

**Proceedings of the National Company Law Tribunal of Shareholders Meeting of  
Expleo Solutions Limited  
held on Tuesday, August 2, 2022 at 10.00 am, IST, through Video Conference (VC) /  
Other Audio-Visual Means (OAVM)**

The National Company Law Tribunal (NCLT), Chennai Bench, pursuant to its Order dated June 8, 2022 has given directions to the Company to convene Shareholders Meeting of the Company on Tuesday, August 2, 2022 at 10.00 a.m., IST, through Video Conference (VC) / Other Audio-Visual Means (OAVM), for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between Expleo India Infosystems Private Limited ('EIPL' or 'the Transferor Company 1') and Expleo Technologies India Private Limited ('ETIPL' or 'the Transferor Company 2') and Expleo Engineering India Private Limited ('EEIPL' or 'the Transferor Company 3') and Silver Software Development Centre Private Limited ('SSDCPL' or 'the Transferor Company 4') and Expleo Solutions Limited ('ESL' or 'the Transferee Company') and their respective shareholders (**'the Scheme'**).

The NCLT has appointed Mr. Ralph Franz Gillesen as the Chairman of the meeting. The Chairman called the meeting to order after confirming the requisite quorum for convening the valid NCLT Shareholders Meeting as per NCLT Order was present.

**Attendance:**

Members present through VC	:	40 Members holding 165,481 shares
Corporate members present through VC	:	1 Corporate member represented by their authorised representatives holding 5,758,804 shares

The Chairman then welcomed the Shareholders of the Company to the Hon'ble National Company Law Tribunal Shareholders of the Company and informed that the meeting is being held through VC / OAVM as per the NCLT Order dated June 8, 2022.

The Chairman along with Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Prashant Eknath Bramhankar, Additional Director (Non-Executive), Mr. Desikan Narayanan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company were present in the NCLT Shareholders Meeting.

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 and the management team for joining this meeting over video conference.

The Chairman stated that the Notice of the NCLT Shareholders Meeting was already circulated to the Members electronically and by Registered Parcel to shareholders who have not registered their email ids with their depositories. With the consent of the members present at the meeting, the notice of NCLT Shareholders Meeting dated June 29, 2022, was taken as read.

The members were informed that as per the directions of Hon'ble NCLT, Chennai Bench and 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, Saturday, July 30, 2022 and ended on 5.00 p.m. IST, Monday, August 1, 2022 (both days inclusive).

Also, the Company has provided the facility for voting during the NCLT Shareholders 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 by NCLT, Chennai Bench, to scrutinize the voting during the NCLT Shareholders Meeting and remote e-voting process in a fair and transparent manner.

The Chairman in his speech gave an overview of the Scheme to the Equity Shareholders of the Company at the meeting.

The Chairman invited the Speaker Shareholders to provide their questions and suggestions, if any. The Chairman, Managing Director & CEO, Additional Director (Non-Executive) and Chief Financial Officer clarified the queries raised by the members and acknowledged their suggestions.

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 submitted to Hon'ble NCLT, Chennai Bench by August 5, 2022. The same shall also be submitted to the Stock Exchanges, and uploaded on the website of the Company.

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