



EXPLEO SOLUTIONS LIMITED

(Formerly known as SQS India BFSI Limited)

Regd. Off: 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096

TEL No: 044-4392 3200, Email: investor.expleosol@expleogroup.com, Web: www.expleosolutions.com CIN: L64202TN1998PLC066604

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of Expleo Solutions Limited (Formerly known as SQS India BFSI Limited) will be held on Thursday, August 27, 2020 at 3.30 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) 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.
 - b) The Audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and Auditor’s Report thereon.
2. To appoint a Director in place of Mr. Ralph Franz Gillessen (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.

SPECIAL BUSINESS

3. Appointment of Mr. Martin Hodgson (DIN - 08720176) as Non-Executive Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Martin Hodgson (DIN - 08720176), who was appointed as an Additional Director by the Board of Directors of the Company with effect from April 9, 2020 and whose term of office expires at the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the Office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

RESOLVED further that Mr. Balaji Viswanathan, Managing Director and CEO, Mr. Desikan Narayanan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

**By order of the Board of Directors
For Expleo Solutions Limited
(Formerly known as SQS India BFSI Limited)**

S. Sampath Kumar
Company Secretary & Compliance Officer
FCS No.3838

Place : Chennai
Date : May 28, 2020

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No.20/2020 dated May 5, 2020 read with General Circular No.14/2020 dated April 8, 2020 and also the General Circular No.17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since the AGM is being held in accordance with the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Corporate members intending to attend the meeting through their Authorized Representatives are requested to send a duly certified copy of the Board Resolution / Power of Attorney to the Company through email to investor.expleosol@expleogroup.com authorizing their representatives to attend and vote at the meeting.
3. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, and in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, electronic copy of the Notice of the 22nd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website <https://expleogroup.com/expleo-solutions/financial/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
4. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item No. 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM are also annexed.
5. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (the “Act”).
6. Participants, i.e. Members and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. mentioning their name, DP ID and Client ID / Folio Number and Mobile Number at least 2 days before the AGM in advance to the e-mail address of the Company: investor.expleosol@expleogroup.com. Further, queries / questions may also be posed concurrently during the AGM through VC / OAVM.
7. **Members, who would like to ask questions during the 22nd AGM with regard to the financial statements or any other matter to be placed at the 22nd AGM, need to register themselves as a speaker** by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company’s email address investor.expleosol@expleogroup.com at least 2 days before the start of the 22nd AGM i.e. by 25th August, 2020 by 3.30 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 22nd AGM, depending upon the availability of time.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

9. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, the Notice of the 22nd AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 22nd AGM and the Annual Report for the year 2019-20, can get their email address registered by following the steps as given below:
- a. For Members holding shares in physical form, please send an email request mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, to the Company's email address investor.expleosol@expleogroup.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
10. Members and other eligible persons can attend this AGM through VC / OAVM at least 15 minutes before the scheduled start time and shall remain open until expiry of 15 minutes from the scheduled end time. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 21, 2020 to Thursday, August 27, 2020 (both days inclusive) for annual closing.
12. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for his appointment / re-appointment.
13. Members whose shareholding is in the electronic mode are requested to direct change of address, nominations, e-mail ID notifications and update the savings bank account details with their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends through NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend demand draft. Members holding shares in physical form are requested to advise any change in their residential address or bank mandates immediately to the Company / Cameo Corporate Services Limited.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company / Cameo Corporate Services Limited.
15. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection in electronic mode by the Members by writing an e-mail to: investor.expleosol@expleogroup.com during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
16. In terms of requirements of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as

amended ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consecutive years to the IEPF account established by the Central Government. During the year, the Company had accordingly transferred 316 Equity Shares pertaining to Final Dividend for the Financial Year 2011-12 and 171 Equity Shares pertaining to Interim Dividend for the Financial Year 2012-13 to the IEPF Authority. Members who have failed to encash their dividend warrants/demand drafts pertaining to the financial years from 2012-13 to 2017-18 are advised to immediately send requests to Company/ Registrar and Share Transfer Agent (RTA) to claim their dividends.

17. Any person whose shares has been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website www.iepf.gov.in and after making an online application in form IEPF-5, copy of the same should be forwarded to the Company for verification of his claim.
18. The Company has uploaded the information in respect of the Unclaimed Shares Transferred to IEPF Authority in respect of the Final Dividend for the financial year 2011-12 and Interim Dividend for the Financial Year 2012-13 under "Investors Section" on the website of the Company, viz <https://expleogroup.com/expleo-solutions/corporate-governance/> - Transferred to IEPF.
19. Members holding shares in single name and physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form can be obtained from the Company / Cameo Corporate Services Limited.
20. SEBI vide its notification dated June 08, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly, as per the amended regulation transfer of shares or securities shall be mandatorily in demat form. Therefore, any request for effecting transfer of shares in physical form shall not be processed with effect from April 1, 2019 unless the shares are held in demat form. Only request for transmission and transposition in physical mode will be processed by the Company / RTA. In this regard, Members are requested to dematerialize / demat their shares or securities held in physical form.
21. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:

M/s. Cameo Corporate Services Limited
'Subramanian Building',
No.1, Club House Road, Chennai 600 002
Tel : 044 – 2846 0390 / 044 – 4002 0700
Email : investor@cameoindia.com
22. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cDSLindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

The procedure and instructions for e-voting are as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, August 24, 2020 (9.00 a.m. IST) and ends on Wednesday, August 26, 2020 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, August 20, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Expleo Solutions Limited (formerly known as SQS India BFSI Limited)> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company at investor.expleosol@expleogroup.com / RTA at investor@cameoindia.com**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company at investor.expleosol@expleogroup.com / RTA at investor@cameoindia.com**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vsureshpcs@gmail.com or investor.expleosol@expleogroup.com (designated email address by company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM and e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor,

Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cDSLindia.com or call on 022-23058542/43.

Other Instructions:

- i) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ii) The e-voting period commences on Monday, August 24, 2020 (9.00 a.m. IST) and ends on Wednesday, August 26, 2020 (5.00 p.m. IST) (both days inclusive). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, August 20, 2020, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Thursday, August 20, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- iv) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. Thursday, August 20, 2020, may obtain the login ID and password by sending an email to helpdesk.evoting@cDSLindia.com or investor.expleosol@expleogroup.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting your vote.
- v) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- vi) The Board of Directors has appointed Mr. V. Suresh, Company Secretary in Practice (Membership No. FCS-2969 and CoP No. 6032), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii) The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- viii) The Results shall be declared either by the Chairman or by any Person authorized by the Chairman in writing and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- ix) Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.expleosolutions.com and on the website of Central Depository Services Limited and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

INFORMATION AS REQUIRED UNDER REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED

Item no. 2: Re-appointment of Mr. Ralph Franz Gillessen (DIN 05184138):

Mr. Ralph Franz Gillessen (Aged 50 years) has a Master in Business Administration from Freie University, Berlin (1985).

Mr. Ralph Franz Gillessen (DIN 05184138) joined EXPLEO in 2002 and has worked in various senior sales and consultancy positions. He entered the SQS management board in January, 2013 and is member

of Expleo Group Executive Committee since January, 2018.

He ensures that the Company has the proper operational controls, procedures and systems in place to effectively grow the organisation and to ensure financial strength and operating efficiency.

Mr. Ralph Franz Gillessen does not hold any equity shares in the Company. Further, Mr. Ralph Franz Gillessen is not related to any other Director, Manager and other Key Managerial Personnel of the Company. He does not draw any remuneration from the Company.

Mr. Ralph Franz Gillessen joined the Board as Non-Executive Director on August 9, 2018.

During the financial year 2019-20, Mr. Ralph Franz Gillessen has attended 4 (Four) meetings of the Board.

Companies / Body Corporate [other than Expleo Solutions Limited (Formerly known as SQS India BFSI Limited)] in which Mr. Ralph Franz Gillessen holds directorships and committee memberships are as under:

Directorships:

1. Expleo Technology Germany GmbH
2. Expleo India Infosystems Private Limited
3. Expleo Germany Holding GmbH
4. Expleo Solutions INC., USA
5. Expleo Solutions FZE., UAE
6. Expleo Group Management Consulting Austria, Austria
7. Expleo Consulting Germany, Germany
8. Expleo Technology Egypt, Cairo, Egypt.
9. Expleo Group Austria, GmbH
10. Expleo Technology Ltd, UK
11. Expleo Technology Ireland LTD, Dublin, Ireland
12. SQS Software Quality Systems France SASU
13. Expleo Germany GmbH
14. Expleo Technology Switzerland AG
15. Silver Atena GmbH
16. Expleo Lightning Solutions GmbH
17. Expleo Nordic A B
18. Expleo Sweden AB
19. Expleo Stockholm
20. Expleo Consulting Sweden
21. Expleo Norway AS
22. Expleo Finland OY

Chairman of Board Committees:

None

Member of Board Committees:

None

Annexure to the Notice

Explanatory Statement Pursuant to Section 102(2) of the Companies Act, 2013 and Details in accordance with Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), 2015.

Item no. 3: Appointment of Mr. Martin Hodgson (DIN - 08720176) as Non-Executive Director:

Mr. Martin Hodgson (DIN - 08720176) (Aged: 60 years) is the Additional Director of the Company. He joined the Board of Directors of the Company on April 9, 2020.

In terms of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Martin Hodgson being eligible and offering himself for appointment, is proposed to be appointed as Non-Executive Director of the Company. A notice has been received from a member proposing Mr. Martin Hodgson as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Martin Hodgson as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Martin Hodgson as a Non-Executive Director, whose appointment is liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr. Martin Hodgson, being an appointee, and Mr. Olivier Aldrin, Non-Executive Director, a Nominee Director of Expleo Group, (Formerly known as Assystem Group), Mr. Ralph Franz Gillissen, Non-Executive Director, a Nominee Director of Expleo Technology Germany GmbH, (Formerly known as SQS Software Quality Systems AG, Germany), none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.3. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Profile of Mr. Martin Hodgson (DIN - 08720176):

Martin Hodgson joined SQS / Expleo in end of 2015 to set up and build Management Consulting Division. He is the Executive Director of Management Consulting, responsible for consulting business globally and a Board member of Expleo Technology Germany GmbH, which is responsible for the QMC business.

He has built up his career in technology and consulting with Ford Motor Company for 10 years as system and business analyst and project and programme manager on complex global information technology programmes. He worked with Llyods Register of Shipping for 5 years, running IT Application and infrastructure development projects. He was also engaged with Global Programme Management Consultancy (Pcubed) for their European Operations and was promoted as Global CEO and been with them for a period of 15 years.

Martin is an Engineering Graduate from Cambridge University.

Mr. Martin Hodgson does not hold any equity shares in the Company. Further, Mr. Martin Hodgson is not related to any other Director, Manager and other Key Managerial Personnel of the Company. He does not draw any remuneration from the Company.

Companies / Body Corporate other than Expleo Solutions Limited (Formerly known as SQS India BFSI Limited) in which Mr. Martin Hodgson holds directorships and committee memberships are as under:

Directorships:

1. Expleo Solutions Pte. Ltd
2. Expleo Solutions UK Ltd
3. Expleo Solutions FZE, UAE
4. Change Advisors Ltd

5. Prospect House (Hallsands) Management Company Ltd
6. Moorhouse Consulting Ltd
7. Moorhouse Holdings Ltd
8. Expleo Technology Germany GmbH
9. Double Consulting Italy
10. Expleo Technology USA, INC

Chairman of Board Committees:

Nil

Member of Board Committees:

Nil

Mr. Martin Hodgson (DIN - 08720176), was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from April 9, 2020 and who holds office up to the date of this Annual General Meeting.

**By order of the Board of Directors
For Expleo Solutions Limited
(formerly known as SQS India BFSI Limited)**

S. Sampath Kumar
Company Secretary & Compliance Officer
FCS No.3838

Place : Chennai
Date : May 28, 2020

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