

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL CHENNAI BENCH, AT
CHENNAI
IN THE MATTER OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 THE COMPANIES ACT, 2013 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ
WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016
AND
IN THE MATTER OF EXPLEO SOLUTIONS LIMITED
AND
IN THE MATTER OF SCHEME OF AMALGAMATION BETWEEN
EXPLEO INDIA INFOSYSTEMS PRIVATE LIMITED AND
EXPLEO TECHNOLOGIES INDIA PRIVATE LIMITED AND
EXPLEO ENGINEERING INDIA PRIVATE LIMITED AND
SILVER SOFTWARE DEVELOPMENT CENTRE PRIVATE LIMITED WITH
EXPLEO SOLUTIONS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

CA (CAA) NO. 115/CHE/ 2021

EXPLEO SOLUTIONS LIMITED

CIN: L64202TN1998PLC066604

Registered Office:

6A Sixth Floor, Prince Infocity II,
No.283/3 & 283/4, Rajiv Gandhi Salai (OMR),
Kandanchavadi,
Chennai – 600 096.

... APPLICANT COMPANY / TRANSFEREE COMPANY

ANNEXURE-A

SCRUTINISER'S REPORT

**TO THE CHAIRMAN APPOINTED FOR THE MEETING OF THE EQUITY
SHAREHOLDERS OF EXPLEO SOLUTIONS LIMITED HELD ON 2ND AUGUST,
2022 AT 10.00 A.M., IST, THROUGH VC/OAVM PURSUANT TO THE ORDER
OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL BENCH AT
CHENNAI**



I, V Suresh, Practising Company Secretary (COP No. 6032), Chennai the undersigned, being the Scrutinizer appointed by the Hon'ble National Company Law Tribunal Chennai Bench, convened the meeting of Equity Shareholders of the Applicant Company/Transferee Company, as directed by the Hon'ble Bench pursuant to the Order dated 08.06.2022 and held through VC/OAVM on 2nd August, 2022 at 10:00 AM., IST, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of Expleo India Infosystems Private Limited and Expleo Technologies India Private Limited and Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited with Expleo Solutions Limited ('Scheme'). The equity shareholders were given option for remote e-voting and e-voting at the meeting as detailed in the notice of meeting and the equity shareholders who attended the meeting through VC/OAVM were counted for the purpose of reckoning the quorum. Voting in respect of the following Resolution having been taken at the said Meeting on the said date, hereby report to you, as the Scrutinizer of the said Meeting:

The result of the e-voting is as follows:

Sl. No	Particulars	Result
1.	Total number of equity shareholders casted their votes through remote e-voting	135
2.	Total number of equity shareholders casted their votes through e-voting at the meeting	-
3.	Total number of equity shareholders casted their votes	135
4.	Value of equity shareholders present and casted their votes	Rs.6,76,57,530/-
5.	Percentage	100.00



Voting in FAVOR		
6.	Total number of votes in FAVOUR of the Scheme and Resolution	67,65,742
7.	Total number equity shareholders casted their vote in favor of the Scheme and Resolution	134
8.	Total Value	Rs. 6,76,57,420/-
9.	Percentage	99.99
Voting AGAINST		
10.	Total number of votes AGAINST the Scheme and Resolution	11
11.	Total number equity shareholders casted their vote against the Scheme and Resolution	1
12.	Total Value	110
13.	Percentage	0.01
Votes INVALID		
14.	Total number of INVALID votes	-
15.	Total Value	-
16.	Percentage	-

Based on the foregoing, the Resolution in favour of the proposed Scheme of Amalgamation of Expleo India Infosystems Private Limited and Expleo Technologies India Private Limited and Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited with Expleo Solutions Limited may be considered as carried by 134 [One Thirty Four] equity shareholders of Expleo Solutions Limited (Applicant Company/Transferee Company) valuing Rs. 6,76,57,420/- which constitutes 65.99% of the total paid up equity share capital of the Applicant Company/Transferee Company and 99.99% of the equity shareholders present and voting either in remote e-voting or e-voting at the meeting.



1. The under-mentioned are the public equity shareholders of Applicant Company/Transferee who attended the meeting and voted **IN FAVOUR** of the proposed Scheme of Amalgamation of Expleo India Infosystems Private Limited and Expleo Technologies India Private Limited and Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited with Expleo Solutions Limited.

Public Equity Shareholders - who attended the meeting voted in FAVOUR of the proposed Scheme of Amalgamation		
No. of Public Equity Shareholders present and voting (in person or through authorized representative)	Value of votes cast by Equity Shareholders (Rs.)	Percentage of votes
133	1,00,69,380/-	99.99

Pursuant to the Securities and Exchange Board of India Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, the majority of the public equity shareholders representing 99.99% in value, of the public shareholders present and voting in the meeting, were of the opinion that the Scheme of Amalgamation Limited should be approved and agreed to.

Place: Chennai

Date: 02.08.2022



V. SURESH
M. No: F2969
CP. No: 6032

SCRUTINISER FOR THE MEETING
OF THE EQUITY SHAREHOLDERS
UDIN: F002969D000730245