



No. 28, I st Floor, Ganapathy Colony, III<sup>rd</sup> 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: 31.07.2019**

To,  
The Chairman,  
M/s Expleo Solutions Limited  
(Formerly known as SQS India BFSI Limited),  
Chennai.

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 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 and voting through Instapoll at the 21<sup>st</sup> Annual General Meeting of M/s. 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.**

I, V Suresh, Practising Company Secretary, has been appointed by the Board of Directors of M/s. Expleo Solutions Limited (Formerly known as SQS India BFSI Limited) ("the Company") in their meeting held on May 6, 2019 as a Scrutinizer for the purpose of scrutinizing the remote e-voting / voting through Instapoll at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 ("the 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, in respect of the resolutions contained in the notice to the 21<sup>st</sup> Annual General Meeting (AGM) of the members of the Company, 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.

The Notice dated May 06, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

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" and in a vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated July 07, 2019.



*(Handwritten signature)*

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 21<sup>st</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting and the e-voting at the AGM venue (i.e. Instapoll) 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 Company had also provided for voting through Instapoll at the 21<sup>st</sup> AGM, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date, i.e. July 26, 2019 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 21<sup>st</sup> AGM of the Company).

Further to the above, I submit my report as under:-

**Remote E-voting:**

- i. The e-voting period remained open from Saturday, July 27, 2019 (9.00 a.m. IST) to Tuesday, July 30, 2019 (5.00 p.m. IST) (both days inclusive).
- ii. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

**Voting through Instapoll at the AGM venue:**

After the conclusion of the voting through Instapoll at the AGM, the votes cast through instapoll and remote e-voting were unblocked in presence of two witnesses, who were not in employment of the Company.

Thereafter, the consolidated details containing, inter alia, list of Equity Share Holders, who voted "for", "against" or "abstained", in respect of each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited ("CDSL"), (i.e.) [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the result of the e-voting is as under:



A handwritten signature in blue ink, appearing to be a cursive name.

**Resolution No 1: Ordinary Resolution**

**Ordinary Business: Adoption of**

a) *The Audited financial statements of the Company for the financial year ended March 31, 2019 with the reports of the Board of Directors' and Auditor's thereon.*

b) *The Audited consolidated financial statements of the Company for the financial year ended March 31, 2019 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	58,50,263	13	58,49,450	99.99	3	813	0.01	-	-
Voting through Instapoll at the AGM Venue	65,869	15	65,869	100.00	-	-	-	-	-
<b>Total</b>	<b>59,16,132</b>	<b>28</b>	<b>59,15,319</b>	<b>99.99</b>	<b>3</b>	<b>813</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

**Resolution No 2: Ordinary Resolution**

**Ordinary Business: Appointment of Director in place of Mr. René Gawron (DIN - 06744645) 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	58,50,263	11	58,48,875	99.98	5	1,388	0.02	-	-
Voting through Instapoll at the AGM Venue	65,869	15	65,869	100.00	-	-	-	-	-
<b>Total</b>	<b>59,16,132</b>	<b>26</b>	<b>59,14,744</b>	<b>99.98</b>	<b>5</b>	<b>1,388</b>	<b>0.02</b>	<b>-</b>	<b>-</b>



**Resolution No 3: Special Resolution**

**Special Business: Re-appointment of Ms. Lilian Jessie Paul (DIN - 02864506) as an Independent Director (Non-Executive) of the Company.**

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	58,50,263	11	58,48,875	99.98	5	1,388	0.02	-	-
Voting through Instapoll at the AGM Venue	65,869	13	65,867	100.00	2	2	-	-	-
<b>Total</b>	<b>59,16,132</b>	<b>24</b>	<b>59,14,742</b>	<b>99.98</b>	<b>7</b>	<b>1,390</b>	<b>0.02</b>	<b>-</b>	<b>-</b>

All the resolutions have been passed with requisite majority.

Thanking you,  
Yours faithfully,



V Suresh  
Practising Company Secretary  
CP No. 6032



**For Expleo Solutions Limited**  
(formerly known as SQS India BFSI Limited)



**Managing Director and CEO**