

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L64202TN1998PLC066604

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCT0976G

(ii) (a) Name of the company

EXPLEO SOLUTIONS LIMITED

(b) Registered office address

6A, SIXTH FLOOR, PRINCE INFOCITY II, NO.283/3 & 283/4, RAJIV GANDHI SALAI (OMR),  
KANDANCHAVADI, CHENNAI, Tamil Nadu 600096, India

(c) \*e-mail ID of the company

cosec.expleosol@expleogroup.com

(d) \*Telephone number with STD code

04443923200

(e) Website

https://expleosolutions.com

(iii) Date of Incorporation

08/06/1998

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NSE & BSE	1,025

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING", No.1 CLUB HOUSE ROAD, CHENNAI, Tamil Nadu, 600002, India

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

Will be held on August 26, 2021

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Expleo Technology Germany GmbH, Germany		Holding	56.17
2	Expleo Solutions Pte. Ltd, Singapore		Subsidiary	100
3	Expleo Solutions Inc., USA		Subsidiary	100
4	Expleo Solutions UK Ltd, UK		Subsidiary	100
5	Expleo Solutions FZE, UAE		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	12,000,000	10,252,485	10,252,485	10,252,485
Total amount of equity shares (in Rupees)	120,000,000	102,524,850	102,524,850	102,524,850

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	12,000,000	10,252,485	10,252,485	10,252,485
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	120,000,000	102,524,850	102,524,850	102,524,850

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	4	10,252,481	10,252,485	102,524,850	102,524,850	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
<b>At the end of the year</b>	4	10,252,481	10,252,485	102,524,850	102,524,850	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

3,008,941,240

(ii) Net worth of the Company

1,599,605,974

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,758,804	56.17	0	
10.	Others	0	0	0	
	<b>Total</b>	5,758,804	56.17	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	3,068,335	29.93	0	
	(ii) Non-resident Indian (NRI)	256,931	2.51	0	
	(iii) Foreign national (other than NRI)	250	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	748,105	7.3	0	
10.	Others Alternate Investment Funds, FPIs, Clearing Members, Directors, HUF and IEPF	420,060	4.1	0	
	<b>Total</b>	4,493,681	43.84	0	0

**Total number of shareholders (other than promoters)**

14,582

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

14,583

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	12,979	14,582
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0	0.69
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0.69
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	0	0.69

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Ralph Gilllesen	05184138	Director	0	
Prof. K Kumar	02343860	Director	11,000	
Mr. Balaji Viswanathan	06771242	Managing Director	0	
Mr. Rajesh Krishnamurthy	08288884	Additional Director	0	
Ms. Lilian Jessie Paul	02864506	Director	0	
Prof. S Rajagopalan	01584674	Director	1,000	
Mr. Rajiv Kuchhal	02257381	Director	58,855	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Ulrich Josef Paul Baumer	06763831	Director	0	
Mr. Desikan Narayanan	ADQPD6576K	CFO	0	
Mr. S. Sampath Kumar	AIYPS4882N	Company Secretary	5	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Olivier Aldrin	08345218	Director	15/07/2020	Cessation
Mr. Rajesh Krishnamurthy	08288884	Additional director	01/09/2020	Appointment
Mr. Martin Hodgson	08720176	Additional director	09/04/2020	Appointment
Mr. Martin Hodgson	08720176	Director	27/08/2020	Change in designation
Mr. Martin Hodgson	08720176	Director	31/03/2021	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/08/2020	13,587	55	59.49

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2020	9	8	88.89
2	20/08/2020	8	8	100
3	05/11/2020	9	7	77.78

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	04/02/2021	9	8	88.89

### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					
2			<b>REFER ANNEXURE</b>		
3					
4					
5					
6					
7					
8					
9					
10					

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		(Y/N/NA)						
1	Mr. Ralph Gillessen	4	3	75	0	0	0	
2	Prof. K Kumar	4	4	100	15	15	100	
3	Mr. Balaji Viswanathan	4	4	100	0	0	0	
4	Mr. Rajesh Krishnamurthy	2	0	0	0	0	0	
5	Ms. Lilian Jessie Paul	4	4	100	8	8	100	

6	Prof. S Rajagopalan	4	4	100	15	15	100	
7	Mr. Rajiv Kuchhal	4	4	100	7	7	100	
8	Mr. Ulrich Josef Paul Baumer	4	4	100	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Balaji Viswanathan	Managing Director	14,650,380	0	0	2,819,831	17,470,211
	Total		14,650,380	0	0	2,819,831	17,470,211

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Desikan Narayanan	CFO	5,990,351	0	0	1,264,750	7,255,101
2	Mr. S. Sampath Kumar	Company Secretary	3,411,796	0	0	180,416	3,592,212
3	Mr. Phani Tangirala	Senior Director - BFSI	10,117,223	0	0	556,400	10,673,623
	Total		19,519,370	0	0	2,001,566	21,520,936

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prof. K. Kumar	Director	0	1,150,000	0	400,000	1,550,000
2	Prof. S Rajagopalan	Director	0	1,150,000	0	400,000	1,550,000
3	Ms. Lilian Jessie Paul	Director	0	1,150,000	0	260,000	1,410,000
4	Mr. Rajiv Kuchhal	Director	0	1,150,000	0	240,000	1,390,000
5	Mr. Ulrich Baumer	Director	0	1,150,000	0	100,000	1,250,000
	Total		0	5,750,000	0	1,400,000	7,150,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M. ALAGAR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

8196

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

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**List of attachments**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**C. COMMITTEE MEETINGS:**

Number of meetings held

15

S. No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of Attendance
1	Audit Committee	27.05.2020 & 28.05.2020	3	3	100
2	Audit Committee	19.08.2020 & 20.08.2020	3	3	100
3	Audit Committee	05.11.2020	3	3	100
4	Audit Committee	04.02.2021	3	3	100
5	Nomination and Remuneration Committee	27.05.2020 & 28.05.2020	3	3	100
6	Nomination and Remuneration Committee	04.11.2020 & 05.11.2020	3	3	100
7	Nomination and Remuneration Committee	03.02.2021 & 04.02.2021	3	3	100
8	Stakeholders Relationship Committee	27.05.2020	3	3	100
9	Stakeholders Relationship Committee	19.08.2020	3	3	100
10	Stakeholders Relationship Committee	04.11.2020	3	3	100
11	Stakeholders Relationship Committee	03.02.2021	3	3	100
12	Corporate social Responsibility committee	13.04.2020	3	3	100
13	Corporate social Responsibility committee	21.07.2020	3	3	100
14	Corporate social Responsibility committee	14.10.2020	3	3	100
15	Corporate social Responsibility committee	22.01.2021	3	3	100