

Annexure III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2019

[Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L64202TN1998PLC066604
Registration Date	June 08, 1998
Name of the Company	Expleo Solutions Limited (formerly known as SQS India BFSI Limited)
Category / Sub-Category of the Company	Company Limited Shares / Indian Non-Government Company
Address of the Registered office and contact details	6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600096. Ph.+91 44 4392 3200
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, V Floor, #1, Club House Road, Chennai - 600 002. Ph:+91 44 2846 0390 email : investor@cameoindia.com Website : www.cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	SOFTWARE TESTING SERVICE	62011	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SI.NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN /UIN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Expleo Technology Germany AG (formerly known as SQS Software Quality Systems AG), Stollwerckstrasse 11, 51149 Cologne Germany	Amtsgericht Köln, HRB 12764	Holding	53.75%	2(46)
2	Expleo Solutions Pte. Ltd (formerly known as SQS BFSI Pte. Ltd.) North Bridge, #19-04/05 High Street Centre, Singapore 179094	MAWAZ20020072	Subsidiary	100%	2(87)
3	SQS BFSI Inc. 2720, Old Rosebud Road, Suite # 330 Lexington, KY 40509, USA	MAWAZ20030150	Subsidiary	100%	2(87)
4	Expleo Solutions UK Ltd (formerly known as SQS BFSI UK Ltd) 7-11 Moorgate, London, EC2R 6AF, United Kingdom.	MAWAZ20100903	Subsidiary	100%	2(87)
5	SQS BFSI FZE P.O Box no 50989, Harmiyah Free Zone, Sharjah, UAE	MAWAZ20120523	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

CATEGORY CODE	CATEGORY OF SHAREHOLDER	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	-	-	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total A(1) :	-	-	-	-	-	-	-	-	-
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	5,753,801	-	5,753,801	53.72%	5,758,804	-	5,758,804	53.75%	0.03%
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total A(2) :	5,753,801	-	5,753,801	53.72%	5,758,804	-	5,758,804	53.75%	0.03%
	Total A=A(1)+A(2)	5,753,801	-	5,753,801	53.72%	5,758,804	-	5,758,804	53.75%	0.03%
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds / UTI	53,000	-	53,000	0.49%	-	-	-	-	-0.49%
(b)	Financial Institutions /Banks	3,125	-	3,125	0.03%	9,170	-	9,170	0.09%	0.06%
(c)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Portfolio Investors	220	-	220	0.00%	39	-	39	0.00%	0.00%

CATE- GORY CODE	CATEGORY OF SHAREHOLDER	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total B(1) :	56,345	-	56,345	0.53%	9,209	-	9,209	0.09%	-0.44%
(2)	NON- INSTITUTIONS									
(a)	Bodies Corporate	786,429	-	786,429	7.34%	755,796	-	755,796	7.05%	-0.29%
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	2,190,074	2,004	2,192,078	20.47%	2,152,100	4	2,152,104	20.09%	-0.38%
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1,335,144	-	1,335,144	12.47%	1,442,254	-	1,442,254	13.46%	0.99%
(c)	Others									
	Clearing members	5,416	-	5,416	0.05%	4,396	-	4,396	0.04%	-0.01%
	Non Resident Indians	172,827	-	172,827	1.61%	195,216	-	195,216	1.82%	0.21%
	Non Resident Indian Non Repatriable	175,122	-	175,122	1.64%	160,140	-	160,140	1.49%	-0.15%
	Trust	200	-	200	0.00%	-	-	-	-	-
	Director or Director's Relatives	79,692	-	79,692	0.74%	79,692	-	79,692	0.74%	-
	HUF	150,912	-	150,912	1.41%	152,328	-	152,328	1.42%	0.01%
	IEPF	670	-	670	0.01%	3,442	-	3,442	0.03%	0.03%
	Non Banking Financial Institutions	1,745	-	1,745	0.02%	-	-	-	-	-0.02%
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
	Sub-Total B(2) :	4,898,231	2,004	4,900,235	45.75%	4,945,364	4	4,945,368	46.16%	0.41%
	Total B=B(1)+B(2) :	4,954,576	2,004	4,956,580	46.28%	4,954,573	4	4,954,577	46.25%	-0.03%
	Total (A+B) :	10,708,377	2,004	10,710,381	100.00%	10,713,377	4	10,713,381	100.00%	-

CATEGORY CODE	CATEGORY OF SHAREHOLDER	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
(2)	Public	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C):	10,708,377	2,004	10,710,381	100%	10,713,377	4	10,713,381	100%	-

ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Expleo Technology Germany AG (formerly SQS Software Quality Systems AG)	5,753,801	53.72%	-	5,758,804	53.75%	-	0.03%
	TOTAL	5,753,801	53.72%	-	5,758,804	53.75%	-	0.03%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	At the beginning of the year	5,753,801	53.72%	-	-
2	Increase / Decrease in shareholding during the year	5,003	0.03%	5,758,804	53.75%
3	At the end of the year	5,758,804	53.75%	-	-

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI No.	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Rajasthan Global Securities Private Limited	285,768	2.67%	403,463	3.77%
2	Kalpraj Damji Dharamshi	175,000	1.63%	175,000	1.63%
3	Hemang Raichand Dharamshi	150,000	1.40%	150,000	1.40%
4	Aparna Jain	33,456	0.31%	108,000	1.01%
5	Ravindra Raichand Dharamshi	100,000	0.93%	100,000	0.93%
6	Nihar Nilekani	90,134	0.84%	90,134	0.84%
7	Harsha Hemang Dharamshi	65,000	0.61%	65,000	0.61%
8	Celestina Daniel	59,657	0.56%	59,657	0.56%
9	Suchithra E T	58,075	0.54%	57,256	0.53%
10	Zaki Abbas Nasser	-	0.00%	55,000	0.51%

(v) Shareholding of Directors and Key Managerial Personnel:

SI No.	Shareholding of Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	Mr. Rajiv Kuchhal			-	-
1	At the beginning of the year	67,692	0.63%	-	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No change during the year		-	-
3	At the end of the year	67,692	0.63%	-	-
	Prof. S. Rajagopalan			-	-
1	At the beginning of the year	1,000	0.01%	-	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No change during the year		-	-
3	At the end of the year	1,000	0.01%	-	-
	Prof. K. Kumar			-	-
1	At the beginning of the year	11,000	0.10%	-	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No change during the year		-	-
3	At the end of the year	11,000	0.10%	-	-

SI No.	Shareholding of Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	Other Directors			-	-
1	At the beginning of the year	None of the other directors holds shares in the Company			
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	None of the other directors holds shares in the Company			
3	At the end of the year	None of the other directors holds shares in the Company			

SI No.	Shareholding of KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	Mr. Phani Tangirala, Senior Director - BFSI				
1	At the beginning of the year	17,320	0.16%	-	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No change during the year		-	-
3	At the end of the year	17,320	0.16%	-	-
	Mr. S. Sampath Kumar, Company Secretary & Compliance Officer				
1	At the beginning of the year	5	-	-	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No change during the year		-	-
3	At the end of the year	5	-	-	-
	Other KMPs				
1	At the beginning of the year	None of the other KMPs hold shares in the Company			
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	None of the other KMPs hold shares in the Company			
3	At the end of the year	None of the other KMPs hold shares in the Company			

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. In Millions

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Rs. In Millions

Sl. No.	Particulars of Remuneration	Ms. Aarti Arvind MD & CEO (upto August 31, 2018)	Mr. Balaji Viswanathan, MD & CEO (from September 01, 2018)	Mr. K. Ramaseshan, Executive Director & CFO (upto July 17, 2018)
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	6.91	7.18	4.80
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961		-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-

Rs. In Millions

Sl. No.	Particulars of Remuneration	Ms. Aarti Arvind MD & CEO (upto August 31, 2018)	Mr. Balaji Viswanathan, MD & CEO (from September 01, 2018)	Mr. K. Ramaseshan, Executive Director & CFO (upto July 17, 2018)
	i. Deferred bonus (pertaining to the current Financial Year payable in 2018)	-	-	-
	ii. Retirals	-	-	-
	iii. Others (incentives)##	-	2.76	-
	Total (A)	6.91	9.94	4.80

provision made in the books for which payment will be made during the FY 2019-20 for Mr. Balaji Viswanathan

B. Remuneration to other Directors:

Rs. In Millions

Independent Directors	Prof. K. Kumar	Prof. S. Rajagopalan	Mr. Rajiv Kuchhal	Mr. Ulrich Bäumer	Ms. Lilian Jessie Paul	Total Amount
Fee for attending Board / Committee Meetings	0.48	0.50	0.34	0.10	0.28	1.70
-Commission**	0.91	0.91	0.91	0.91	0.91	4.55
-Others, Please Specify	-	-	-	-	-	-
Total (1)	1.39	1.41	1.25	1.01	1.19	6.25
Other Non Executive Directors: Mr. David Bellin						
Fee for attending Board / Committee Meetings						0.04
-Others, Please Specify						-
Total (2)						0.04
Total (B) = (1)+ (2)						6.29

** provision made in the books for which payment will be made during the FY 2019-20

C. Remuneration to Key Managerial personnel other than MD/Manager/WTD:

Rs. In Millions

Sl No.	Particulars of Remuneration	Mr. S. Sampath Kumar, Company Secretary & Compliance Officer	Mr. Desikan Narayanan, Chief Financial Officer
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	3.07	2.92
	(b) Value of perquisites under Section 17 (2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17 (3) Income Tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-

Rs. In Millions

SI No.	Particulars of Remuneration	Mr. S. Sampath Kumar, Company Secretary & Compliance Officer	Mr. Desikan Narayanan, Chief Financial Officer
4	Commission	-	-
	- as % of profit	-	-
	-others, specify...	-	-
5	Others, please specify	-	-
	i. Deferred bonus (pertaining to the current Financial year payable in 2018)	-	-
	ii. Retirals	-	-
	iii. Others (incentives)##	-	1.07
	Total (A)	3.07	3.99

provision made in the books for which payment will be made during the FY 2019-20 for Mr. Desikan Narayanan

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

**For and on behalf of Board of Directors of
Expleo Solutions Limited
(formerly Known as SQS India BFSI Limited)**

Place: Chennai

Date : May 06, 2019

RENÉ GAWRON

Chairman & Director