



SEC/SE/072/19-20

Chennai, August 1, 2019

1) Manager – CRD,  
BSE Ltd.,  
P J Towers, Dalal Street,  
Mumbai – 400 001

Fax No.022-22722037/39/41  
Tel: 022 - 22728013/8390/8307  
Scrip Code: 533121  
ISIN No. INE201K01015

2) Listing Manager,  
National Stock Exchange of India Ltd.,  
'Exchange Plaza'  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

Fax: 022- 26598237/38  
Tel: 022 - 26598200  
Scrip Code: EXPLEOSOL  
ISIN No. INE201K01015

**Sub: Submission of Proceedings of the 21<sup>st</sup> Annual General Meeting of Expleo Solutions Limited  
(Formerly known as SQS India BFSI Limited).**

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Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Proceedings of the 21<sup>st</sup> Annual General Meeting of Expleo Solutions Limited (Formerly known as SQS India BFSI Limited), held on Wednesday, July 31, 2019 at 3.30 p.m. at The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T Nagar, Chennai - 600 017.

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

Thanking you,

For Expleo Solutions Limited  
(Formerly known as SQS India BFSI Limited)

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

**Proceedings of the 21<sup>st</sup> Annual General Meeting of  
Expleo Solutions Limited (Formerly known as SQS India BFSI Limited)  
held on Wednesday, July 31, 2019.**

The Twenty First Annual General Meeting of the Company was held on Wednesday, July 31, 2019 at 3.30 p.m. at The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T Nagar, Chennai - 600 017.

In the absence of Mr. René Gawron, Chairman and Director, Prof. S. Rajagopalan, Independent Director, proposed Prof. K. Kumar, Deputy Chairman and Director to Chair the 21<sup>st</sup> Annual General Meeting.

Prof. K. Kumar, Deputy Chairman and Director, was elected as Chairman of 21<sup>st</sup> Annual General Meeting.

Prof. K. Kumar, Deputy Chairman and Director, accepted the invitation and chaired the meeting.

The Chairman called the meeting to order after confirming the requisite quorum for convening the valid Annual General Meeting under Section 103 of the Companies Act, 2013 was present.

Attendance:

Members present in person – 137 holding 59,16,132 shares

Members present through proxies – Nil

Corporate members – 1 Corporate represented by its authorised representative holding 5,758,804 shares

The Chairman then welcomed the Shareholders of the Company to the 21<sup>st</sup> Annual General Meeting (21<sup>st</sup> AGM) and introduced the Board of Directors, Chief Financial Officer and Company Secretary of the Company to the Shareholders. The Chairman informed the Shareholders that Mr. René Gawron, Chairman and Director, could not attend the meeting and explained the reasons for the same.

The Chairman acknowledged the attendance of the statutory auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and Secretarial Auditors, M/s. M. Alagar & Associates, Company Secretaries in Practice.

The Chairman informed the members that necessary statutory registers as required under Companies Act, 2013 are kept open for inspection by the members.

The Chairman stated that the Notice of the 21<sup>st</sup> AGM was already circulated to all the Members along with the Annual Report of the Company for the financial year 2018-19. With the consent of the members present at the meeting, the notice of 21<sup>st</sup> AGM dated May 6, 2019, was taken as read.

The Chairman further informed to the Members that the Auditor's Report and its Annexure for the year ended March 31, 2019 does not contain any qualification, observation or comments on financial transaction or matters, which have any adverse effect on the functioning of the Company. Therefore,

as per Section 145 of the Companies Act, 2013, the Auditor's Report and its Annexures need not be read at the meeting.

The Chairman also informed that the Secretarial Audit Report issued by the Company Secretary in Practice, does not contain any qualification, observation or comments and therefore need not be read at the meeting.

The members were informed that 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 27, 2019 and ended on 5.00 p.m. IST Tuesday, July 30, 2019 (both days inclusive).

Also, the Company has provided the facility for voting at the venue of the Annual General Meeting through electronic voting system (i.e. Instapoll) 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. 2969) (Address: No.28, 1st Floor, Ganapathy Colony, 3rd Street, Teynampet, Chennai – 600 018) was appointed as the Scrutinizer to scrutinize the instapoll and remote e-voting process in a fair and transparent manner.

The Chairman in his speech gave an overview on the performance of the Company for the financial year ended March 31, 2019.

The Chairman conducted the proceedings of the items set out in the Notice along with the object and implication of each resolution.

The Chairman invited the Members for discussion. Several members addressed the meeting, provided suggestions and sought clarifications. The Chairman, Directors and Chief Financial Officer clarified the queries raised by the members.

Thereafter, the Chairman requested all the members present at the meeting and who did not cast their vote through remote e-voting system to participate in the Instapoll offered by CDSL.

The Chairman announced that the results of the e-voting, along with Consolidated Scrutinizer's Report would be placed on the Company's website, website of M/s. Central Depository Services (India) Limited by August 2, 2019 and it shall also be submitted to the Stock Exchanges.

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  
(Formerly known as SQS India BFSI Limited)

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