



SEC/SE/045/24-25

Chennai, August 01, 2024

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: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Change in Statutory Auditors

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform the Board of Directors at their meeting held on August 1, 2024 and based on the recommendation of the Audit Committee, has approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai (ICAI Firm Registration No. FRN: 008072S) as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, as Statutory Auditors of the Company for the period August 1, 2024, until the conclusion of 26th Annual General Meeting of the Company.

The Board further recommends the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company, subject to shareholders approval.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are mentioned below as **Annexure-1**.

Thanking you,

Yours faithfully,

For Expleo Solutions Limited

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SAMPATH
KUMAR

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S. Sampath Kumar

Company Secretary and Compliance Officer

Membership No. FCS 3838

Encl: As above

Details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Change in Statutory Auditor of the Company

Sl. No	Disclosure requirements	Details
1	Reason for Change viz appointment Re-appointment, Resignation, removal, death or otherwise	Expleo Solutions Limited being a material subsidiary of M/s Expleo Group SAS (the ultimate consolidating company), the Management of the Company is proposing to align the statutory auditor of Expleo Solutions Limited with the auditors of the ultimate consolidating company, responsible for audit of consolidated accounts, in order to streamline the audit process at the Group level.
2	Date of Appointment/ re-appointment / cessation (as applicable) & term of appointment/ re-appointment .	<ol style="list-style-type: none">1. M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai (Firm Registration No. 008072S), as the Statutory Auditors of the Company to fill the casual vacancy, for the period August 1, 2024 until the conclusion of 26th Annual General Meeting of the Company.2. M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company subject to shareholders approval.
3	Brief Profile (In case of Appointment)	Refer Annexure II
4	Disclosure of relationship between directors (In case of Appointment)	M/s. Deloitte Haskins & Sells is not related to any of the Directors of the Company.

Thanking you,

Yours faithfully,

For Expleo Solutions Limited

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S. Sampath Kumar

Company Secretary and Compliance Officer

Membership No. FCS 3838

BRIEF PROFILE OF DELOITTE HASKINS & SELLS

Deloitte Haskins & Sells ('DHS' or the 'Firm') is a firm registered with the Institute of Chartered Accountants of India (ICAI). DHS is a member of Deloitte Haskins & Sells & Affiliates being the Network of Firms (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte.

The Audit partner (R. Prasanna Venkatesh) has over 20 years of experience and has been with the member firm of Deloitte in India.

Date: August 01, 2024

To,

The Board of Directors
Expleo Solutions Limited
6A, Sixth Floor, Prince Infocity II, No.283/3 & 283/4,
Rajiv Gandhi Salai (OMR), Kandanchavadi,
Chennai - 600096

Dear Sirs,

We thank you for your letter dated August 01, 2024 regarding the proposed appointment of our firm as statutory auditors of **Expleo Solutions Limited** ('the Company') at the meeting of the Board of Directors being held on August 1, 2024 and at the ensuing 26th annual general meeting of the Company for holding such office from the conclusion of the said meeting until the conclusion of the 31st annual general meeting for the year ending March 31, 2029 with respect to the financial years beginning April 01, 2024 and ending March 31, 2029.

We consent to being appointed as auditors of the Company.

As requested by you, and in accordance with the requirements of Section 139(1) of the Companies Act, 2013 ("the Act") read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014, we certify that:

1. We are eligible for appointment as auditors of the Company under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act.
2. We are not disqualified from being appointed as auditors under the Act or the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.
3. The proposed appointment will be as per the term provided in the Act.
4. If appointed, such appointment will be within the limits laid down by or under the authority of the Act.
5. The list of pending proceedings against the firm or any partner of the firm with respect to professional matters of conduct under the Chartered Accountants Act, 1949 and the rules and regulations made thereunder or before any competent authority or any Court known as of the date of this letter, are disclosed in the Annexure, and are true and correct.

We also confirm that the firm has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of ICAI.

Further, we would like to draw your attention to the announcement issued by the Institute of Chartered Accountants of India (ICAI) in terms of which the registration number of the firm as provided by the ICAI is required to be indicated in the resolution for appointment of auditors under the Act. Accordingly, you are requested to ensure that the registration number is indicated in the resolution of our appointment at the Annual General meeting. For your information, our Firm Registration number is 008072S and PAN number AACFD3771D.

Yours faithfully,

Deloitte Haskins & Sells, Chennai



(Referred to in our letter dated August 01, 2024)

The list of pending proceedings against Deloitte Haskins & Sells, Chennai (Firm Registration No. 008072S) or any Partner of the Firm with respect to professional matters of conduct under the Chartered Accountants Act, 1949 and the rules and regulations made thereunder or before any competent authority or any Court.

Part A – With respect to the Firm

Sr. No.	Appropriate Authority	Particulars	Forum where the Proceeding/ Appeal is Pending
1.	ROC	Proceedings initiated by the ROC in two discrete matters against the firm relating to alleged non-compliance with, respectively, section 143(1) of the Companies Act 2013 and section 227 of the Act with respect to statutory audits.	Additional Chief Metropolitan Magistrate(s), Chennai
2.	ROC	Adjudication proceedings initiated by the ROC in two discrete matters against the Firm relating to alleged non-compliance with section 143 of the Companies Act, 2013 with respect to statutory audits.	Adjudicating Officer - ROC

Part B – With respect to some Partner(s) of the Firm

Sr. No	Appropriate Authority	Particulars	Forum where the Proceeding/ Appeal is Pending
		NIL	

Note: For the purpose of reporting, pending proceedings are construed to comprise matters relating to a company and/or its affiliates pending before the ICAI Board of Discipline/Disciplinary Committee or litigations pending before any competent authority or any Court; and a matter comprises one or more proceedings by the same authority against the partner(s) concerned and may cover more than one financial year and all related actions against such partner(s). "Act" means the Companies Act, 1956; "ROC" means Registrar of Companies.

