

Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and the
Companies (Management and Administration) Rules, 2014, as amended]

Dated: 27.08.2021

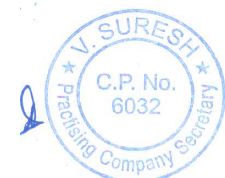
To
The Chairman / Managing Director & CEO
M/s. Expleo Solutions Limited
6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4,
Rajiv Gandhi Salai (OMR), Kandanchavadi,
Chennai – 600 096.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 23rd Annual General Meeting of M/s. Expleo Solutions Limited held on Thursday, August 26, 2021 at 3:30 P.M IST through video conferencing ('VC') / other audio visual means ('OAVM').

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Expleo Solutions Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM and ascertaining the requisite majority, on the resolutions contained in the notice dated July 09, 2021 issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 39/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, December 31, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, and SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 for the 23rd Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 26, 2021 at 3.30 P.M IST, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

As confirmed by the Company, the notice dated July 09, 2021 was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and December 31, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 & January 15, 2021.



Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs, a public advertisement was published in an English newspaper "The Financial Express" all editions and in a vernacular newspaper "Makkal Kural" having electronic editions on July 22, 2021 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means and Book Closure was published in an English newspaper "The Financial Express" all editions and in a vernacular newspaper "Makkal Kural" in their respective editions dated Thursday, August 5, 2021.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 23rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Monday, August 23, 2021 (9.00 a.m. IST) to Wednesday, August 25, 2021 (5.00 p.m. IST) (both days inclusive).

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e., August 19, 2021 were entitled to vote on the resolutions (items nos. 1 to 5 as set out in the notice of the 23rd AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in presence of two witnesses who were not in employment of the Company and were counted.

Thereafter, the consolidated results were prepared based on the report generated from the e-voting website of M/s. Central Depository Services (India) Limited (CDSL) (i.e.) <https://www.evotingindia.com/> containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote through remote e-voting and remote e-voting during the AGM,.



The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

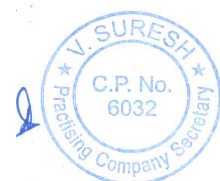
Ordinary Business: Adoption of the audited standalone and Consolidated financial statements for the financial year ended March 31, 2021 together with the reports of the Board of Directors' and Auditors' thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,34,277	103	60,34,252	99.99	1	25	0.01	-	-
Voting at AGM	14,192	3	14,190	99.99	2	2	0.01	-	-
Total	60,48,469	106	60,48,442	99.99	3	27	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Mr. Balaji Viswanathan (DIN – 06771242), as a Director of the Company, liable to retire by rotation.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,36,003	101	60,35,835	99.99	4	168	0.01	-	-
Voting at AGM	14,192	3	14,190	99.99	2	2	0.01	-	-
Total	60,50,195	104	60,50,025	99.99	6	170	0.01	-	-



Resolution No 3: Ordinary Resolution

Special Business: Appointment of Mr. Rajesh Krishnamurthy (DIN - 08288884) as Non-Executive Director.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,36,003	101	60,35,835	99.99	4	168	0.01	-	-
Voting at AGM	14,192	3	14,190	99.99	2	2	0.01	-	-
Total	60,50,195	104	60,50,025	99.99	6	170	0.01	-	-

Resolution No 4: Special Resolution

Special Business: Re-appointment of Mr. Balaji Viswanathan (DIN 06771242) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	60,36,003	99	60,32,688	99.95	6	3,315	0.05	-	-
Voting at AGM	14,192	3	14,190	99.99	2	2	0.01	-	-
Total	60,50,195	102	60,46,878	99.95	8	3,317	0.05	-	-



Resolution No 5: Ordinary Resolution

Special Business: Approval of Related Party Transaction.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	2,77,199	95	2,75,967	99.56	9	1,232	0.44	-	-
Voting at AGM	14,192	3	14,190	99.99	2	2	0.01	-	-
Total	2,91,391	98	2,90,157	99.58	11	1,234	0.42	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969C000844095



For Expleo Solutions Limited



Balaji Viswanathan
Managing Director & CEO
(DIN 06771242)