

KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

To,
The Board of Directors
Expleo Solutions Limited
II, No. 283, Prince Infocity, 6A,
Rajiv Gandhi Salai, Chennai 600096

Sub: Resignation as Statutory Auditors of the Company

Dear Sir,

We, M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm registration No 104607W/W100166) were appointed as the statutory auditors of Expleo Solutions Limited ("the Company") at its Annual General Meeting (AGM) held on August 11, 2022 to hold office from the conclusion of the 24th AGM until the conclusion of the 29th AGM of the Company, scheduled to be held in the year 2028, to perform the audit of the Standalone and Consolidated Financial Statements of the Company for a period of 5 years from the financial year 2022-23.

We had completed the statutory audit of the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and issued our reports on May 23, 2024 and have completed the limited review of the standalone and consolidated financial results for the quarter ended June 30, 2024 and issued our limited review reports on August 1, 2024. We have not commenced the statutory audit for the financial year ended March 31, 2025.

Further to our various discussions with the Management of the Company and email dated July 31, 2024 received from the Management of the Company, we have been given to understand that, in view of the Company 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 the Company with the auditors of the ultimate consolidating company, who would be responsible for the audit of the consolidated accounts, in order to streamline the audit process at the group level.

Accordingly, in view of the above and as discussed and agreed with the Management of the Company, and in order to enable the Company to make the desired changes, we hereby tender our resignation as the statutory auditors of the Company and request you to treat this as our letter of resignation with immediate effect. Our resignation does not result from an inability to obtain sufficient appropriate audit evidence. There are no other circumstances connected with our resignation which we consider should be brought to the notice of the Board of Directors.

Kindly take this on your record and do the needful. As required by Companies Act, 2013, we shall file a statement in Form ADT-3 in due course and we will forward a copy to the Company for its record.

Please find attached in **Annexure A** the information to be obtained by the Company from the statutory auditors for the resignation as required by Securities Exchange Board of India Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

We take this opportunity to reiterate our appreciation for the courtesies and co-operation extended to us by the Company. Should you require any assistance in the future, please feel free to contact us.

Yours Sincerely,

For **KALYANIWALLA & MISTRY LLP**
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W/W100166


Avinash A. Rao
PARTNER
Mem. No.: 602312



Place: Chennai

Date: August 1, 2024

LLPIN: AAH - 3437

3RD FLOOR, DWARKA BUILDING, Old # 36, New # 79, NUNGAMBAKKAM HIGH ROAD (UTHAMARGANDHI SALAI),
CHENNAI - 600 034, TEL. (91) (44) 2822 7002

REGISTERED OFFICE: ESPLANADE HOUSE, 29, HAZARIMAL SOMANI MARG, FORT, MUMBAI 400 001.

Annexure A

Disclosure of information from the statutory auditor upon resignation in accordance with SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Sr. No.	Particulars	Explanations
1.	Name of the listed entity	Expleo Solutions Limited
2.	Details of the statutory auditor:	
	a. Name:	Kalyaniwalla & Mistry LLP
	b. Address:	3rd Floor, Dwaraka Building, Old no 36, New no 79, Uthamar Gandhi Salai, Nungambakkam High Road, Chennai - 600 034
	c. Phone number:	+91 (44) 28227002
	d. Email:	avinash.rao@kmlp.in
3.	Details of association with the listed entity:	
	a. Date on which the statutory auditor was appointed	Reappointed as statutory auditors at its AGM held on August 11, 2022 for a period of five years commencing from FY 2022-23.
	b. Date on which the term of the statutory auditor was scheduled to expire:	Conclusion of the Company's 29 th AGM scheduled to be held in the year 2028.
	c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission.	1. Audit reports dated May 23, 2024 on the Audited Standalone and Consolidated Financial Statements and audited financial results of the Company for the financial year ended March 31, 2024; and 2. Limited review reports dated August 1, 2024 on the Unaudited Standalone and Consolidated financial results of the Company for the quarter ended June 30, 2024.
4.	Detailed reasons for resignation	Refer attached resignation letter dated August 1, 2024
5.	In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors)	Not Applicable
6.	In case the information requested by the auditor was not provided, then following shall be disclosed: a. Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management. b. Whether the lack of information would have significant impact on the financial statements/results. c. Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised) d. Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued.	Not Applicable
7.	Any other facts relevant to the resignation	None



Declaration

1. *We hereby confirm that the information given in this letter and its attachments is correct and complete.*
2. *We hereby confirm that there is no other material reason other than those provided above for my resignation/ resignation of my firm.*

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS

Firm Reg. No.: 104607W/W100166



Avinash A. Rao

PARTNER

Mem. No.: 602312



Place: Chennai

Date: August 1, 2024