



SEC/SE/001/24-25

Chennai, April 04, 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
P J Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 533121

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Symbol: EXPLEOSOL

Sub: Submission of Minutes of the Postal Ballot.

Dear Sir / Madam,

Further to our letter no. SEC/SE/117/23-24 dated February 19, 2024 to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), regarding Notice of Postal Ballot and our letter no. SEC/SE/122/23-24 dated March 21, 2024 to NSE & BSE regarding declaration of results of Postal Ballot, we hereby submit the Minutes of the Postal Ballot (including e-voting).

We request you to take the same on record and oblige.

Thanking you,

Yours faithfully,
For Expleo Solutions Limited

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

Encl : As above.

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF EXPLEO SOLUTIONS LIMITED ("COMPANY") ON THURSDAY, MARCH 21, 2024 RESULTS OF WHICH WERE DECLARED ON MARCH 21, 2024.

The Board of Directors ("**Board**") of the Company at their meeting held on February 7, 2024 approved the proposal to conduct Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**') and the Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India (**SS-2**) to seek approval of the members of the Company by way of postal ballot voting through electronic means ("remote e-voting") for passing of below mentioned resolution:

- 1. Appointment of Mr. Narayanan Subramaniam - (DIN - 00166621) as an Independent Director (Non-Executive) of the Company.**
- 2. Appointment of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as an Independent Director (Non-Executive) of the Company.**
- 3. Appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as an Independent Director (Non-Executive) of the Company.**
- 4. Payment of remuneration to Directors other than Managing Director or Whole-time Director.**

The Board of Directors of the Company has appointed Mr. V. Suresh, Senior Partner (Membership No. FCS 2969 and CP No. 6032) and failing him Mr. Udaya Kumar K R, (Membership No. FCS 11533 and CP No. 21973) Partner of M/s. V. Suresh Associates, Practising Company Secretaries, having office at First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600 018 as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The e-voting facility to Members was provided by Central Depository Services (India) Limited. The e-voting period commenced on **Wednesday, February 21, 2024 at 9:00 A.M. (IST)** and ended on **Thursday, March 21, 2024 at 5:00 P.M. (IST)**. A newspaper advertisement as required under the Companies Act, 2013 was published in Financial Express (English Newspaper) and Makkal Kural (Vernacular Newspaper) on Tuesday, February 20, 2024.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on March 21, 2024. Summary of the Scrutinizer's Report is as under:

1. The Postal Ballot Notice was sent through email on February 19, 2024 to all the Shareholders, whose name(s) were appearing in the Register of Members / list of beneficiaries records as on cut-off date, i.e., Friday, February 9, 2024.
2. The Postal Ballot Notice was sent through Registered Post on February 19, 2024 to 1,247 Shareholders whose email address were not registered with the Registrar and Share Transfer Agent ("RTA") of the Company to their residential address, whose

name(s) were appearing in the Register of Members / list of beneficiaries records as on cut-off date, i.e., Friday, February 9, 2024.

3. The Postal Ballot Notice was also available on the Company's website at <https://investors.expleo.com>, website of stock exchanges where equity shares of the Company are listed i.e. "BSE Limited" and "National Stock Exchange of India Limited" at www.bseindia.com and www.nseindia.com, respectively, and the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-Voting facility) i.e. <https://www.evotingindia.com/>.
4. Postal Ballot has been conducted in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Public Advertisement with respect to dispatch of Postal Ballot Notice and conducting of remote e-Voting was published in an English Newspaper "Financial Express" all editions and vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated February 20, 2024.
6. The Company has provided the remote e-voting facility for its members through CDSL, to enable them to cast their votes electronically.
7. The remote e-voting period commenced on Wednesday, February 21, 2024, 9.00 AM (IST) and ended on Thursday, March 21, 2024, 5.00 PM (IST). The votes casted through remote e-voting facility by members of the Company till Thursday, March 21, 2024, 5.00 PM (IST), being the last date and time fixed by the Company for remote e-voting were considered for our scrutiny.
8. The Corporate Members have provided the copy of the resolution passed by their Board of Directors for authorisation to exercise their votes except one.
9. After close of remote e-voting period, the votes cast were unblocked on Thursday, March 21, 2024, in the presence of two (2) witnesses, who are not in the employment of the Company.

The Scrutiniser then submitted his report setting out the results on the voting by Postal Ballot / Remote E-Voting to the Chairman.

The report submitted by the Scrutiniser was taken on record and the Chairman announced the results of the voting by Postal Ballot as under:

Special Business:

1. **Appointment of Mr. Narayanan Subramaniam - (DIN - 00166621) as an Independent Director (Non-Executive) of the Company.**

S. No.	Particulars of Voting	No. of Shareholders voted through e-voting	No. of shares casted through e-voting	Percentage on net valid votes
1	Total Votes Received	130	1,11,94,513	
2	Less: Invalid Votes	1	750	
3	Less: Abstain from Voting	1	2	
4	Net Valid Votes	128	1,11,93,761	100
5	Votes with assent	118	1,11,74,319	99.83
6	Votes with dissent	10	19,442	0.17
Result: The Special Resolution was passed on March 21, 2024 with requisite majority.				

The Chairman then declared that the following special resolution, as set out in the Postal Ballot Notice dated February 7, 2024, was carried with requisite majority.

Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for appointment of Mr. Narayanan Subramaniam (DIN - 00166621), as Independent Director (Non-Executive) of the Company with effect from April 1, 2024 and who shall hold office up to March 31, 2029, not liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Narayanan Subramaniam (DIN - 00166621) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally on behalf of the Company to do all such other acts, deeds and things as may be necessary to give effect to the aforesaid resolution.

2. Appointment of Dr. Srivardhini Keshavamurthy Jha - (DIN - 06373409) as Independent Director (Non-Executive) of the Company.

S. No.	Particulars of Voting	No. of Shareholders voted through e-voting	No. of shares casted through e-voting	Percentage on net valid votes
1	Total Votes Received	130	1,11,94,513	
2	Less: Invalid Votes	1	750	
3	Less: Abstain from Voting	1	2	
4	Net Valid Votes	128	1,11,93,761	100
5	Votes with assent	121	1,11,93,250	99.99
6	Votes with dissent	7	511	0.01
Result: The Special Resolution was passed on March 21, 2024 with requisite majority.				

The Chairman then declared that the following special resolution, as set out in the Postal Ballot Notice dated February 7, 2024, was carried with requisite majority.

Resolved that pursuant to the provisions of Sections 149, 150 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of

the Companies Act, 2013, approval of the Members be and is hereby accorded for appointment of Dr. Srivardhini Keshavamurthy Jha (DIN - 06373409), as Independent Director (Non-Executive) of the Company with effect from April 1, 2024 and who shall hold office up to March 31, 2029, not liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Srivardhini Keshavamurthy Jha (DIN - 06373409) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally on behalf of the Company to do all such other acts, deeds and things as may be necessary to give effect to the aforesaid resolution.

3. Appointment of Dr. Varadharajan Sridhar - (DIN - 00082156) as Independent Director (Non-Executive) of the Company.

S. No.	Particulars of Voting	No. of Shareholders voted through e-voting	No. of shares casted through e-voting	Percentage on net valid votes
1	Total Votes Received	130	1,11,94,513	
2	Less: Invalid Votes	1	750	
3	Less: Abstain from Voting	1	2	
4	Net Valid Votes	128	1,11,93,761	100
5	Votes with assent	120	1,11,93,244	99.99
6	Votes with dissent	8	517	0.01
Result: The Special Resolution was passed on March 21, 2024 with requisite majority.				

The Chairman then declared that the following special resolution, as set out in the Postal Ballot Notice dated February 7, 2024, was carried with requisite majority.

Resolved that pursuant to the provisions of Sections 149, 150 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for appointment of Dr. Varadharajan Sridhar (DIN - 00082156), as Independent Director (Non-Executive) of the Company with effect from April 1, 2024 and who shall hold office up to March 31, 2029, not liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Varadharajan Sridhar (DIN - 00082156) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO, Mr. Periakaruppan Palaniappan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally on behalf of the Company to do all such other acts, deeds and things as may be necessary to give effect to the aforesaid resolution.

4. Payment of remuneration to Directors other than Managing Director or Whole-time Director.

S. No.	Particulars of Voting	No. of Shareholders voted through e-voting	No. of shares casted through e-voting	Percentage on net valid votes
1	Total Votes Received	130	1,11,94,513	
2	Less: Invalid Votes	1	750	
3	Less: Abstain from Voting	0	0	
4	Net Valid Votes	129	1,11,93,763	100
5	Votes with assent	114	1,11,90,625	99.97
6	Votes with dissent	15	3,138	0.03
Result: The Special Resolution was passed on March 21, 2024 with requisite majority.				

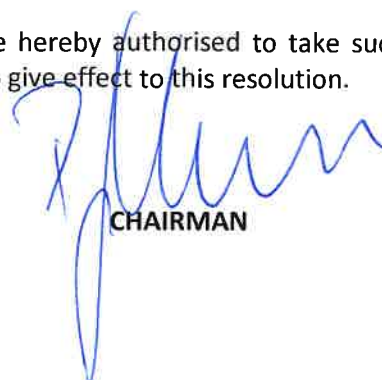
The Chairman then declared that the following special resolution, as set out in the Postal Ballot Notice dated February 7, 2024, was carried with requisite majority.

Resolved that pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a sum not exceeding One percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, as amended, be paid to and distributed amongst the Directors, other than the Managing Director or Whole-time Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of Five financial years commencing from April 01, 2024.

Resolved further that the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever, and in the event there is no profit or inadequate profit, they shall be paid such amount as may be decided by the Board of Directors, which shall not exceed the limits specified in Schedule V of the Companies Act, 2013, and they shall also be entitled to reimbursement of expenses for participation in the Board and other meetings.

Resolved further that the Board of Directors be and are hereby authorised to take such steps as the Board may consider necessary or expedient to give effect to this resolution.

Place : Cologne, Germany
 Date of entering]
 into Minutes book] March 31, 2024
 Date of Signing : April 2, 2024


 CHAIRMAN