo Corporate Services Limited.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company / Cameo Corporate Services Limited.
13. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection in electronic mode by the Members by writing an e-mail to: [investor.expleosol@expleogroup.com](mailto:investor.expleosol@expleogroup.com) during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
14. In terms of requirements of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years to the IEPF account established by the Central Government. During the year, the Company had accordingly transferred 277 Equity Shares pertaining to Final Dividend for the Financial Year 2013-14 and 273 Equity Shares pertaining to Interim Dividend for the Financial Year 2014-15 to the IEPF Authority. Members who have failed to encash their dividend warrants/demand drafts pertaining to the financial years from 2014-15 to 2017-18 are advised to immediately send requests to Company/ Registrar and Share Transfer Agent (RTA) to claim their dividends.
15. Any person whose shares has been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and after making an online application in form IEPF-5, copy of the same should be forwarded to the Company for verification of his claim.
16. The Company has uploaded the information in respect of the Unclaimed Shares Transferred to IEPF Authority in respect of the Final Dividend for the financial year 2013-14 and Interim Dividend for the Financial Year 2014-15 under "Investors Section" on the website of the Company, viz <https://expleogroup.com/expleo-solutions/corporate-governance/> - Transferred to IEPF.
17. Members holding shares in single name and physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form can be obtained from the Company / Cameo Corporate Services Limited.

18. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly, as per the amended regulation that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In this regard, Members are requested to dematerialize / demat their shares or securities held in physical form.
19. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:
- M/s. Cameo Corporate Services Limited  
`Subramanian Building',  
No.1, Club House Road, Chennai 600 002  
Tel : 044 – 2846 0390 / 044 – 4002 0700  
Email : [investor@cameoindia.com](mailto:investor@cameoindia.com)
20. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA & SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the venue voting system on the date of the AGM will be provided by CDSL. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. As per the provisions of the Companies Act, 2013, it may be noted that Voting by show of hands will not be available to the members.

**The procedure and instructions for e-voting are as follows:**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Monday, August 8, 2022 (9.00 a.m. IST) and ends on Wednesday, August 10, 2022 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, August 4, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form other than Individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Expleo Solutions Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [vsureshpcs@gmail.com](mailto:vsureshpcs@gmail.com) or [investor.expleosol@expleogroup.com](mailto:investor.expleosol@expleogroup.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES / MOBILE NUMBERS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [investor.expleosol@expleogroup.com](mailto:investor.expleosol@expleogroup.com) / RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com).
2. For Demat shareholders - Please update your Email ID & Mobile Number with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your Email ID & Mobile Number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738, 022-23058542 and 022-23058543.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Other Instructions:**

- i) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ii) The e-voting period commences on Monday, August 8, 2022 (9.00 a.m. IST) and ends on Wednesday, August 10, 2022 (5.00 p.m. IST) (both days inclusive). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday,

August 4, 2022, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Thursday, August 4, 2022. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a member after despatch of the Notice but before the cut-off date for voting i.e. August 4, 2022, may kindly refer to the notice uploaded in the Company's website at [www.expleosolutions.com](http://www.expleosolutions.com) and website of National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and website of BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and CDSL's website at [www.evotingindia.com](http://www.evotingindia.com).
- iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- v) The Board of Directors has appointed Mr. V. Suresh, Company Secretary in Practice (Membership No. FCS-2969 and CoP No. 6032), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi) The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- vii) The Results shall be declared either by the Chairman or by any Person authorized by the Chairman in writing and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- viii) Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website [www.expleosolutions.com](http://www.expleosolutions.com) and on the website of Central Depository Services Limited and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

## Annexure to the Notice

### INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED AND EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.

#### Item no. 2: Re-appointment of Mr. Ralph Franz Gillessen (DIN 05184138):

Mr. Ralph Franz Gillessen (Aged 52 years) is the Chairman and Director (Non-Executive) of Expleo Solutions Limited. He has a Master in Business Administration from Freie University, Berlin (1985).

Mr. Ralph Franz Gillessen (DIN 05184138) joined the Board of Directors of the Company on August 9, 2018. A notice has been received from a member proposing Mr. Ralph Franz Gillessen as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013.

#### Profile of Mr. Ralph Franz Gillessen (DIN 05184138):

Ralph Gillessen is a Board Member of Expleo Germany Holding GmbH providing the global leadership of the sales teams and is responsible for assuring client delivery and resource management for all Expleo Quality and Management Consulting activities.

He ensures that the company has the proper operational controls, procedures, and systems in place to effectively grow the organisation and to ensure financial strength and operating efficiency.

Ralph has joined SQS in 2002 and has worked in various senior sales and consultancy positions. He entered the SQS management board in January, 2013 and is a member of Expleo Group Executive Committee since January, 2018.

During the financial year 2021-22, Mr. Ralph Franz Gillessen has attended 6 (Six) meetings of the Board.

Companies / Body Corporate (other than Expleo Solutions Limited) in which Mr. Ralph Franz Gillessen holds directorships and committee memberships are as under:

#### Directorships:

1. Expleo Technology Germany GmbH
2. Expleo India Infosystems Private Limited
3. Expleo Germany Holding GmbH
4. Expleo Solutions INC., USA
5. Expleo Solutions FZE., UAE
6. Expleo Technology Egypt, Cairo, Egypt
7. Expleo Group Austria, GmbH
8. Expleo Technology Ltd, UK
9. Expleo Technology Ireland LTD, Dublin, Ireland
10. Expleo Germany GmbH
11. Expleo Technology Switzerland AG
12. Silver Atena GmbH
13. Expleo Nordic A B
14. Expleo Sweden AB
15. Expleo Stockholm AB
16. Expleo Technology Nordic AB
17. Expleo Consulting Sweden AB

18. Expleo Norway AS
19. Expleo Finland OY
20. Expleo Technology USA Inc.
21. Groupe Expleo Technology Belgium SPRL
22. Expleo Italia
23. Stirling Dynamics GmbH

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

Approval of the Members is being sought for the re-appointment of Mr. Ralph Franz Gillessen as Director (Non-Executive).

Mr. Ralph Franz Gillessen does not hold any equity shares in the Company, including shareholding as a beneficial owner. Further, Mr. Ralph Franz Gillessen is not related to any other Director and other Key Managerial Personnel of the Company.

**Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:**

Except Mr. Ralph Franz Gillessen, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, as set out at Item No.2 of the Notice.

This Explanatory Statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2).

**Item no.3: Re-appointment of Statutory Auditors and fix their remuneration**

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), will complete their term as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 at this Annual General Meeting.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit and independence, the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 24<sup>th</sup> AGM till the conclusion of 29<sup>th</sup> AGM of the Company, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), is proposed to be re-appointed as Statutory Auditors of the Company, as they have given their consent, vide their letter dated June 17, 2022, and on appointment in the ensuing Annual General Meeting will hold office from the conclusion of this Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company. They have confirmed that their appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) framed thereunder as applicable.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

**Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:**

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the Notice. The Board recommend their re-appointment as Statutory Auditors of the Company.

**Item no. 4: Appointment of Mr. Prashant Eknath Bramhankar (DIN - 07439819) as Non-Executive Director.**

Mr. Prashant Eknath Bramhankar (DIN - 07439819) (Aged 52 years) is the Additional Director of the Company. He joined the Board of Directors of the Company on September 1, 2021.

In terms of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prashant Eknath Bramhankar being eligible and offering himself for appointment, is proposed to be appointed as Non-Executive Director of the Company. A notice has been received from a member proposing Mr. Prashant Eknath Bramhankar as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prashant Eknath Bramhankar as a Non-Executive Director. Accordingly, in terms of Regulation 17(11) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board recommends the Ordinary resolution in relation to the appointment of Mr. Prashant Eknath Bramhankar as a Non-Executive Director, whose appointment is liable to retire by rotation, for the approval by the shareholders of the Company.

**Profile of Mr. Prashant Eknath Bramhankar (DIN - 07439819):**

Prashant is the Non-Executive Director of two Expleo Group Subsidiaries in India, Expleo India Infosystems Private Limited and Expleo Technologies India Private Ltd, responsible for the company's operations in India.

Prashant is a Mechanical Engineer, started his career in 1988 with Premier Automobiles and spent 10 years with Indian Automotive companies including Tata Motors. He also spent 16 years with Siemens Industry Software in multiple capacities in Software Product Development environment.

Prashant joined SQS in 2015 to head the global "Automotive and Manufacturing" business, post SQS merger with Assystem, he is focusing on running the two group subsidiaries in India focused on Software Quality and Engineering services.

He is very passionate towards the new areas in Engineering, especially in Automotive.

Mr. Prashant Eknath Bramhankar does not hold any equity shares in the Company, including shareholding as a beneficial owner. Further, Mr. Prashant Eknath Bramhankar is not related to any other Directors and other Key Managerial Personnel of the Company. Since his date of appointment, Mr. Prashant Eknath Bramhankar has attended 3 (Three) Board Meetings held on November 10, 2021, February 3, 2022 and March 25, 2022. He does not draw any remuneration from the Company.

Mr. Prashant Eknath Bramhankar holds directorships in other Companies / Body Corporate as follows:

1. Expleo India Infosystems Private Limited
2. Expleo Technologies India Private Limited
3. Expleo Engineering India Private Limited
4. Silver Software Development Centre Private Limited

Mr. Prashant Eknath Bramhankar is not holding any membership in any committees of other Companies/ Body Corporates.

Mr. Prashant Eknath Bramhankar (DIN - 07439819), was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from September 1, 2021 and who holds office up to the date of this Annual General Meeting.

**Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:**

Except Mr. Prashant Eknath Bramhankar, being an appointee, Mr. Rajesh Krishnamurthy, Director (Non-Executive), Chief Executive Officer, Expleo Group, France and Mr. Ralph Franz Gillessen, Chairman, Non-Executive Director, a Nominee Director of Expleo Technology Germany GmbH, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and details as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2).

**Item no.5 - Approval of Related Party Transactions:**

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein except with the consent of the Board of Directors given by a resolution at a meeting. Similarly, irrespective of quantum of paid up share capital, no Company shall enter into any contract or arrangement with a related party for sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property amounting to ten per cent or more of the turnover of the Company except with the consent of the Board of Directors given by a resolution at a meeting and prior approval of shareholders. However, approval requirements as stipulated under Section 188 shall not apply to any transactions entered into by the Company which are entered in its ordinary course of business and are at arm's length.

Though exempted under Section 188(1) of the Companies Act, 2013, transaction have to be approved by the Members by way of an ordinary resolution as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case such transactions are of material nature, i.e. if the related party transaction individually or taken together with previous transactions during a financial year reaches the materiality limit, i.e. exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company (whichever is lower).

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if the transaction(s) by the Company or, all with its Subsidiaries together with a related party exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company (whichever is lower), it shall require prior approval of the Audit Committee & Shareholders of the Company for the Financial Year 2022-23 and for every Financial Year thereafter, then such transaction shall be classified as material related party transaction(s) and requires approval of the shareholders by way of an ordinary resolution.

Further, as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the Company is not a party to the related party transaction, however when its unlisted subsidiaries alone are parties to the related party transaction, if such related party transaction by unlisted subsidiaries of the Company together exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, it shall require prior approval of the Shareholders of the Company for the Financial Year 2022-23 and for every Financial Year thereafter.

Though as per applicable provisions, materiality threshold has to be calculated with a related party, since, all the related parties listed hereunder are part of Expleo Group and comes under common control, as a better corporate governance practice, the Company proposes to club transaction(s) with



all the related parties for purpose of calculating materiality of related party transaction(s) and seek your approval for such related party transactions, proposed to be entered into, by the Company with related parties as mentioned hereunder, by way of an **Ordinary resolution**.

**List of Related Parties - (Group Entities)**

S. No.	Name of Entities
1.	Expleo Technology Germany GmbH, Germany
2.	Expleo Group SAS France
3.	Expleo India Infosystems Private Limited, Pune, India
4.	Expleo Technology Egypt
5.	Expleo Group Austria, GmbH, Austria
6.	Expleo Technology UK Ltd, UK
7.	Expleo Technology Ireland LTD
8.	Expleo Technology USA Inc.
9.	Groupe Expleo Technology Belgium SPRL, Belgium
10.	Expleo Services SASU, France
11.	Expleo France SASU, France
12.	Expleo South Africa (PTY) Ltd, South Africa
13.	Expleo Technologies India PVT Ltd, Bengaluru, India
14.	Expleo Iberia S.L. Spain
15.	Expleo Engineering UK Ltd, UK
16.	Expleo Netherlands B.V Netherlands
17.	Expleo Canada Inc, Canada

In the Annual General Meeting dated August 26, 2021, the Company had obtained approval for limit of INR 1,275 Mn. each for availing and rendering of services of related parties from Shareholders. The resolution set out in Item No.5 of this Notice is for the transaction between by the Company, its Branches or the Company, its Branches together with its Subsidiaries or Subsidiaries of the Company, on one part and Expleo Group SAS, its subsidiary & associated entities on the other part. The proposed change is to align with the regulatory requirement under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, as amended, where the transaction by each of the subsidiaries with their related parties are considered.

The particulars of the proposed transaction pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the information to be provided to the Shareholders for consideration of Related Party Transactions as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as under:

(a) A summary of the information provided by the management of the listed entity to the audit committee as specified in point 4 above		
(i)	Names of the related parties	The list as given above.
(ii)	Name of the director or Key Managerial personnel who is related	Mr. Ralph Franz Gillessen, Chairman and Non-Executive Director, Mr. Rajesh Krishnamurthy, Director (Non-Executive) and Mr. Prashant Eknath Bramhankar, Additional Director (Non-Executive)

(iii)	Nature of relationship	Holding Company, Entities under Common control and its Fellow Subsidiaries
(iv)	Price	As may be mutually discussed and on arm's length basis.
(v)	Nature, Type, material terms, tenure and particulars of the contract or arrangement	The Contract will be for sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property and will be valid for 3 years from the date of entering into the contract and shall be renewed thereafter, subject to approval of Audit Committee and the Board of Directors.
(vi)	Value of the Proposed Transaction	
	<ul style="list-style-type: none"> <li>• Value of Transactions – Rendering of Services - <b>from -</b> <ul style="list-style-type: none"> <li>• Expleo Solutions Limited</li> <li>• Expleo Solutions Limited, together with any of its Subsidiaries or</li> <li>• Subsidiaries of Expleo Solutions Limited</li> </ul> <b>to -</b> <p>Expleo Group SAS, its Associates and Subsidiaries with the entities collectively mentioned in Sl. No.1 above.</p> </li> </ul>	Upto INR 1,900 Million per annum
	<ul style="list-style-type: none"> <li>• Value of Transactions – Availing of Services – <b>from -</b> <p>Expleo Group SAS, its Associates and its Subsidiaries mentioned in Sl. No.1 above</p> <b>to -</b> <ul style="list-style-type: none"> <li>• Expleo Solutions Limited or Expleo Solutions Limited, together with any of its Subsidiaries or</li> <li>• Subsidiaries of Expleo Solutions Limited</li> </ul> </li> </ul>	Upto INR 2,100 Million per annum
	<ul style="list-style-type: none"> <li>• Value of Transaction – Providing Loan to Expleo Group companies by Expleo Solutions Limited or Expleo Solutions Limited, together with any of its Subsidiaries or</li> <li>• Subsidiaries of Expleo Solutions Limited</li> </ul>	Upto INR 2,800 Million per annum

(vii)	Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The proposed transaction is between various entities as given under Item No. 5 of the notice and explanatory statement thereat. The proposed value of the transaction is the consolidated estimate of the transaction expected between the said entities. Considering the same, providing the percentage of the proposed limits as against the revenue of listed entity or that of the subsidiary as per SEBI circular may not be relevant.
(b)	Justification for why the proposed transaction is in the interest of the listed entity	During the course of rendering and availing services, the Company leverages niche skills, capabilities and resources of entities within the group. These transactions aim at providing enhanced level of user experience to the end-consumers of Expleo Group and provide the entities within the group cutting edge technologies to sustain and grow their business.
(c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details as specified below:	
i)	details of the source of funds in connection with the proposed transaction;	Earnings of the Company / Subsidiaries
ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	Not applicable.
iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	(i) Applicable Terms, including covenants – As mentioned in (a) of (v) above (ii) Tenure – 3 years (iii) Interest Rate: (subject to changes considering the prevailing market rate) For loan from the Company – 8.25% p.a. For loan from Subsidiaries – 3.93% p.a. (iv) Repayment Schedule – At the end of the tenure period or such other period as may be mutually agreed by the parties (v) Secured or Unsecured – Unsecured (backed by Parental Guarantee)

iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The funds shall be utilized by the ultimate beneficiary for its business activities.
(d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Nil
(e)	Any other information relevant or important for the members to take a decision on the proposed transaction	-

Pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution. The Audit Committee has approved the above said transactions and recommended to the Board. The Board has approved the same and recommends the Resolution set out at Item No.5 of the Notice for approval by the Members.

The members are further informed that none of the related parties irrespective of whether the entity is a party to the above said transaction shall be entitled to vote on this ordinary resolution.

**Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:**

Except Mr. Ralph Franz Gillessen, Chairman and Non-Executive Director, who is on the Board of Expleo Technology Germany GmbH, Mr. Rajesh Krishnamurthy, Director (Non-Executive), who is associated as Chief Executive Officer with Expleo Group SAS, France and its group companies and Mr. Prashant Eknath Bramhankar, Director, Expleo India Infosystems Private Limited, Pune, no other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No.5 of the Notice. The Board recommends the Ordinary Resolution set out at item no.5 of the accompanying Notice for the approval of the Members.

**By order of the Board of Directors  
For Expleo Solutions Limited**

**S. Sampath Kumar**

Company Secretary & Compliance Officer

FCS No.3838

Place : Chennai

Date : June 17, 2022