

Annexure II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[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 by 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 – 600 096. Ph.+91 44 4392 3200 Website: https://expleosolutions.com
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: cameo@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:-

SI. 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 GmbH (formerly known as Expleo Technology Germany AG), Stollwerckstrasse 11, 51149 Cologne Germany	Amtsgericht Köln, HRB 12764	Holding	56.17%	2(46)
2	Expleo Solutions Pte. Ltd Singapore (formerly known as SQS BFSI Pte. Ltd. Singapore) North Bridge, #19-04/05 High Street Centre, Singapore 179094	MAWAZ20020072	Subsidiary	100%	2(87)
3	Expleo Solutions Inc., USA (formerly known as SQS BFSI Inc. USA) SBS Centre, Office No.38, 3rd Floor, 500 Mamaroneck Avenue, Suite 320, Harrison, New York 10528, USA	MAWAZ20030150	Subsidiary	100%	2(87)
4	Expleo Solutions UK Ltd., UK (formerly known as SQS BFSI UK Ltd., UK) 7-11 Moorgate, London, EC2R 6AF, United Kingdom.	MAWAZ20100903	Subsidiary	100%	2(87)
5	Expleo Solutions FZE, UAE (formerly known as SQS BFSI FZE, UAE) P.O Box no 50989, Harmiyah Free Zone, Sharjah, UAE	MAWAZ20120523	Subsidiary	100%	2(87)

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	
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total B(1) :	9,209	-	9,209	0.09%	-	-	-	-	-0.09%
(2)	NON- INSTITUTIONS									
(a)	Bodies Corporate	755,796	-	755,796	7.05%	810,532	-	810,532	7.91%	0.85%
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	2,152,100	4	2,152,104	20.09%	2,064,225	4	2,064,229	20.13%	0.05%
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1,442,254	-	1,442,254	13.46%	1,134,752	-	1,134,752	11.07%	-2.39%
(c)	Others									
	Clearing members	4,396	-	4,396	0.04%	11,735	-	11,735	0.11%	0.07%
	Non Resident Indians	195,216	-	195,216	1.82%	97,389	-	97,389	0.95%	-0.87%
	Non Resident Indian Non Repatriable	160,140	-	160,140	1.49%	179,862	-	179,862	1.75%	0.26%
	Trust	-	-	-	-	-	-	-	-	-
	Director or Director's Relatives	79,692	-	79,692	0.74%	70,855	-	70,855	0.69%	-0.05%
	HUF	152,328	-	152,328	1.42%	120,448	-	120,448	1.17%	-0.25%
	IEPF	3,442	-	3,442	0.03%	3,879	-	3,879	0.04%	0.01%
	Non Banking Financial Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
	Sub-Total B(2) :	4,945,364	4	4,945,368	46.16%	4,493,677	4	4,493,681	43.83%	-2.33%
	Total B=B(1)+B(2) :	4,954,573	4	4,954,577	46.25%	4,493,677	4	4,493,681	43.83%	-2.42%
	Total (A+B) :	10,713,377	4	10,713,381	100.00%	10,252,481	4	10,252,485	100.00%	0.00%

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) :	10,713,377	4	10,713,381	100%	10,252,481	4	10,252,485	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 GmbH (formerly Expleo Technology Germany AG)	5,758,804	53.75	-	5,758,804	56.17	-	2.42
	TOTAL	5,758,804	53.75	-	5,758,804	56.17	-	2.42

(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	5,758,804	53.75	-	-
2	Increase in the percentage of shareholding during the year due to Promoter not participating in Buyback of Shares	-	-	-	2.42
3	At the end of the year	5,758,804	56.17	-	-

(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	403,463	3.77%	463,724	4.52%
2	Kalpraj Damji Dharamshi	175,000	1.63%	152,150	1.48%
3	Hemang Raichand Dharamshi	150,000	1.40%	130,415	1.27%
4	Nihar Nandan Nilekani	90,134	0.84%	88,366	0.86%
5	Ravindra Raichand Dharamshi	100,000	0.93%	86,943	0.85%
6	Axis Securites Limited	2,610	0.02%	81,004	0.79%
7	Suchithra E T	57,256	0.53%	60,967	0.59%
8	Zaki Abbas Nasser	55,000	0.51%	60,000	0.59%
9	Aparna Jain	108,000	1.01%	57,000	0.56%
10	Harsha Hemang Dharamshi	65,000	0.61%	56,513	0.55%

(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	Decrease - Shares tendered in Buyback - 21 June, 2019	8,837	0.08	58,855	0.57
3	At the end of the year	58,855	0.57	-	-
	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	Increase in the percentage of shareholding during the year Due not participating in Buyback of Shares	-	0.005	11,000	0.11
3	At the end of the year	11,000	0.11	-	-

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 Appointed as KMP w.e.f. April 01, 2019				
1	At the beginning of the year	17,320	0.16	-	-
2	Increase in the percentage of shareholding during the year Due not participating in Buyback of Shares	-	0.01	17,320	0.17
3	At the end of the year	17,320	0.17	-	-
	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	Mr. Balaji Viswanathan, MD & CEO
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	12.92
	(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	-
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)##	3.39
	Total (A)	16.31

provision made in the books for which payment will be made during the FY 2020-21

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	0.50	0.42	0.36	0.06	0.26	1.60
-Commission**	0.90	0.90	0.90	0.90	0.90	4.50
-Others, Please Specify	-	-	-	-	-	-
Total (1)	1.40	1.32	1.26	0.96	1.16	6.10
Other Non Executive Directors: Nil						
Fee for attending Board / Committee Meetings						-
-Commission**						
-Others, Please Specify						-
Total (2)						-
Total (B) = (1)+ (2)						6.10

** provision made in the books for which payment will be made during the FY 2020-21

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

Rs. In Millions

SI No.	Particulars of Remuneration	Mr. S. Sampath Kumar, Company Secretary & Compliance Officer	Mr. Desikan Narayanan, Chief Financial Officer	Mr. Phani Tangirala, Senior Director - BFSI KMP w.e.f. 01 April, 2019
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	2.93	5.40	9.56
	(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	-	-	-
	i. Deferred bonus (pertaining to the current Financial year payable in 2018)	-	-	-
	ii. Retirals	-	-	-
	iii. Others (incentives)##	0.27	1.20	0.52
	Total (A)	3.20	6.60	10.08

provision made in the books for which payment will be made during the FY 2020-21

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 28, 2020

Balaji Viswanathan
Managing Director & CEO

Prof. K. Kumar
Deputy Chairman &
Independent Director