

No. 28, I st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 28-08-2020

To
The Chairman / Managing Director & CEO
M/s. EXPLEO SOLUTIONS LIMITED
(Formerly known as SQS India BFSI Limited)
6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4,
Rajiv Gandhi Salai (OMR), Kandanchavadi,
Chennai – 600 096

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and voting at Annual General Meeting (AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 22nd AGM of Expleo Solutions Limited (formerly known as SQS India BFSI Limited) held on Thursday, August 27, 2020 at 3:30 P.M IST, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Expleo Solutions Limited (formerly known as SQS India BFSI Limited) (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the notice dated May 28, 2020 issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 22nd Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 27, 2020 at 3.30 P.M IST, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated May 28, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.





Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, a public advertisement was published in an English newspaper "The Financial Express" all editions and in a vernacular newspaper "Makkal Kural" having electronic editions on Monday, July 27, 2020 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" all editions and in a vernacular newspaper "Makkal Kural" edition on Wednesday, August 05, 2020.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 22nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Monday, August 24, 2020 (9.00 a.m. IST) to Wednesday, August 26, 2020 (5.00 p.m. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. August 20, 2020 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 22nd AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

Thereafter, the consolidated results were prepared based on the report generated from the e-voting website of M/s. Central Depository Services (India) Limited (CDSL) (i.e.) <https://www.evotingindia.com/> containing, inter alia, list of Equity Shareholders, who voted



"for", "against" or "abstained", in respect of the each of the resolutions that were put to vote through remote e-voting and remote e-voting during the AGM,.

The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: To receive, consider and adopt:

- The Audited financial statements of the Company for the financial year ended March 31, 2020 with the reports of the Board of Directors' and Auditor's thereon.
- The Audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and Auditor's Report thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	59,92,211	56	59,92,161	99.99	1	50	0.01		
Voting at AGM	61,351	2	61,351	100.00	-	-	-	-	-
Total	60,53,562	58	60,53,512	99.99	1	50	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business:

To appoint a Director in place of Mr. Ralph Franz Gilleszen (DIN - 05184138) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	59,92,211	53	59,91,834	99.99	4	377	0.01	-	-
Voting at AGM	61,351	2	61,351	100.00	-	-	-	-	-
Total	60,53,562	55	60,53,185	99.99	4	377	0.01	-	-

2



Resolution No 3: Ordinary Resolution

Special Business: Appointment of Mr. Martin Hodgson (DIN - 08720176) as Non-Executive Director.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	59,92,211	55	59,92,209	99.99	2	2	0.01	-	-
Voting at AGM	61,351	2	61,351	100.00	-	-	-	-	-
Total	60,53,562	57	60,53,560	99.99	2	2	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969B000627219



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

**BALAJI
VISWANATHAN
HAN**

Digitally signed by
BALAJI
VISWANATHAN
Date: 2020.08.28
17:23:55 +05'30'

Balaji Viswanathan
Managing Director & CEO