

Compliance Report submitted along with the draft scheme

It is hereby certified that the draft scheme of arrangement involving

- (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
- (the “Transferor Companies”)

and

Expleo Solutions Limited (the “Company/Transferee Company”) and their respective shareholders.

does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SN	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

For Expleo Solutions Limited

For Expleo Solutions Limited

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

Balaji Viswanathan
Managing Director & CEO
DIN: 06771242



Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving

- (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
- (the "Transferor Companies")

and

Expleo Solutions Limited (the "Company/Transferee Company") and their respective shareholders.

are in compliance with all the Accounting Standards applicable to a listed entity.

For Expleo Solutions Limited

For Expleo Solutions Limited

Desikan Narayanan
Chief Financial Officer

Balaji Viswanathan
Managing Director & CEO
DIN: 06771242

Date: July 16, 2021