



SEC/SE/025/21-22  
Chennai, July 10, 2021

**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  
Scrip Code: EXPLEOSOL

**Sub: Submission of Investor Presentation.**

---

Dear Sir/Madam,

Please find attached the Investor presentation on the composite Scheme of Amalgamation (“Scheme”) pursuant to Sections 230 to 232 of the Companies Act, 2013, approved by the Board of Directors of the Company on July 09, 2021, providing for the merger of (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 with Expleo Solutions Limited and their respective Shareholders.

You are requested to 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

Encl : As above.

# **Investor Presentation**

## **Group Business Consolidation**

**9<sup>th</sup> July 2021**

**( expleo )**

# Safe Harbor

This presentation has been prepared by Expleo Solutions Limited solely to provide information about the Company.

No representation or warranty, express or implied is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of such information or opinions contained herein. None of the Company nor any of its respective affiliates, advisers or representatives, shall have any liability whatsoever (in negligence or otherwise) for any loss howsoever arising from any use of this presentation or its contents or otherwise arising in connection with this presentation.

The information contained in this presentation is only current as of its date. The Company may alter, modify or otherwise change in any manner the content of this presentation, without obligation to notify any person of such revision or changes. Certain statements made in this presentation may not be based on historical information or facts and may be "forward-looking statements", including those relating to the Company's general business plans and strategy, its future financial condition and growth prospects, and future developments in its industry and its competitive and regulatory environment. Actual results may differ materially from these forward-looking statements due to a number of factors, including future changes or developments in the Company's business, its competitive environment, information technology and political, economic, legal and social conditions in India.

Please note that this presentation is based on the publicly available information on Expleo Solutions including but not limited to Company's website and Annual Reports.

This communication is for general information purposes only, without regard to specific objectives, financial situations and needs of any particular person. Please note that investments in securities are subject to risks including loss of principal amount.

This presentation does not constitute an offer or invitation to purchase or subscribe for any shares in the Company and neither any part of it shall form the basis of or be relied upon in connection with any contract or commitment whatsoever.

# Expleo Group Overview in India

## Expleo Solutions Limited (ESL)

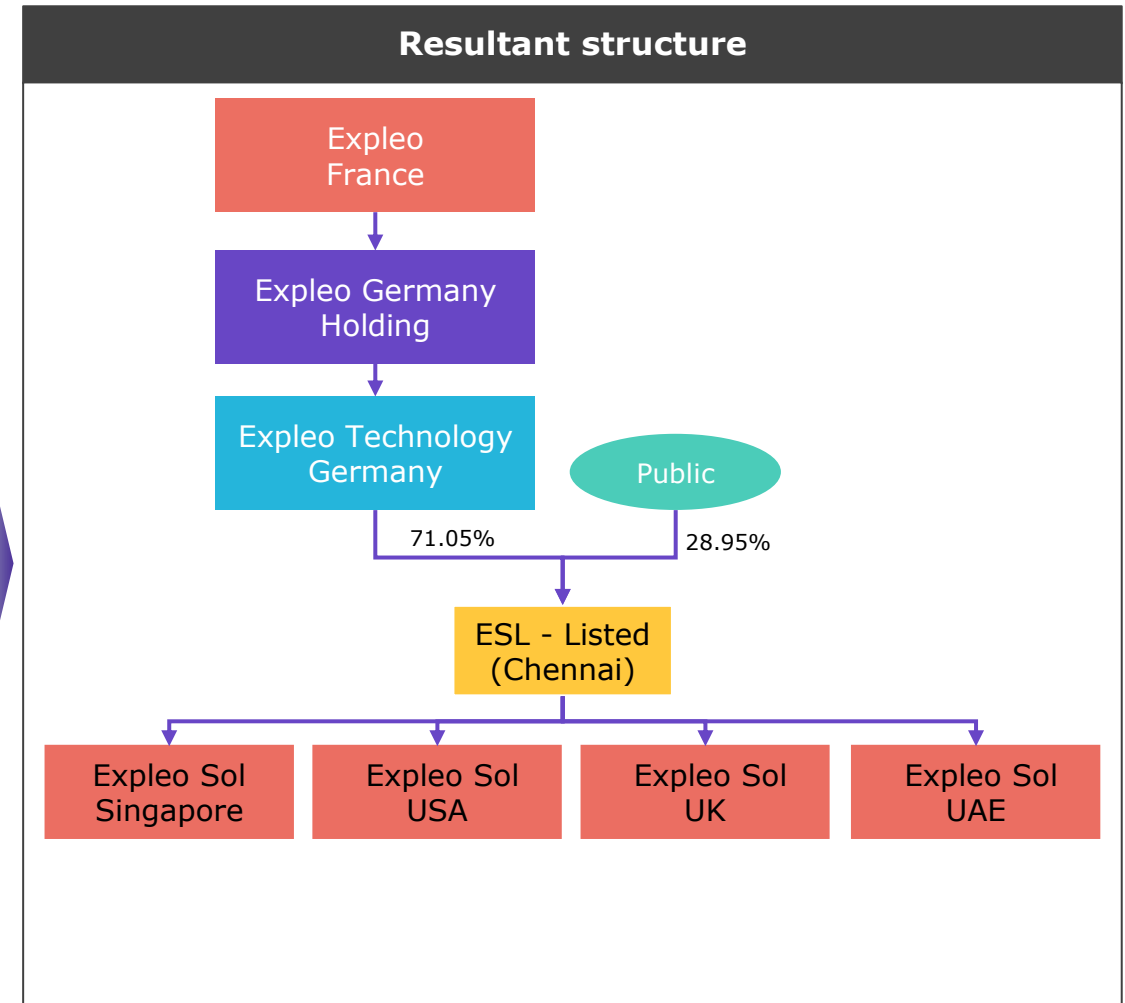
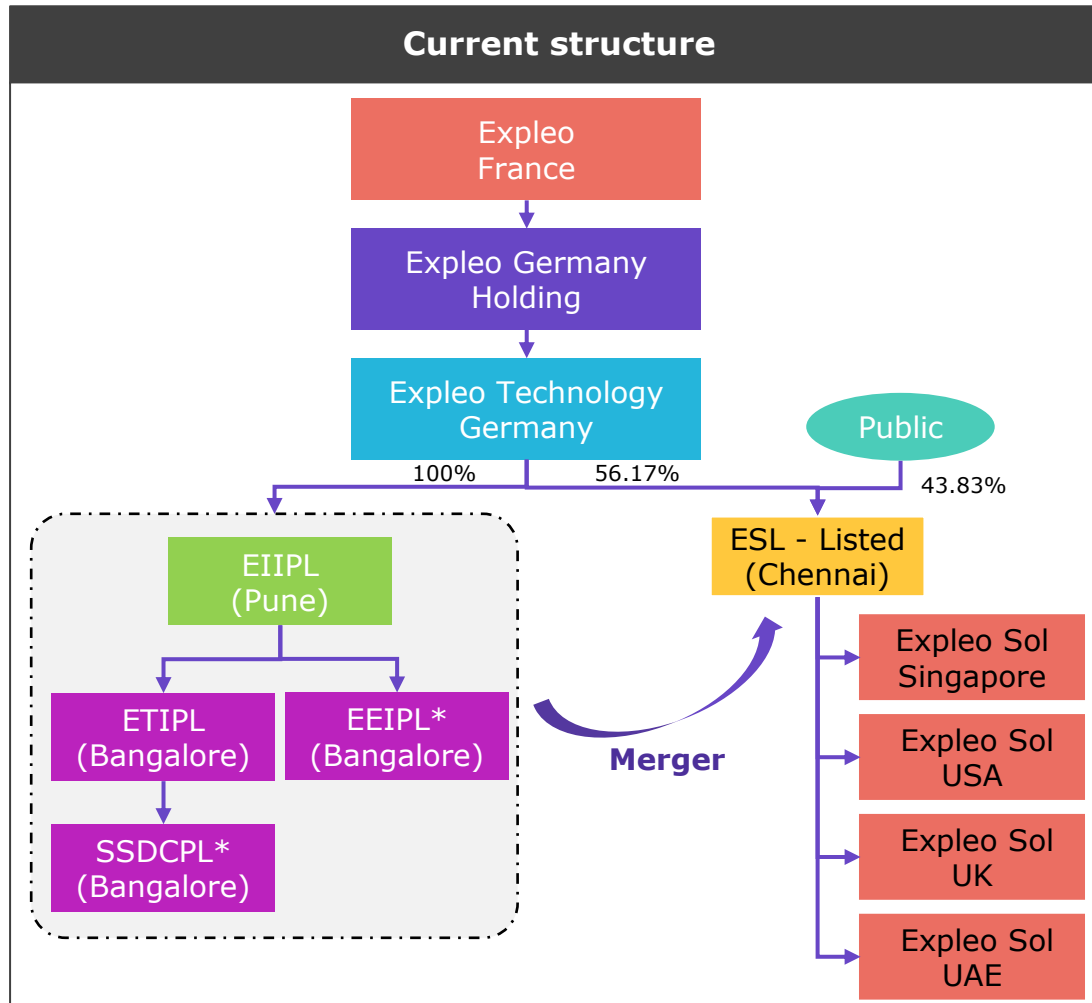
- **Trusted partner** for end-to-end, integrated quality services and management consulting for digital transformation for Treasury and Capital Markets, Retail, Private and Commercial Banking, Insurance, Cards & Payments and Asset Management
- **Strong expertise** are Quality Assurance, Performance Engineering, Cyber Security, RPA/IPA, Software Development (Low-code), DevOps, Data, Cloud Migration
- **Works with clients** across APAC, USA, Europe and Middle East

## Other Unlisted Group Companies in India

## Expleo India Infosystems Private Limited (EIIPL)

- **EIIPL registered under SEZ scheme** is engaged in end-to-end, integrated quality services and management consulting for Automotive, Manufacturing, Gaming & Gambling, Energy & Utilities, Commodity Trading industries
- **Expertise of EIIPL** are Traditional Testing Services, Specialized Testing Services, New Gen Services/ Beyond Testing and Software Development & Production support services
- **EIIPL holds 100% of shares** in Expleo Technologies India Private Limited (ETIPL) which provides software development, validation, verification, certification and engineering design services in the field of Aerospace, Automotive, Defence and Rail Transportation Domains
- **EIIPL also holds 100% of shares** in Expleo Engineering India Private Limited (EEIPL)\*, Silver Software Development Centre Private Limited (SSDCPL)\*, the wholly owned subsidiary of ETIPL

# Transaction Overview



## Swap Ratio

"459 fully paid-up equity shares of INR 10 (Indian Rupees Ten) each of the ESL for every 10 equity shares of INR 10 (Indian Rupees Ten) each held in the EIIPL"

# Key Highlights of Restructuring Exercise



# Benefits of Proposed Restructuring

## Simplification of the Corporate Holding Structure

- Consolidation of shareholding of all unlisted Group Companies in India under ESL
  - Value creation from future growth of EIPL, EITPL to fully accrue to ESL shareholders

## Enhanced focus by combining similar businesses to create stronger platforms and grow them to greater scales

- Senior management bandwidth to focus on a single entity and eliminate duplication of similar businesses across different entities
- Diversification of revenue mix across products/services, customers, geographies – in line with the Group strategy

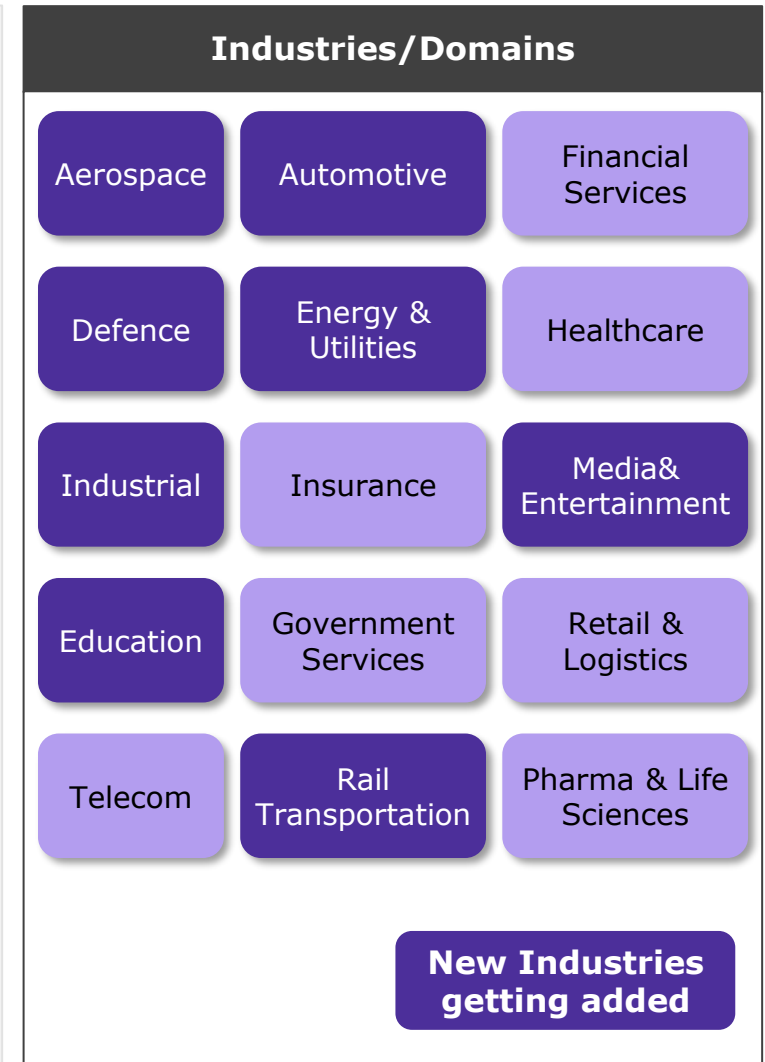
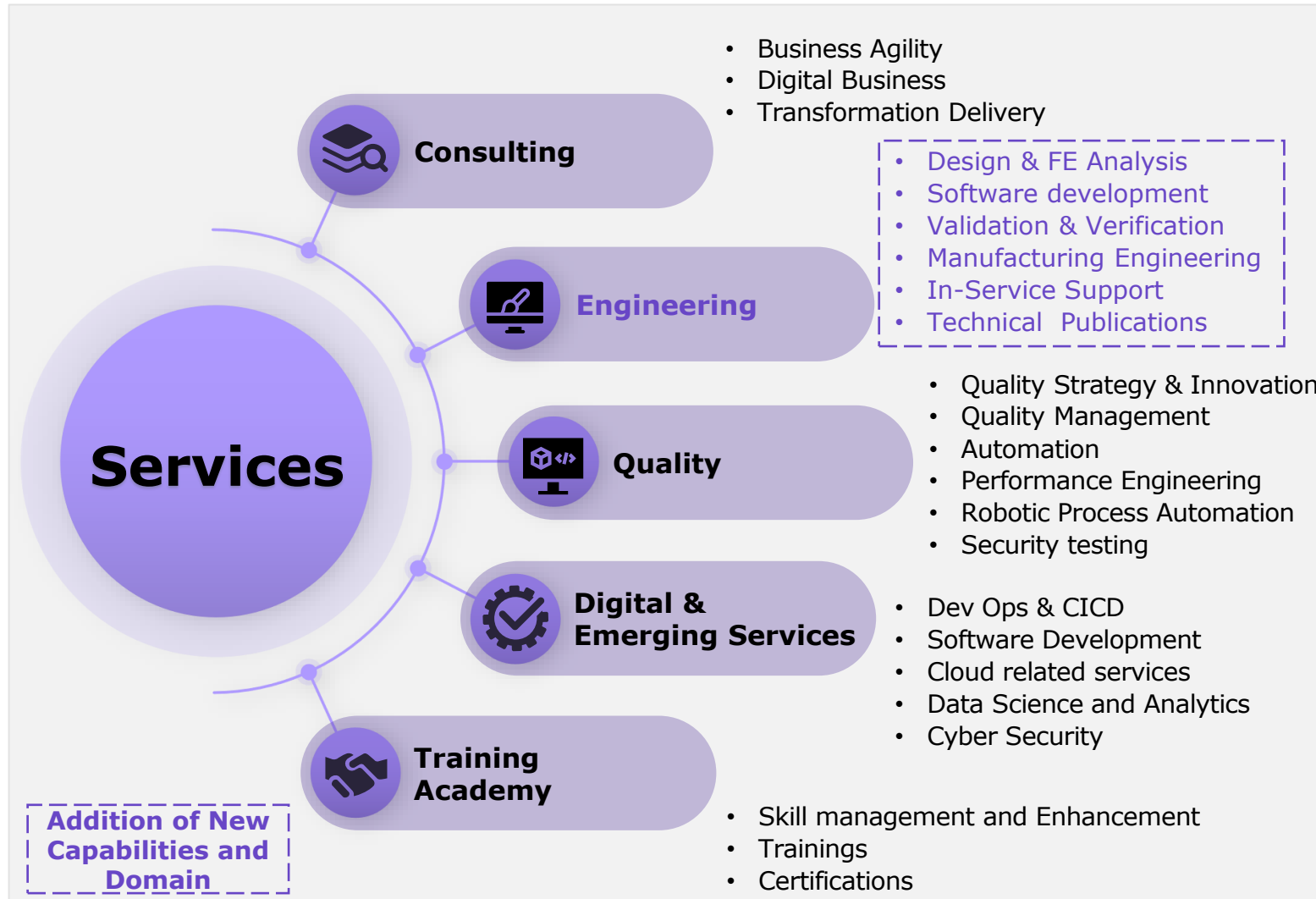
## Alignment of the interests of all stakeholders

- All Expleo businesses under one large Expleo Solutions umbrella i.e. ESL, and realize synergies between the Group entities
- Results in operational efficiencies by streamline various functions
- Provide group more clarity and focus on India as a whole rather than looking at each entities

## Facilitate Capital Market friendly structure to attract wider set of investors

- The amalgamation of all the Indian Expleo Group entities results in a single larger Company, with a view to further grow in size and scale over a period of time, rather than having multiple smaller companies in India
- With the resultant entity being sizeable and diversified, it could be more attractive to capital market investors

# Diversified Product & Industry Portfolio in Resultant Entity





# Accessing Global Clientele & Technological Partnerships under a Single Umbrella



## New Capabilities

- ERP, Supply chain, Manufacturing & Entertainment Industry
- Top tier product co. as a client and partnership with a leading ERP
- Mobile Device and IOT lab in Pune (300+ devices) – Reduced external dependencies



## Insurance Best Shoring

- Adding Insurance business and a Top European and UK Insurer as client
- Capability enhancement in Automation, Functional QA and other Insurance platforms



## Engineering Capabilities

- Engg (Mechanical and Software) capabilities in Avionics & Automotive
- Top European clients with \$20mn+ revenue
- Enhanced tech. competency attracting Engineers and Developers



## Market Expansion

- Expansion in Direct Markets (India, Asia, ME) for Non-BFSI engagements
- Engineering capability in the Direct Markets.



## Cross-Selling

- Financial Treasury functions for the Engineering and Non BFSI clients
- ERP Implementation for BFSI clients
- Leverage the ERP and technical partnerships



## Sales Enhancement

- Additional Direct Sales and Pre-Sales capability for Engineering, Digital, Software competencies

# Summary Financials

	INR Mn	
<b>FY 2020-21</b>	<b>Listed</b>	<b>Unlisted</b>
<b>Revenue</b>	3,009	2,589
<i>Growth %</i>	12%	13%
<b>Revenue share from Group</b>	21%	44%
<b>EBITDA</b>	698	490
<i>EBITDA Margin</i>	23%	19%
<b>Profit After Tax [PAT]</b>	504	379
<i>PAT Margin</i>	17%	15%

# Swap Ratio Recommended by Registered Valuer and Fairness Opinion Provider

- Valuation and Swap Ratio calculation carried out by M/s BDO Valuation Advisory LLP, Registered Valuer
- Fairness Opinion on the Swap Ratio obtained from M/s. IDBI Capital Markets & Securities Limited, a SEBI registered Category I Merchant Banker

**“459 fully paid-up equity shares of INR 10 (Indian Rupees Ten) each of the ESL for every 10 equity shares of INR 10 (Indian Rupees Ten) each held in the EIIPL”**

# List of Advisors

Exclusive Financial Advisor for the Overall Group Restructuring



Tax Advisor



Valuation Advisors



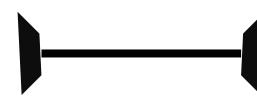
Fairness Opinion Provider



Legal Advisors



Due Diligence Advisors



[ expleo ]

# Thank you for your attention.

Expleo Solutions Limited

6A, Sixth Floor, Prince Infocity II  
No. 283/3 & 283/4  
Rajiv Gandhi Salai (OMR), Kandanchavadi  
Chennai 600096, India  
Phone: +91 44 4392 3200  
Fax: +91 44 4392 3258

[investor.expleosol@expleogroup.com](mailto:investor.expleosol@expleogroup.com)

<https://expleosolutions.com>

CIN No. L64202TN1998PLC066604

**Desikan Narayanan**  
*Expleo Solutions Limited*  
**Desikan.Narayanan@expleogroup.com**

**Diwakar Pingle**  
*Christensen IR*  
**dpingle@christensenir.com**

## Our Values

Passion  
for Quality

Professional  
Partnership

Employees  
Excellence

Responsibility

Honesty  
and Integrity

A close-up portrait of a woman with dark hair, looking directly at the camera with a neutral expression. She is wearing a light blue button-down shirt. The background is a plain, light grey color.

[ expleo ]

( expleo )

# Get Social with Expleo



@ExpleoGroup



@ExpleoGroup



@ExpleoGroup

@ExpleoGroup



@ExpleoGroup

