(expleo)

SEC/SE/066/2026-27
Chennai, September 29, 2026

BSE Limited,
Phiroze Jeejeebhoy Towers,
P J Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 533121

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Symbol: EXPLEOSOL

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal Ballot dated September 25, 2026, along with Explanatory Statement thereto to be dispatched to the Members of the Company, seeking approval in respect of the following ordinary resolution, only by way of remote electronic voting ("e-voting").

1. Approval of limits for granting loans to Related Parties by Wholly Owned Subsidiary(ies) ("WOS").

In compliance with the General Circulars issued by the Ministry of Corporate Affairs from time to time, the Notice of Postal Ballot is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company, i.e., Cameo Corporate Services Limited and the Depositories, viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the **Cut-off date, i.e., Saturday, September 26, 2026.**

The Board of Directors of the Company has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R (Membership No. FCS 11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, Chennai, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the Resolutions set out in the Notice of Postal Ballot shall commence on **Thursday, October 01, 2026, at 9.00 A.M. (IST) and shall end on Friday, October 30, 2026, at 5.00 P.M. (IST)**.

The Notice of Postal Ballot will also be available on the website of the Company at https://investors.expleo.com and on the website of Central Depository Services (India) Limited ("CDSL") at https://www.evotingindia.com/. The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also

Expleo Solutions Ltd.
6A, Sixth Floor, Prince InfoCity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR)
Kandanchavadi, Chennai 600096 • India • T. +91 44 4392 3200
Email: investor.expleosol@expleogroup.com • Website: https://investors.expleo.com
CIN: L64202TN1998PLC066604 • GST No: 33AABCT0976G1ZG

be placed on the Company's website at https://investors.expleo.com and also on the website of Central Depository Services (India) Limited.

You are requested to take the above information on record and oblige.

Thanking you,

Yours faithfully,
For Expleo Solutions Limited

SESHADRI SAMPATH KUMAR

Digitally signed by SESHADRI SAMPATH KUMAR
Date: 2026.09.29 13:06:35 +05'30'

S. Sampath Kumar
Company Secretary and Compliance Officer
Membership No. FCS 3838

Encl: As above

EXPLEO SOLUTIONS LIMITED

Registered Office: 6A, Sixth Floor, Prince Infocity II,
283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096
Tel: 044-4392 3200; **Email:** investor.expleosol@expleogroup.com
Website: https://investors.expleo.com/ **CIN:** L64202TN1998PLC066604

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration), Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, **("the Act"),** read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), General Circular No. 03/2025 dated September 22, 2025, read with other relevant General Circulars issued by the Ministry of Corporate Affairs **("MCA")** from time to time (collectively **"MCA Circular**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **("SEBI Listing Regulations'')**, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, and other applicable SEBI Circulars (collectively, "**SEBI Circulars**") and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, **("SS-2")** and any other applicable laws and regulations, that the resolution appended below is proposed to be passed as an **Ordinary Resolution** by means of Postal Ballot only through electronic voting facility **("remote e-voting")**.

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof forms part of this Notice of Postal Ballot **("the Notice")**.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting. The Notice and instructions for remote e-voting are being sent only through electronic mode to those Shareholders whose names appear in the Register of Members / List of Beneficial Owners as on **Saturday, September 26, 2026 ("Cut-Off Date")** received from the Depositories and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent ("**RTA")**/ Depository Participant ("**DPs**")/ Depositories.

A copy of the Postal Ballot Notice, Explanatory Statement and remote e-voting instructions, can be downloaded from the following link: https://investors.expleo.com/corporate-governance/ - Postal Ballot - 2026-27 and the website of Central Depository Services (India) Limited **("CDSL" or "the platform providing e-voting facility")** (https://www.evotingindia.com/). The same is also available on the websites of National Stock Exchange of India Limited ("**NSE**") (https://www.nseindia.com/) and BSE Limited ("**BSE**") (https://www.bseindia.com/).

SPECIAL BUSINESS:

Item of business requiring consent of Shareholders through Postal Ballot:

Item No.1 - Approval of limits for granting loans to Related Parties by Wholly Owned Subsidiary(ies) ("WOS").

To consider and pass following resolution as an **Ordinary Resolution**:

Resolved that pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **("SEBI Listing Regulations")**, as may be in force from time to time, and subject to such approvals, consents, sanctions and permissions of any regulatory authority as may be necessary, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company including the Audit Committee to accord its approval for the transactions to be entered by its Wholly owned Subsidiary ("WOS") with any other Subsidiaries or related parties by a way of to enter into a contract(s) / arrangement(s) / transaction(s) with parties as detailed out in the table forming part of the Explanatory Statement annexed to this notice with respect to transfer of resources, services or obligations, in any financial year, on the following terms and conditions:

Sl. No.	Particulars	Description
1	Name of the Related Parties	Expleo Group SAS, its Associates and Subsidiaries (“**Group Entities / Expleo Grou**p”) as per list given in the Explanatory Statement.
2	Nature of Relationship	Holding Company, Wholly Owned Subsidiaries, Fellow Subsidiaries and its Associate entities under common control.
3	Nature of Transactions	Transfer of resources and services or obligations, in any financial year (“**Transactions**”).
4	Value of Transaction – Providing Loan to Expleo Group companies by the Wholly Owned Subsidiaries of Expleo Solutions Limited.	Aggregating upto INR 2,800 (Indian Rupees Two Thousand Eight hundred) Million in a financial year, in one or multiple tranches (including interest thereon).
5	Period	For financial year 2026-27 and every subsequent financial year.

Resolved further that pursuant to the provisions of Regulation 2(1)(zc), 23 and other applicable Regulations of the SEBI Listing Regulations, to the extent applicable, as amended from time to time, the applicable provisions of the Companies Act, 2013, read with related rules made thereunder, as amended from time to time and the Company’s Policy on Materiality of Related Party Transactions and basis the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the approval of the Shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company **(“Board”)**, (which term shall be deemed to include only Audit Committee constituted/empowered/to be constituted by the Board from time to time) to exercise its powers conferred by this resolution to continue with the transaction(s) and/or enter into and/or execute new “**Transactions**”, the details of which are mentioned in the Explanatory Statement, with Expleo Group SAS, its Associates and Subsidiaries which includes the WOS/ Subsidiaries and related parties of the Company with the entities collectively being referred as Related Parties of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, with the entities collectively mentioned below in the Explanatory Statement, on such terms and conditions as may be agreed between the Company and Related Parties for an aggregate value upto INR 2,800 Million (Indian Rupees Two thousand Eight hundred Million) in one or more tranches during the financial year 2026-27 and for every subsequent financial year subject to such “**Transactions**” being carried out at arm’s length and not in the ordinary course of business of the Company.

Resolved further that the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

Resolved further that the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

By order of the Board of Directors
For Expleo Solutions Limited

S. Sampath Kumar
Company Secretary & Compliance Officer
Membership No.: F3838

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

Date : September 25, 2026

Place: Chennai

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 read with Section 110 of the Act, Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 23 of SEBI Listing Regulations and SS-2, setting out the material facts relating to the aforesaid Resolution and the reasons and rationale thereof, is annexed hereto and forms part of this Notice. Further, pursuant to the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions" ("**Industry Standards**") read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended from time to time ("**SEBI Master Circular**"), the requisite material details relating to Item No. 1 are set out in this Statement for the consideration and approval of the Shareholders of the Company.

2. In compliance with MCA General Circulars and SEBI Circulars, the Notice of Postal Ballot along with remote e-voting instructions is being sent solely by electronic mode to all those Shareholders whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on **Saturday, September 26, 2026** ("**Cut-Off Date**") and who have registered their email addresses with the Company, Registrar and Share Transfer Agent ("**RTA**"), or Depository Participants ("**DPs**"). This Notice is also available on the Company's website https://investors.expleo.com/corporate-governance/ - Postal Ballot - 2026-27 and also on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com and on the website of CDSL at www.evotingindia.com.

   If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

3. A person whose name is not recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall treat this Postal Ballot Notice for information purposes only.

4. Voting rights of the Shareholders shall be in proportion to the equity shares held by them in the Company as on the Cut-Off Date, i.e., **Saturday, September 26, 2026**.

5. In compliance with Sections 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard on General Meetings -2 and the applicable Circulars, the Company is offering remote e-voting facility to all its Shareholders to enable them to cast their votes electronically. The Company has engaged the services of **CDSL** as the authorized agency to provide the remote e-voting platform.

6. The remote e-voting period shall commence on **Thursday, October 01, 2026, at 9:00 A.M. (IST) and will conclude on Friday, October 30, 2026, at 5:00 P.M.** (IST). During this period, Shareholders holding shares as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once a vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

7. In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, individual shareholders holding shares in demat mode are required to vote through single login credentials of Depositories (NSDL/ CDSL) or their respective Depository Participants. Detailed process for logging in and casting votes is provided in the e-voting instructions section of this Notice.

8. Since this Postal Ballot is being conducted strictly through remote e-voting pursuant to MCA and SEBI Circulars, physical Postal Ballot Forms and prepaid envelopes are not being dispatched. Accordingly, the facility to appoint proxies under Section 105 of the Act is not applicable for this Postal Ballot, and votes cannot be cast by proxy.

9. The Company has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R (Membership No. FCS 11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, having office at First Floor, No.28, Ganapathy Colony, III Street, Teynampet, Chennai – 600 018 as the Scrutinizer for conducting the Postal Ballot and remote e-voting in a fair and transparent manner.

10. The Scrutinizer shall, immediately after the conclusion of the remote e-voting period, unblock the votes and submit his report to the Chairperson, Managing Director & CEO, or any other Director/Company Secretary authorized by the Chairperson. The results of the Postal Ballot will be declared within 2 (Two) working days of the conclusion of the remote e-voting period, i.e., on or before Tuesday, November 03, 2026.

11. The declared results along with the Scrutinizer's Report will be uploaded on the website of the Company at https://investors.expleo.com/corporate-governance/, communicated to BSE and NSE, and made available on the website of CDSL at www.evotingindia.com. The results will also be displayed on the Notice Board of the Company at its Registered Office

at 6A, Sixth Floor, Prince Infocity - II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, upon declaration.

12. Non-individual shareholders (i.e., Institutional/Corporate shareholders) intending to vote through their authorized representatives pursuant to Section 113 of the Act are required to send a scanned copy (JPEG/PDF format) of the board resolution / authorization letter together with attested specimen signatures of the authorized signatory(ies) to the Scrutinizer at vsassociates16@gmail.com with a copy marked to investors.expleosol@expleogroup.com and CDSL at helpdesk.evoting@cdslindia.com. Institutional/Corporate shareholders are requested to ensure that the attachments are clearly legible and the authorization are current, valid and duly enforceable.
13. The Resolution, if passed by the requisite majority through remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., October 30, 2026, as if it had been passed at a General Meeting of the shareholders.
14. All material documents referred to in the Notice and Explanatory Statement is available for electronic inspection by shareholders from the date of dispatch of this Notice up to the last date of remote e-voting by writing an e-mail to: investors.expleosol@expleogroup.com during normal business hours on working days except Saturdays, Sundays and public holidays. Shareholders seeking inspection/ requiring a copy of the material documents may send an email from their registered email address mentioning their Folio No. / DP ID and Client ID to investors.expleosol@expleogroup.com.
15. **Instruction for Remote e-voting**

    In compliance with provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services Limited **("CDSL")** to enable the Shareholders to cast their votes electronically.

The instructions for shareholders for remote e-voting are as under:

Step 1: Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

a) The remote e-voting period commences from 9:00 A.M. (IST) on Thursday, October 01, 2026, and ends at 5.00 P.M. (IST) on Friday, October 30, 2026. During this period, the Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Saturday, September 26, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to its listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-voting system in case of individual shareholders holding shares in demat mode.

d) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020,** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will be opened. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

e) **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL E-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.

f) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

g) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat mode	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. • 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.

h) After entering these details appropriately, click on "SUBMIT" tab.

i) 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.

j) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k) Click on the EVSN for the relevant <EXPLEO SOLUTIONS LIMITED> on which you choose to vote.

l) 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.

m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

n) 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.

o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

q) If a demat account holder has forgotten the login 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.

r) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

s) **Additional Facility 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that 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; vsassociates16@gmail.com and investors.expleosol@expleogroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

t) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES.**

1. For Demat shareholders:- Please update your email id & mobile no. with your respective Depository Participant (DP).
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 188 OF THE COMPANIES ACT, 2013, READ WITH RULE 15 OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014, RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INDUSTRY STANDARDS ON MINIMUM INFORMATION FOR RPTS, AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).

Item no.1: Approval of limits for granting loans to Related Parties by Wholly Owned Subsidiary(ies).

Pursuant to Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein except with the consent of the Board of Directors given by a resolution at a meeting. Similarly, irrespective of quantum of paid up share capital, no Company shall enter into any contract or arrangement with a related party for transfer of resources and services or obligations, in any financial year, ("**Transactions**"), amounting to 10% (Ten per cent) or more of the turnover of the Company except with the consent of the Board of Directors given by a resolution at a meeting and/or with prior approval of Shareholders. However, approval requirements as stipulated under Section 188 shall apply to any transactions entered into by the Company which are to be entered are at arm's length but are not in the ordinary course of business.

Though exempted under Section 188(1) of the Companies Act, 2013, transactions have to be approved by the Shareholders by way of an Ordinary resolution as per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, in case such transactions are not in the ordinary course of business and/or are at arm's length and of material nature, i.e. if the related party transaction individually or taken together with previous transaction(s) during a financial year exceeds the threshold specified in Schedule XII of the SEBI Listing Regulations, for material related party transactions of company and shall require prior approval of Shareholders by means of an Ordinary resolution.

Pursuant to Regulation 23 of SEBI Listing Regulations, read with Schedule XII on Related Party Transactions where the annual consolidated turnover of a listed entity up to Rs. 20,000 (Twenty thousand) crore a related party transaction is considered material only if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% (Ten percent) of the annual consolidated turnover of the listed entity. The said limit is applicable, even if the transactions are in the ordinary course of business of the Company and at an arm's length basis.

Further, as per Regulation 23 of the SEBI Listing Regulations, where the Company is not a party to the related party transaction, however, when its unlisted subsidiaries alone are parties to the related party transaction, if such related party transaction by unlisted subsidiaries of the Company together exceeds the threshold specified in Schedule XII of the SEBI Listing Regulations, it shall require prior approval of the Shareholders of the Company for the financial year 2026-27 and for every subsequent financial year.

While the proposed transactions does not exceed the statutory material thresholds for the Company requiring approval of the shareholders under Regulation 23 of SEBI Listing Regulation and as recommended by Audit Committee the transaction being not in ordinary course of business, the approval of shareholders is sought pursuant to Section 188 of the Act, in accordance with its Policy on Related Party Transactions, with all Related Parties forming part of the Expleo Group (coming under common control) for Financial Year 2026-27.

List of Related Parties - (Group Entities) to the Company:

S. No.	Name of Entities
1	Expleo Technology Germany GmbH, Germany
2	Expleo Group Austria, GmbH, Austria
3	Expleo Iberia S.L., Spain
4	Expleo Romania SRL, Romania
5	Expleo Technology Switzerland AG

The resolution set out in Item No. 1 of this Notice is for the transfer of resources and services or obligations, in any financial year, between the Wholly Owned Subsidiaries of Expleo Solutions Limited, on one part, and Expleo Group SAS, its subsidiary & associated entities ("**Group entities**") on the other part and vice versa.

The particulars of the proposed transactions, prepared in accordance with Regulation 23 of the SEBI Listing Regulations, Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions", and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are set out below:

(a) A summary of the information provided by the management of the listed entity to the audit committee		
(i)	Names of the related parties	The list as given above.
(ii)	Name of the Director or Key Managerial personnel who is related	Mr. Ralph Franz Gillessen, Chairperson and Non-Executive Director
(iii)	Nature of relationship	Holding Company, Entities under Common control of Expleo Group/ Group entities and its Fellow Subsidiaries (collectively called as “Group entities”).
(iv)	Price	As may be mutually discussed and on arm’s length basis.
(v)	Nature, type, material terms, tenure and particulars of the contract or arrangement	The Contract will be for transfer of resources, and services or obligations, which will be valid for a period of 1 year from the date of entering into the contract and shall be renewed thereafter.
(vi)	Value of Transaction – Providing Loan to Expleo Group companies by the Subsidiaries of Expleo Solutions Limited	Aggregating upto INR 2,800 (Indian Rupees Two Thousand Eight hundred) Million in a financial year, in one or multiple tranches (including interest thereon).
(vii)	Percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided).	The proposed transaction is between various entities as given in the Annexure to the notice and explanatory statement thereat. The proposed value of the transaction is the consolidated estimate of the transaction expected between the said entities.
(b)	Justification for why the proposed transaction is in the interest of the listed entity.	The Company leverages the niche skills, capabilities and resources of Group entities, and funding from Wholly Owned Subsidiary is part of that. Its loans to group entity (ies) give them the means to adopt cutting-edge technologies and grow, which in turn enhances the experience of the Group’s end-consumers and protects the Company’s strategic stake in them. The Wholly Owned Subsidiary earns a return above bank deposits, consolidated in the Company’s accounts. Loans are priced at not below the G-Sec yield of closest tenor, so terms are at arm’s length.
(c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details as specified below:	
i)	details of the source of funds in connection with the proposed transaction;	Own funds
ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure	Not applicable.

iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	(i) Applicable Terms, including covenants – As mentioned in (a) of (v) above. (ii) Tenure – 1 year, renewable. (iii) Interest Rate: Interest Rate is linked to Credit risk premium and Inter Bank offer rate (subject to changes considering the prevailing market rate, which in any case will not be lesser than the prevailing Government security rate closest to the tenor of the loan). (iv) Repayment Schedule – At the end of the tenure period or such other earlier period as may be mutually agreed by the parties. (v) Secured or Unsecured – Unsecured
iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The funds shall be utilized by the ultimate beneficiary for its principal business activities.
(d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Nil
(e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Kindly refer Annexure below.
(f)	Any other information relevant or important for the Shareholders to take a decision on the proposed transaction.	Nil

Pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution. The Audit Committee has approved the above-mentioned transactions at its meeting held on May 13, 2026, and recommended them to the Board. The Board at its meeting held on May 13, 2026, has approved the same and recommends the Resolution set out at Item No. 1 as Ordinary Resolution of the Notice for approval by the Shareholders.

The Shareholders are further informed that none of the related parties, irrespective of whether the entity is a party to the above-mentioned transaction, shall be entitled to vote on this Ordinary Resolution.

The details of the proposed transactions with Expleo Group SAS, its Associates and Subsidiaries with the entities collectively mentioned above in the Explanatory Statement being Related Parties of the Company, including the information pursuant to the Industry Standards on "Minimum information provided to the Audit Committee and Shareholders for approval of related party transactions" read with the SEBI Master Circular dated January 30, 2026, as amended from time to time and applicable provisions of the Companies Act, 2013, if any, while seeking prior approval of the proposed Related Party Transactions **("RPTs")**, are annexed herewith.

The "Minimum information provided to the Audit Committee and Shareholders for approval of related party transactions" are annexed herewith.

Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:

Except Mr. Ralph Franz Gillessen, Chairperson and Non-Executive Director, who serves on the Board of Expleo Technology Germany GmbH, none of the other Directors and / or Key Managerial Personnel of the Company and / or their relatives are in any way concerned or interested, financial or otherwise in the Ordinary resolution set out at Item No.1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.1 of the accompanying Notice for the approval of the Shareholders.

By order of the Board of Directors
For Expleo Solutions Limited

S. Sampath Kumar
Company Secretary & Compliance Officer
Membership No.: F3838

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

Date : September 25, 2026
Place: Chennai

Annexure

PART A

Minimum information of the proposed RPT, applicable to all RPTs

Note: This part requires disclosure in sub-para(s) (A1 to A5) under the following headings in case of all Related Party Transaction(s):

A(1): Basic details of the related party

A(2): Relationship and ownership of the related party

A(3): Details of previous transactions with the related party

A(4): Amount of the proposed transaction(s)

A(5): Basic details of the proposed transaction

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management				
		1	2	3	4	5
1.	Name of the related party	Expleo Technology Germany GmbH	Expleo Group Austria GmbH	Expleo Iberia S.L.	Expleo Romania SRL	Expleo Technology Switzerland AG
2.	Country of incorporation of the related party	Germany	Austria	Spain	Romania	Switzerland
3.	Nature of business of the related party	Provision of consulting, project delivery, quality assurance, technology and digital transformation services, together with the holding and management of investments and affiliated companies.	Provision of engineering, technology consulting, digital transformation and quality assurance services, including the development and implementation of information and communication systems.	Provision of information technology, engineering, telecommunications, consulting, project delivery and business support services, together with the management of intellectual property, assets and investments.	Provision of engineering, testing, technical analysis, software, research and development, technology consulting and business support services.	Provision of engineering, digital transformation, innovation, quality assurance, testing and technology consulting services, together with related commercial, financial and investment activities.

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management				
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Holding Company	Fellow Subsidiaries	Entities under common control	Entities under common control	Entities under common control
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	Nil	Nil	Nil	Nil
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). **Explanation:** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	71.05% (Direct holding and Promoter of the Company)	Nil	Nil	Nil	Nil

A(3). Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="5">Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table><tr><td>S. No.</td><td>Nature of Transactions</td><td>FY 2025-2026 (INR)</td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr></table>
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td colspan="5" rowspan="2">Refer Annexure A for detailed informations</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
</table>

A(4). Amount of the proposed transaction(s)

Amount in INR (In Million)

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="5">Information provided by the management</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>300</td><td>825</td><td>920</td><td>370</td><td>385</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? (Yes or No?)</td><td>No</td><td>No</td><td>No</td><td>No</td><td>No</td></tr>
</table>

Amount in INR (In Million)

S. No.	Particulars of the information		Information provided by the management				
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (%)		3%	7%	8%	3%	3%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) (%)		NA	NA	NA	NA	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (%)		4%	27%	42%	7%	19%
6.	Financial performance of the related party for the immediately preceding financial year:						
	Particulars	FY 2026 (INR)					
	Turnover		7,686	3,028	2,173	5,673	2,030
	Profit After Tax		120	117	20	542	26
	Net worth		33,876	3,038	1,379	7,738	638
	Explanations: *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*						

A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management				
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan	Loan	Loan	Loan	Loan

S. No.	Particulars of the information	Information provided by the management				
2.	Details of each type of the proposed transaction	Granting of Loan				
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for financial year 2026-27.				
4.	Whether omnibus approval is being sought? (Yes or No)	Yes	Yes	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	No	No	No	No	No
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company leverages the niche skills, capabilities and resources of Group entities, and funding from WoS is part of that. Its loans to group entity(ie(s) give them the means to adopt cutting-edge technologies and grow, which in turn enhances the experience of the Group's end-consumers and protects the Company's strategic stake in them. The WoS earns a return above bank deposits, consolidated in the Company's accounts. Loans are priced at not below the G-Sec yield of closest tenor, so terms are at arm's length.				
7.	Details of the promoter(s) / director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.					
	a. Name of the director / KMP	Mr. Ralph Franz Gillessen, Chairperson and Non-Executive Director				
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL				
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable				
9.	Other information relevant for decision making.	NIL				

PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

B(3): Investment made by the listed entity or its subsidiary

B(4): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

B(5): Borrowings by the listed entity or its subsidiary

B(6): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate1.

B(7): Transactions relating to payment of royalty

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management				
		Expleo Technology Germany GmbH	Expleo Group Austria GmbH	Expleo Iberia S.L.	Expleo Romania SRL	Expleo Technology Switzerland AG
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable				
2.	Basis of determination of price.					
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:					
	a. Amount of Trade advance					
	b. Tenure					
	c. Whether same is self-liquidating?					

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/housing finance companies.	Loan from the parent entity Expleo Solutions Limited
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.	
	a. Nature of indebtedness	Inter corporate loan from the parent entity Expleo Solutions Limited
	b. Total cost of borrowing	Rate of interest : Interest Rate is linked to Credit risk premium and Inter Bank offer rate (subject to changes considering the prevailing market rate, which in any case will not be lesser than the prevailing Government security rate closest to the tenor of the loan).
	c. Tenure	1 Years (Renewable at the end of each year)
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Not applicable - Loan taken
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of interest : Interest Rate is linked to Credit risk premium and Inter Bank offer rate (subject to changes considering the prevailing market rate, which in any case will not be lesser than the prevailing Government security rate closest to the tenor of the loan).

S. No.	Particulars of the information	Information provided by the management
5.	Maturity / due date	1 Years (Renewable at the end of each year)
6.	Repayment schedule & terms	At the end of the tenure period or such other earlier period as may be mutually agreed by the parties
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Will be utilized for business operations

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Not Applicable
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/ housing finance companies.	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	
4.	Material terms of the proposed transaction	

B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Not Applicable
	(b) Whether it will create a legally binding obligation on listed entity? (Yes or No)	
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Not Applicable
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4.	Maturity / due date	
5.	Repayment schedule & terms	
6.	Whether secured or unsecured	
7.	If secured, the nature of security & security coverage ratio	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	

B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.</td><td rowspan="9">Not Applicable</td></tr>
<tr><td>2.</td><td>Basis of determination of price.</td></tr>
<tr><td>3.</td><td>Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.</td></tr>
<tr><td>4.</td><td>Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:
<table>
<tr><th></th><th>FY 20xx-20xx (INR)</th><th>FY 20xx-20xx (INR)</th><th>FY 20xx-20xx (INR)</th></tr>
<tr><td>Turnover</td><td></td><td></td><td></td></tr>
<tr><td>Net worth</td><td></td><td></td><td></td></tr>
<tr><td>Net Profit</td><td></td><td></td><td></td></tr>
</table></td></tr>
<tr><td rowspan="4">5.</td><td>Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.</td></tr>
<tr><td>a. Expected impact on turnover</td></tr>
<tr><td>b. Expected impact on net worth</td></tr>
<tr><td>c. Expected impact on net profits</td></tr>
</table>

B(7). Disclosure only in case of transactions relating to payment of royalty

S. No.	Particulars of the information		Information provided by the management
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year. Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.		Not Applicable
	a. For use of brand name / trademark	As a % of total royalty proposed to be paid	
	b. For transfer of technology know-how	As a % of total royalty proposed to be paid	
	c. For professional fee, corporate management fee or any other fee	As a % of total royalty proposed to be paid	
	d. Any other use (specify)	As a % of total royalty proposed to be paid	
2.	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction. (b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.	Yes or No? %	
3.	Sunset Clause for Royalty payment, if any.		

Annexure A

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Amount in INR (In Million)

Period	Reporting Entity	Particulars	Expleo Technology Germany GmbH	Expleo Group Austria GmbH	Expleo Iberia S.L.	Expleo Romania SRL	Expleo Technology Switzerland AG	Grand Total
FY 25-26	Expleo Solutions Limited, India	Income from the services rendered	616.66	200.62	-	4.56	2.61	824.45
		Cost Reimbursement Paid	0.65	-	0.33			0.98
		Expenses for services rendered	0.08	-	1.84			1.93
	Expleo Solutions Limited, India Total		617.39	200.62	2.17	4.56	2.61	827.36
	Expleo Solutions UK Limited, UK	Cost Reimbursement Paid	2.63	-	-	-	-	2.63
		Expenses for services rendered			102.88	-		102.88
	Expleo Solutions UK Limited, UK Total		2.63	-	102.88	-	-	105.51
	Expleo Solutions Inc., USA	Cost Reimbursement Paid	-	-		0.19		0.19
		Expenses for services rendered				9.11		9.11
	Expleo Solutions Inc., USA Total		-	-	-	9.30	-	9.30
	FY 25-26 Total		620.02	200.62	105.05	13.86	2.61	942.17

Amount in INR (In Million)

Period	Reporting Entity	Particulars	Expleo Technology Germany GmbH	Expleo Group Austria GmbH	Expleo Iberia S.L.	Expleo Romania SRL	Expleo Technology Switzerland AG	Grand Total
FY 26-27 (Q1)	Expleo Solutions Limited, India	Income from the services rendered	171.50	45.36		0.01	0.75	217.62
	Expleo Solutions Limited, India Total		171.50	45.36	-	0.01	0.75	217.62
	Expleo Solutions UK Limited, UK	Cost Reimbursement Paid	1.18	-	-	-	-	1.18
		Expenses for services rendered			28.32			28.32
	Expleo Solutions UK Limited, UK Total		1.18	-	28.32	-	-	29.50
	FY 26-27 (Q1) Total		172.68	45.36	28.32	0.01	0.75	247.11