SEC/SE/031/22-23
Chennai, July 19, 2022

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
Scrip Code: EXPLEOSOL

Sub: Submission of Annual Report for the Financial Year 2021-22 along with Notice of 24th Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Annual Report for the Financial Year 2021-22 along with Notice of 24th Annual General Meeting of the Company.

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

Thanking you,

Yours faithfully,
For Expleo Solutions Limited

SESHADRI SAMPATH KUMAR

Digitally signed by SESHADRI SAMPATH KUMAR
Date: 2022.07.19 17:45:09 +05'30'

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

Encl : As above.

EXPLEO SOLUTIONS LIMITED

Annual Report FY 2021-2022

Think bold, act reliable

(expleo)

Corporate information

BOARD OF DIRECTORS	Ralph Franz Gillessen Chairman and Non-Executive Director
	Prof. K. Kumar Deputy Chairman & Independent Director
	Balaji Viswanathan Managing Director & CEO
	Lilian Jessie Paul Independent Director
	Prashant Eknath Bramhankar Additional Director (Non-Executive)
	Prof. S. Rajagopalan Independent Director
	Rajesh Krishnamurthy Director (Non-Executive)
	Rajiv Kuchhal Independent Director
	Ulrich Bäumer Independent Director
CHIEF FINANCIAL OFFICER	Desikan Narayanan
COMPANY SECRETARY	S. Sampath Kumar
AUDITORS	Kalyaniwalla & Mistry LLP Chartered Accountants Esplanade House, 29, Hazarimal Somani Marg, Fort Mumbai–400 001.
INTERNAL AUDITORS	V. Chandrasekharan & Associates Chartered Accountants 1st Floor, Kalpataru Complex, No.44, C.P. Ramaswamy Road, Alwarpet Chennai–600 018
BANKERS	DBS Bank India Limited Cathedral Road, Chennai-600 086
	ICICI Bank Limited Bazullah Road, T. Nagar, Chennai-600 017
	The Hongkong and Shanghai Banking Corporation Limited Cathedral Road, Chennai-600 086
LEGAL ADVISORS	S. Ramasubramaniam & Associates New No.13/1, Bishop Wallers Avenue West Mylapore, Chennai-600 004
REGISTRAR AND SHARE TRANSFER AGENTS	Cameo Corporate Services Limited 'Subramanian Building', No.1, Club House Road, Chennai-600 002 Tel. +91 044 2846 0390 / 044 4002 0700, email: investor@cameoindia.com website: http://www.cameoindia.com
REGISTERED OFFICE	6A, Sixth Floor, Prince Infocity II, No.283/3 & 283/4 Rajiv Gandhi Salai (OMR), Kandanchavadi Chennai–600 096, Tel. 044 4392 3200 email: investor.expleosol@expleogroup.com website: www.expleosolutions.com

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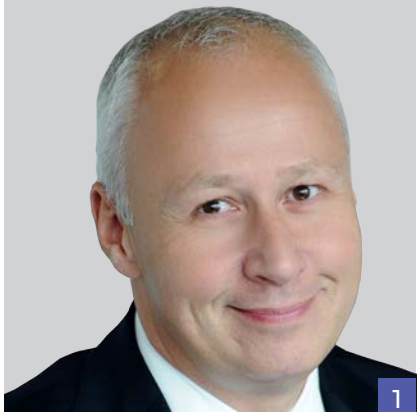
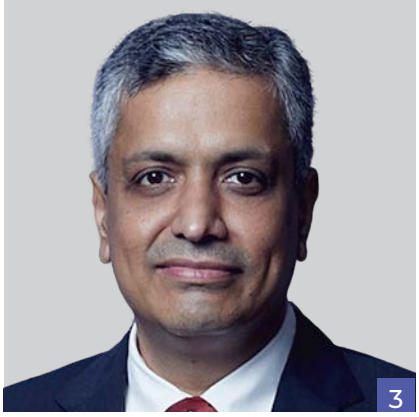
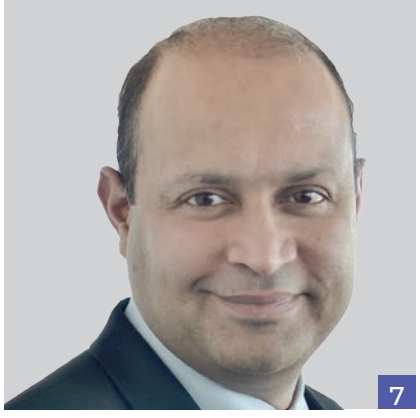
Board of Directors







1. RALPH FRANZ GILLESSEN

Chairman & Director (Non-Executive)

Ralph Gillessen is the Chairman & Director (Non-Executive) of Expleo Solutions Limited.

Ralph Gillessen is Board Member of Expleo Germany Holding GmbH providing the global leadership of the sales teams and is responsible for assuring client delivery and resource management for all Expleo Quality and Management Consulting activities.

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

Ralph has joined SQS in 2002 and has worked in various senior sales and consultancy positions. He entered the SQS management board in January, 2013 and is a member of Expleo Group Executive Committee since January, 2018.

2. PROF. K. KUMAR

Deputy Chairman & Independent Director

Kumar is Deputy Chairman and Independent Director of Expleo Solutions Limited.

He has over three decades of experience as a corporate manager, consultant, entrepreneur and in academia. Kumar holds a bachelor's degree in Electrical & Electronics Engineering (Madurai Kamaraj University) and obtained both the PGDM and Fellowship (Doctoral level) qualifications from the Indian Institute of Management, Bengaluru (IIM-B). He served as Professor of Entrepreneurship at Indian Institute of Management, Bengaluru (IIM-B) till his recent retirement and was involved in teaching, research and entrepreneurship promotion initiatives. His corporate experience includes a management consulting role at Tata Consultancy Services (1991-95) and as CEO (1995-2001) and President (2005-2006) of Trigent Software Ltd.

3. BALAJI VISWANATHAN

Managing Director & CEO

Experienced in Consumer & Market Research, Branch Banking, Sales, Product Management, Operations, Information Technology and Overall P&L Ownership.

In a career spanning 27 years (30 years including Market research and Field sales while in Evening college), Balaji has been with the Banking and Payment Card Industry for over 16 years and with Technology and Process Outsourcing for over a decade.

Played a pivotal role for 12 plus years in developing two start-up Banks (HDFC Bank and YES Bank) and three years with a Global Payment Franchise (MasterCard) supporting their Operations and Technology for the South Asia market. In the Tech and Process outsourcing Industry, associated with IBM Daksh (later acquired by Concentrix) for nine (9) years across Solutions, Pre-Sales, Global Delivery for the BFSI sector.

Held Global and Regional Leadership positions responsible for setting up Systems and Processes for Retail Banking, Commercial Banking, Cards, Risk Management, Customer Relationship Management, Technology and Process outsourcing.

In a nutshell, a technology enthusiast and keen to understand the business application of technology.

Recent accolades:

- Certified in Automation using open source, Data Science and Big Data, Artificial Intelligence and Blockchain.
- Recognised twice (2021 & 2022) as Asia's Most Promising Business Leader by Economic Times.
- Inducted into the Economic Times India Leadership Council.

4. LILIAN JESSIE PAUL

Independent Director

Jessie Paul has 27 years of experience as a marketer. She was Global Brand Manager of Infosys, headed marketing for iGATE (now part of CapGemini) and was Chief Marketing Officer of Wipro Technologies. She commenced her career with Ogilvy & Mather Advertising.

In 2010, Jessie founded Paul Writer (www.paulwriter.com), a marketing advisory firm that works with clients to design go to market strategies and brand blueprints.

Jessie is frequently cited as a marketing expert in publications and is the author of two books on frugal marketing - Marketing Without Money, published by Bloomsbury in 2021 and No Money Marketing, published by Tata McGraw-Hill in 2009. She publishes India's longest running marketing newsletter that reaches India's top business leaders.

She holds an MBA from Indian Institute of Management, Calcutta, and a bachelor's degree in computer science and engineering from National Institute of Technology, Trichy. Jessie has been invited to serve on the boards of multiple listed organizations as an independent director.

5. PRASHANT EKNATH BRAMHANKAR

Additional Director (Non-Executive)

Prashant Bramhankar is the Additional Director (Non-Executive) of Expleo Solutions Limited.

Prashant is Managing Director of two Expleo Group Subsidiaries in India, Expleo India Infosystems Pvt Ltd and Expleo Technologies India Pvt Ltd, responsible for the company's operations in India.

Prashant is a Mechanical Engineer, started his career in 1988 with Premier Automobiles, spent 10 years with Indian Automotive companies including Tata Motors. He also spent 16 years with Siemens Industry Software in multiple capacities in Software Product Development environment.

Prashant joined SQS in 2015 to head the global "Automotive and Manufacturing" business, post SQS merger with Assystem, he is focusing on running the two group

subsidiaries in India focused on Software Quality and Engineering services.

He is very passionate towards the new areas in Engineering, especially in Automotive.

6. PROF. S. RAJAGOPALAN

Independent Director

Rajagopalan is an Independent Director of Expleo Solutions Limited.

He is a Bachelor of Technology (B.Tech) in Chemical Engineering from Indian Institute of Technology, Delhi, Post Graduate Diploma in Management from Indian Institute of Management, Bengaluru and a Ph.D from Indian Institute of Technology, Kanpur. He was the CEO of the Karnataka State Council for Science and Technology for 14 years and also was Founder and Chairman of TIDE an NGO. He was awarded Ashoka Fellowship in the year 1984, Fellow of the Salzburg Seminar in the year 1999 and finalist of Social Entrepreneur of the year in 2006. Prof. S. Rajagopalan was elected as one of the 50 pioneers of change by India Today Magazine in the year 2008. Since 2008, he is a professor at the International Institute of Information Technology, Bengaluru.

7. RAJESH KRISHNAMURTHY

Director (Non-Executive)

Rajesh Krishnamurthy is the Non-Executive Director of Expleo Solutions Limited.

Rajesh Krishnamurthy joined Expleo Group as Chief Executive Officer on July 15, 2020. He will accelerate Expleo Group strategic transformation roadmap, with a strong focus on digitalizing its services and scaling its global delivery capabilities.

Prior to joining Expleo, Rajesh was Chief Technology and Transformation Officer for the CMA CGM Group, the French shipping and logistics leader since February 2018. He was mandated to harness organizational change to embrace digital transformation and drive new growth. He was responsible for Group IT, digital and shared services centers across the globe.

He started his career in 1992 at Infosys, a global IT and consulting major and was an integral part of the Infosys success story and growth. At Infosys, he was President of the company's industry divisions, focused on Energy, Utilities and Telco markets globally. He was also responsible for the European region and the Infosys Global Consulting organization.

Rajesh Krishnamurthy is a Bachelor in Electronics Engineering from the University of Pune, India.

8. RAJIV KUCHHAL

Independent Director

Rajiv is an Independent Director of Expleo Solutions Limited.

He has more than 30 years of management experience with 16 years in Infosys. He was instrumental in establishing of product engineering services practice at Infosys, heading the practice till 2001. Rajiv was one of the founding members of Infosys BPO (earlier Progeon), the business process outsourcing (BPO), subsidiary of Infosys Technologies, where he was the Head of Operations and subsequently, the Head of Business Transformation. He subsequently worked with OnMobile as its Chief Operating Officer. Rajiv is an angel investor, and a General Partner at Exfinity Ventures.

He is a graduate in Electrical Engineering from Indian Institute of Technology, Delhi.

9. ULRICH BAUMER

Independent Director

Ulrich is an Independent Director of Expleo Solutions Limited.

He is a dual qualified (*Rechtsanwalt* - Germany; Attorney-at-law - New York) lawyer and a partner in the technology group of the international law firm, Osborne Clarke. He advises the clients of the firm mainly in the areas of information technology. He drafts and negotiates complex international IT project (especially outsourcing and licensing) contracts and assists the technology clients of the firm in M&A transactions. He also advises in all other aspects of technology and licensing law. He advises many German and International companies on all aspects of IT law. Ulrich is the *Justiziar* (inhouse lawyer) of VOICE e.V., the German CIO association. Ulrich is a lecturer at law (IT law) at the University of Cologne, the WHU- Otto Beisheim School of Management, Columbia University (NY/Paris) and the National Law School University of India (Bangalore).

Letter to the shareholders

Mr Ralph Gillessen
Chairman

Dear Shareholders,

The financial year 2021-22 was flourishingly different from its predecessor as the world was getting ready for the "new normal". The business optimism was palpable, organisations accelerated tech investments to thrive, and the companies bounced back with renewed agendas to compete in the new normal. It was a similar trajectory for us at Expleo Solutions Ltd. Our strengthened team spirit is reflected in confidence shown by our team members in the surveys. We gained the trust of over 25 new customers across the globe with our accurate delivery and investments in technology and scale. And our new market and acquisition strategy is expected to accelerate our growth this year. And I would like to thank and sincerely appreciate our shareholders' interest in Expleo Solutions Ltd.

The IT industry is set ablaze with growth opportunities, and we have been riding the wave with our focus on capabilities with a 30%+ Y-o-Y growth. According to a recent Gartner survey, it is evident that companies that invest in technology capabilities, talent, learning and leadership development are placed better for business growth and outcomes. And yet only 20% of companies surveyed have moved up in the adoption cycle of emerging technologies. 64% of the global respondents have said they will invest in digital businesses by 2023 to ensure that their business models are economically viable. And organisations are increasingly aware of the risk of digital disruption and unconventional competition; hence the increased investments in technology and disruptive business models should help us as a transformation partner. This rise in awareness, coupled with the advancements in core technologies, gives Expleo Solutions Ltd. immense confidence in our purpose and fuels our growth in the new normal.

Today's workplace bears little resemblance to what we imagined a few years ago. The hybrid workforce saw a 30% increase in corporate spending on tech hardware and digital services. The C-suite roles have changed – every leader is now accountable for crisis management, technology evaluation, customer and employee engagement and attrition. Our customers' ways of operations have changed. According to Gartner, companies' transformation agendas include investing in 5g, IoT, AI, ML, Zero Trust security, software 2.0, data fabric and low code. Expleo Solutions Ltd, in the past year, has been aligning to these trends by building existing and additional capabilities by strengthening our teams in software engineering to cybersecurity, data science, compliance, product performance and reliability.

Expleo Solutions Limited's growth strategy is carefully crafted around four pillars to help us better align with our clients' priorities and drive sustained business growth.

- A reorganization defined by sectors and significant areas of expertise encourages sharing skills and international collaboration between teams.
- Investment in Digital Technologies to train our teams in digital professions by 2023 to build techno-functional disruptors.
- Expand areas of expertise to develop our position in the key industries of the future.
- And drive global innovation and R&D programmes to anticipate better the trends that will shape the future for clients.

The restructuring actions to better serve our customers helped us partner with many clients across 14 industries, including BFSI, NBFC, and enterprise business, to deliver engineering and quality assurance services. We have expanded our presence in markets like India, Southeast Asia, North America and Europe to drive business from where our customers are. And while 'the great resignation' is impacting the supply and the costs in the industry, we increased our employee satisfaction by 4% in the Great Place to Work survey and have onboarded over 2000+ employees in the last twelve months.

As a key investment in advancing digital technologies, we are excited about launching our sixth delivery and training centre in Coimbatore, Tamil Nadu. The new centre will contribute to our growth and help support clients' transformation programmes across industries. It can host up to 400 employees who will be trained and upskilled to deliver innovation and improve performance in futuristic technologies such as Artificial Intelligence, Machine Learning IoT, Low Code and Automation.

The increasing demand for data availability, regardless of where it lives, is compelling organisations to invest in Data management, analytics and AI. To augment our capabilities in this space, we took over the business of Lucid Technologies and Solutions, a leader in data governance, data protection and analytics. The business takeover includes all Lucid's tools, IP, business contracts across India and the USA. Lucid's clients include Fortune 500 and unicorns across BFSI, healthcare, software hi-tech, retail and manufacturing. This transaction will close in Q1 of FY 2022-23.

We were also able to realise our purpose during the times of crisis towards the upliftment of communities in Chennai and Mumbai. We have partnered with various Government and Non-Government Organisations to enable quality infrastructure for the students in rural and remote areas. And our commitment to the frontline workers in Chennai and Mumbai. I congratulate the entire team for making a considerable difference in people's lives and going over and beyond for what Expleo truly stands for.

This year has been a great testimony of our efforts and investments; the customer satisfaction response has been unprecedented. We added over 25 new customers over the year, and more trusting us by extending our engagement for business growth.

And with a sharp laser focus on our diversity and inclusion development, this year, we launched a new inclusion program in collaboration with the specialist organisation, Oorjja, to strengthen our workforce by onboarding eight differently-abled technology aspirants who will work in the UI/UX and data projects.

I congratulate Balaji Viswanathan (second consecutive year) and Prashant Bramhankar for their recognition as Asia's most promising Business Leaders awarded by the Economic Times.

On behalf of the Board, I would like to take this opportunity to thank our customers and employees for the trust they have reposed in us. Thank you, our valued shareholders, for extending your continued support.

Yours Sincerely,
Ralph Gillessen
Chairman

Performance highlights

Decade at a Glance (Consolidated Basis) **Rs. in Millions**

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16 #	2014-15	2013-14	2012-13
Gross Revenue**	4,045	3,009	2,702	2,828	2,712	2,599	2,642	2,142	1,944	1,614
EBIDTA #	808	753	610	591	538	424	605	389	499	326
Profit Before Tax #	721	684	541	536	479	370	562	320	422	265
Profit After Tax #	539	504	399	362	319	232	369	216	300	194
Fixed Assets: Gross Block #	640	474	432	324	307	300	526	483	473	457
Fixed Assets: Net Block #	392	248	260	189	224	267	248	243	274	312
Share Capital	103	103	103	107	107	107	106	105	103	101
Reserves and surplus #	2,449	1,916	1,420	1,281	1,179	1,164	982	911	980	781
Networth #	2,552	2,019	1,522	1,388	1,286	1,271	1,089	1,016	1,082	882
Sundry Debtors #	975	608	759	457	681	424	544	567	558	413
Cash and Bank Balances #	1,559	1,311	872	987	850	891	857	683	502	394
Current Assets #	2,896	2,259	1,774	1,625	1,633	1,380	1,534	1,380	1,157	952
Current Liabilities #	755	549	534	522	626	435	728	560	290	289
Working Capital #	2,141	1,710	1,240	1,103	1,007	945	806	820	867	663
Employee Strength (No.s)	1,882	1,117	1,062	962	1,012	919	1,076	907	905	782
No of Equity Shares ('000)	10,252	10,252	10,252	10,713	10,710	10,680	10,639	10,545	10,268	10,124
Earnings Per Share (Diluted) (Rs.) #	52.6	49.2	38.5	33.8	29.9	22.3	34.6	20.6	28.7	19.0
Book Value per Share (Rs.)	248.9	196.9	148.5	129.6	120.1	119.0	102.3	96.4	105.4	87.1
Dividend - Rs. per share (Interim and Final)	-	-	-	-	24.0	24.0	24.0	24.0	9.0	6.0

EBITDA : Earnings before Interest, Depreciation,Taxes & Amortization
** Export incentives are reclassified to Other Income
# Figures are as per Ind AS format from the year 2015-16 onwards
One Million (Mn) is equal to Ten lakhs

Boards' report

Dear members

The Company is pleased to present its business and operations report for the year ended March 31, 2022.

1. Financial highlights for the year ended March 31, 2022:

	(Rs. in Millions)		(Rs. in Millions)	
	Consolidated		Standalone	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Total Income	4,080.71	3,063.14	4,068.98	3,058.30
Employee benefits expense	1,948.56	1,570.93	1,725.03	1,265.36
Depreciation and amortization expenses	79.34	58.05	79.24	57.83
General, administrative, and other expenses	1,323.77	739.54	1,584.49	1,099.52
Finance cost	7.59	10.56	7.59	10.56
Total expenses	3,359.26	2,379.08	3,396.35	2,433.27
Profit/(loss) before exceptional items	721.45	684.06	672.63	625.03
Exceptional items	-	-	-	-
Profit before tax	721.45	684.06	672.63	625.03
Tax expense	182.41	179.65	174.32	172.48
Profit after tax	539.04	504.41	498.31	452.55
Other comprehensive income	(5.69)	(7.80)	(8.22)	(5.47)
Total comprehensive income	533.35	496.61	490.09	447.08
Earnings per equity share (par value of Rs.10/- each)				
Basic (Rs.)	52.58	49.20	48.60	44.14
Diluted (Rs.)	52.58	49.20	48.60	44.14

2. Business and Operations Review:

Total operating revenue was Rs. 4,045.10 Millions for the Financial Year 2021-22, which increased by 34% over the previous year's Rs. 3,008.94 Millions. Total Comprehensive Income stood at Rs. 490.09 Millions (12% of Total Income) against previous year's Rs. 447.08 Millions (15% of Total Income). This signifies an improvement in absolute and percentage terms, both.

The Company's revenue from operations was more geographically diversified this year, with the share from India, the Middle East and Asia rising to 44% compared to 38% in the previous year. The Europe business contributed to 53% of the Company's revenue from operations (vs. 59% in the previous year), while the US contribution grew to 4% from last year's 3%. The proportion of on-site to offshore revenue from operation stood at 34%-to-66% compared with 46%-to-54% in the previous year.

During the year under review, new client acquisition contributed 7% to revenue from operations. The repeat business from existing clients is 93% of revenue from operations compared to 95% in the previous year.

For the financial year 2021-22, the revenue from Group clients was 20%, as compared to 21% in the previous financial year. On the practice front, the Company saw

48% growth in Card & Payment, followed by Insurance that grew by 29% and Banking by 18% respectively.

As of March 31, 2022, the standalone entity's employee strength was 1,844 (consolidated entity 1,882) compared to 1,061 (consolidated entity 1,117) in the previous year. Women employee strength grew to 706 (38%) for the consolidated entity from 432 (39%) in the previous year. Attrition stands at 39% from the previous year's 16%.

3. Amalgamation / Merger of Expleo Group Companies in India:

The Members are informed that during the year, your Company had initiated the process of merger of Expleo India Infosystems Private Limited (EIIPL), Expleo Technologies India Private Limited (ETIPL), Expleo Engineering India Private Limited (EEIPL) and Silver Software Development Centre Private Limited (SSDCPL) with Expleo Solutions Limited (ESL) through a composite Scheme of Amalgamation pursuant to Sections 230 to 232 of the Companies Act, 2013. The Companies involved in merger had filed a petition before Hon'ble National Company Law Board Tribunal (NCLT) in Chennai, Bengaluru, and Mumbai.

Based on the Petitions filed before NCLT, the Bengaluru Bench had dispensed with holding of Shareholders Meeting and ordered for holding Unsecured Creditors Meeting on June 10, 2022, for ETIPL, EEIPL and SSDCPL. The Creditors Meeting for these Companies were held on June 10, 2022, and the respective Chairperson appointed had filed their report before NCLT.

Also, NCLT, Chennai, had ordered for holding the Shareholders Meeting and Creditors Meeting on August 2, 2022, on the petition filed by your Company.

4. Purchase of Specific Assets from Lucid Technologies and Solutions Private Limited and Lucid Technologies and Solutions LLC (Lucid):

During the year, the Company had approved the definitive agreements towards purchase of their specific assets, i.e. Intellectual Property and Technical Know-how in India and Customer Contracts in US. Subsequently, the definitive agreements were executed effective April 1, 2022.

5. Capital Expenditure:

During the financial year 2021-22, the Company added Rs.270.24 Millions to its gross block with capital expenditure, which comprised Rs. 142.87 Millions on building & lease, Rs. 112.11 Millions on technology infrastructure, Rs. 12.29 Millions on physical infrastructure and the balance Rs. 2.97 Millions on intangible asset addition.

6. Liquidity:

The Company continues to maintain comfortable cash balances to meet its strategic objectives. The liquid assets stood at Rs. 1,163.63 Millions at the end of the year against Rs. 1,003.66 Millions in the previous year. The Company's cash balance increased to Rs. 1,197.48 Millions from previous year's Rs. 1,011.46 Millions.

7. Share Capital:

At the end of the current financial year, the Company's paid-up Equity Share Capital stood at Rs. 102.52 Millions, consisting of 1,02,52,485 fully paid-up equity shares of Rs. 10/- each.

8. Net worth:

As of March 31, 2022, the Company's net worth stood at Rs. 2,089.69 Millions against Rs. 1,599.60 Millions at the end of the previous financial year.

9. Dividend:

The Company has not declared or recommended any dividend during the Financial Year 2021-22.

10. Subsidiaries and Branches:

The Company operates internationally through four wholly-owned subsidiaries:

a) Expleo Solutions Pte. Ltd., Singapore

b) Expleo Solutions UK Ltd., UK

c) Expleo Solutions Inc., USA

d) Expleo Solutions FZE, UAE

The Company's Board of directors reviewed the affairs of the wholly-owned subsidiaries for the financial year 2021-22. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared its Consolidated Financial Statements, which form a part of this Annual Report. A separate section on the salient features, performance and financial position of each of the subsidiaries can be found in **Annexure-I**. It includes their contribution to the overall performance of the Company.

During the period under report, as per Section 129(3) of the Companies Act, 2013, read with Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the Subsidiaries audited annual financial statements and related information, wherever applicable, will be made available to shareholders upon request and will also be available for inspection during regular business hours at the registered office of the Company. The audited annual financial statements shall also be available on the website of the Company. The Company has branch offices in the Philippines, Belgium, and Malaysia. During the year, the Company has opened a

new Branch Office in Coimbatore, India, and the operations have commenced.

11. Annual Return:

The Annual Return in Form MGT-7 for the financial year ended March 31, 2022, as prescribed under Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, read with Rule 12 of Companies (Management and Administration) Rules, 2014, as amended, is disclosed on the website of the Company https://expleogroup.com/expleo-solutions/financial/ - AGM and Annual Report.

12. Number of Meetings of the Board:

The Board met six times during the financial year ended March 31, 2022. The said meetings were held on May 20, 2021, July 09, 2021, August 12, 2021, November 10, 2021, February 03, 2022, and March 25, 2022.

The Corporate Governance Report has details of these meetings. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

13. Corporate Governance and Management Discussion and Analysis Report:

A separate section on Corporate Governance, which is a part of the Board's Report, and the certificate from the Company's Auditors confirming compliance with Corporate Governance norms as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are included in the Annual Report. The Company has taken adequate steps for strict compliance with Corporate Governance guidelines as amended from time to time. A separate Management Discussion and Analysis Report is also attached and forms part of this report.

14. Business Responsibility Report:

A separate section on Business Responsibility Report also forms a part of this report.

15. Declaration given by Independent Directors:

All the Independent Directors of the Company have given their declaration under Section 149(7) of the Companies Act, 2013, confirming that comply with the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for being an Independent Director of the Company.

16. Policy on Directors' appointment and remuneration:

The Company has a policy in place on Directors' appointment and remuneration, including criteria for determining qualification, positive attributes, independence of a Director and other matters as required under Section 178(3) of the Companies Act, 2013, and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. There has been no change in this policy since the last financial year. The Corporate Governance Report covers the details disclosed on the Company website https://expleogroup.com/wp-content/uploads/2022/07/Policy-on-Remuneration-of-Directors-KMPs-and-Senior-Employees.pdf.

17. Particulars of loans, guarantees, or investments:

The Company has not given any loan to any person, given any guarantee, or provided security to any other body, corporate, or person in connection with a loan. It has not acquired through subscription, purchase, or otherwise the securities of any other body or corporate. The Company has the following investments in its wholly-owned subsidiaries as specified under Section 186 of the Companies Act, 2013:

Rs. in Millions

Particulars	March 31, 2022	March 31, 2021
Unquoted equity instruments (in subsidiaries)		
100,000 equity shares (Previous year - 100,000 equity shares) of SGD 1/- each in Expleo Solutions Pte. Ltd., Singapore	2.66	2.66
3,000 equity shares (Previous year - 3,000 equity shares) of USD 0.01/- each in Expleo Solutions Inc., USA	4.62	4.62
350,000 equity shares (Previous year - 350,000 equity shares) of GBP 1/- each in Expleo Solutions UK Ltd., UK	24.17	24.17
600 equity shares (Previous year - 600 equity shares) of AED 1,000/- each in Expleo Solutions FZE., UAE	8.70	8.70

18. Particulars of contracts or arrangements with related parties:

During 2021-22, all the contracts and arrangements entered by the Company with related parties were on an

arms-length basis and in the ordinary course of business. The total value of all the transactions with M/s. Expleo Group and its subsidiaries are above the threshold limit of 10% of the last audited consolidated turnover of the Company. These transactions have been classified as "Material Related Party Transactions" as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. However, the aforesaid transactions fall within limits approved by the shareholders in the Annual General Meeting held on August 26, 2021. There are no materially significant related party transactions made by the Company with Directors, key management personnel, senior management personnel, or other designated persons, which may have a potential conflict with the Company's interests at large. All related party transactions are placed before the Audit Committee and the Board of Directors for their prior approval.

For foreseen and repetitive transactions with the wholly-owned subsidiaries, a prior omnibus approval of the Audit Committee is obtained annually. The transactions entered pursuant to the omnibus approval so granted are tracked and verified. A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval every quarter. The policy on Materiality of Related Party Transactions, as approved by the Board of Directors, is available on the Company's website https://expleogroup.com/wp-content/uploads/2022/07/Policy-on-Materiality-of-Related-Party-Transactions.pdf.

None of the Directors have any pecuniary relationship(s) or transaction(s) vis-à-vis the Company. The details of contracts or arrangements with related parties entered during the year are given in **Annexure-II** of the report.

19. Material changes and commitments, if any, affecting the financial position of the Company:

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year to which the Company's financial statements relate and the date of the report.

20. Transfer to Investor Education and Protection Fund ("IEPF"):

In accordance with the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India after the completion of seven years. Further, according to the Rules, the shares on which a dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat account of the IEPF Authority. During the financial year 2021-22, an amount of Rs. 1,95,756/-, which was lying in the Final Dividend account pertaining to the year 2013-14, and an amount of Rs. 1,47,984/- lying in the Interim Dividend account pertaining to the year 2014-15 of the Company was transferred to the IEPF on completion of seven years. Pursuant to provisions of Rule (6) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, wherein the seven-year period provided under subsection (5) of Section 124 is completed for unpaid/unclaimed dividends during 2021-22, the Company had transferred 550 Equity Shares to the credit of IEPF Authority, in respect of shareholders who have not claimed their dividend for a consecutive period of seven years. Members who have so far not encashed their dividend warrant(s) or those yet to claim their dividend amounts may write to the Company Secretary & Compliance Officer / Company's Registrar and Share Transfer Agent (Cameo Corporate Services Limited). The details of shareholders whose shares were transferred to the IEPF Authority are available on https://expleogroup.com/expleo-solutions/corporate-governance/ - Transferred to IEPF.

21. Conservation of energy, research and development, technology absorption, foreign exchange earnings, and outgo:

(A) Conservation of energy:

(i) Steps that impact energy conservation: The Company has always actively promoted eco-friendly and green initiatives. It continues to work on reducing its carbon footprint, conserving energy, and using energy generated from alternative sources wherever possible. It continues to deploy adequate measures to conserve energy by using less power-consuming USFF-based computers and deploying LEDs for perimeter lighting in the MEPZ premise. The Company is also in the process of optimizing lighting equipment for an overall reduction of light bulbs used and conversion to LED bulbs. The adoption of VRF-based air conditioning and sensor-based lighting in all cabins and meeting rooms has significantly reduced electricity consumption and the Company's carbon footprint.

(ii) Steps taken to utilize alternative energy sources: The Company's registered office is in a tech park where close to 80% of energy is sourced from the grid powered by wind turbines, promoting green energy.

(iii) Capital investment on energy conservation equipment: Nil

(B) Research & development and technology absorption:

(i) As a result of consistent focus on R&D and latest technologies, the company has grown significantly since last year. Our footprint in digital and development have increased tremendously to 500+ developers in India. We are now seen as a decent SI providing development services for fintech companies. We are developing latest technology trends such as Digital Twins, SuperApps and Chatbots for our customers.

(ii) The Company's focus on data science, has won us a digital payments customer in Government of India. We are now officially taking up data science projects for them and serving them successfully.

(iii) Understanding the cruciality of data analytics, the company has acquired a data analytics company called Lucid that focuses on Governance, Risk and Compliance (GRC). Lucid brings around USD 2.8M business to the table and a list of fortune 500 customers who are happy with it.

(iv) The company focuses on Digital Twin, Model-based Testing solutions with tools such as Signavio, ModelIO and Enterprise Architect. Expleo has successfully completed PoC on model-based testing.

(v) The company is making progress in proving the concept of Hyper Automation or automation of automation. The company has successfully developed a PoC for a real-time operating system provider and has automated the C language test code generation using python.

(vi) The company has developed a very good solution called QubE HyperScript for smart performance testing. This will help to demystify and industrialize performance testing and reduce the high skill dependency on performance testing.

(vii) The company has successfully delivered its AI/ML PoC on predicting mean time between failures (MTBF) in IT infrastructure (servers and appliances) for a leading blue-chip company in the US.

(viii) The company is focusing on sustainable computing and reducing carbon footprint. The company is investing in low power high efficiency systems to help save the environment.

(ix) The procurement system continuously ensures cost-effective hardware purchases, more through local vendors, thereby reducing import dependency. Where required, the Company also imports servers, switches and other hardware products using foreign currency from its Exchange Earners' Foreign Currency (EEFC) accounts.

(x) There has been no import of technology during the last three financial years.

(C) Foreign exchange earnings and outgo:

Foreign exchange earned during the year in terms of actual inflows was Rs.2916.60 (Previous year - Rs. 1,964.69 Millions) whereas foreign exchange outgo during the year in terms of actual outflows was Rs.1416.57 (Previous year - Rs. 643.02 Millions).

The current year's inflows and outflows are regarding the movement of funds into and outside India in foreign currency.

22. Risk management:

The Company is committed to effectively managing its operational, financial and other risks to achieve a balance between acceptable levels of risk and reward. The Company has formulated an Enterprise Risk Management Policy (ERM) in compliance with Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and provisions of the Companies Act, 2013 ("the Act"), which requires the Company to lay down procedures about risk assessment and risk minimization.

The scope of the ERM Policy covers risks across all levels of the organization, considering the internal and external context. The Enterprise Risk Management of the Company includes:

- Risk Management framework which comprises of:
  - a) Identifying and assessing a broad array of internal and external risks that could adversely impact the achievement of organizational goals and objectives in a structured manner.
  - b) Ensuring appropriate ownership and accountability of risks.
  - c) Developing and implementing appropriate risk mitigation and monitoring plans by risk owners including systems and processes for internal control of identified risks and business continuity plans.
- Establishing a program structure that engages functional leaders across to identify and prioritize risks consistent with the Risk tolerances.
- Providing senior leadership / Board with key timely information to make risk-informed decisions.

- Providing reasonable assurance with respect to organization's ability to achieve its strategic and business objectives.

The key categories of risks identified are:

- **Strategic:** Any risk that impacts the company's strategy and makes it less/ineffective; could be technology changes, new competitor, change in customer demand etc.
- **Financial:** Risks relating specifically to the money flowing in and out of business, and the possibility of a sudden financial loss.
- **Operational:** Risks that could facilitate or hinder the efficiency and effectiveness of core operations within the organization.
- **Compliance:** Risks relating to non - adherence of any applicable legal requirements, statutory adherence, certification requirements, customer requirements etc.

Risk Management in the Company includes identification, assessing, monitoring and mitigating various risks through a process that comprehensively evolved over the years.

The ERM of the Company comprises of a series of processes, structures and guidelines that assist in identifying, assessing, monitoring and managing its business risk, including any material changes to its risk profile. To achieve this, the Company has clearly defined the responsibility and authority of Board of Directors, to oversee and manage the risk management program, while conferring responsibility and authority on senior management to develop and maintain the risk management program in light of the day-to-day needs of the Company.

Regular communication and the review of risk management practice provides the Company with important checks and balances to ensure the efficacy of its risk management program. Risk Management Committees are established consisting of senior members of the Company for periodical monitoring and review of the various categories of risks.

The Risk Assessment Process is monitored and controlled in different ways. This includes:

- Quarterly internal audits by an independent firm;
- Regular process compliance audits for ISO 9001 and ISO 27001 standards, including SOC audits;
- Periodic audits of compliance to other regulatory frameworks;
- Monitoring and tracking of compliance of applicable laws for the Company using Compliance tool, which is updated on real time basis with latest amendments;
- Annual capital and revenue budget planning followed by monthly reviews;
- Annual sales planning with monthly/periodic monitoring;
- Annual perspective and strategic planning exercise with a yearly update;
- A conservative approach in planning funding requirements.

Over the last few years, the Company has developed comprehensive internal financial control processes and procedures that could effectively mitigate the overall organizational risks.

23. Adequacy of internal financial controls:

The Company has a proper and adequate internal control system. This ensures that all transactions are authorized, recorded, and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of Internal Financial Controls.

An extensive programme of internal audits and management reviews supplement the process of the Internal Financial Control framework. Properly documented policies, guidelines, and procedures have been laid down for this purpose. The Internal Financial Control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and maintaining asset accountability. In addition, the Company has identified and documented the risks and controls for each process that links to financial operations and reporting.

The Company also has an Audit Committee, comprising three Directors, who interact with statutory auditors, internal auditors, and management to deal with matters within its terms of reference. This Committee mainly deals with issues of accounting, financial reporting, and internal control. The framework for the Internal Financial Controls was made by:

- Defining controls, governance, and standards, including policies and procedures, organizational structures and performance objectives;
- Establishing control designs including roles and responsibilities, risk identification and capacity to deliver business objectives;

- Evolving controls including control systems and improvements;
- Compliance and control monitoring through internal resources or audit or a combination of both.

The internal audit team, along with the process team, monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures, and policies. Based on the internal audit report, corrective actions, if any, are undertaken and controls strengthened in the respective areas. Significant audit observations and responses/corrective actions, if any, are presented to the Audit Committee of the Board. During the year, an Internal Financial Control (IFC) audit concerning financial statements was done by the Statutory Auditors. Their report is annexed as part of the Independent Auditor's Report.

24. Corporate social responsibility:

Expleo's Corporate Social Responsibility (CSR) vision is to be a company committed to addressing major social issues of the time. The Company's approach reflects its principles and values and has ambitious targets that are meaningful and create value for all stakeholders.

Through its CSR initiatives, the Company focuses on promoting education for the differently abled, under privileged and protecting the environment.

The Company's CSR activity during the year was all about following its core purpose and philosophy. It also included relief measures to fight Covid-19 which was the need of the hour.

Expleo continued to support children with special needs. The programme made learning possible and managed to keep children and parents positively motivated and engaged throughout the year.

In support of the fight against Covid-19, the Company contributed to the Tamil Nadu State Disaster Relief Fund and to the Maharashtra State Disaster Management Authority for the Covid relief. The Company also contributed towards promoting a clean and green environment.

Key highlights of the CSR activities undertaken by Expleo:

EDUCATION

a) Vidya Sagar: Education for differently-abled children

- The Company contributed for supporting special education for high school which works with children of school going age 15 and above with disability. They conduct online classes as per the guidelines in their Standard Operating Procedure (SOP) and ensured to adhere to the government guidelines for schools in general. Physical classes were also conducted based on the scenario.
- The Company had contributed to the salary of therapist and special education trainer to the high school students of Vidya Sagar.
- The therapist was responsible for physiotherapy, speech, alternative and augmentative communication training, occupation therapy, procurement and optimal utilization of furniture, mobility, and orthotic aids. Additionally, the students were also imparted with functional and life skills enabling them to explore vocations.
- This project shall help youth gain employment and fill the support gap faced by the differently abled students.

b) Agastya: Education for the underprivileged

- The Company sponsored the "Lab on Bike" project, contributing to organizing hands-on science sessions and multimedia sessions to identify 20 to 28 schools in Powai and Navi Mumbai.
- The programme objective is to help to catalyze local schools and educators and shall improve the quality of education for rural/municipal children and teachers.
- It increased the access to practical, hands-on science education for under privileged children. The project included significant improvement in the classroom learning environment, provided better and more productive interaction and hands-on learning opportunities with improved overall learning and understanding of concepts.
- All the beneficiaries under this project were economically disadvantaged and were students and teachers at government schools.

c) e-Vidyaloka: Digital classrooms

- The digital classroom project was transformed to "Learn from Home" Project. Expleo sponsored tablets, smartphones, Bluetooth speaker and books which helped in scholastic reinforcement along with emphasis on wellbeing and health of the school students in rural areas.
- e-Vidyaloka organized a training programme for all the field teams across all states for providing training and reinforcement on skill and to help

and sustain the children education and related interventions. The session to orient volunteer teachers about Learn From Home (LFH) were conducted.

- e-Vidyaloka focused on ready-to-consume content, which includes video lessons and worksheets. They helped in assisting the content-driven mode of educating children – both during the lockdown and after-school intervention. They proposed to engage and utilize the video through their app and have announce that they have a repository of 5,000 videos that can be utilized to enable learning (self or assisted).

d) Contribution to SankalpTaru

- Expleo maintains the 900 trees planted at Mamallapuram as part of the community-based plantation programme conducted last year.

e) Aram Foundation: School Sports Infrastructure Project

- Expleo had contributed to the Sports Infrastructure and coaching at Government Girls Higher Secondary School, Chinna Thadagam, Coimbatore, which was estimated to benefit around 500 girls in the school. The infrastructure shall also be used by other government schools in the vicinity.
- The Project had provided 2 volleyball courts, a basketball court, a Kabbadi ground, cricket nets, along with sports equipment, renovation of storeroom, water tank and toilets.

f) Diya Ghar: Education for the children of migrant laborers

- Diya Ghar is an NGO with a heart for the migrant community. It started with a vision for all children irrespective of their economic status, to have access to stimulating and nurturing pre-school education. The NGO started community centers with a focus to provide early childhood education, nutrition, health, and childcare for the children.
- It has proposed for the project called "community-based model" program wherein new portable and prefabricated community centers are established towards education for the children of migrant laborers and to provide education for the said children. Expleo had contributed for the said project.
- The project included identification and training community teachers, conducting classes using Montessori Method, prepares students and their families to enroll their children in Primary Schools.

ENVIRONMENT

g) Contribution to Siruthuli, NGO

- Expleo had provided contribution to the Afforestation Project "Kalam Vanam – journey into the world of green" of Siruthuli in the Coimbatore city with their vision of planting 1 sapling per citizen, thus restoring the green cover to the region and increasing the lung spaces. Expleo had planted 5000 trees in the Anna University Campus at Coimbatore and the NGO has taken the responsibility of maintenance of the trees and has agreed to replace the sapling that do not survive.

Details of the policy developed and implemented by the Company as part of its CSR programme and other initiatives taken during the year are given in **Annexure III** as required under Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.

25. Composition and recommendation of the audit committee:

The Audit Committee of the Company has been constituted in line with Section 177 of the Companies Act, 2013, read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are:

1) Prof. K. Kumar, Chairman
2) Prof. S. Rajagopalan, Member
3) Mr. Rajiv Kuchhal, Member

During the year, the Board accepted all recommendations of the Audit Committee.

26. Vigil mechanism:

The Company has formulated and adopted a vigil mechanism for employees to report genuinely unethical and improper practices or any other wrongful conduct to the Audit Committee Chairman. The policy provides opportunities for employees to access the Audit Committee in good faith if they observe unethical and improper practices. The Whistle Blower Policy of the Company is available on https://expleogroup.com/wp-content/uploads/2022/07/Whistle-Blower-Policy.pdf.

27. Directors' responsibility statement as required under Section 134(5) of the Companies Act, 2013:

Under Section 134 (5) of the Companies Act, 2013, the Directors confirm that:

a) For the preparation of the annual Financial Statements, the applicable accounting standards

were followed, accompanied by a proper explanation relating to material departures;

b) Accounting policies were selected and applied consistently; fair judgment was used, and prudent estimates made to give an accurate view of the Company's state of affairs at the end of the financial year, and it's profit and loss for that period;

c) Proper and sufficient care was taken for maintaining adequate accounting records as per provisions of this Act to safeguard the Company's assets to prevent and detect fraud and other irregularities;

d) Annual Financial Statements were prepared on a going concern basis;

e) The Company laid down Internal Financial Controls and that such internal financial controls are adequate and these were operating effectively; and

f) Proper systems were devised to ensure compliance with all applicable laws, and such systems were adequate and operating effectively.

28. Board evaluation:

Under the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board of Directors of the Company, in their meeting held on May 18, 2022, evaluated its performance, that of its committees and Individual Directors, including Independent Directors. No Director participated in his/her evaluation. The Independent Directors reviewed the Non-Independent Directors, Chairman, and the Board at a separate meeting of Independent Directors held on February 2, 2022. The Board of Directors was evaluated on various criteria, including attendance, participation in Board meetings, involvement by providing advice, guidance, suggestions on the business front, and the willingness and commitment to devote the time necessary to fulfil his/her duties.

The Independent Directors were also evaluated based on the performance, professional conduct, roles, and duties as specified in Schedule IV of the Companies Act, 2013, and based on the fulfilment of the Independent Director criteria as specified in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board evaluation was based on composition and statutory compliance, understanding business risks, adherence to process and procedures, overseeing management procedures for enforcing code of conduct, ensuring various policies, including the Whistle Blower Policy, were in force. The Board of Directors is of the opinion that the Independent Directors possess integrity, expertise, and experience, including proficiency.

29. Criteria for making payment to Non-Executive Directors:

The Nomination and Remuneration Committee and the Board of Directors considered the following criteria while deciding on the payments to be made to Non-Executive Directors:

- Company performance.
- Maintaining independence and adhering to Corporate Governance laws.
- Contributions during meetings and guidance to the Board on important Company policy matters.
- Active participation in strategic decision-making and informal interaction with the management.

30. Familiarization programme:

The Company has a familiarization programme for Independent Directors under Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. It aims to provide Independent Directors Company insight to enable understanding of the business in depth and contribute significantly to the Company. Overview and details of the programme for Independent Directors have been updated on https://expleogroup.com/wp-content/uploads/2022/07/Details-of-Familiarisation-Programmes-for-Independent-Directors.pdf.

31. Policy for determining material subsidiaries:

Pursuant to Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a policy for determining material subsidiaries was formulated. The same is updated on the Company's website at https://expleogroup.com/wp-content/uploads/2022/07/Policy-for-Determining-Material-Subsidiaries.pdf and is dealt with elsewhere in the Annual Report.

32. Particulars of employees:

In accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement containing the names of top 10 employees in terms of remuneration drawn during the financial year and that of every employee employed throughout the financial year and in receipt of a remuneration of Rs. 1.02 crore or more per annum or employed for part of the financial year and receipt of Rs. 8.50 lakh per month is annexed and forms a part of this Report in **Annexure-IV(A)** and the ratio of remuneration of each Director to that of median employees' remuneration,

as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is part of this Report in **Annexure-IV(B)**.

33. Directors and key management personnel:

Mr. Rajesh Krishnamurthy (DIN - 08288884) who was appointed as an Additional Director (Non-Executive) of the Company with effect from September 1, 2020, has been appointed as Non-Executive Director of the Company by the Shareholders at the Annual General Meeting held on August 26, 2021.

Mr. Prashant Eknath Brahmankar (DIN - 07439819) has been appointed as Additional Director (Non-Executive) of the Company with effect from September 1, 2021, by the Board of Directors, and he shall hold office up to the date of the ensuing Annual General Meeting.

34. Public deposits:

The Company has not accepted or renewed any public deposits and, as such, no amount of principal or interest was outstanding on the Balance Sheet as of date.

35. Statutory Auditors:

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, are the Statutory Auditors of the Company. They were appointed in the 19th Annual General Meeting and will hold office till the 24th Annual General Meeting of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, and based on the recommendations made by the Members of Audit Committee, the Board of Directors at their meeting held on June 17, 2022, considered and recommended to the Members of the Company, for their approval, the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

The report issued by the Auditors to the members for the financial year ended March 31, 2022, does not contain any qualification, reservation or adverse remark, or disclaimer. Auditors reported no frauds under sub-section (12) of Section 143.

36. Maintenance of cost records:

The maintenance of cost records as specified by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013, does not apply to the Company.

37. Secretarial audit report:

Pursuant to Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s. M. Alagar & Associates (practicing company secretaries, COP No. 8196) as the Secretarial Auditor of the Company in the Board Meeting held on May 20, 2021, for the financial year 2021-22. The Secretarial Audit Report issued by M/s. M. Alagar & Associates is annexed and forms a part of this Report in **Annexure-V**. The Secretarial Audit Report does not contain any reservation or adverse remark for the year under review. Further, the Company complies with the mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs (MCA).

38. Significant and material orders passed by the regulators, courts or tribunals:

There are no significant and material orders passed by the regulators or courts or tribunals that may impact the Company as a going concern and/or Company's operations.

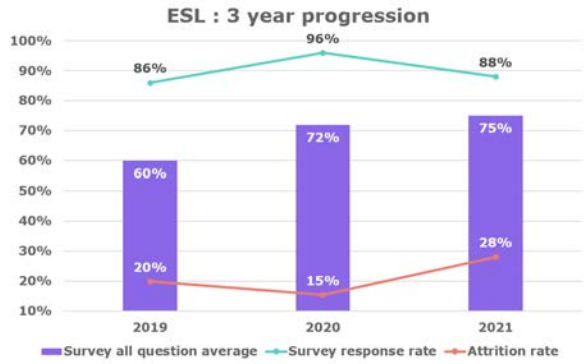
39. Human potential:

The Company emphasizes the importance of helping its people achieve their maximum potential in all aspects of their functioning. The Company maintains a strong learning culture and provides a wide range of opportunities for employees to learn, develop and progress in their careers.

Great Place to Work (GPTW) :

The Great Place to Work survey (called the 'Trust Index') is one of the most widely used employee surveys in the World which acts as a trusted third party, providing proven methodology and best practice to help companies create realistic plans to improve their workplace.

Overall, the survey results enabled us to have a more accurate picture of how our employees feel about working in your Company by providing us with detailed information as to their opinion about our performance, culture, relationships, how we go about in our work and where we are heading for, thus helping us to explore areas of opportunity to set Expleo on the path towards creating an organizational culture where we drive excellence with empathy.



Key highlights of 2020 survey results :

- **GPTW score for 2021 is 75%** (+3 from 2020)
- **79%** of employees believe that Expleo is a great place to work (+2% from 2020)
- **73%** of employees believe that Expleo will act on the survey results (+3% from 2020)
- **83%** of employees are proud to tell others that they work with Expleo (+3% from 2020)

The programs conducted under various learning categories are mentioned below:

Technology: The Company majorly focuses on technical skills such as Java, Performance Engineering, Appium, Security, Structured Query Language and Python.

Domain and Domain products: The Company conducted Guidewire, FinAstra, Banking payments, Cards, Treasury and Capital Markets, Insurance, and other domain related trainings.

Testing: The Company conducted programs such as Extract Transform Load (ETL) Testing, Test Automation, Test Methodology and Security Testing.

Tools: Programs on Selenium, Robotic Process Automation, Topology and Orchestration Specification for Cloud Applications (TOSCA) and Jira bug tracking tool were conducted to sharpen employee knowledge on latest tools.

Process Methodologies: The Company conducted programs such as Agile / Scrum, Accelerated Agile, Kanban and Agile Design Thinking.

Leadership skills: To enhance leadership skills we offered Management Development Program, Customer Relationship Management and Strategic Management programs.

Soft Skills: To improve customer experience we conducted trainings on soft skills such as email etiquette, presentation skills, listening skills and other such competencies.

Strategic L&D: Our primary responsibilities are to develop workforce capabilities, skills, and competencies the organization needs to align with key business priorities.

L&D's strategic role spans in five areas listed below:

a) Talent attraction & retention.

b) Developing people capabilities.

c) Motivating & engaging employees.

d) Driving culture of continuous learning.

e) Employer brand creation.

Talent attraction and retention

We are committed to our employee's professional development and provide appropriate opportunities and career paths. Employees can quickly learn new skills to keep up with rapidly changing roles and project requirements.

Here are our key initiatives to attract and retain talent:

a) Graduate Training Program (HTD)

b) Certification Reimbursement Policy

c) Individual Development Plan (IDP)

d) SSB – Special Skill Bonus

e) Self-Learning Enablement

f) Expert Connect Sessions

g) Role Based Learning

Developing people capabilities

We are committed to developing next-generation leaders. To achieve this, we have created focused leadership development programmes at various levels.

Here are our key programmes for leadership development:

a) Leadership Enhancement Action Programme (LEAP).

b) Bullet-Proof Management Programme (BPM).

c) Onsite Associates Programme.

d) English language Training and Proactive Thinking

e) BA2BC – Business Analyst to Business Consulting

Motivating and engaging employees

Expleo is committed to providing opportunities so employees can learn and develop new competencies. We conduct various initiatives to motivate and engage our employees. Our L&D recognizes and reward individual learning accomplishments.

Here are our key programmes for motivating and engaging employees:

a) NJOP (New Joiner Orientation Programme).

b) QA-QE Transformation.

c) Technical & Domain Upskilling.

d) Training for On-site employees.

e) Quizzard.

f) Speed Learning.

g) TGIF (Thank God It's Friday).

h) Reader's Loft.

i) Management Development Programme.

j) R&R for Trainers.

k) Digital Badges - Rewards for Learning & Certification Accomplishments.

Driving culture of continuous learning

Expleo L&D provides a culture of continuous learning for employees at all stages of their careers to upskill and reskill continuously and on-demand. To support upskilling of our employees, we have set up the Technology Lab, which our associates can access remotely to get hands-on experience.

Here are our key programmes through which we drive a culture of continuous learning:

a) Self-Learning Enablement – Coursera Learning platform – 179% Utilization

b) Technology Lab for Hands-On practice

c) Speed Learning.

d) Expert Connect Session.

e) Knowledge Sharing Sessions.

f) Virtual Classrooms.

g) MOOCs (Massive Open Online Courses).

h) Learning Assessment & Measurement Platforms – IKM, SurveyMonkey

Employer Brand Creation

Expleo's commitment and investment towards learning have enhanced its brand position as an employer of choice. The Company provides promised opportunities for professional development and career growth. L&D builds required workplace behaviours, including knowledge and skills necessary to deliver customer satisfaction and the management and leadership expertise essential to create and sustain the working conditions promised as employee experience. L&D also plays a crucial role in reinforcing the identity & values of the Expleo culture.

Here are our key programmes that build employer brand:

a) Diversity and Inclusion (D&I) – OORJAA, ASPIREFORHER.

b) QA-QE Transformation.

c) Leader's Framework – ETC Leader Programme – Digital Skills.

d) Leadership Development Program.

e) Digital Badges for Publishing in Social Channels - Rewards for Learning Accomplishments.

f) Succession Planning.

Key Achievements

- **Bullet-Proof Management Programme (BPM):** 24 employees from GG4.1 to GG4.3 got certified from 2021 to 2022; 7-month-long training programme.
- **Leadership Enhancement Action Programme (LEAP):** Completed 4 batches covering 100 employees from Grades GG3.2 to GG4.1; 3-month training programme.
- **Tech Up-Skilling Phase :**

  HC:645 & 75% of Target Completion in 2 Certifications (Group 1 & Group 2). Which Means at least 484 to complete both the certifications by end of 2021.

  Group 1 Completion – 622 (96%)

  Group 2 Completion - 526 (82%)

  In 2022: The Technical Upskilling will be through Coursera and included in the One India Initiative.
- **Learning Metrics Achieved:**
  - Total learning hours – 81,912 (April 2021 to March 2022)
  - Average learning hours per employee – 47.84 hours (against a 40-hour target)
  - Self-learning hours – 57,792 hours (70% of total hours)
  - Unique no. of associates trained (headcount active) – 924
- **Expert Connect Sessions:** 8+ sessions published, 400+ attended.
- **Knowledge Sharing Sessions:** 8+ sessions covering 400+ employees.
- **Domain Upskilling:** 60 out of 81 employees (74%) who registered completed the programme against nominations; 28 in progress.

- **Digital Badges for Learning and Certification:** Accomplishments under various Learning & Certification initiatives like BPM (36), LEAP (150), QA-QE Transformation (600+), Trainers, Completing 40 hours of Learning (800+), Technical & Domain Upskilling (600+), etc.
- **Quizzard:** Published 200+ Questions, 300+ participated
- **2022 – January to March – Key Programmes:**
  - Coursera Learning platform – Technical Upskilling – 200 Licenses procured which will be rotated across Expleo India Employees
  - D&I – Oorjaa Training – UI/UX – 4 & Data Analytics - 4 Trainees onboarded
  - BA2BC program Batch 2 completed – 25 Trained/ Certified
  - Oracle Retail Training – 25 Participants
  - WRS – Winning Relationship Selling – 16 Participants
  - LEAP Batch 7 & 8 Completed – 45 participants
  - Advanced Excel Training – 15 Participants

40. Quality, technology and systems:

The Company has established a Compliance Framework that follows a phased approach. It starts with establishing legal, contractual and security requirements to be complied with, internal communication and creating awareness on these requirements, integration of requirements with existing security and process framework for ongoing compliance, monitoring, and audit for ensuring compliance, periodic assessment of the maturing level of compliance processes and reporting and improvement of the security framework. The compliance framework is independently assessed and certified by external certification bodies on an annual basis. Independent assessment, are done as part of ISO 9001, ISO 27001, PCI DSS and SSAE 18/ISAE3402 certifications.

ISO 9001: 2015 (Quality Management System)

All offshore testing centers of the Company are certified for Quality Management System (ISO 9001:2015).

The Company has adopted quality management system to improve its overall performance and provide a sound basis for sustainable development activities. The Company promotes adopting a process approach when developing, implementing and improving the effectiveness of a quality management system to enhance customer satisfaction by meeting customer requirements. This enables the Company to plan its processes and their interactions. This also enables the Company to ensure that its processes are adequately resourced and managed and opportunities for improvement are determined and acted on. The Company also implemented Risk-based thinking which enables to determine the factors that could cause the processes and its quality management system to deviate from the planned results, put in place preventive controls to minimize negative impacts and to make maximum use of opportunities as they arise. The process approach involves the systematic definition and management of processes and their interactions, to achieve the intended results by following the top management's quality policy and strategic direction. The Company adopts various forms of improvement and correction and continual improvements, such as breakthrough change, innovation and reorganization.

ISO 27001:2013 (Information Security Management System)

All offshore testing centers of the Company are certified for Information Security Management System (ISO 27001: 2013).

The Company achieves information security by implementing a suitable set of controls, including policies, processes, procedures, organizational structures and software and hardware functions. These controls are established, implemented, monitored, reviewed, and improved to meet the organization's specific security and business objectives.

The Company has adopted ISO 27001, an international standard for establishing, implementing, maintaining, and continually improving an information security management system. The adoption of an information security management system is a strategic decision for an organization. Its establishment and implementation are influenced by the organization's needs and objectives, security requirements, processes used and the size and structure. The information security management system helps the Company to identify and address the threats and opportunities around Company information and related assets. This helps to protect the Company from security breaches and shields from any disruption if and when they happen.

The information security management system in the Company preserves the confidentiality, integrity and availability of information by applying a risk management process and gives confidence to interested parties. The information security management system helps the

Company's business in many ways – Safeguarding the Company's information assets, demonstrate to external stakeholders how secure the Company information is, stay ahead of new information security risks and opportunities and thereby supporting Company's development and growth.

The information security management system is integrated with the organization's processes and overall management structure, and information security is considered in the design of processes, information systems, and controls.

SSAE 18 (Statement on Standards for Attestation Engagements) / ISAE 3402 (the International Standard on Assurance Engagements):

The offshore TCoE (Testing Centre of Excellence) of the Company in Chennai is compliant with ISAE 3402 (the International Standard on Assurance Engagements) and SSAE 18 (Statement on Standards for Attestation Engagements). SSAE 18/ ISAE 3402 is an independent assessment report that provides the confidence on control procedures, adequacy and reasonable assurance in the Company's service delivery, information security, and data privacy-related controls. SSAE 18 is more relevant for the US market, while ISAE 3402 is relevant for the rest of the World. Outsourcing companies (Expleo clients) are looking for third-party assurance to provide their clients (Expleo) with comfort about their internal control environment. Replacing SAS 70, ISAE 3402 / SSAE 18 standards remain the most widely employed approach to demonstrate third-party assurance, providing coverage to users of outsourced services.

This report has been prepared to provide information on the Company's application testing services and related general computer controls for the services provided to clients. The assessment report illustrates the positive effects of a properly functioning and articulated control environment on an organization's senior management and clients. The Company has been assessed for the past 8 years by one of the Big 4 audit firms and attestation has been obtained stating that the controls are not only suitably designed but also effectively implemented over a period of one year. The assessment period is for one calendar year and opinion is provided by the Certified Public Accountant stating that the controls are operating effectively over a period of time.

PCI-DSS (Payment Card Industry Data Security Standard):

Data protection is critical for the Company in maintaining its services to clients. The Company is also compliant with PCI-DSS, (worldwide data security standard defined by the Payment Card Industry Security Standards Council) since 2010 ensuring data security and reducing the risk of data breaches. The Company adopted PCI-DSS to meet the customer requirements specific to the cards domain. The Company has designed and implemented technical and operational controls to protect cardholder data.

The Company implemented a minimum set of requirements for protecting cardholder data. It also deployed additional controls and practices to mitigate risks further and address local, regional and sector laws and regulations. These controls also address the legislation or regulatory requirements to protect personally identifiable information or other data elements.

Compliance to Data Protection Laws:

Data Protection is a significant concern for organizations worldwide. The focus is on secure handling to ensure the protection of customer data as well as corporate data. The importance of privacy and data protection is increasingly recognized as more and more social and economic activities become online. When it comes to data protection, different countries have enacted different set of laws. As technological advances have improved data collection and surveillance capabilities, governments around the world have started passing laws regulating what kind of data can be collected about users, how that data can be used, and how data should be stored and protected.

The European Union (EU) views privacy of personal information as a fundamental right. With the introduction of General Data Protection Regulation (GDPR) in 2018, the EU has given its people more control over their personal data. The USA has sector specific laws on the privacy of customer data such as health and financial information. The APAC and Middle East countries have also specific laws governing data protection.

With it's global reach and client base, the Company is expected to adhere to various such data privacy compliance requirements. The Company has designed and implemented a Data protection framework to protect the personal information provided by its customers from engagement until the closure of services. This data protection framework is integrated with the information security framework in terms of securing the information provided by clients. As part of the Data Protection framework, the Company ensures that the contractual obligations concerning data protection are adhered to through technical and

organizational measures. The Company also analyses the internal and external environment changes, including the contractual customer requirements on privacy and the various alerts (privacy incidents) to draw inputs for annually updating the Privacy Policy. The Company has not only implemented technical and organizational measures to protect data but also implemented processes for regular monitoring to protect itself from data breaches.

41. Disclosure as required under Section 22 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013:

The Company has a policy on the prevention of sexual harassment at the workplace. It has duly constituted the Internal Complaints Committee (ICC), in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The ICC has been set up to redress any complaints received regarding sexual harassment and meets periodically. The ICC was reconstituted with new members during the financial year 2021-22. This was communicated to all employees for notification of any POSH related complaints. The POSH policy covers all employees. The ICC did not have any complaints at the beginning of the year and further has not received any complaints during the financial year 2021-22.

42. Listing fees:

The Company confirms that it has paid the annual listing fees for the financial year 2021-22 to both National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

43. Acknowledgments:

The Company thanks its customers, bankers, and service providers for their continued support during the year. The Company places on record its appreciation for the contribution made by its employees at all levels. Its success was made possible by their hard work, loyalty, cooperation, and support.

The Company thanks the Government of India, particularly the Ministry of Communication and Information Technology, the Ministry of Commerce, the Ministry of Finance, the Ministry of Corporate Affairs, the Customs and Excise departments, the Income Tax Department, the Reserve Bank of India, the State Governments, Madras Export Processing Zone (MEPZ) and other government agencies for their support, and looks forward to their continued support in the future. The Company also thanks the Governments of the countries where it has operations. The Directors wish to record their appreciation of business constituents like SEBI, NSE, BSE, NSDL, CDSL, etc., for their continued support for the Company's growth. The Directors also thank investors for their continued faith in the Company.

For and on behalf of Board of Directors of
Expleo Solutions Limited

Ralph Franz Gillessen
Chairman and Non-Executive Director
DIN : 05184138

Place: Ware, Hertfordshire, United Kingdom

Date : June 17, 2022

Annexure – I

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures:

Part A: Subsidiaries:

(Information in respect of each subsidiary to be presented with amounts in Rs. in Million – based on standalone financials of subsidiaries)

Sl. No.	1	2	3	4
Name of the Subsidiary	**Expleo Solutions Pte. Ltd., Singapore**	**Expleo Solutions Inc., USA**	**Expleo Solutions UK Ltd., UK**	**Expleo Solutions FZE, UAE**
Date of Incorporation	21-Nov-2001	29-Apr-2002	1-Apr-2010	15-Jun-2010
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	NA	NA	NA	NA
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Singapore Dollars (SGD)	US Dollars (USD)	Great British Pound (GBP)	United Arab Emirates Dirham (AED)
	55.88	75.81	99.55	20.60
	(SGD VS INR as on 31.03.2022)	(USD VS INR as on 31.03. 2022)	(GBP VS INR as on 31.03. 2022)	(AED VS INR as on 31.03. 2022)
Share Capital (in Millions)	2.66	4.63	24.17	8.70
Reserves & Surplus (in Millions)	131.04	121.66	140.17	71.73
Total Assets (in Millions)	145.70	160.58	462.93	115.95
Total Liabilities (in Millions)	11.92	34.52	302.56	33.71
Investments (in Millions)	Nil	Nil	Nil	Nil
Turnover (in Millions)	72.31	97.24	135.91	163.14
Profit / (Loss) before taxation (in Millions)	11.36	17.83	16.20	3.38
Provision for taxation (in Millions)	0.65	3.91	3.54	-
Profit / (Loss) after taxation (in Millions)	10.71	13.93	12.66	3.38
Proposed Dividend	Nil	Nil	Nil	Nil
Extent of shareholding (in percentage)	100%	100%	100%	100%

1. Names of subsidiaries which are yet to commence operations : NIL

2. Names of subsidiaries which have been liquidated or sold during the year : NIL

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

The Company does not have Associate or Joint ventures for which the details are to be given under Part B of this form.

For and on behalf of the Board of
Expleo Solutions Limited

RALPH FRANZ GILLESSEN Chairman & Director	**BALAJI VISWANATHAN** Managing Director & CEO	**DESIKAN NARAYANAN** Chief Financial Officer	**S. SAMPATH KUMAR** Company Secretary & Compliance Officer
DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Ware, Hertfordshire, United Kingdom	Place : Bengaluru	Place : Chennai	Place : Chennai
Date : June 17, 2022	Date : June 17, 2022	Date : June 17, 2022	Date : June 17, 2022

Annexure - II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Details of Related Party Transactions

1. Details of contracts or arrangements or transactions not at arm's length basis: None

(a)	Name(s) of the related party and nature of relationship	-
(b)	Nature of contracts/arrangements/transactions	-
(c)	Duration of the contracts/arrangements/transactions	-
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
(e)	Justification for entering into such contracts or arrangements or transactions	-
(f)	Date(s) of approval by the Board	-
(g)	Amount paid as advances, if any:	-
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	-

2. Details of material contracts or arrangement or transactions at arm's length basis:

a)	Name(s) of the related party and nature of relationship	Expleo Group, its Holding Entity, its Subsidiaries and Associates (Group Companies)	Expleo Solutions UK Ltd UK (Subsidiary)	Expleo Solutions Pte Ltd., Singapore (Subsidiary)	Expleo Solutions Inc., USA (Subsidiary)	Expleo Solutions FZE., UAE (Subsidiary)
b)	Nature of contracts / arrangements / transactions	Availing and Rendering of Services	Availing and Rendering of Services	Availing and Rendering of Services	Availing and Rendering of Services	Availing and Rendering of Services
c)	Duration of the contracts / arrangements / transactions	One year from April 1, 2021 till March 31, 2022.	3 years from April 1, 2021 till March 31, 2024	3 years from April 1, 2021 till March 31, 2024	3 years from April 1, 2021 till March 31, 2024	3 years from April 1, 2021 till March 31, 2024

a)	Name(s) of the related party and nature of relationship	Expleo Group, its Holding Entity, its Subsidiaries and Associates (Group Companies)	Expleo Solutions UK Ltd UK (Subsidiary)	Expleo Solutions Pte Ltd., Singapore (Subsidiary)	Expleo Solutions Inc., USA (Subsidiary)	Expleo Solutions FZE., UAE (Subsidiary)
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	From Expleo Solutions Limited & its Subsidiaries to Group Companies – Up to INR 1,275 Millions per financial year. From Group Companies to Expleo Solutions Limited & its Subsidiaries – Up to INR 1,275 Millions per financial year.	From Subsidiary to holding Company – Up to INR 1,000 Millions for the financial year 2021-22. From Holding to Subsidiary Company – Up to INR 1,500 Millions for the financial year 2021-22.	From Subsidiary to holding Company – Up to INR 200 Millions for the financial year 2021-22. From Holding to Subsidiary Company – Up to INR 300 Millions for the financial year 2021-22.	From Subsidiary to holding Company – Up to INR 450 Millions for the financial year 2021-22. From Holding to Subsidiary Company – Up to INR 600 Millions for the financial year 2021-22.	From Subsidiary to holding Company – Up to INR 400 Millions for the financial year 2021-22. From Holding to Subsidiary Company – Up to INR 100 Millions for the financial year 2021-22.
e)	Date(s) of approval by the Board, if any	July 9, 2021	May 20, 2021	May 20, 2021	May 20, 2021	May 20, 2021
f)	Amount paid as advances, if any	Nil	Nil	Nil	Nil	Nil

For and on behalf of Board of Directors of
Expleo Solutions Limited

Place: Ware, Hertfordshire United Kingdom
Date : June 17, 2022

Ralph Franz Gillessen
Chairman & Non-Executive Director
DIN : 05184138

Annexure III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE YEAR ENDED MARCH 31, 2022

(Pursuant to Section 135 of Companies Act, 2013 read with Rules thereunder)

1. Brief outline on CSR Policy of the Company.

During this financial year 2021-22, the Company continued to make its commitments for the CSR initiatives, the details of the activities/ contributions are given below: The Policy can be viewed at our website: https://expleogroup.com/wp-content/uploads/2022/07/Policy-on-Corporate-Social-Responsibility.pdf.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Prof. S. Rajagopalan	Independent Director	4	4
2	Prof. K. Kumar	Independent Director	4	4
3	Ms. Lilian Jessie Paul	Independent Director	4	4

3	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	CSR Committee: https://expleogroup.com/expleo-solutions/corporate-governance/ CSR Policy: https://expleogroup.com/wp-content/uploads/2022/07/Policy-on-Corporate-Social-Responsibility.pdf CSR Projects: https://expleogroup.com/expleo-solutions/csr-certifications/
4	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).	NA
5	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	NA

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
Nil			

6	Average net profit of the company as per section 135(5).	INR 501,802,931.10
7	(a) Two percent of average net profit of the company as per section 135(5)	INR 10,036,059
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	NIL
	(c) Amount required to be set off for the financial year, if any	NIL
	(d) Total CSR obligation for the financial year (7a+7b-7c)	INR 10,036,059

8	(a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
10,036,059	Nil	NA	NA	NIL	NA

(b) Details of CSR amount spent against **ongoing projects** for the financial year: NIL

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Proj-ect dura-tion	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implement-ation - Direct (Yes/No)	Mode of Implement-ation - Through Implementing Agency	
				State	District						Name	CSR Regist ration number
Nil												

(b) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Reg. number
1	Prime Minister Relief Fund	Prime Minister Relief Fund	Yes	Tamil Nadu	Chennai	38,443	Yes	-	-
2	For the areas identified - Supporting Differently Abled	Education	Yes	Maharashtra	Mumbai	351,000	Yes	-	-
3	High School Project	Education	Yes	Maharashtra	Mumbai	1,618,272	Yes	-	-
4	Care Giver Programme	Education	Yes	Maharashtra	Mumbai	930,000	Yes	-	-

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Reg. number
5	Choolaimedu Science Centre	Education	Yes	Tamil Nadu	Chennai	346,258	No	-	-
6	Virugambakkam Science Centre	Education	Yes	Tamil Nadu	Chennai	191,395	No	-	-
7	International Foundation: Lab on Bike	Education	Yes	Maharashtra	Powai and Navi Mumbai	829,042	No	-	-
8	Home Lab Science Kits	Education	Yes	Tamil Nadu & Maharashtra	Chennai, Powai and Navi Mumbai	550,000	No	-	-
9	Outside School Learning Programme for Rural Areas	Education	Yes	Tamil Nadu	Uthramerur, Vadanallur and Kilkadhirpur	841,000	No	-	-
10	Outside School Learning Programme for Rural Areas in Coimbatore & Mumbai	Education	Yes	Tamil Nadu & Maharashtra	Coimbatore & Mumbai	800,000	No	-	-
11	TN State Disaster Relief Fund towards Covid Relief	Health Care	Yes	Tamil Nadu	Chennai	1,000,000	Yes	-	-
12	MH State Disaster Relief Fund towards Covid Relief	Health Care	Yes	Maharashtra	Mumbai	300,000	Yes	-	-
13	Let them Live (Tree Plantation)	Environment Protection	Yes	Tamil Nadu	Mamallapuram Town Panchayat, Mamallapuram	100,000	No	-	-
14	Plantation of 5000 Trees	Environment Protection	Yes	Tamil Nadu	Kalam Vanam program at Anna University Campus, Coimbatore	785,000	No	-	-

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Reg. number
15	Sports Infrastructure and Coaching at Govt. Girls Higher Secondary School, Chinna thadagam, Coimbatore	Education - Infrastructure	Yes	Tamil Nadu	Coimbatore	850,000	No	-	-
16	Supporting the education of children of migrant workers	Education	Yes	Tamil Nadu	Coimbatore	500,000	No	-	-
	Total					**10,030,410**			

(c)	Amount spent in Administrative Overheads:	Rs. 5,649
(d)	Amount spent on Impact Assessment, if applicable	NA
(e)	Total amount spent for the Financial Year (8b+8c+8d+8e)	Rs. 10,036,059
(f)	Excess amount for set off, if any	NIL

Sl. No.	Particulars	Amount (in Rs.)
i)	Two percent of average net profit of the company as per section 135(5)	Rs. 10,036,059
ii)	Total amount spent for the Financial Year	Rs. 10,036,059
iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9.	(a)	Details of Unspent CSR amount for the preceding three financial years: NIL

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
NIL							

	(b)	Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed / Ongoing
NIL								

10	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(asset-wise details)**.	NA
	(a) Date of creation or acquisition of the capital asset(s)	NA
	(b) Amount of CSR spent for creation or acquisition of capital asset	NA
	(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	NA
	(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	NA
11	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)	NA

Balaji Viswanathan
Managing Director & CEO
Place : Bengaluru
Date : June 17, 2022

Prof. S. Rajagopalan
Chairman - CSR Committee
Place : Morocco
Date : June 17, 2022

Annexure IV A

Pursuant to Section 197 of Companies Act, 2013 r/w Rule 5 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

I Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rupees One crore and Two lakhs

Sl. No.	Name	Designation	Remuneration in INR.	Qualification	Experience (No. of years) (Overall experience including Expleo)	Date of commencement of employment	Age (Yrs)	Last employment held by such employee before joining the company (with Designation)	Percentage of Equity Shares held #	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Balaji Viswanathan	Managing Director & CEO	20,803,720	B.sc, ICWAI (Inter)	29	26/Jul/2018	50	Sr. Director - Global Banking & Insurance Delivery - Concentrix Daksh Service India Pvt Ltd	-	NA
2	Phani Tangirala	Senior Director-Sales and Client Management	11,166,587	B A	31	23/Sep/2010	50	Project Director, SSP India Private Limited	0.12	NA
3	Judson Daniel JM	Associate General Manager	10,817,460	B.Com, MCA	19	20/Feb/2003	43	First Employment in this Company	-	NA

The percentage of equity shares held by the employee in the company within the meaning of clause(iii) of sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Note : 1 : All the employees mentioned above are on the rolls of the Company

Note : 2 : None of the employees are relative of any Director or Manager

Note : 3 : It includes other incentives related to the FY 2020-21 which is paid during the current Financial Year

Top Ten Employees in terms of Remuneration drawn during the financial year 2021-22

Sl. No.	Name	Designation	Remuneration in INR.	Qualification	Experience (No. of years) (Overall experience including Expleo)	Date of commencement of employment	Age (Yrs)	Last employment held by such employee before joining the company (with Designation)	Percentage of Equity Shares held #
1	Balaji Viswanathan	Managing Director & CEO	20,803,720	B.sc, ICWAI (Inter)	29	26/Jul/2018	50	Sr. Director - Global Banking & Insurance Delivery - Concentrix Daksh Service India Pvt Ltd	-
2	Phani Tangirala	Senior Director-Sales and Client Management	11,166,587	B A	31	23/Sep/2010	50	Project Director, SSP India Private Limited	0.12
3	Judson Daniel JM	Associate General Manager	10,817,460	B.Com, MCA	19	20/Feb/2003	43	First Employment in this Company	-
4	Desikan Narayanan	CFO	7,681,274	B.Com, ACA, ICWAI (Inter)	23	17/Feb/2016	50	Director Finance - Barry-Wehmiller International Pvt Ltd	-
5	Vinoth Kumar M	Associate Project Manager	7,339,937	B E	13	19/Aug/2013	37	Analyst - RBS (Royal Bank of Scotland) Business Services Ltd, Chennai	-
6	Mohammed Moiden Bava Pka	Lead Business Analyst	7,189,748	B.Com	14	22/Jul/2013	34	Senior Process Engineer - TCS e-Serve Limited, Chennai	-
7	Vignesh M	Senior Business Analyst	6,970,658	BBM, MBA	14	16/May/2013	34	Analyst - Royal Bank of Scotland Business Services Ltd	-
8	Pierre Patrick Pereira	Lead Software Engineer	6,857,401	BE (IT)	9	7/Sep/2012	32	First Employment in this Company	0.00
9	Srinath P	Director-Enterprise Risk Management	6,826,941	B.Com., AICWA	29	2/Jun/2000	48	SAP Consultant, Maars Software International Limited	0.11
10	Balaji M	Lead Software Engineer	6,812,767	B.Tech	10	29/Jul/2013	36	Test engineer - STC Technology	-

The percentage of equity shares held by the employee in the company within the meaning of clause(iii) of sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Note : 1 : All the employees mentioned above are on the rolls of the Company

Note : 2 : None of the employees are relative of any Director or Manager

Note : 3 : It includes other incentives related to the FY 2020-21 which is paid during the current Financial Year

II Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rupees Eight lakhs Fifty thousand only per month

Sl. No.	Name	Designation	Remuneration in INR.	Qualification	Experience (No. of years) (Overall experience including Expleo)	Date of commencement of employment	Age (Yrs)	Last employment held by such employee before joining the company (with Designation)	Percentage of Equity Shares held #
NIL									

III Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company

Sl. No.	Name	Designation	Remuneration in INR.	Qualification	Experience (No. of years) (Overall experience including Expleo)	Date of commencement of employment	Age (Yrs)	Last employment held by such employee before joining the company (with Designation)	Percentage of Equity Shares held #
NIL									

The percentage of equity shares held by the employee in the company within the meaning of clause(iii) of sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of Board of Directors of
Expleo Solutions Limited

Place: Ware, Hertfordshire, United Kingdom

Ralph Franz Gillessen
Chairman and Non-Executive Director
DIN : 05184138

Date : June 17, 2022

Annexure - IV B

Details as per Section 197 of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1 The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Sl.No.	Name of the Director	Ratio of the remuneration of director to the median employee remuneration
1	Mr. Balaji Viswanathan	27.48 : 1 (1 denotes Median Salary)
2	Prof. K.Kumar	2.24 : 1 (1 denotes Median Salary)
3	Ms. Lilian Jessie Paul	1.98 : 1 (1 denotes Median Salary)
4	Prof. S. Rajagopalan	2.24 : 1 (1 denotes Median Salary)
5	Mr.Rajiv Kuchhal	2.06 : 1 (1 denotes Median Salary)
6	Mr. Ulrich Baümer	1.68 : 1 (1 denotes Median Salary)

The Working is based on payment/provision made in the books during the year.

2 Percentage increase in remuneration:

Sl.No.	Name	Designation	Percentage increase/ decrease in remuneration
1	Prof. K.Kumar	Director	14% increase compared to previous year*
2	Mr. Balaji Viswanathan	Managing Director & CEO	7.23% increase compared to previous year.#
3	Ms. Lilian Jessie Paul	Director	11% Increase compared to previous year*
4	Prof. S. Rajagopalan	Director	14% Increase compared to previous year*
5	Mr. Rajiv Kuchhal	Director	17% increase compared to previous year*
6	Mr. Ulrich Baümer	Director	6% increase compared to previous year.#
7	Mr. Desikan Narayanan	Chief Financial Officer	6% increase compared to previous year.#
8	Mr. S. Sampath Kumar	Company Secretary & Compliance Officer	10% increase compared to previous year.#

* The working is based on provisions made in the books during the current year and the payment will be made during the FY 2022-23

The Increase % considered during incremental cycle by the board of directors.

3 Percentage increase in the median remuneration of employees:

The percentage of increase in the Median employee remuneration is 10% as compared to the previous year.

4 Permanent Employees:

The Number of Permanent Employees on the rolls of the Company as on March 31, 2022 is 1,844 employees.

5 Other details:

S.No.	Particulars	Remarks
a	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year	During the FY 2020-21, the overall salary increased to employees around 10% (which excludes Managerial Remuneration)
b	Percentile increase in managerial remuneration	Compared to last financial year the Managerial remuneration increase by 7.23%
c	The comparison with the percentile increase in the employee remuneration with managerial remuneration and justification thereof	Employee remuneration (Excluding Managerial Remuneration) increased during FY 2021-22 (i.e wef Jan 22) by 10% was based on the appraisals and evaluations.
d	Any exceptional circumstances for increase in the managerial remuneration	N.A.

6 We hereby affirm that the remuneration paid to the Directors and Employees are as per the remuneration policy of the Company

For and on behalf of Board of Directors of
Expleo Solutions Limited

Place: Ware, Hertfordshire, United Kingdom
Date : June 17, 2022

Ralph Franz Gillessen
Chairman and Non-Executive Director
DIN : 05184138

Annexure - V

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

EXPLEO SOLUTIONS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EXPLEO SOLUTIONS LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended March 31, 2022 **("Audit Period")** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **the Company** for the Financial Year ended March 31, 2022 according to the provisions of:

1. The Companies Act, 2013 ('Act') and the rules made thereunder, as amended from time to time including Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and as mandated by the Companies Act, 2013.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder,
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder,
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment & External Commercial Borrowings,
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-
   i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (there were no events requiring compliance during the Audit Period)
   iv) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
   v) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client.
   vi) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (there were no events requiring compliance during the Audit Period)

viii) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (there were no events requiring compliance during the Audit Period)

ix) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (there were no events requiring compliance during the Audit Period)

We report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check-basis, the Company has complied with the following Labour and Industrial Laws specifically applicable to the Company, as listed below, as amended from time to time;

(i) The Special Economic Zone Act, 2005 and rules made thereunder

(ii) The Contract Labour (Regulation and Abolition) Act, 1970

(iii) The Employees' Compensation Act, 1923

(iv) The Employees' Provident Funds & Miscellaneous Provisions Act, 1952

(v) The Employees' State Insurance Act, 1948

(vi) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959

(vii) The Equal Remuneration Act, 1976 and The Equal Remuneration Rules, 1976

(viii) The Industrial Disputes Act, 1949

(ix) The Maternity Benefit Act, 1961

(x) The Minimum Wages Act, 1948

(xi) The Payment of Bonus Act, 1965

(xii) The Payment of Gratuity Act, 1972

(xiii) The Payment of Wages Act, 1936

(xiv) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

(xv) The Tamil Nadu Industrial Establishments (Conferment of Permanent Status to Workmen) Act, 1981

(xvi) The Tamil Nadu Labour Welfare Fund Act, 1972

(xvii) The Tamil Nadu Payment of Subsistence Allowance Act, 1981

(xviii) The Tamil Nadu Shops and Establishments Act, 1947

(xix) The Tamil Nadu Industrial Establishment (National, Festival and Special Holidays) Act, 1958

(xx) The Tamil Nadu Tax on Professions, Trades & Callings and Employments Act, 1992

(xxi) The Maharashtra Shops And Establishments (Regulation Of Employment And Conditions of Service) Act, 2017

(xxii) The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

(xxiii) Apprentices Act, 1961

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc., mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to them at least seven days in advance or as the case may be, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the information provided and the representation made by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We also report that during the audit period, the Board of Directors of the Company at its meeting held on July 09, 2021 approved a composite Scheme of Arrangement pursuant to Sections 230 to 232 of the Companies Act, 2013, providing for the merger of following companies

a. Expleo India Infosystems Private Limited (Transferor Company- 1)

b. Expleo Technologies India Private Limited (Transferor Company- 2)

c. Expleo Engineering India Private Limited (Transferor Company- 3)

d. Silver Software Development Centre Private Limited (Transferor Company- 4) with Expleo Solutions Limited.

The Appointed Date for the Amalgamation under the Scheme is April 1, 2022. Based on information shared to us, the order is reserved for holding the Shareholders Meeting and Creditors Meeting of the Company at NCLT, Chennai. NCLT Bengaluru has ordered holding of the Unsecured Creditors' meeting of Expleo Technologies India Private Limited, Expleo Engineering India Private Limited and Silver Software Development Centre Private Limited (Transferor Companies).

For M. Alagar & Associates
Practising Company Secretaries
Peer Review Certificate No: 1707/2022

M.Alagar
Managing Partner
FCS No.: 7488 / CoP No.: 8196
UDIN: F007488D000291343

Place : Chennai
Date : May 09, 2022

ANNEXURE - I

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,

The Members
EXPLEO SOLUTIONS LIMITED

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M. Alagar & Associates
Practising Company Secretaries
Peer Review Certificate No: 1707/2022

M.Alagar
Managing Partner
FCS No.: 7488 / CoP No.: 8196
UDIN: F007488D000291343

Place : Chennai
Date : May 09, 2022

Management Discussion and Analysis 2021-22

Financial Highlights

The financial year 2021-22 was the second year of the Covid-19 pandemic. We continued to see compelling demand for our services across the markets. The opportunity for specialised testing services, automation and digital services continues to see significant traction. Digital Services contributed 36.4% of our total business during FY2021-2022 compared to 24.2% of the total business during the previous year. While the supply side challenges continued during the year, the graduate hiring and training investments helped drive our growth. We will continue to invest in up-skilling and re-skilling our teams to gear up for the emerging demand.

Our total income during the financial year 2021-22 grew by 33% compared to the previous year - from INR 3,063 million to INR 4,080 million. Our EBITDA and Profits After Tax (PAT) improved due to continued cost optimisation measures. Our EBITDA grew by 7% from INR 753 million (24.6%) to INR 808 million (19.8%), whereas our PAT improved by 7% from INR 504 million (16.5%) to INR 539 million (13.2%). DSO as of 31st March 2022 was 75 days compared to 70 days as of 31st March 2021.

On 10th July 2021, Expleo Group announced strategic group restructuring involving consolidating the entire India business under Expleo Solutions Limited. Pursuant to the restructuring, Expleo Solutions Limited (ESL) issued 459 fully paid-up equity shares of INR 10 each for every ten equity shares of INR 10 held in Expleo India Infosystems Private Limited (EIIPL). The restructuring is to enhance business focus, improve synergies and pave the way for focused growth and sustained value creation for all the stakeholders. Additionally, the consolidation helps the organisation simplify the Group Corporate Holding Structure in India by reducing the number of active business entities and aligning all stakeholders' interests. This consolidation will further strengthen Expleo's position as end-to-end engineering, consulting and technology services provider across industries and a digital transformation partner. This move is helping the company leverage its global capabilities and build scale in India. The integration of the other group companies is progressing well, and we have received approval from the Stock Exchanges and SEBI. We have filed with NCLT and expect to close this transaction in the July to September quarter.

In the last twelve months, companies of all sizes and ages have been encountering an outright talent war as candidates negotiate with multiple job offers. To swiftly support clients' current and future transformation programs, Expleo proactively recruited college graduates and trained them with the skillset and knowledge needed to be part of our various technology initiatives. To this effect, Expleo hired around 300 resources and positioned them in the newly launched Coimbatore delivery and training centre of excellence. This approach strengthened the organisation's workforce, ready to support even complex engagements.

On 25th March 2022, the company signed an agreement with Lucid Technologies and Solutions Private Limited and its subsidiary Lucid Technologies and Solutions LLC ("Lucid") towards the purchase of Lucid's specific assets, i.e. Intellectual Property ("IP") and technical knowhow in India and Customer Contracts in the US. Lucid is engaged in the areas of Data Governance, Data Security and Augmented analytics led by their IP driven accelerators. Lucid partners with leading data governance platform vendors. They have marquee clients in the US, delivering value through their proprietary tools, assets and Agile, CMMi and PSP methodologies.

Financial Ratios

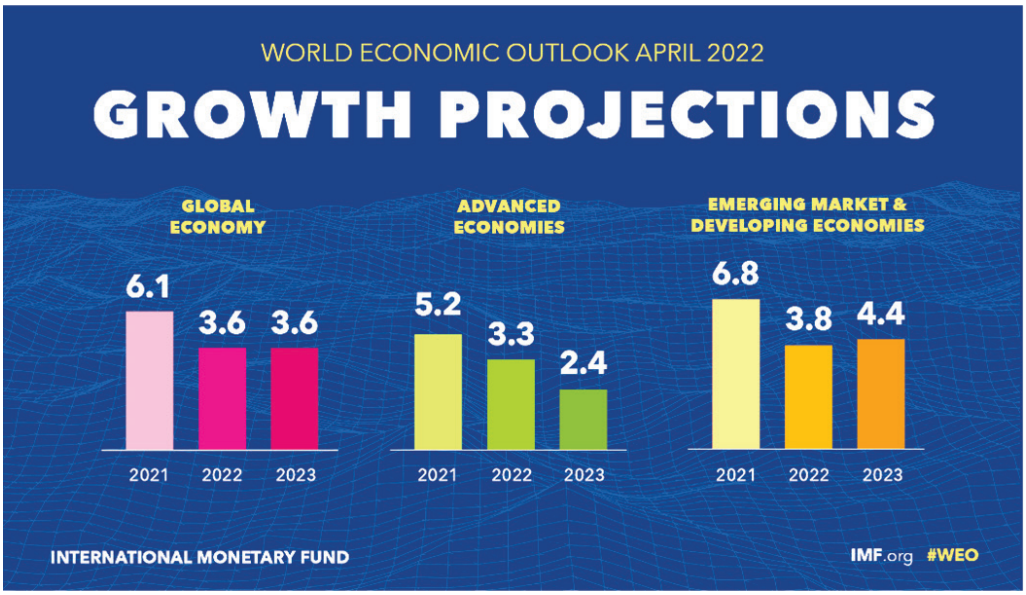
The details of significant changes (i.e. change of 25% or more as compared to the immediate previous financial year) in key financial ratios, along with detailed explanations, therefore:

S. No.	Ratio description	March 31, 2022	March 31, 2021	Change %	Explanation
1	Interest Coverage Ratio	96.05	65.78	46.02%	EBIT is increased by 5% and Interest Expense is dropped by 28% as compared to last year leading to swing of 46%.

Global Outlook & Industry Trends

Global Economy

Human resilience was put to the test in 2020, and the ability to recover and resurge in 2021. The year witnessed faster and more effective vaccination rollouts, reopening economies, and accelerated adoption of cloud and digital transformation while it also experienced significant challenges such as new variants of Covid-19, higher inflation, volatile financial market and supply-demand imbalances. In 2022-2023, hybrid operating models, customer centricity, personalised employee engagement, digital skilling, up-skilling and sustainable business models will accelerate and drive strategic decisions across communities, including government and businesses.



According to the International Monetary Fund's (IMF) World Economic Outlook of April 2022, the global economy expanded by 6.1% in 2021 and is expected to slow down to 3.6% in 2022 and 2023. The recent Russia – Ukraine war has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic impairment from the conflict will contribute to a substantial reduction in global growth in 2022, further increasing inflation. Strong multilateral efforts are crucial to responding to the ongoing and unfolding humanitarian crisis, maintaining global liquidity, managing debt distress, preventing further economic fragmentation, tackling climate change and ending the pandemic.

Global IT Industry

In 2021, while the disruptive factors unleashed by the multiple waves of the Covid-19 pandemic and changing economic conditions continued to shape the global economy, the key trend that remained unchanged is the accelerated adoption of next-gen technologies and a steady move towards a digital-first era. According to the research consultancy firm International Data Corporation (IDC) worldwide IT industry release for 2022, the global IT industry is on the pace to reach USD 6.8 trillion by 2023 and the digital transformation (DX) investment is projected to grow at a CAGR of 16.5% from 2022 to 2024. Despite headwinds due to rising inflation and supply chain disruption, organisations continue to prioritise their investments in emerging technologies and increasingly adopt a digital-first approach to their next phase of business strategies and road maps.

As per IDC's worldwide IT Industry 2022 release following are some of the key predictions that will drive the IT industry in 2022 and beyond:

- By 2022, 40% of large enterprises' IT budgets will be redistributed due to the adoption of integrated as-a-service bundles in areas of security, cloud platforms, virtual workspace, and connectivity.
- By 2023, 80% of enterprises will use AI-assisted, cloud-linked governance services to manage, optimise, and secure dispersed resources/data.
- By 2024, digital-first enterprises will enable empathetic customer experiences and resilient operating models by shifting 70% of all tech and services spending to as-a-service and outcomes-centric models.
- By 2025, 60% of organisations will capitalise on disruption with an enterprise-wide and ecosystem-wide approach to automation, leveraging model-based enterprise concepts, centres of excellence (COEs) structures, and low/no-code platforms.
- By 2025, companies with cross-functional leadership, and a digital dream team, will enjoy faster rates of innovation, higher market share gains, and greater operational efficiencies than their contemporaries.
- By 2026, industry leaders facing systemic or mandated transitions in the coming decade will triple IT spending for new environments but struggle to achieve the needed 6x gains in IT operational efficiency.
- By 2026, 54% of CIOs will drive business transformation, empowering digitally resilient organisations via strategic technology road maps and re-platforming, enabling an agile, data-driven workforce.

The last two years of the pandemic were a proof point that technology plays a critical role in business resiliency and risk management. 2021 recorded growth across all sectors emphasising the industry's resurgence narrative. BFSI, Healthcare, Manufacturing, and Retail/eCommerce sectors are expected to be the primary consumers of technology. 2022 will see continued digital acceleration with a focus on Cloud, Cybersecurity, Automation (low code / no code (LCNC) expected to become more mainstream) and Big Data Analytics (the backbone of customer experience).

The United States' growth prospect remains largely unchanged, and it will continue to be the largest market for DX spending, followed by EMEA (Europe, Middle East, and Africa), which will be the second-largest market for DX spending. While Europe is the most impacted region by the ongoing Ukraine - Russia war, IDC remains sanguine in the region.

Even before the Covid-19 pandemic, the banking financial services and insurance (BFSI) industry was at the forefront of exploring and adopting new technologies and is a dominant patron of the software testing market. The software testing services market is projected to increase by USD 55.76 billion from 2021 to 2026, and growth momentum to accelerate at a CAGR of 15.07%, as per the Technavio report of March 2022.

Agile/DevOps are now mainstream, extending process automation beyond discrete areas to provide end-to-end global services. The landscape of software testing in 2022 will change dramatically due to the increased adoption of cloud computing, automated testing, AI/ML, IoT, Big Data, Mobility, Virtual Reality, Industry 4.0, Distributed Ledger Technology (DLT) and many other next-gen testing services.

Digital operational resilience is the new centrepiece of banking and finance services organisation. It is an ability to avoid customer service interruptions, recover quickly from unplanned server outages and fully appreciate the potential vulnerabilities while adopting a proactive risk mitigation strategy. In recent years, cyber-attacks have increased dramatically across the globe, reaching a new high during the 2020 Covid-19 pandemic, with most organisations being targeted across all sectors. In 2021, it was reported by QA Financial that over 25% of spend from global banking and financial services organisations were leaked into fixing poor software quality and quality engineering in response to increased and intelligent hacks.

In today's digital-first era, BFSI organisations focus more on improving customer experience (CX) and user experience (UX) through digitisation and tech-enabled innovation. Customers expect a consistent, secure and seamless multi-channel experience and their loyalty can be won or lost by organisations tech and data approach. Banks are being challenged by disruptive and agile Fintechs and scale-ups, who are technologically advanced and consumer-centric at their core. BFSI organisations are revisiting their investment strategies and are leaning towards digital transformation to stay relevant and competitive. Banks are fast-tracking automation initiatives, including customer-facing chatbots, Robotic Process Automation (RPA) and end-to-end account origination solutions. The accelerated demand/usage of digital banking applications combined with the need to deliver an unmatched experience to customers in terms of quality, performance, reliability and security, are driving growth for software development and applications, which will significantly contribute to the growth of the Quality Assurance (QA) services market, where Expleo has domain expertise. Banking systems require robust end-to-end digital testing of their systems by next-gen testing services providers to get high-quality banking applications to deliver a seamless user experience. Expleo is well-positioned to assist BFSI organisations in their journey to implement system and business change in a highly regulated environment anticipating the future of banking.

Post pandemic, there has been a substantial shift toward a more orchestrated approach to software testing, and Quality Assurance (QA) as organisations increasingly realise its importance. We believe that effective testing will provide the backbone for any end-to-end quality management system. We support our customers' continuous quality with a core set of proven testing processes and underlying tools:

Test management: Meticulous planning, communication, and control of our test efforts have assured effective delivery.

Functional testing: Our service covers the full functional test range to achieve the highest test coverage along the software development lifecycle in sequential and iterative delivery models.

Non-functional testing: We help our customers with solution design and help them reduce the significant amounts of risk that sit within the non-functional attributes like performance, security etc.

Product testing: We have built an extensive range of "pre-canned" test suites that act as test service accelerators for many strategic products across various sectors and industries.

Compliance testing: Our solutions are built to address the risks associated with regulatory and legal standards comprehensively.

UX/CX testing: Our testing solutions keep the customer experience at the centre to ensure that evolving customer expectations are met quickly.

Mobile testing: From application and browser testing for retail and banking applications to advanced mobility solutions in the automotive and aerospace sectors, we offer end to end testing services that ensure the desired user experience and business value.

Managed testing services: We deliver our services by an industrialised managed service approach (iMS) that includes predefined delivery models, test approaches and test reporting metrics that support scalable service delivery, project progress and quality control

This has been a year of steady and encouraging progress with a new sense of reality, not just a new normal. The IT industry overcame challenges due to the Covid-19 pandemic with relative ease and transitioned to a remote/hybrid work model effectively.

Some of the key trends that are expected to become more pronounced this year and will drive the BFSI space as far as Software Testing and Quality Assurance are concerned include:

Internet of Things (IoT) Testing:
With the growing adoption of technology and the introduction of 5G in the market, IoT has been in high demand, and experts believe that IoT will lead the industry growth in the near future. IoT is much active in the industries such as Healthcare, Automotive, Transportation and logistics, Machinery Manufacturing, and Agriculture. As per Reportlinker, a market research firm, the global IoT market is expected to grow from USD 300.3 billion in 2021 to USD 650.5 billion by 2026, a CAGR of 16.7%. The key factors driving growth include access to low-cost, low-power sensor technology, availability of high-speed connectivity and a rise in cloud adoption. Expleo delivers world-class IoT testing services with cost-effective, integrated solutions that ensure a compelling customer experience and maximising business value.

Ahead of Curve QA Automation:
The software industry has already recognised the "low-code/no-code" approach as an effective strategy for the faster development of applications. With Agile and DevOps in place, the test window is shortened even further, and a fully automated test solution is the demand. We are committed to helping our clients fast-track their digital programmes with our innovation-driven model-centric and script-less test automation solution with nominal cost in terms of tools and licences. We continue to optimise the approach by incorporating the AI-powered features and by having the focus on developing solutions addressing stated and derived needs like "Self-healing", "Failure prediction", "Mind mapping", "Voice recognition", and "Automatic script & data generation". A solution that is agnostic to the underlying technology (considering future changes in the client's ecosystem) that is of zero cost and powered by AI features brings maximum possible benefits to our clients.

Codeless Automation Testing:

With the shift in approach, today organisations want to get the maximum output done quickly. This has opened a huge opportunity for codeless automation testing. These tools are embedded with AI technology and enable fast test cases. It saves time and frees up resources that could be used for other tasks. It has significant responsiveness, and more organisation are adopting it because it has a better learning curve, is simple to review, and is highly effective. We have helped our customers move to modern testing practices, thus helping them reduce testing cost and time significantly.

Big Data Services:

Big Data plays an essential role across sectors, particularly in banking, insurance, treasury, capital markets, telecom, technology, and healthcare. With the growing innovation in technology, organisations are now working on data over different volumes. Most organisations rely today more on big data analytics as it offers not only accuracy but is also reliable in many aspects. And handling such a huge amount of data requires focused end-to-end testing to avoid any failure. The big data testing helps in many data-driven decisions of various services and products. It helps in improving business strategies and marketing tactics. As per Market Data Forecast research, the global Big Data market is projected to reach USD 268.4 billion by 2026, growing at a CAGR of 12% between 2020-2026 period.

Expleo service offerings for Big Data technologies are mentioned below:

Big Data Development:

- Data Ingestion
- Data Storage (Data Lake and Data Hub)
- Data Processing
- Data Analytics

Data Visualization Big Data Testing:

- Source data quality check
- Data storage validation
- Data storage encryption validation
- Map Reduce / Spark process validation
- Processed data validation
- ETL / Batch / Real-time streaming process validation
- Reports / Analytics testing
- Range of non-functional testing (Performance, Security and Failover testing) services

Big Data Administration (On-prem and Cloud):

- Hadoop Installation
- Hadoop Configuration
- Hadoop Cluster Setup
- Monitoring and Maintaining Hadoop Clusters

Performance Engineering:

In today's digital era, user experience plays an essential role in the development phase of any technology. Changes are being made and rolled out in the market based on users behaviour. The developers' approach also shifts and tilts towards the user's requirement at each SDLC to ensure the smooth experience flow. As a result, performance engineering has been introduced to replace performance tests for creating performance metrics. Test goals of performance engineering have also transformed the monitoring performance of the software.

Cybersecurity Testing:

In the world of software testing, cybersecurity has been gaining attention for QA and testers. According to a recent survey, with the help of risk compliance, it uplifts the awareness among sectors and also aids in enabling security prior to the software development life cycle (SDLC). The best part is that it assists in identifying the loopholes that can be addressed immediately before being hacked by cybercriminals. As per Marketsandmarkets research, the global security testing market is projected to grow at a CAGR of 22.3% to USD 16.9 billion by 2025. The rising use of mobile and web applications for accessing multiple daily needs, including financial transactions, has made cybersecurity testing an essential part of SDLC. Expleo Cyber Security testing capabilities have matured with high demand across various clients in India, APAC, Europe, and MENA region. At Expleo, 90% of our resources are now certified, security professionals.

Expleo has significantly invested in security testing and has started a new service offering called "Security Operations Centre" (SOC) in addition to standard Vulnerability and Penetration Testing (VAPT) services. Expleo now has 50+ career security testers with CEH certification who provide security testing services to our customers. The Expleo Group has formed the Cybersecurity Virtual Excellence Centre (VEC), and our company play a key role in setting up of the centre.

Infrastructure as Code (IaC):

With the increasing digital transformation, we are rapidly shifting towards the cloud to maintain flexibility and cost. The general concept of IaC (Infrastructure as Code) is to manage the operations environment effectively. IaC is gaining wider adoption among DevOps teams in recent years and is expected to increase in coming years.

Chatbots:

With the outbreak of the Covid-19 pandemic, which compelled the globe to shift its working pattern, chatbots became more popular and served as a front-line responder in many sectors. Chatbots help resolve queries and are available 24x7, helping millions of users in several industries such as Healthcare, Retail / eCommerce, Banking and others. For seamless flow, Chatbots require rigorous testing where we play a significant role through Robotic Process Automation (RPA).

Blockchain Crypto and Distributed Ledger Dev & Testing Services:

Business applications of blockchain algorithms such as Cryptocurrency and distributed/smart ledger are gaining momentum this year, and it is a USD 1.8 Trillion market capitalisation across the globe. Blockchain will continue to disrupt banking and financial organisations. Expleo is focusing on blockchain trend and has been conducting proof of concepts and pilots for developing distributed applications (dapps) in platforms such as Ethereum 2.0 in insurance industry.

5G Readiness Testing and Tuning:

The wireless industry is gearing up for the next giant leap called 5th generation cellular networks, which are 100x faster than the current 4G. The existing mobile and desktop web applications will suffer a considerable blow in user experience (response time) if they are not optimised, fine-tuned and tested for 5G readiness. Expleo recognises this opportunity and has strengthened its Performance Engineering services teams to serve better our customers migrating from 4G into 5G real-time networks. The payments industry being the main focus of this transition, Expleo has been servicing leading payments providers in the US and India to optimise their response times and transactions per second in readiness for 5G networks.

SuperApp development:

SuperApps or Smart Apps are the order of the day today. Expleo has been gearing up low-code no-code MXDP development with MERN and MEAN full stack development technologies. Expleo's recent wins include developing SuperApp for a Fintech giant in the US and another Financial services organisation from the UAE. Expleo's 500+ strong digital development team has been helping customers transform their businesses with agility and sustainability.

Hyper Automation and Model based validations:

With Hyper Automation gaining momentum in the market, Expleo solutions have started modernising automation services with Hyper Automation. In a recent engagement with an engineering customer, Expleo is helping the customer by automatically generating ready-to-run code from simple English-like component specifications in Microsoft word documents using state-of-the-art technologies like Natural Language Processing (NLP) and Machine Learning models. This greatly helps to reduce human errors, increase productivity, and eliminates the dependency on highly skilled developers to manually write code in C language. Expleo has been working on the proof of concepts in model-based validations and enterprise portfolio optimisations, automatic process extraction and mining from complex enterprises with the latest tools and technologies.

Test Automation in Agile Model:

Agile is now considered one of the most widely used work methodologies. This is due to its QA, which enables agile development, and testing to accelerate at faster pace and it is for this reason organisations are increasingly adopting this model. According to MarketsandMarkets research, the global Automation testing market is projected to grow from USD 20.7 billion in 2021 to USD 49.9 billion by 2026, at a CAGR of 19.2% during the 2021-2026 period, primarily driven by the rapid adoption of advanced technologies.

This is just a beginning of a new era in software testing. The market is rapidly expanding, and with the advancement of these newer technologies, the software testing & QA market is expected to experience tremendous growth in the immediate future.

Expleo specialises in shaping agile cultures across organisations. We help recognise and mitigate business risk in technology-led transformations, using standardised methodology, industrialised automation solutions, global delivery and deep domain knowledge. With Expleo as a trusted partner, organisations can embed continuous quality to drive digitalisation and innovation.

Meeting the demand for QAOps to deliver an exceptional user experience:

QAOps is a fast emerging testing practice that brings the best speed and quality to the software delivery pipelines. Expleo's QAOps integrates Quality Assurance (QA) and IT operations (Ops) with the Continuous Integration/Continuous Delivery (CI/CD) chain. QAOps implies close communication and coordination among team members, ensuring uncompromised quality, on-time delivery, and shortened time to deliver new features. Expleo leverages a progressive technique to detect errors faster and expedite product-to-market.

100% app success with mobile testing:

Mutable market dynamics and End-User expectations have forced businesses to pay more attention to delivering mobile application services to their customers. This has put mobile testing in a new light to ensure quality and customer loyalty. Expleo's managed mobile centre of excellence supports organizations in integrating their mobile testing process and provides extensive platform coverage across various device vendors while providing key business benefits. We offer advanced mobile application testing to ensure mobile applications are equipped with intuitive and engaging user interfaces along with exceptional application performance.

Increased Speed, Quality, and productivity with Robotic Process Automation (RPA):

The renewed prioritization of digital and automation has opened potential opportunities in the RPA space. We deliver Enterprise RPA implementation and test automation framework using RPA tool for our customers primarily in the BFSI sectors. Our recent partnerships with BluePrism and UiPath have helped us establish augmented capabilities in RPA. A strong pipeline across industries and regions is a testimony to our strong capabilities in RPA. Our internal Centre of Excellence for RPA envisages ample offshoring opportunities.

Next-gen Test Automation using Artificial Intelligence (AI) and Machine Learning (ML):

Following the pursuit of newer technologies such as AI with passion, Expleo emerged as a leader in new age testing using AI. Expleo developed a prototype of the Intelligent Test Data Management System (iTDM) which uses machine learning techniques to generate synthetic data and classify them based on the server response. The system understands the error message and self-heals the data entry, organising it further based on server response, thus accelerating the testing process. Expleo is also partnering with companies like Functionize and Tonic.AI to augment our AI/ML in testing. Expleo has fused AI/ML and RPA to arrive at Intelligent Process Automation with Python and used successfully in banking to analyse and detect risky customers before onboarding them for KYC.

Driving scale with QA Automation:

We are committed to helping our clients with the next era of test automation with Expleo's model-centric and scriptless test automation strategy. A significant goal of continuous testing with test automation frameworks integrated with the development pipeline has become a reality. We, e.g., identify use cases using our next-generation AI-driven test automation technology to automate the application user interface independent of the underlying technology.

Low-Code Development Platform:

In 2021, our thrust on Digital and Emerging services had brought significant focus on the Low code capabilities. Expleo is developing multiple strategic partnerships with market-leading low code platforms to service its customers in various domains, including BFSI and manufacturing. This will help us enable our customers looking for rapid development and deployment of futuristic, capable, design thought applications in an agile manner. Expleo has developed a strategic resource bench to address these requirements through its Low Code capabilities. These capabilities bring significant productivity improvement through development speed, testing efficiency, frequent code deployments and improved KPI adherence.

Internal Controls Systems and their adequacy:

To reduce the possibility or the impact of an adverse event, the CEO and CFO of the Company have provided a certificate, which forms a part of this annual report, confirming the adequacy of the internal control systems and procedures.

Report on Corporate Governance

1. Company's Philosophy on Code of Corporate Governance:

Expleo Solutions Limited **("the Company")** is committed to maintaining high standards of Corporate Governance, protecting Customers', Shareholders', and other Stakeholders' interests. In line with this philosophy, the Company endeavours to maintain transparency at all levels through adoption of best Corporate Governance Practices. The following is a report on the status and progress on the major aspects of Corporate Governance.

2. Board of Directors:

The Directors of the Company possess highest professional ethics, integrity and values and are committed to representing the long-term interests of the stakeholders. The basic responsibility of the Board is to provide effective governance over the Company's affairs exercising its reasonable business judgment on behalf of the Company.

I. Composition:

The Board has an optimum combination of Executive, Non-Executive, and Independent Directors, which ensures proper governance and management.

As on March 31, 2022, the Board of Directors ("Board") comprises of nine members out of which one is Executive Director, one Non-Executive Director is representing Promoter, two Non-Executive Directors are nominated by the Promoter, and five are Non-Executive - Independent Directors.

Mr. Prashant Eknath Bramhankar (DIN - 07439819) has been appointed as Additional Director (Promoter - Non-Executive) of the Company with effect from September 1, 2021, by the Board of Directors and he shall hold office up to the date of the ensuing Annual General Meeting.

The optimum combination of Executive, Non-executive and Independent Directors ensure independence of the Board and separation of Board function from governance and management.

The Board of Directors is of the opinion that the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and are independent of the management.

As mandated under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, neither of the Directors are a member of more than ten specified Committees nor any of them are acting as the Chairperson of more than five specified Committees, across all Public Limited Companies in which they are Directors.

II. Board Meetings:

6 (Six) Board Meetings were held during the year through video conference and the gap between any two meetings did not exceed 120 days. The dates on which the said meetings were held are as follows: May 20, 2021; July 9, 2021; August 12, 2021; November 10, 2021; February 3, 2022; and March 25, 2022.

Attendance of each Director at the Board Meetings and last AGM and the number of companies and Committees where he/ she is a Director/ Member are as under:

Name of the Director	Category of Director	Number of Board Meetings during the year 2021-22			Whether attended last AGM held on August 26, 2021	Directorships in other Companies	Number of Committee positions held in other Public Companies
		Held	Held after appointment / before resignation	Attended			
Mr. Ralph Franz Gillessen	Promoter-Non-Executive Director	6	6	6	Yes	-	-
Prof. K. Kumar	Independent & Non-Executive Director	6	6	6	Yes	-	-
Mr. Rajesh Krishnamurthy	Promoter-Non-Executive Director	6	6	4	Yes	-	-
Mr. Balaji Viswanathan	Managing Director & CEO	6	6	6	Yes	-	-
Ms. Lilian Jessie Paul	Independent & Non-Executive Director	6	6	6	No	4	3
Prof. S. Rajagopalan	Independent & Non-Executive Director	6	6	6	Yes	-	-
Mr. Prashant Eknath Bramhankar *	Promoter-Non-Executive Director	6	3	3	NA	-	-
Mr. Rajiv Kuchhal	Independent & Non-Executive Director	6	6	6	Yes	-	-
Mr. Ulrich Bäumer	Independent & Non-Executive Director	6	6	3	No	-	-

* Appointed with effect from September 1, 2021

Notes:

a. None of the Directors, holds directorships in any other Indian Public Limited Companies nor hold Membership/Chairmanship of any Committee(s) in other Indian Public Limited Companies (listed and unlisted), apart from the details given above.

b. For the purpose of Membership in Committees, the Membership in Audit Committee and Stakeholders Relationship Committee are only considered as per Regulation 26(1) (a) & (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c. None of the Non-Executive Directors, apart from receiving director's sitting fees/commission, have any material pecuniary relationship or transactions with the Company.

d. None of the Directors are related inter-se.

e. During the year, information as mentioned under Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, has been placed before the Board for its consideration.

Name of other listed entities where Directors of the company are Directors and the category of Directorship:

Sl. No.	Name of Director	Name of listed entities in which the concerned Director is a Director	Category of Directorship
1	Ms. Lilian Jessie Paul DIN: 02864506	i) Royal Orchid Hotels Limited	Independent & Non-Executive Director
		ii) Bajaj Consumer Care Limited	Independent & Non-Executive Director
		iii) Credit Access Grameen Limited	Independent & Non-Executive Director
		iv) PB Fintech Limited	Independent & Non-Executive Director

Skills / Expertise / Competencies of the Board of Directors:

The following are the core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and the said skills are available with the Board Members:

Name of Directors	Skills / Expertise / Competencies
Mr. Ralph Franz Gillessen	i) Knowledge on Company's businesses, policies, and culture (including the Mission, Vision, and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates. ii) Behavioural skills: attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company iii) Business Strategy, Corporate Governance, Forex Management, Administration, Decision Making iv) Sales & Marketing: developing strategies to grow sales and market share, build brand awareness and equity, and enhance Company's reputation v) Financial and Management skills vi) Technical / Professional skills and specialized knowledge in relation to Company's business
Prof. K. Kumar	
Mr. Balaji Viswanathan	
Ms. Lilian Jessie Paul*	
Prof. S. Rajagopalan	
Mr. Rajiv Kuchhal	
Mr. Ulrich Bäumer	
Mr. Rajesh Krishnamurthy	
Mr. Prashant Eknath Bramhankar	

* Except Forex Management.

Post meeting follow-up mechanism:

Important decisions taken at the Board/Committee Meetings are promptly communicated to the concerned departments. Action Taken Report on decisions/minutes of previous meetings is placed at the succeeding meetings of the Board/Committee for taking note.

III. Number of Shares held by Non-Executive Directors:

Number of shares held by Non-Executive Directors as on March 31, 2022, are:

Sl. No.	Name	Shares
1	Prof. K. Kumar	11,000
2	Prof. S. Rajagopalan	1,000
3	Mr. Rajiv Kuchhal	58,855
	TOTAL	**70,855**

No other Non-Executive Directors hold any shares in the Company.

IV. Familiarisation Programmes:

The details of familiarisation programmes provided to Independent Directors are uploaded in the Company's website.

The web link for the same is https://expleogroup.com/wp-content/uploads/2022/07/Details-of-Familiarisation-Programmes-for-Independent-Directors.pdf.

3. Audit Committee:

I. The terms of reference of the Audit Committee are broadly as under:

a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013 ("the Act");
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report;

e) Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;

f) Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

h) Approval or any subsequent modification of transactions of the Company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the Company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

n) Discussion with internal auditors of any significant findings and follow up thereon;

o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

r) To review the functioning of the Whistle Blower Mechanism;

s) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience, and background, etc. of the candidate;

t) Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on date;

u) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders.

v) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

II. Composition, name of the Members and Chairman, meetings, and attendance during the year:

The Audit Committee of the Company is constituted in line with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Section 177 of the Companies Act, 2013. Accordingly, the Audit Committee consists of three Independent Directors. The Chairman of the Audit Committee is an Independent Director.

The Statutory Auditors and Internal Auditors are invited to attend the Audit Committee meetings as and when necessary and the Company Secretary acts as the Secretary of the Committee.

The minutes of the meetings of the Audit Committee are circulated to all the members of the Board along with the Board Agenda.

Six Audit Committee Meetings were held through video conference during the year. The dates on which the said meetings were held are as follows: May 20, 2021; July 9, 2021; August 12, 2021; November 10, 2021; February 03, 2022; and March 25, 2022.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name of the Director	Status	Number of meetings during the year 2021-22		
		Held	Held after Appointment/before resignation	Attended
Prof. K. Kumar	Chairman	6	6	6
Prof. S. Rajagopalan	Member	6	6	6
Mr. Rajiv Kuchhal	Member	6	6	6

Prof. K. Kumar, Chairman of the Audit Committee attended the previous Annual General Meeting of the Company held on August 26, 2021.

During the year, all the recommendations of the Audit Committee were accepted by the Board.

4. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee was constituted to assist the Board in discharging responsibilities related to performance evaluation, formulating policy for selection and appointment of directors and Key Managerial Personnel ("KMP"), and appointment and compensation of the Company's Executive Directors / KMP. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies, and programs for the Executive Director. The Committee is entailed to formulate various policies as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

I. Brief description of terms of reference:

The terms of reference of the Nomination and Remuneration Committee are broadly as under:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agency, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates.

c) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

d) Devising a policy on Board diversity;

e) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.

f) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;

g) Recommend to the board, all remuneration, in whatever form, payable to senior management;

h) To review the Company's remuneration policy on specific remuneration packages to Executive Directors including pension rights and any compensation payment while striking a balance with the interest of the Company and the shareholders;

i) To approve the Annual Remuneration Plan of the Company;

j) To formulate the Employees Stock Option Scheme in accordance with the relevant regulations/ guidelines for the time being in force, recommend the same to the Board for its consideration

and administration of ESOP Scheme as stipulated under Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

II. Composition, name of the Members and Chairman and attendance during the year:

The Committee consists of three Independent Directors.

The quorum for a meeting of the nomination and remuneration committee shall be either two or one-third of the members of the committee, whichever is greater, including at least one independent director in attendance.

The nomination and remuneration committee shall meet at least once in a year.

Four Nomination and Remuneration Committee Meetings were held through video conference during the year. The dates on which the said meetings were held are as follows: May 19, 2021; August 12, 2021; November 9, 2021; and February 2, 2022.

The name of Chairman and Members of the Committee along with the meeting attendance is given in the below table:

Name of the Director	Status	Number of meetings during the year 2021-22		
		Held	Held after Appointment / before resignation	Attended
Prof. K. Kumar	Chairman	4	4	4
Prof. S. Rajagopalan	Member	4	4	4
Mr. Rajiv Kuchhal	Member	4	4	4

III. Performance Evaluation Criteria for Independent Directors:

The Performance Evaluation Criteria for Independent Directors is provided under the heading Board evaluation in the Board's Report.

5. Remuneration of Directors:

I. Remuneration policy:

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company has formulated a policy, relating to the remuneration of the Directors, Key Managerial Personnel, and other employees.

The remuneration policy framed by the Nomination and Remuneration Committee warrants the Committee to decide on the remuneration and other areas that fall under the terms of reference of the Committee.

The Policy also sets out the following in details:

a) Qualifications for appointment of Directors (including Independent Directors)

b) Positive attributes of Directors (including Independent Directors)

c) Criteria for appointment of KMP / Senior Management

d) Policy relating to remuneration of Whole-time Directors

e) Policy relating to remuneration of Non-Executive / Independent Directors

f) Policy relating to remuneration of Key Managerial Personnel and Senior Management Personnel.

II. Details of Remuneration for the year ended March 31, 2022:

The disclosure on the remuneration of directors as required under Schedule V (C) (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are as follows:

a. Remuneration of Non-Executive Directors:

Name of the Director	Commission (Rs. In Millions)	Sitting Fees (Rs. In Millions)	Total (Rs. In Millions)
Prof. K. Kumar	1.25	0.52	1.77
Ms. Lilian Jessie Paul	1.25	0.32	1.57
Prof. S. Rajagopalan	1.25	0.52	1.77
Mr. Rajiv Kuchhal	1.25	0.38	1.63
Mr. Ulrich Bäumer	1.25	0.08	1.33
Mr. Rajesh Krishnamurthy	Nil	Nil	Nil
Mr. Ralph Gillessen	Nil	Nil	Nil
Mr. Balaji Viswanathan	Nil	Nil	Nil
Mr. Prashanth Eknath Bramhankar	Nil	Nil	Nil

b. Criteria of making payments to Non-Executive Directors:

The criteria of making payments to Non-Executive Directors is provided under Item No. 29 of the Board's Report.

c. Shares and Stock option details:

Details of Shares and Stock option held by Non-Executive Directors as on March 31, 2022, are as under:

Sl.No	Name	Shares Held	Stock Option
1	Prof. K. Kumar	11,000	Nil
2	Prof. S. Rajagopalan	1,000	Nil
3	Mr. Rajiv Kuchhal	58,855	Nil
	TOTAL	**70,855**	**Nil**

None of the other Directors on the Board hold any shares and stock options as on March 31, 2022.

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independence of the director, except receiving sitting fee for attending meetings and commission.

d. Remuneration of Executive Director:

Compensation to Mr. Balaji Viswanathan, Managing Director & CEO, is paid as per the Service Agreement entered with him subject to the limits specified as per the provisions of the Companies Act, 2013.

(Rs. In Millions)

Sl. No.	Particulars of Remuneration	Mr. Balaji Viswanathan, MD & CEO FY - 2021-22
1	Gross Salary	13.28
2	Stock Options	-
3	Sweat Equity	-
4	Commission	-
5	Others (Incentives) *	8.47
	Total	**21.75**

*Includes provision made in the books for which payment will be made during financial year 2022-23.

Other Incentives as mentioned in point 5 above include the performance-based incentives for the financial year 2021-22. These were based on the achievement of a set of parameters - both quantitative as well as qualitative and achievement of milestones for implementation of merger proposal - as framed by the Nomination and Remuneration Committee and decided by the Board of Directors of the Company from time to time.

The agreement with the Managing Director & CEO has been entered into for a period of 3 years, effective from the date of appointment. Further, either party to the agreement is entitled to terminate the Agreement by giving not less than six months' notice in writing to the other party or by prior approval of the Board of Directors. The Managing Director & CEO is entitled for severance pay subject to the provisions contained in Section 202 of the Companies Act, 2013.

6. Stakeholders' Relationship Committee:

The Committee has been formed to:

a) look into and resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.

b) Review of measures taken for effective exercise of voting rights by shareholders.

c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Four Stakeholders' Relationship Committee Meetings were held through video conference during the year. The dates on which the said meetings were held are as follows: May 19, 2021; August 12, 2021; November 10, 2021; and February 2, 2022.

The Committee consists of three Independent Directors. The Chairman of the Committee is an Independent & Non-Executive Director.

The composition of the Stakeholders' Relationship Committee along with the meeting attendance is given in the below table:

The Chairman of the Stakeholders' Relationship Committee was present at the 24th Annual General Meeting to answer the Shareholders' queries.

Name of the Director	Status	Number of meetings during the year 2021-22	
		Held	Attended
Prof. S. Rajagopalan	Chairman	4	4
Prof. K. Kumar	Member	4	4
Ms. Lilian Jessie Paul	Member	4	3

Mr. S. Sampath Kumar, Company Secretary was designated as the Compliance Officer of the Company in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The status of investor complaints received during the year is as follows:

Number of Complaints received during the year	2
Number of Complaints resolved during the year	2
Number of Complaints not solved to the satisfaction of Shareholders	NIL
Number of Complaints pending as on March 31, 2022	NIL

7. Corporate Social Responsibility Committee:

The Committee has been formed to formulate and recommend to the Board, a Corporate Social Responsibility Policy. The Committee shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013. It will also recommend the amount of expenditure to be incurred on the activities referred above and monitor the Corporate Social Responsibility Policy of the Company from time to time.

Four Corporate Social Responsibility Committee Meetings were held during the year. The meetings were held on May 4, 2021; July 27, 2021; October 20, 2021; and January 20, 2022.

The Committee consists of three Independent Directors. The Chairman of the Committee is Independent & Non-Executive Director. The composition of the Corporate Social Responsibility Committee along with the meeting attendance is given in the below table:

Name of the Director	Status	Number of meetings during the year 2021-22	
		Held	Attended
Prof. S. Rajagopalan	Chairman	4	4
Prof. K. Kumar	Member	4	4
Ms. Lilian Jessie Paul	Member	4	4

8. Risk Management Committee:

The Risk Management Committee of the Company is constituted in line with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Risk Management Committee consists of Two Independent Directors and One Executive Director. The Chairman of the Committee is an Independent Director.

The Chief Financial Officer and the Chief Risk Officer are invited to attend the Risk Management Committee meetings as and when necessary and the Company Secretary acts as the Secretary of the Committee.

The terms of reference of the Risk Management Committee shall include the following:

- To formulate a detailed risk management policy which shall include:
  a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  c) Business continuity plan.
- To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations, and actions to be taken;
- The appointment, removal, and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

Two Risk Management Committee Meetings were held through video conference during the year. The dates on which the said meetings were held are as follows: October 28, 2021, and March 30, 2022. The composition of the Risk Management Committee and the details of meetings attended by its members are given below:

Name of the Director	Status	Number of meetings during the year 2021-22		
		Held	Held after Appointment / before resignation	Attended
Mr. Rajiv Kuchhal	Chairman	2	2	2
Ms. Lilian Jessie Paul	Member	2	2	2
Mr. Balaji Viswanathan	Member	2	2	1

9. Independent Directors' Meeting:

Two meetings of Independent Directors of the Company were held on July 09, 2021, and February 02, 2022 respectively, without the presence of Non-Independent Directors and the members of the Management. All the Independent Directors of the Company have participated in the said meetings.

The composition of the Independent Directors Meeting and the details of meetings attended by its members are given below:

Name of the Director	Status	Number of meetings during the year 2021-22		
		Held	Held after Appointment / before resignation	Attended
Prof. K. Kumar	Independent Director	2	2	2
Prof. S. Rajagopalan	Independent Director	2	2	2
Ms. Lilian Jessie Paul	Independent Director	2	2	2
Mr. Rajiv Kuchhal	Independent Director	2	2	2
Mr. Ulrich Bäumer	Independent Director	2	2	1

In the meeting, the Independent Directors have,

i. Reviewed the performance of non-independent directors and the Board as a whole;

ii. Reviewed the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors;

iii. Assessed the quality, quantity, and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

10. General Body Meetings:

I. Location, date, and time of the last three Annual General Meetings held:

Details	Date	Time	Venue
Annual General Meeting 2018-19	July 31, 2019	3.30 p.m.	The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T. Nagar, Chennai - 600 017.
Annual General Meeting 2019-20	August 27, 2020	3.30 p.m.	Through Video Conferencing or Other Audio-Visual Means (OAVM).
Annual General Meeting 2020-21	August 26, 2021	3.30 p.m.	Through Video Conferencing or Other Audio-Visual Means (OAVM).

II. Extra-ordinary General Meeting:

No Extra-ordinary General Meeting of the members was held during the year.

III. Postal Ballot:

No Resolutions were passed by way of Postal Ballot during the year.

IV. Special Resolutions in the last three Annual General Meetings:

21st Annual General Meeting for the year 2018-19 held on July 31, 2019

Re-appointment of Ms. Lilian Jessie Paul (DIN 02864506) as an Independent Director (Non-Executive) of the Company.

22nd Annual General Meeting for the year 2019-20 held on August 27, 2020 – NIL

23rd Annual General Meeting for the year 2020-21 held on August 26, 2021

Re-appointment of Mr. Balaji Viswanathan (DIN 06771242) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company.

11 . Means of Communication to Shareholders:

Quarterly results and newspapers wherein the results published:

During the year, quarterly, half yearly and annual Financial Results of the Company on the Standalone and Consolidated basis were submitted to the Stock Exchanges soon after they were approved by the Board of Directors.

The Financial Results are also published in two leading newspapers Financial Express (English) and Makkal Kural (Tamil). Results are displayed in the Company's Website https://expleosolutions.com

All material information about the Company is promptly disclosed through electronic platform to the Stock Exchanges where the Company's shares are listed.

All official news releases of relevance to the investors are also made available on the Company's website. The presentations made to the analysts are also placed on the website of the Company.

12. General Shareholder Information:

I. Annual General Meeting Date, Time, and Venue:

24th Annual General Meeting

Date and Time: August 11, 2022, at 3.30 pm

Venue: Through Video Conferencing or Other Audio-Visual Means (OAVM).

II. Financial calendar:

The Financial Year of the Company is for a period of 12 months from April 1 to March 31.

Tentative Financial Calendar for the year 2022-23:

First Quarter Results	On or before August 14, 2022
Half Yearly Results	On or before November 13, 2022
Third Quarter Results	On or before February 14, 2023
Fourth Quarter and Annual Results	On or before May 29, 2023

III. Date of book closure:

August 5, 2022, to August 11, 2022 (both days inclusive)

IV. Dividend payment date: NIL

V. Listing of Stock Exchanges and Stock Code:

1,02,52,485 equity shares of Rs.10/- each is listed at:

Name of the Stock Exchange	Stock Symbol
National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra-Kurla Complex Bandra (East), Mumbai – 400 051	EXPLEOSOL
BSE Limited (BSE), PJ Towers, Dalal Street, Mumbai – 400 001	533121

The Company has paid the annual listing fees for the year 2021-22 to both the above Stock Exchanges.

VI. Market Price data:

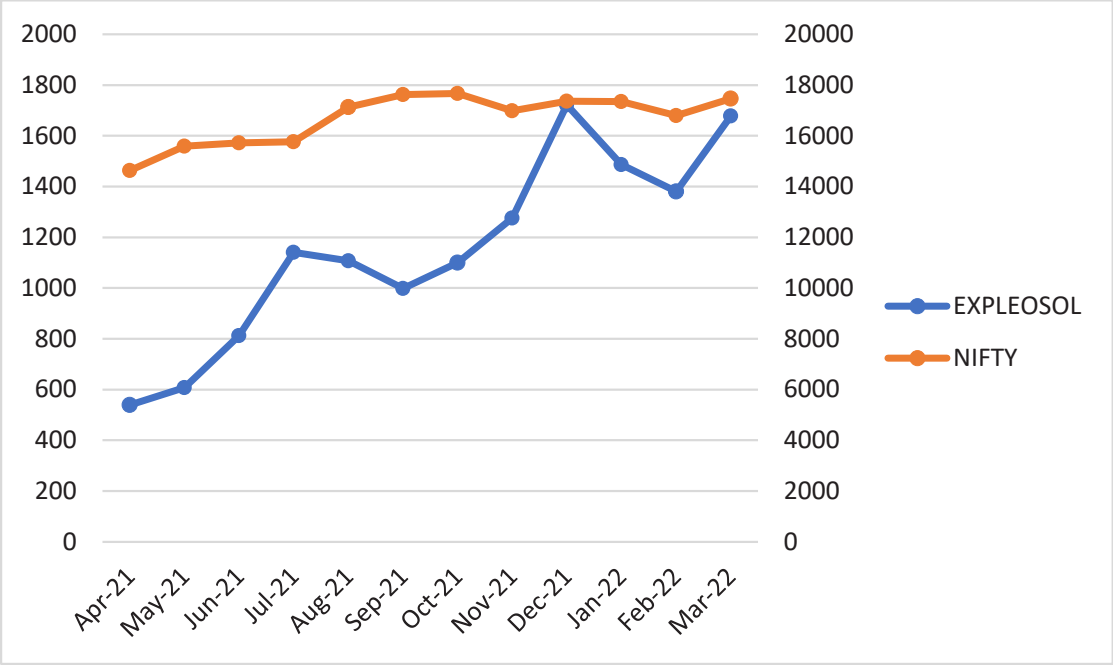
The closing market price of equity shares on March 31, 2022 (last trading day of the year) was Rs.1678.65 on NSE and Rs.1684.80 on BSE.

VII. Monthly share price movement during 2021-22 at NSE & BSE:

The monthly movement of equity share prices during the year at NSE and BSE are summarised herein below:

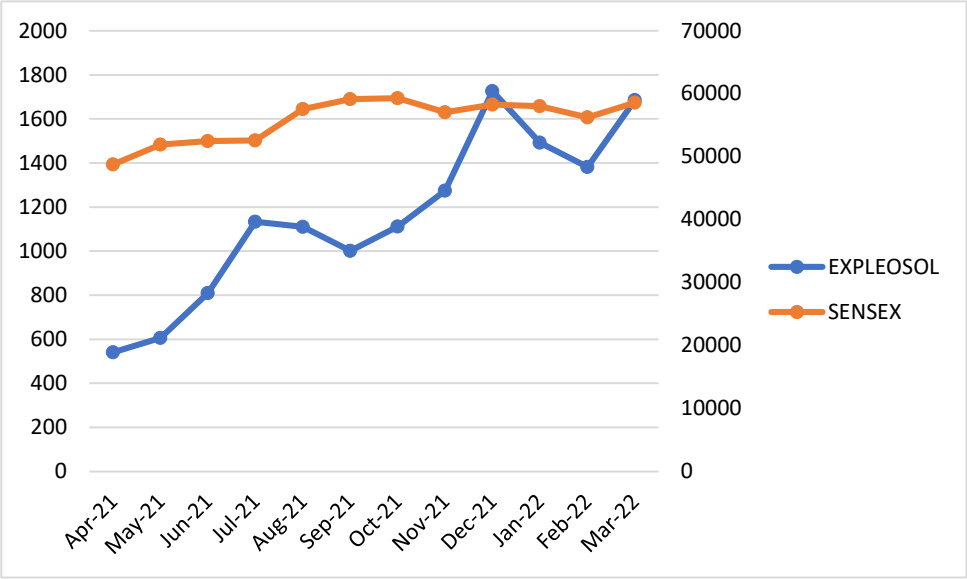
MONTH	NSE			BSE		
	HIGH (Rs.)	LOW (Rs.)	VOLUME	HIGH (Rs.)	LOW (Rs.)	VOLUME
April, 2021	645.00	513.15	10,88,016	644.00	515.00	1,11,121
May, 2021	731.60	532.50	17,88,877	732.30	529.00	1,92,367
June, 2021	869.80	586.00	17,68,404	868.70	589.40	2,80,726
July, 2021	1,384.00	791.10	25,82,821	1,384.00	791.80	4,84,188
August, 2021	1,245.90	969.40	3,58,958	1,234.00	971.50	75,519
September, 2021	1,173.00	981.10	2,27,000	1,172.00	990.00	22,425
October, 2021	1,182.00	997.85	2,68,418	1,180.15	983.00	32,727
November, 2021	1,439.95	1,045.00	6,90,141	1,443.90	1,040.25	1,14,330
December, 2021	1,848.00	1,225.25	16,31,835	1,851.20	1,223.00	1,99,028
January, 2022	1,874.00	1,418.75	5,99,382	1,874.00	1,422.20	85,953
February, 2022	1,709.95	1,311.00	6,02,165	1,708.00	1,334.80	67,580
March, 2022	1,747.00	1,309.05	6,45,353	1,743.00	1,309.05	65,099
TOTAL			**1,22,51,370**			**17,31,063**

VIII. The performance of the equity share price of the Company vis-à-vis the NIFTY at NSE is as under:



	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22
EXPLEOSOL	539.50	607.80	812.40	1140.35	1107.40	997.70	1099.55	1276.05	1722.15	1486.50	1379.75	1678.65
NIFTY	14631.10	15582.80	15721.50	15763.05	17132.20	17618.15	17671.65	16983.20	17354.05	17339.85	16793.90	17464.75

The performance of the equity share price of the Company vis-à-vis the SENSEX at BSE is as under:



	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22
EXPLEOSOL	540.30	606.70	810.10	1133.25	1110.00	1001.15	1112.15	1274.20	1725.25	1491.50	1381.10	1684.80
SENSEX	48782.36	51937.44	52482.71	52586.84	57552.39	59126.36	59306.93	57064.87	58253.82	58014.17	56247.28	58568.51

IX. Registrar and Share Transfer Agents:

The Registrar & Share Transfer Agent deals with all shareholders communications regarding change of address, transfer of shares, change of mandate, dematerialisation of shares, non-receipt of dividend etc. The address of the Registrar & Share Transfer Agent is as under:

Name and Address of Registrar and Share Transfer Agent	M/s. Cameo Corporate Services Limited Subramanian Building No.1, Club House Road Chennai 600 002
Tel	+91 044-2846 0390 / 044-4002 0700
E-mail ID	investor@cameoindia.com
Website	http://www.cameoindia.com/

X. Share transfer system:

The shares of the Company are compulsorily traded in dematerialised form. There was no request for physical transmission or transposition during the year.

XI. Distribution of shareholding as on March 31, 2022:

Category (Amount based on Rs.10/- nominal value per share)	No. of Shareholders	% of Shareholders	No. of shares held	Amount (Rs.)	% of Amount
Upto 5000	22,374	99.47%	24,28,389	2,42,83,890	23.69%
5001 - 10000	62	0.28%	4,41,603	44,16,030	4.31%
10001 - 20000	37	0.16%	5,16,375	51,63,750	5.04%
20001 - 30000	11	0.05%	2,62,817	26,28,170	2.56%

Category (Amount based on Rs.10/- nominal value per share)	No. of Shareholders	% of Shareholders	No. of shares held	Amount (Rs.)	% of Amount
30001 - 40000	1	0.00%	30,874	3,08,740	0.30%
40001 - 50000	1	0.00%	45,000	4,50,000	0.44%
50001 - 100000	4	0.02%	3,10,357	31,03,570	3.03%
100001 & Above	4	0.02%	62,17,070	6,21,70,700	60.64%
Total	**22,494**	**100.00%**	**1,02,52,485**	**10,25,24,850**	**100.00%**

Shareholding Pattern as on March 31, 2022:

Sl. No	Category	Number of Shares	% of holding
1	Promoters	57,58,804	56.17%
2	Clearing Members	10,230	0.10%
3	Bodies Corporate	8,24,694	8.04%
4	Non-Resident Indians	2,04,866	2.00%
5	Public and Others	34,53,891	33.69%
	Total	**1,02,52,485**	**100.00%**

XII. Dematerialisation of securities and liquidity:

As on March 31, 2022, 1,02,52,481 shares of the Company were held in dematerialised form and four (4) shares were held in physical form. The demat security (ISIN) code for the equity share is INE201K01015.

The promoter and promoter group hold their entire shareholding only in dematerialised form.

XIII. Outstanding GDRs/ADRs/warrants/any other convertible instruments:

The Company has not issued instruments of the captioned type.

XIV. Foreign Exchange Risk and Hedging Activities:

The Company does not have any policy for hedging exchange fluctuations. The Company does not hedge for any future payments / receipts in foreign currency. The Company maintains and operates Exchange Earner's Foreign Currency (EEFC) accounts to handle foreign currency transactions / exposures. Exchange differences on account of conversion of foreign currency transactions are recognised as income / expense, as the case may be, in the financial statements.

XV. Locations:

The Company has three Delivery Centres at Chennai and a Sales office cum Delivery Centre in Mumbai. The Company has branch offices in Belgium, Malaysia, and the Philippines. During the year, the Company has opened a new training centre unit in Coimbatore, India. The addresses of these offices are available on the Company's website.

XVI. Details of Unpaid Dividends:

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund (IEPF) established by the Government. During the financial year 2021-22, an amount of Rs. 1,95,756/- which was lying in the Final Dividend 2013-14 account and an amount of Rs. 1,47,984/- which was lying in the Interim Dividend 2014-15 account of the Company was transferred to the IEPF on completion of seven (7) years.

The last date for claiming unpaid dividend amount before transfer to IEPF account are as under:

Financial Year		Date of Declaration	Last date for claiming unpaid dividend
Final Dividend	2014-15	23-Jul-15	28-Aug-22
Interim Dividend	2015-16	5-Nov-15	11-Dec-22
Final Dividend	2015-16	28-Jul-16	2-Sep-23
Interim Dividend	2016-17	20-Oct-16	25-Nov-23
Final Dividend	2016-17	27-Jul-17	01-Sep-24
Interim Dividend	2017-18	26-Oct-17	01-Dec-24
Final Dividend	2017-18	26-July -18	31-Aug-25

Individual reminders are sent to those Members whose dividends have remained unclaimed. The information on unclaimed dividend is also posted on the website of the Company.

XVII. Address for Correspondence:

S. Sampath Kumar,

Company Secretary and Compliance Officer

Expleo Solutions Limited

6A, Sixth Floor, Prince Infocity-II

283/3, 283/4, Rajiv Gandhi Salai (OMR)

Kandanchavadi, Chennai-600 096

Telephone: +91 44 4392 3200

Fax: +91 44 4392 3258

Website: https://expleosolutions.com e-mail: investor.expleosol@expleogroup.com

Credit Rating – if any : The Company has not issued any debt instrument as on March 31, 2022 and hence not applicable.

13. Other Disclosures:

I. Materially Significant Related Party Transactions:

There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large.

All transactions entered into by the Company with related parties, as defined under the Act and the Listing Regulations, during the financial year 2021-22 were in the ordinary course of business, on arm's length pricing basis, and do not attract the provisions of Section 188 of the Act. The necessary disclosures as required under the Ind AS have been made in the Financial Statements. The Board approved policy on materiality of related party transactions and on dealing with related party transactions is disclosed on the website of the Company at https://expleogroup.com/wp-content/uploads/2022/07/Policy-on-Materiality-of-Related-Party-Transactions.pdf.

II. There were no instances of material non-compliance, and no strictures or penalties were imposed on the Company either by Securities Exchange Board of India (SEBI), Stock Exchanges, or any statutory authorities on any matter related to capital markets during the last three years.

III. Whistle Blower Policy:

The Company has formulated and adopted a Whistle Blower policy. No employee has been denied access to the Audit Committee. The details of establishment of Whistle Blower

Policy are posted on the Company's website. The web link for the same is https://expleogroup.com/wp-content/uploads/2022/07/Whistle-Blower-Policy.pdf.

IV. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all mandatory requirements laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable. The Company has also adopted voluntary requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations relating to the "Separate posts of Chairperson and Chief Executive Officer". Compliance with other non-mandatory requirements is disclosed at appropriate places.

V. Policy for determining Material Subsidiary:

The policy for determining Material Subsidiary of the Company is uploaded on the Company's website. The web link for the same is https://expleogroup.com/wp-content/uploads/2022/07/Policy-for-Determining-Material-Subsidiaries.pdf.

VI. Policy on dealing with Related Party Transactions:

The policy on dealing with Related Party Transactions of the Company is uploaded on the Company's website.

The web link for the same is https://expleogroup.com/wp-content/uploads/2022/07/Policy-on-Materiality-of-Related-Party-Transactions.pdf.

VII. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year - Nil

b. number of complaints disposed off during the financial year - Nil

c. number of complaints pending as at end of the financial year - Nil

VIII. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Expleo Solutions Limited : Mr. Rajesh Krishnamurthy - Director (Non-Executive)

Expleo Services SASU : Mr. Rajesh Krishnamurthy – Chief Executive Officer.

Consolidated Financials : Related Party Transactions :

Particulars	Nature of Relationship	Name of the Related party	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on loan given	Entities under common control	Expleo Services SASU, France	87,66,576	64,36,284

Particulars	Nature of Relationship	Name of the Related party	As on March 31, 2022	As on March 31, 2021
Outstanding Balance of Loan Given	Entities under common control	Expleo Services SASU, France	19,26,76,008	19,56,59,947
Interest Receivable on Loan	Entities under common control	Expleo Services SASU, France	20,78,031	25,43,032

IX. Disclosures with respect to demat suspense account / unclaimed suspense account: Nil.

X. Compliances under SEBI (LODR) Regulations:

The Company regularly complies with the requirements as stipulated under SEBI (LODR) Regulations. The information, certificates, and returns as required under the provisions of SEBI (LODR) Regulations are sent to the stock exchanges within the prescribed timeframe.

The total fees for all the services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part is Rs.38,49,000/. The figure mentioned excludes - out of pocket expenses amounting Rs. 3,18,397/-.

A certificate from a company secretary in practice, stating that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Board or Ministry of Corporate Affairs or any such statutory authority is annexed herewith.

XI. Extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:

i. Reporting of Internal Auditor.

The internal auditor may report directly to the Audit Committee.

ii. No Modified opinion(s) in audit report

The auditors' report on the Ind AS Standalone financial statements of the Company is unmodified.

XII. CEO and CFO Certification:

The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of the Company have certified the annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations.

The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) have certified the quarterly financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

The annual certificate given by the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) is given below followed by the certificate as per Regulation 17(8).

XIII. Disclosure of Compliance with Corporate Governance Requirements specified in Regulations 17 to 27 and Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations:

The Company has complied with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Regulations 17 to 27 and Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company submits a quarterly compliance report on corporate governance signed by the Compliance Officer to the Stock Exchange within twenty-one (21) days from the close of every quarter. Such quarterly compliance reports on corporate governance are also posted on the website of the Company.

Compliance with the Conditions of Corporate Governance has also been certified by the Statutory Auditors of the Company. The said certificate is attached with this report and will be forwarded to the Stock Exchanges along with the Annual Report of the Company.

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Expleo Solutions Limited

1. This certificate is issued with regard to compliance of conditions of Corporate Governance by Expleo Solutions Limited ("the Company") for the year ended March 31, 2022, as stipulated in Regulation 17 to 27, Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations"), pursuant to the Listing Agreement of the Company with the Stock Exchanges.

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management, including preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

3. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable during the year ended March 31, 2022.
8. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

9. This certificate has been issued at the request of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in Writing.

For KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA

PARTNER

Membership Number 127355

UDIN : 22127355AJFDLP5156

Place: Chennai

Date: May 18, 2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members
Expleo Solutions Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Expleo Solutions Limited** having CIN: L64202TN1998PLC066604 and having Registered Office at 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai, Tamil Nadu (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal http://www.mca.gov.in/) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No	DIN	Name of Director	Date of appointment/ re-appointment
1	06771242	Mr. Balaji Viswanathan	01/09/2018 (Re-appointed w.e.f. September 01, 2021)
2	02343860	Mr. Kumar Kothandaraman	17/09/2008 (Re-appointed on 01/04/2019)
3	01584674	Mr. Santhanagopalan Rajagopalan	17/09/2008 (Re-appointed on 01/04/2019)
4	02257381	Mr. Rajiv Kuchhal	21/09/2011 (Re-appointed on 01/04/2019)
5	02864506	Ms. Lilian Jessie Paul	30/10/2014 (Re-appointed on 30/10/2019)
6	05184138	Mr. Ralph Gillessen	09/08/2018
7	06763831	Mr. Ulrich Josef Paul Baumer	27/12/2013 (Re-appointed on 01/04/2019)
8	08288884	Mr. Rajesh Krishnamurthy	01/09/2020 (Appointed as Director (Non-Executive) w.e.f. August 26, 2021)
9	07439819	Mr. Prashant Eknath Bramhankar	01/09/2021 (Appointed as Additional Director (Non-Executive)

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification registers, records and disclosures. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M. Alagar & Associates
Practising Company Secretaries
Firm's Registration No: P2011TN078800

M. Alagar
Managing Partner
FCS No. 7488/CoP No. 8196
UDIN: F007488D000536764

Place: Chennai
Date: June 28, 2022

CEO & CFO Certification

We, Balaji Viswanathan, Managing Director & Chief Executive Officer and Desikan Narayanan, Chief Financial Officer, responsible for the finance function certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:

   1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2022 which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

   1. Significant changes in internal control over financial reporting during the year;

   2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Chennai
Date : May 18, 2022

Balaji Viswanathan
Managing Director & CEO

Desikan Narayanan
Chief Financial Officer

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted the Code of Conduct for its employees including the Directors and Senior Management Personnel. The Code of Conduct is posted on the Company's website.

I confirm that the Company has in respect of the financial year ended March 31, 2022, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, the Senior Management Team means Members of the Management one level below Executive Directors as on March 31, 2022.

Place: Chennai

Date : May 18, 2022

Balaji Viswanathan

Managing Director and CEO

BUSINESS RESPONSIBILITY REPORT AS ON MARCH 31, 2022

Section A: General Information about the Company:

Sl. No.	Particulars	Details
1	Corporate Identity Number (CIN) of the Company	L64202TN1998PLC066604
2	Name of the Company	**Expleo Solutions Limited**
3	Registered address	6A, Sixth Floor, Prince Infocity-II, 283/3, 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai - 600 096
4	Website	https://expleosolutions.com
5	E-mail ID	investor.expleosol@expleogroup.com
6	Financial Year reported	2021-22
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Software Testing Service – NIC Code 62011
8	List three key products / services that the Company manufactures / provides (as in the balance sheet)	Software services involve primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide.
9	Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (Provide details of major 5) (b) Number of National Locations	The Company undertakes business activity in 7 locations. a) There are 3 International locations. They are Belgium, Malaysia, and the Philippines b) There are 4 National locations. They are Chennai – Prince Info-city II, Chennai – MEPZ, Tambaram, Coimbatore, and Mumbai
10	Markets served by the Company - Local / State / National / International	National and International

Section B: Financial details of the Company:

1	Paid-up Capital (INR)	102.52 Millions
2	Total Turnover (INR)	4,045.10 Millions
3	Total profit after taxes (INR)	498.31 Millions
4	Total Spending on Corporate Social Responsibility (CSR) activities, as a percentage of profit after tax (%)	INR 10.04 Millions (2%)
5	List of activities in which expenditure in 4 above has been incurred	Please refer CSR Report for the year - Annexure III of Directors' Report.

Section C: Other details:

1	Does the Company have any Subsidiary Company / Companies?	Yes. The Company has four wholly-owned subsidiaries as of March 31, 2022. (a) Expleo Solutions Pte. Ltd, Singapore (b) Expleo Solutions UK Ltd, UK (c) Expleo Solutions Inc., USA (d) Expleo Solutions FZE, UAE
2	Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Our subsidiaries share our vision and values and are responsible for their business. They pursue responsible business practices which they believe in. The Company's responsibility, practices and reporting are focused in India.
3	Do any other entity / entities (e.g., suppliers, distributors, etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No. The other entities with whom the Company does business do not participate in the BR initiatives of the Company.

Section D: BR Information

1. Details of Director / Directors responsible for BR:

(a) Details of Director / Director responsible for the implementation of the BR policy / policies:

Sl. No.	Particulars	Details
1	DIN Number	06771242
2	Name	Balaji Viswanathan
3	Designation	Managing Director & CEO

(b) Details of the BR head :

Sl. No.	Particulars	Details
1	DIN Number (if applicable)	NA
2	Name	Tangirala Srinivasa Phani
3	Designation	Senior Director – Sales and Client Management
4	Telephone Number	044 4392 3200
5	E-mail ID	phani.tangirala@expleogroup.com

2. Principle wise (as per NVGs) BR Policy / policies: The nine principles are as under:

P1	Businesses should conduct and govern themselves with Ethics, Transparency, and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect, and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of compliance (Reply in Y / N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?*	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50words)**	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy been approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board of Directors?#	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy? ##	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online? $	Please refer note below								
7	Has the policy been formally communicated to all relevant internal and external stakeholders? $$	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in–house structure to implement the policy / policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?@	Y	Y	Y	Y	Y	Y	Y	Y	Y

* While there may not be formal consultation with all stakeholders, the relevant policies have evolved over a period of time by taking inputs from concerned internal stakeholders.

** The policies are framed as per the applicable law and as per ISO certification, wherever applicable, as detailed under Principle 2, point 1.

\# Wherever mandated by the applicable laws, rules and regulations, the policies have been approved by the Board. In other cases, the policy is approved by respective department heads of the Company.

The implementation of the policy is being overseen by the Committee/Director/Official, wherever mandated by the applicable laws, rules, and regulations in force. In other case, the implementation is overseen by the Department heads of the Company.

$ The policies dealing with external stakeholders are available on the website at https://expleogroup.com/expleo-solutions/corporate-governance/ The policies dealing with internal stakeholders are available in a common folder and access of the same is available to all the employees of the Company.

$$ Wherever applicable, the policy has been formally communicated to all relevant internal and external stakeholders from time to time.

@ While the Company has not carried out an independent audit of the policies, the policies are periodically reviewed by the Auditors of respective functions like ISO Auditors, Internal Auditors and Secretarial Auditors, etc.

(b) If the answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options):

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles	–	–	–	–	–	–	–	–	–
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	–	–	–	–	–	–	–	–	–
3	The Company does not have financial or employee resources available for the task	–	–	–	–	–	–	–	–	–
4	It is planned to be done within the next six months	–	–	–	–	–	–	–	–	–
5	It is planned to be done within the next one year	–	–	–	–	–	–	–	–	–
6	Any other reason (please specify)	–	–	–	–	–	–	–	–	–

3. Governance related to BR:

(a) Indicate the frequency with which the Board of Directors, Committee of the Board, or the CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than one year:

Annually

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?

The Company's Business Responsibility Report is a part of the Annual Report. It will be hosted on the website of the Company at https://expleogroup.com/expleo-solutions/financial/. The same is also published on an annual basis.

Section E: Principle-wise performance

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

(1) Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

Yes, the Company has a Business Conduct Guideline, a Code of Conduct, and a Whistle Blower Policy that are extended to subsidiaries and branches. Further, all employees are required to abide by the above policies while dealing with suppliers and contractors.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

   As on March 31, 2022, no complaint was pending against the Company by any stakeholder. The Company has received two complaints from the shareholders of the Company, and the same were resolved during the year.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.

1. Expleo Solutions Limited is engaged in providing technology services - Software Development, Quality Assurance, and Quality Engineering and Digital Solutions to its clients. This ensures error-free software implementations and reduced go-to-market timelines. To ensure quality deliverables, Expleo has the following certifications:

   - ISO 9001:2015 – Expleo Solutions is certified for Standard on Quality Management System and has been holding the certification since 2002.
   - ISO 27001:2013 – Expleo Solutions is certified for Information Security Management system standard and has been holding the certification since 2007.
   - PCI DSS – The cards division of Expleo Solutions is compliant with PCI DSS and has been holding the certification since 2010.
   - SSAE 18 / ISAE 3402 – Expleo Solutions is compliant with SSAE 18/ ISAE 3402 and has been holding a SOC1 - Type II report since 2013.

Being a technology solutions company, the Company's products and services do not involve social or environmental risks. Expleo has a delivery management organization that ensures that the customer interests are protected. There is also an Enterprise Risk Officer who ensures risks are maintained, monitored, and managed.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material, etc.) per unit of product (optional):

   a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?

   b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Since the Company operates in Information Technology Services (IT), no products are manufactured by the Company.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

   a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

      Expleo Solutions Limited offers IT services and does not manufacture any products. Therefore, the Company does not use materials in any production process. However, the Company does follow sustainable sourcing practices through a Strong Business Case Model. Before sourcing any Intellectual Property Right (IPR) or IT asset, the Business Case needs to be approved by the Management. In addition, sourcing of any IT or IT enabled services / equipment is done based on a strong evaluation practice.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

   a) If yes, what steps have been taken to improve the capacity and capability of local and small vendors?

   While the Company engages with multiple suppliers, both local and international, it has always given preference to local suppliers. Proximity to the Company's location is a significant consideration for supplier selection. In addition, wherever feasible, preference is given to MSME vendors.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

   Our Policy for Asset Management and Procedure for Disposal of Information and Media takes care of the disposal of computers, monitors, computer accessories, and other electronic office equipment. The Company hires specialized agencies to carry out e-waste disposal. The Company focuses on optimal use of equipment and encourages reduced use of printing paper, wherever feasible, and usage of HRD rolls across all locations.

Principle 3: Businesses should promote the well-being of all employees.

Sl. No.	Particulars	Details
1	Please indicate the Total number of employees.	Permanent Employees – 1844
2	Please indicate the Total number of employees hired on temporary / contractual / casual basis.	Temporary Employees – 293
3	Please indicate the Number of permanent women employees.	696
4	Please indicate the Number of permanent employees with disabilities	0
5	Do you have an employee association that is recognized by management?	No
6	What percentage of your permanent employees is members of this recognized employee association?	NA

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour / forced labour / involuntary labour	Nil	Nil
2.	Sexual harassment	Nil	Nil
3.	Discriminatory employment	Nil	Nil

8. What percentage of the under-mentioned employees were given safety and skill-upgradation training in the last year?

Safety Training:

(a)	Permanent Employees	100%
(b)	Permanent Women Employees	100%
(c)	Casual / Temporary / Contractual Employees available	100%
(d)	Employees with Disabilities	NA

Skill Upgradation Training:

The details of skill upgradation trainings are as follows:

a) Industry experts/stalwarts from specialized practice areas are invited for guest talks.

- Conducted Monthly "Expert Connect" sessions with industry experts training our employees.

b) Tie-up with a global eLearning provider to upskill high-potential managers on business, technology, and creative skills.

- We have subscribed Coursera Learning Platform for Tech upskilling initiatives where all our employees regularly undergo training and certification.

c) Internal job transfers enable the Company to systematically identify, assess and develop talent towards readiness for specific future needs.

- Internal Job Opportunity Portal (IJOY) for Internal Job Transfer
- International Knowledge Measurement (IKM) Assessment tool to identify employee skills and develop talent

d) Select senior managers are nominated for India's top-rated post-graduate analytics program.

- The Company has not nominated Senior Managers for post-graduate analytics program in the current year.
- However, the Bullet Proof Manager (BPM) Program for Project Managers was conducted by Crestcom.
- We also conducted LEAP (Leadership Enhancement Action Program) for buddy leaders with trainers from Instasoft.

e) Internal publications share insights gained from existing processes by applying analytics to deliver actionable insights.

- Internal Podcast on Yammer
- Balance Score Card (BSC): A BSC defines organizational objectives and goals under four categories - organization, customer, financials, and internal process. The Company tracks and measures the metrics under these categories on a monthly basis.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable, and marginalized.

1. Has the Company mapped its internal and external stakeholders?

Yes

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

   Yes. The Company services enterprise clients and operates on a B2B model. The Company always ensure to engage with stakeholders to assess their requirements and provide timely response to their needs in an effective manner. The major stakeholders, i.e., customers, shareholders, employees, business partners, suppliers, and the society, are identified by the Company and serves each of their requirements.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

   Refer the Corporate Social Responsibility Section under the Directors' Report on page 15 of this Annual Report detailing work done and impact created for the disadvantaged / vulnerable and marginalized people of the Society.

Principle 5: Businesses should respect and promote human rights.

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

   The Policy of the Company covers only the Company.

2. How many stakeholder complaints have been received in the past financial year, and what percent was satisfactorily resolved by the management?

   No such complaints were received during the year.

Principle 6: Business should respect, protect, and make efforts to restore the environment.

1. Does the policy related to Principle 6 cover only the Company or does it extend to the Group / Joint Ventures/ Suppliers / Contractors / NGOs / Others?

   The Company's Guideline for Business Conduct applies to its employees, officers, probationers, trainees, interns, direct/ full-time consultants, contractors, and those who have a direct impact on the Company's reputation through their conduct.

2. Does the Company have strategies / initiatives. to address global environmental issues such as climate change, global warming, etc? Y / N. If yes, please give hyperlink for webpage etc.

   The IT Assets are sourced with Green certified & energy efficient. Our laptops, desktops and data centre equipment are purchased with USFF (Ultra Small Form Factor) which is globally agreed industry standard with low energy consumption. Energy-efficient power and Cooling systems are in place, which deliver an efficiency of 96% to 99% with low power consumption.

3. Does the Company identify and assess potential environmental risks? Y / N

   Yes. The nature of the Company's business does not entail assets or processes with significant environmental footprints and hence, the Company does not have a specific process to identify environmental risks. The Company's nature of work requires us to operate on workstations and hence, the office environment and safety are paramount to us. The Company has instituted a Policy on Health and Safety to govern the same. In addition, there are ongoing initiatives on energy, water, and waste management. Active measures taken by the Company towards energy conservation and carbon footprint reduction include using technology to monitor and control the power consumption of air conditioning and other related equipment, energy efficient light bulbs, technology for switching off computer monitors, and motion sensors for lighting controls.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

   Given the nature of the Company's business, this is not relevant.

5. Has the Company undertaken any other initiatives on-clean technology, energy efficiency, renewable energy, etc. Y / N. If yes, please give hyperlink for web page etc.

   Please refer to the Conservation of Energy Section under Directors' Report on page 12 of this Annual Report.

6. Are the emissions / waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?

   Yes, the waste generated by the Company is within the limits prescribed by the State Pollution Control Board.

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of the Financial Year.

   No show cause / legal notices have been received from CPCB / SPCB during the year.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

   Yes, Expleo Solutions Limited is a member of the NASSCOM association, and our MD and CEO, Mr. Balaji Viswanathan, representing the organization in the India Leadership Council driven by the Economic Times Group.

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes /No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).

   No

Principle 8: Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes, details thereof.

   All the initiatives under the CSR policy are taken up with an intent to create an impact on the people for whose benefit it has been undertaken. The projects are generally carried out for a minimum three-year period with continued support from the Company.

   Expleo's CSR activities are focused on education for the underprivileged and differently abled children to create a more equitable and inclusive society. The Company has set up science centres in government schools and has been promoting science education through programs like "lab on bike." The Company supports high school education of differently-abled children and provides online learning to government school children beyond formal education. The CSR standing committee members and employees regularly visit these projects to assess impact and get feedback that's invaluable in ensuring the success of the project.

2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO/ government structures / any other organization?

   The Company either directly implements CSR initiatives or contributes to NGOs that carry out the activities under Schedule VII of the CSR Rules.

3. Have you done any impact assessment of your initiative?

   Yes. The Company has carried out the impact assessment in the year 2018-19.

4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

   The total amount spent on community development projects during Financial Year 2021-22 through CSR was INR 1,00,30,410/- (Rupees One Crore Thirty Thousand Four Hundred and Ten Only). The details of the project undertaken are given in Annexure III of the Directors' Report on page 28 of this Annual Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

   Yes. Initiatives conducted under CSR are tracked to determine the outcomes achieved and the benefits to the community. Internal tracking mechanisms, periodic reports, follow-up field visits, and telephonic and email communications are regularly carried out. The Company has engaged its employees to drive and monitor CSR activities.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints / consumer cases are pending as on the end of financial year?

   No such complaints have been received during the year.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)

   The Company is in IT Sector, primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide. Hence, this is not applicable.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

   No such cases were filed during the year.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

   Yes. the periodic consumer surveys are conducted, and the rating stands at "Excellent".

For and on behalf of Board of Directors of
Expleo Solutions Limited

Place: Chennai
Date : May 18, 2022

Ralph Franz Gillessen
Chairman & Non-Executive Director
DIN : 05184138

INDEPENDENT AUDITOR'S REPORT

To the Members of Expleo Solutions Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Expleo Solutions Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended and the Notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended, (Ind AS) and with other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be communicated in our report.

	Key Audit Matter Description	Our Response
1.	**Revenue Recognition – Accuracy of recognition of revenue for fixed-price contracts on percentage of completion method involving critical estimates.**	
	The Company derives revenue from software services which involve primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide. Arrangements with customers include fixed-price contracts, revenue whereof is recognised on proportionate completion method on the basisof the work completed.	Our principal procedures included: Assessment of the appropriateness of the Company's revenue recognition policy for fixed-price contracts to ensure that it meets the recognition and measurement principles enumerated in Ind AS 115 including disclosures in the financial statements.

	Key Audit Matter Description	Our Response
	The use of proportionate completion method requires the Company to estimate the efforts or costs expended to date as a proportion to total efforts or costs to be expended. These estimates of efforts or costs to be expended has a high inherent uncertainty which is based on the judgements made by the Management in ascertaining the costs and the efforts required to complete the remaining contractual performance obligations. In view of the same, there is a risk of revenue for the year being misstated due to incorrect recognition of accrued or deferred revenue as a result of using overstated / understated estimates of the costs and efforts to complete the remaining contractual performance obligations. (Refer Note 2(b)(i) and Note 2(c) to the Standalone Financial Statements)	Obtained an understanding of the process and related controls for appropriate recognition of revenue. Evaluating the design and implementation and testing the operating effectiveness of such controls over the revenue recognition and measurement criteria. Tested fixed price contracts to assess whether the revenues recognised to date were appropriate; this work included reviewing stage of completion by reference to post year end data and understanding budget versus actual variances where applicable and the impact on revenue to be recognised by reference to the stage of completion. We performed cut-off testing for a sample of revenue transactions around the period end date, to check that they were recognised in the appropriate period. Assessing the adequacy of the Company's disclosures about the degree of estimation involved in revenue recognition.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, namely the Chairman's Overview, the Performance Highlights – Decade at a glance (on a consolidated basis), the Director's Report including annexures to the Director's Report, the Business Responsibility Report, the Management Discussion and Analysis and the Corporate Governance Report, etc., but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion of the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above, and in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard, other than Directors' Report.

When we read the Directors' Report forming part of the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and review the steps taken by the Management to communicate with those in receipt of the other information, if previously issued, to inform them of the revision.

Responsibilities of the Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and

for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements.

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under section 133 of the Act.

(e) On the basis of the written representations received from the Directors of the Company as on March 31, 2022 taken on record by the Board of Directors, none of the directors of the Company are disqualified as on March 31, 2022, from being appointed as a Director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) According to information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 33 to the Standalone Financial Statements;

   ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented to us that, to the best of their knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clauses (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has neither declared nor paid any dividend during the year and hence the provisions of section 123 of the Act are not applicable.

For KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER

Membership Number 127355

UDIN: 22127355AJEWTU8483

Place : Chennai
Date : May 18, 2022

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the Standalone Financial Statements for the year ended March 31, 2022.

Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2020:

i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) As explained to us, the Company conducts physical verification of property, plant and equipment and right of use assets annually. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company being the registered sale deed and property tax receipts, we report that the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements are held in the name of the Company.

(d) The Company has not revalued any of its property, plant and equipment (including right of use assets) or intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

ii. (a) The Company is in the business of rendering software testing service and does not have any inventory and hence the provisions of sub-clause (ii) (a) of Paragraph 3 of the Order are not applicable to the Company.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, the provisions of sub-clause (ii) (b) of Paragraph 3 of the Order are not applicable to the Company.

iii. The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence, provisions of Paragraph 3(iii) of the Order are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, provisions of Section 186 of the Act in respect of investments made have been complied with by the Company. In our opinion and according to the information and explanations given to us, the Company has not advanced any loans to the persons covered under Section 185 and Section 186 of the Act or given guarantees or granted securities under Section 186 of the Act.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits and hence the provisions of Paragraph 3(v) of the Order are not applicable to the Company.

vi. According to the information and explanations given to us, the maintenance of cost records under sub section (1) of Section 148 of the Act is not applicable to the Company under the Companies (Cost Records and Audit) Rules, 2014.

vii. (a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, and any other statutory dues with the appropriate authorities, wherever applicable and there are no undisputed dues which have remained outstanding as at March 31, 2022, for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us there are no dues outstanding of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess on account of any dispute other than the following:

Sr. No.	Name of the statute	Amount (Rs. in million)	Financial Year (F.Y.) to which the amount relates	Forum where Dispute is Pending
1.	Income Tax Act, 1961	19.33	2008-09	Income Tax Appellate Tribunal
2.	Income Tax Act, 1961	47.04	2009-10	Commissioner of Income Tax (Appeals)
3.	Income Tax Act, 1961	5.04	2011-12	Income Tax Appellate Tribunal
4.	Income Tax Act, 1961	1.57	2012-13	Income Tax Appellate Tribunal
5.	Income Tax Act, 1961	5.70	2013-14	Deputy Commissioner Income Tax
6.	Income Tax Act, 1961	9.67	2014-15	Commissioner of Income Tax (Appeals)
7.	Income Tax Act, 1961	1.70	2015-16	Commissioner of Income Tax (Appeals)
8.	Income Tax Act, 1961	2.95	2016-17	Commissioner of Income Tax (Appeals)
9.	Income Tax Act, 1961	1.35	2017-18	Commissioner of Income Tax
10.	Finance Act, 1994	633.58	2011-12 to 2015-16	The Customs Excise and Service Tax Appellate Tribunal (CESTAT)
11.	Finance Act, 1994	118.50	April 2016 to June 2017	The Customs Excise and Service Tax Appellate Tribunal (CESTAT)

viii. According to the information and explanations given to us and the records examined by us and based on the documents and records produced to us, we have not come across any transactions relating to previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. The Company has not taken any loans or other borrowings from any lender during the year. Hence, the provisions of Paragraph 3(ix) (a) to (f) of the Order are not applicable to the Company.

x. (a) According to the information and explanations given to us, the Company has neither raised money through initial public offer or further public offer (including debt instruments). Hence, the provisions of Paragraph 3(x)(a) of the Order are not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally) during the year. Hence, the provisions of Paragraph 3(x)(b) of the Order are not applicable.

xi. (a) To the best of our knowledge, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Hence, the provisions of Paragraph 3(xii) of the Order are not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with the Directors or persons connected with him and hence the question of commenting on compliance with provisions of Section 192 does not arise.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, the provisions of Paragraph 3(xvi)(a) and (b) of the Order are not applicable.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the provisions of Paragraph 3(xvi) (c) of the Order are not applicable.

(c) The Group does not have any CIC. Hence, the provisions of Paragraph 3(xvi) (d) of the Order are not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the Statutory Auditor during the year. Hence, reporting under Paragraph 3(xviii) of the Order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due

within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanation provided to us and based on our examination of the records of the Company, the Company has fully spent the required amount toward Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act or special account in compliance with the provisions of sub-section (6) of Section 135 of the Act. Hence, the provisions of Paragraph 3(xx)(a) and (b) of the Order are not applicable.

For KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER

Membership Number 127355
UDIN: 22127355AJEWTU8483

Place : Chennai
Date : May 18, 2022

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph 2(f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Standalone Financial Statements for the year ended March 31, 2022.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls with reference to Standalone Financial Statements of **Expleo Solutions Limited** ("the Company") as of March 31, 2022, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of

Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the ICAI.

For KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER

Membership Number 127355
UDIN: 22127355AJEWTU8483

Place : Chennai
Date : May 18, 2022

Standalone Balance Sheet as at March 31, 2022

Rs. In Millions

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	389.46	246.72
Intangible Assets	3	0.67	0.03
Financial Assets			
(i) Investments in Subsidiaries	4	40.15	40.15
(ii) Other Non-Current Financial Assets	5	15.01	19.20
Deferred Tax Assets	6	17.39	16.45
Income Tax Assets (Net)	7	1.03	1.35
Other Non-Current Assets	8	95.16	98.05
Total Non-Current Assets		**558.87**	**421.95**
Current Assets			
Financial Assets			
(i) Trade Receivables	9	1,008.32	722.31
(ii) Cash and Cash Equivalents	10	1,133.62	683.66
(iii) Bank Balances other than (ii) above	11	63.86	327.80
(iv) Other Current Financial Assets	12	83.02	91.95
Other Current Assets	13	64.17	34.25
Total Current Assets		**2,352.99**	**1,859.97**
TOTAL ASSETS		**2,911.86**	**2,281.92**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	14	102.52	102.52
Other Equity	15	1,987.17	1,497.08
Total Equity		**2,089.69**	**1,599.60**
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
(i) Lease liabilities		105.62	50.94
Provisions	16	23.89	17.75
Total Non-Current Liabilities		**129.51**	**68.69**
Current Liabilities			
Financial Liabilities			
(i) Lease liabilities		21.69	14.44
(ii) Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises; and	17	3.77	0.63
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	17	203.25	226.01
(ii) Other Current Financial Liabilities	18	317.04	258.95
Other Current Liabilities	19	59.86	50.47
Provisions	20	8.38	5.98
Current Tax Liabilities (Net)	21	78.67	57.15
Total Current Liabilities		**692.66**	**613.63**
TOTAL EQUITY AND LIABILITIES		**2,911.86**	**2,281.92**
Significant Accounting Policies	2		

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our Report of even date.

Signatures to the Standalone Balance Sheet and Notes to Standalone Financial Statements

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No. 104607W/W100166

For and on behalf of the Board

FARHAD M. BHESANIA	RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Partner	Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
Membership Number 127355	DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Standalone Statement of Profit and Loss for the year ended March 31, 2022

Rs. In Millions

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
INCOME			
Revenue from Operations	22	4,045.10	3,008.94
Other Income	23	23.88	49.36
Total Income		**4,068.98**	**3,058.30**
EXPENSES			
Employee Benefits Expense	24	1,725.03	1,265.36
Finance Cost	25	7.59	10.56
Depreciation and Amortisation Expense	3	79.24	57.83
Other Expenses	26	1,584.49	1,099.52
Total Expenses		**3,396.35**	**2,433.27**
Profit Before Tax		**672.63**	**625.03**
Tax Expense			
Current Tax	6 (b)	172.49	173.27
Deferred Tax Charge/ (Credit)	6 (a)	1.83	(0.79)
Profit for the Year		**498.31**	**452.55**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plan		(10.98)	(7.31)
Income tax relating to items that will not be reclassified to profit or loss	6 (c)	2.76	1.84
Items that will be reclassified to profit or loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the Year		**490.09**	**447.08**
Earnings per Equity Share (Face value Rs.10/- per share)			
Basic (Rs.)	27	48.60	44.14
Diluted (Rs.)	27	48.60	44.14
Significant Accounting Policies	2		

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our Report of even date

Signatures to the Standalone Statement of Profit & Loss and Notes to Standalone Financial Statements

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No. 104607W/W100166

For and on behalf of the Board

FARHAD M. BHESANIA	RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Partner	Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
Membership Number 127355	DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Standalone Statement of Changes In Equity for the year ended March 31, 2022

(a) Equity Share Capital

Rs. In Millions

Balance as at April 1, 2020	Changes in equity share capital due to Prior period errors	Restated balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
102.52	-	102.52	-	102.52

Rs. In Millions

Balance as at April 1, 2021	Changes in equity share capital due to Prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
102.52	-	102.52	-	102.52

(b) Other Equity

Rs. In Millions

Particulars	Reserves and Surplus				Total
	Capital Redemption Reserve	Employee Stock Compensation Reserve	General Reserve	Retained Earnings	
Balance as at April 1, 2020	**4.61**	**1.31**	**246.09**	**797.99**	**1,050.00**
Profit for the year	-	-	-	452.55	**452.55**
Remeasurement of post employment benefit obligation, net of tax (OCI)	-	-	-	(5.47)	**(5.47)**
Total Comprehensive Income for the Year	**-**	**-**	**-**	**447.08**	**447.08**
Transfer to General Reserve	-	-	-	-	-
Balance as at March 31, 2021	**4.61**	**1.31**	**246.09**	**1,245.07**	**1,497.08**
Profit for the year	-	-	-	498.31	498.31
Remeasurement of post employment benefit obligation, net of tax (OCI)	-	-	-	(8.22)	(8.22)
Total Comprehensive Income for the Year	-	-	-	**490.09**	**490.09**
Transfer to General Reserve	-	-	-	-	-
Balance as at March 31, 2022	**4.61**	**1.31**	**246.09**	**1,735.16**	**1,987.17**

As per our Report of even date

Signatures to the Standalone Statement of Changes in Equity and Notes to Standalone Financial Statements

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No. 104607W/W100166

For and on behalf of the Board

FARHAD M. BHESANIA	RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Partner	Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
Membership Number 127355	**DIN : 05184138**	**DIN : 06771242**		**ICSI Membership No. F3838**
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Standalone Statement of Cash Flows for the year ended March 31, 2022

Rs. In Millions

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
A. Cash flow from operating activities		
Profit before tax	**672.63**	**625.03**
Adjustment for:		
Depreciation and Amortization Expense	79.24	57.83
(Profit) on sale of Property, Plant and Equipment	(1.07)	(0.09)
Unrealized forex exchange loss/(gain) (Net)	5.64	(13.11)
Income on Lease modification	(7.95)	-
Interest income	(11.53)	(11.97)
Finance cost	7.59	9.50
Allowance for credit loss	0.61	-
Unwinding of discount on security deposits	(0.72)	(0.92)
Operating profit before working capital changes	**744.44**	**666.27**
Adjustment for:		
(Increase) in Trade Receivables	(294.73)	(49.27)
Decrease in Non Current Financial Assets	7.39	3.42
Decrease/ (Increase) in Other Current Financial Assets	7.39	(30.93)
(Increase) in Other Current Assets	(30.66)	(12.91)
Decrease in Other Non-Current Assets	2.89	1.60
(Decrease) in Trade Payables	(24.62)	(91.36)
Increase in Other Current Financial Liabilities	48.43	58.56
Increase in Other Current Liabilities	9.39	5.27
Increase in Provisions	8.55	9.28
Cash generated from operations	**478.47**	**559.93**
Direct taxes paid (net of refunds)	(151.70)	(194.34)
Net cash flow from operating activities (A)	**326.77**	**365.59**
B. Cash flow from investing activities		
Investment in bank deposits having maturity greater than 3 months	(399.17)	(752.92)
Proceeds from maturity of Fixed Deposits	663.00	506.55
Payments for Right of Use Assets	(4.96)	-
Payments for purchase of Property, Plant and Equipment and Intangible Assets	(129.91)	(44.81)
Proceeds from sale of Property, Plant and Equipment	1.12	0.09
Interest received on deposit with banks	13.06	10.37
Net cash flow (used in)/ from investing activities (B)	**143.14**	**(280.72)**
C. Cash flow from financing activities		
Lease liability paid	(20.62)	(18.75)
Interest on Lease liability	(6.54)	(9.50)
Net cash flow (used in) financing activities (C)	**(27.16)**	**(28.25)**
Net Increase in cash & cash equivalents (A+B+C)	**442.75**	**56.62**
Effect of changes in exchange rate on cash and cash equivalents	7.21	9.66
Cash & cash equivalents at the beginning of the year	683.66	617.38
Cash and cash equivalents at the end of the year (Refer Note 10)	**1,133.62**	**683.66**

Notes:
1. The above Statement of Cash Flows includes Rs. 10.04 Millions spent (Previous Year: Rs. 8.76 Millions) towards Corporate Social Responsibility (CSR) Activities (Refer Note 36).
2. The above Standalone Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 "Statement of Cash Flows".
3. The accompanying notes form an integral part of the Standalone Financial Statements.

As per our Report of even date.

For KALYANIWALLA & MISTRY LLP **For and on behalf of the Board**

CHARTERED ACCOUNTANTS

Firm Regn. No. 104607W/W100166

FARHAD M. BHESANIA	RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Partner	Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
Membership Number 127355	DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note: 1

Company Overview:

Expleo Solutions Limited ("Expleo Solutions" or "the Company"), incorporated on June 8, 1998 as a private limited company was converted into a public limited company with effect from August 19, 2008. The Company made its Initial Public Offering (IPO) of its Equity Shares on September 24, 2009 (issue open date) and shares under IPO were allotted on October 14, 2009. The Company's shares were listed on the National Stock Exchange of India Limited and BSE Limited with effect from October 26, 2009.

The Company is a subsidiary of Expleo Technology Germany GmbH.

The Company is an India based software service provider primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide. The Company has invested in four wholly owned subsidiaries in Singapore, USA, UK and UAE for market development and service delivery in the respective regions.

The Financial Statements of the Company for year ended March 31, 2022 were authorized for issue in accordance with a resolution of the Board of Directors on May 18, 2022.

Note: 2

Significant Accounting Policies:

a) Basis of preparation of financial statements:

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), the Companies Indian Accounting Standards Rules, 2015, as amended, and other applicable provisions of the Act.

(i) Basis of presentation of financial statements:

The Standalone Balance Sheet, Standalone Statement of Profit and Loss and the Standalone Statement of Changes in Equity have been prepared and presented in the format prescribed in the Division II of Schedule III to the Companies Act, 2013. The Standalone Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. The disclosure requirements with respect to items of the Standalone Balance Sheet and the Standalone Statement of Profit and Loss are presented by way of notes forming part of the Standalone Financial Statements.

The Company has considered a period of twelve months as the operating cycle for classification of assets and liabilities as current and non-current.

(ii) Basis of Measurement

These Standalone Ind AS Financial Statements have been prepared based on accrual and going concern principles following the historical cost convention except for the following financial assets and liabilities which have been measured at fair value:

a. Certain financial assets and liabilities measured at fair value

b. Defined benefit plans - plan assets and share based payments measured at fair value.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

The Standalone Financial Statements include figures pertaining to Head office and Branches/ Places of Business located at Madras Export Processing Zone - Chennai, Belgium, Phillipines and Malaysia. The Australia branch had no transactions and was closed during the previous year and the Company had opened a branch in Phillipines during the previous year.

b) Critical Accounting Estimates:

While preparing these Ind AS compliant Standalone Financial Statements, the management has made certain estimates and assumptions that require subjective & complex judgments. These judgments affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosures of contingent liabilities at the balance

Notes to the Standalone Financial Statements for the year ended March 31, 2022

sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized prospectively.

Judgments, estimates and assumptions are required for:

i) Revenue Recognition:

Revenue from Contracts with Customers:

The Company uses percentage of completion method for its fixed-bid contracts. The use of percentage of completion method requires the Company to estimate the efforts or costs expended to date as a proportion to total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

ii) Determination of the estimated useful lives and residual values of tangible assets:

Useful lives of tangible assets are based on the life prescribed in the Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on management's technical evaluation taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset and past history of replacements. Assumptions are also made, when the Company assesses, whether an asset may be capitalised and which component of the cost of the asset may be capitalised.

The estimation of residual value of the asset is based on the management's judgement about the condition of such asset at the point of sale of asset.

iii) Recognition and measurement of defined benefit obligation:

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, attrition rate and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

iv) Recognition of deferred tax assets:

Deferred Tax Assets and Liabilities are recognised for the future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases and unutilised business loss and depreciation carry forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary difference, depreciation carry forwards and unused tax credits could be utilised.

v) Leave Encashment:

The Company has a policy on the compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

vi) Income Tax:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

vii) Impairment of Investments:

The Company reviews its carrying value of investments in subsidiaries at cost annually, or more frequently when there is an indication

Notes to the Standalone Financial Statements for the year ended March 31, 2022

for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

viii) Expected credit losses on financial assets:

On application of Ind AS 109, the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

ix) Provisions and Contingent Liabilities:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

x) Discounting of long term financial assets/ liabilities:

All financial assets/ liabilities are required to be measured at fair value on initial recognition. In case of financial assets/ liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

c) Revenue Recognition:

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The significant accounting policies related to revenue recognition are as under:

Software service income:

The Company has applied the guidance in Ind AS 115 "Revenue from Contracts with Customers" by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software testing services as distinct performance obligations. The transaction price as allocated to each distinct performance obligation is defined in the contract with the customer. In case of fixed bid contracts, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses and the entity's performance creates an asset with no alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

i. The Company derives revenue from software services which involve primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide. Arrangements with customers are on a fixed-bid or a time-and-material basis.

ii. Revenue in respect of time-and-material contracts is recognized based on time/ efforts spent and/ or billed to clients as per the terms of specific contracts as there is a direct relationship between input and productivity.

iii. Revenue from fixed-bid contract, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Revenues in excess of invoicing are classified as contract assets (which the Company refers to as Unbilled Revenue) while invoicing in excess of revenues are classified as contract liabilities (which the Company refers to as Unearned Revenue).

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

iv. The Company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the rateable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive. Also, when the level of discount varies with increases in levels of revenue transactions, the company recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The Company recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

v. Revenue includes reimbursement of expenses, wherever billed, as per the terms of the contracts.

vi. Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the term of the contract.

vii. The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

viii. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates.

d) Interest Income:

Interest Income is recognised using the effective interest rate method.

e) Dividend Income:

Dividend income is recognized when the right to receive payment is established.

f) Other Income:

Other Income is recognized when the right to receive is established.

g) Government Grants:

Grants from the government are recognised when there is reasonable assurance that:

(i) the Company will comply with the conditions attached to them; and

(ii) the grant will be received.

h) Property, Plant and Equipment:

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing Costs relating to acquisition of qualifying assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation on assets is provided on the straight line method on the basis of useful life which is equal to or lower than the useful life prescribed in Schedule II of the Companies Act, 2013 for all the assets. The useful life is determined on the management's technical evaluation.

Asset description	Useful life (in years)
Building	20 years
Plant and equipment	3 years
Computer equipment	3 years
Furniture and fittings	3 years
Office Equipment	3 years
Vehicles	4 years
Temporary Partitions	Fully Depreciated
Leasehold Rights and Improvements	Tenure of lease period or 10 years whichever is less
Residual Value is considered to be NIL.	

In the view of the management, property, plant and equipment individually costing Rs. 5,000/- or less are depreciated in full in the year of acquisition.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

i) Intangible Assets:

Intangible Assets are stated at costs less accumulated amortization and impairment losses if any. Intangible Assets are amortized over their respective individual estimated useful lives on a straight line basis, from the date they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. If the estimated useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Gain or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss, when the asset is derecognized.

Amortization rates currently applied are as follows:

Asset description	Useful life (in Years)
Intangible Assets - Computer Software	3 years
Intangible Assets - Software tools	5 years
Residual value is considered to be NIL.	

In the view of the management, intangible assets individually costing Rs. 5,000/- or less have a useful life of one year and are hence fully amortised in the year of acquisition.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible assets under development".

j) Financial Instruments:

(i) Initial Recognition:

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

(ii) Subsequent Measurement:

a) Non-derivative financial instruments:

(i) Financial instruments measured at amortized cost:

A financial instrument is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to

Notes to the Standalone Financial Statements for the year ended March 31, 2022

collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

The computation of amortized cost is done using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the Statement of Profit and Loss.

(ii) Financial Assets at fair value through Other Comprehensive Income:

A financial instrument is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on it's business model, for it's investments which are classified as equity instruments, the subsequent changes in fair value are recognized in Other Comprehensive Income.

(iii) Financial Assets at fair value through profit and loss:

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial Liabilities:

Financial Liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(v) Investments in subsidiaries:

Investment in subsidiaries is carried at cost in the separate financial statements.

b) Share Capital:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of ordinary equity shares are recognized as a deduction from equity, net of any tax effects.

c) Derivatives:

Derivatives include foreign currency forward contracts. It is measured at fair value. Fair value of foreign currency forward contracts are determined using the fair value reports provided by the respective banks.

(iii) Derecognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial assets and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(iv) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

k) Impairment:

(i) Financial Assets:

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

(ii) Non-financial assets:

Intangible assets and property, plant and equipment:

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are required to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

l) Fair value of financial instruments:

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Refer to Note 31 in the Financial Statements for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

m) Provisions and Contingencies:

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Onerous Contracts:

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

Contingent Liabilities are disclosed in the notes to accounts. A contingent liability is a possible obligation that arises due to past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but their existence is disclosed in the financial statements.

n) Foreign Currency:

Functional Currency:

The functional currency of the Company is the Indian rupee. These Standalone Financial Statements are presented in Indian rupees.

Transactions and Translations:

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which transaction is settled. Exchange differences on account of conversion of foreign operations are also recognized as income or as expense in the year in which they arise. Revenue and expense items pertaining to foreign operations denominated in foreign currencies are translated into the relevant functional currencies using the monthly weighted average exchange rate of the respective currencies. The gains or losses resulting from such transactions are included in exchange loss/ gain under the head “Other Expenses” or under the head “Other Income” respectively in the Statement of Profit and Loss.

o) Earnings per share:

Basic earnings per equity share are computed by dividing the net profit/(loss) attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share that could have been issued upon conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

p) Income taxes:

Income tax expense comprises of current and deferred income tax. Income tax expense is recognized in the Statement of Profit and Loss for items recognised in the Statement of Profit and Loss. Income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in Other Comprehensive Income (OCI) or in Equity). Current tax items

Notes to the Standalone Financial Statements for the year ended March 31, 2022

are recognised in correlation to the underlying transactions either in OCI or directly in equity.

Current Tax:

Current income tax for current and prior periods (including Minimum Alternate Tax (MAT)) is recognized at the amount expected to be paid to or recovered from the tax authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that have been enacted or substantially enacted, at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognized amounts; and

b) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax:

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future.

The company has adopted lower tax rate as prescribed u/s 115BAA from the FY 20-21 onwards.

q) Employee Benefits:

(i) Short term employee benefits:

Short term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Leave Encashment:

The Company pays leave encashment on short term basis for Onsite employees for the period of leave they are entitled to during their onsite stay.

(ii) Post Employment obligations:

(a) Defined contribution plan:

Employee benefits in the form of Provident Fund/ Social Security payments are defined contribution schemes and contributions made are charged to the Statement of Profit and Loss for the year. The Company has no further obligations under these plans beyond it's periodic contributions. Obligations for contributions to defined contribution plans are expensed as the related service is provided.

(b) Defined benefit plan:

Gratuity:

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering all its eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Liability with regard to the gratuity plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognised immediately in other comprehensive income. Net interest expense/(income) on the net defined liability/(assets) is computed by applying the discount rate, used to measure the net defined liability/(asset). Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

(iii) Long Term Employee Benefits:

The Company's net obligation in respect of long term employee benefits for offshore employees, being long term compensated absences, is the amount of future benefits that employee have earned in return for the service in the current and prior periods. The liability is determined by an independent actuary, using Projected Unit Credit Method. Actuarial gains and losses are recognised immediately as income or expense in the Statement of Profit and Loss. Obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

r) Share based compensation:

The Company recognizes compensation expense relating to share-based payments in net profit using fair value in accordance with Ind AS 102 'Share-Based Payment'. The estimated fair value of awards is charged to income on a straight line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account. The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest.

s) Statement of Cash Flows:

The Statement of Cash Flows has been prepared under the 'Indirect method' as set out in Ind AS 7 'Statement of Cash Flows', whereby profit for the period is adjusted for the effect of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and Cash Equivalents in the Statement of Cash Flows comprise cash at bank and in hand and fixed deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

t) Dividends:

The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

u) Lease:

Where the Company is a lessee:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases", using modified retrospective approach. Accordingly, the comparatives have not been retrospectively restated. The effect of adoption of Ind AS 116 was insignificant.

On transition, the Company has recognised new assets and liabilities for its operating leases of premises.

i) Lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at April 1, 2019.

(ii) Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

(iii) The nature of expenses related to those leases changed from lease rent in previous periods to

Notes to the Standalone Financial Statements for the year ended March 31, 2022

(a) amortization change for the right-to-use asset, and

(b) interest accrued on lease liability.

(iv) The Company used a practical expedient when applying Ind AS 116. It did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application. The lease payments associated with these are recognised as expenses on a straight line basis over the lease term.

v) Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Company's operations predominantly relate to software validation and verification services relating to banking and financial services and insurance industry and accordingly, this is the only primary reportable business segment. The segment sales information is provided on a geographical basis classified as India and the rest of the world.

w) Recent accounting pronouncements - Standards issued but not yet effective:

Through a notification dated March 23, 2022, the Ministry of Corporate Affairs ("MCA") amended the Companies (Indian Accounting Standards) Rules, 2015, namely the Companies (Indian Accounting Standards) Amendment Rules, 2022 which are effective from April 1, 2022. Following are the key amendments:

Ind AS 103 – Reference to Conceptual Framework

The amendments specifiy that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendment clarifies that excess of net sales proceeds of items produced over the cost of testing, if any, shall not be recognised in the Statement of Profit & Loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The Company does not expect the amendment to have any impact in the recognition of its property, plant and equipment in the financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that in respect of onerous contracts, the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) and an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Notes to the Standalone Financial Statements as at March 31, 2022

Note 3: Property, Plant & Equipment and Intangible Assets

Rs. In Millions

Particulars	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	As at April 1, 2021	Additions during the year	Deductions during the year	As at March 31, 2022	Up to March 31, 2021	For the Year	Deductions during the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
a) Property, Plant & Equipment										
Buildings										
- Owned	190.70	2.54	-	193.24	58.10	11.67	-	69.77	123.47	132.60
- Right of Use Assets (Refer Note 3.1)	106.18	140.33	80.94	165.57	46.48	22.16	33.37	35.27	130.30	59.70
Leasehold Improvements	2.37	-	-	2.37	2.36	-	-	2.36	0.01	0.01
Plant and Equipment	14.43	0.56	0.69	14.30	14.25	0.51	0.69	14.07	0.23	0.18
Office Equipment	9.36	7.97	1.09	16.24	6.12	2.46	1.09	7.49	8.75	3.24
Furniture and Fittings	22.82	3.76	3.69	22.89	22.66	0.98	3.69	19.95	2.94	0.16
Computer Equipment	100.99	112.11	18.49	194.61	51.52	38.25	18.44	71.33	123.28	49.47
Vehicles	3.34	-	-	3.34	1.98	0.88	-	2.86	0.48	1.36
Total Property, Plant & Equipment	**450.19**	**267.27**	**104.90**	**612.56**	**203.47**	**76.91**	**57.28**	**223.10**	**389.46**	**246.72**
Previous Year	**412.79**	**42.43**	**5.03**	**450.19**	**153.36**	**55.14**	**5.03**	**203.47**	**246.72**	
b) Intangible Assets										
Computer Software and Tools	21.95	2.97	-	24.92	21.92	2.33	-	24.25	0.67	0.03
Total Intangible Assets	**21.95**	**2.97**	**-**	**24.92**	**21.92**	**2.33**	**-**	**24.25**	**0.67**	**0.03**
Previous Year	**19.57**	**2.38**	**-**	**21.95**	**19.23**	**2.69**	**-**	**21.92**	**0.03**	
TOTAL (a + b)	**472.14**	**270.24**	**104.90**	**637.48**	**225.39**	**79.24**	**57.28**	**247.35**	**390.13**	**246.75**
Total Previous Year (a + b)	**432.36**	**44.81**	**5.03**	**472.14**	**172.59**	**57.83**	**5.03**	**225.39**	**246.75**	

Note 3.1: Buildings includes right-of-use assets of Rs. 165.57 Millions related to leased properties that do not meet the definition of investment property.

Notes to the Standalone Financial Statements as at March 31, 2022

Note 4: Investments in Subsidiaries

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Investments in Equity Instruments (Unquoted)		
In wholly owned subsidiaries (Fully Paid Up):		
100,000 equity shares (Previous Year: 100,000) of SGD 1/- each in Expleo Solutions Pte. Ltd., Singapore	2.66	2.66
3,000 equity shares (Previous Year: 3,000) of USD 0.01/- each in Expleo Solutions Inc., USA	4.62	4.62
350,000 equity shares (Previous Year : 350,000) of GBP 1/- each of Expleo Solutions UK Ltd., UK	24.17	24.17
600 equity shares (Previous Year: 600) of AED 1,000/- each in Expleo Solutions FZE, UAE	8.70	8.70
Total	**40.15**	**40.15**
Aggregate Value of Unquoted Investments	40.15	40.15

Note 5: Other Non Current Financial Assets

Rs. In Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered good		
Fixed Deposits with remaining maturity of more than 12 months (Refer Note 5.1 below)	0.23	0.46
Security Deposits	14.78	18.74
Total	**15.01**	**19.20**

Note 5.1: Under lien with bank towards guarantees issued by them on behalf of the Company.

Note 6: Deferred Tax Assets

a) Movement in Deferred Tax Balances

Rs. In Millions

Particulars	Net Balance as at April 01, 2021	Movement during the year		Net balance as at March 31, 2022
		Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	
Deferred Tax Assets				
Property, Plant and Equipment	5.37	(3.00)	-	2.37
Employee Benefits	11.08	1.02	2.76	14.86
Allowance for expected Credit loss	-*	0.15	-	0.16
Deferred Tax Assets	**16.45**	**(1.83)**	**2.76**	**17.39**

* Denotes an amount less than Rs.5,000/-.

Notes to the Standalone Financial Statements as at March 31, 2022

Note 6: Deferred Tax Assets (Contd.)

Rs. In Millions

Particulars	Net Balance as at April 01, 2020	Movement during the year		Net balance as at March 31, 2021
		Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	
Deferred Tax Assets				
Property, Plant and Equipment	8.14	(2.77)	-	5.37
Employee Benefits	5.68	3.56	1.84	11.08
Allowance for expected Credit loss	-*	-	-	-*
Deferred Tax Assets	**13.82**	**0.79**	**1.84**	**16.45**

*Denotes an amount less than Rs.5,000/-.

b) Amounts recognised in the Statement of Profit and Loss

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current Income Tax		
Current tax expense for current year	172.82	166.69
Current tax expense pertaining to previous years	(0.33)	6.58
	172.49	173.27
Deferred Tax Asset (Net)		
Origination and reversal of Tax on Temporary Differences	1.83	(0.79)
Total Tax expense for the year	**174.32**	**172.48**

c) Amounts recognised in Other Comprehensive Income

Rs. In Millions

Particulars	For the year ended March 31, 2022			For the year ended March 31, 2021		
	Before Tax	Tax (Expense)/ Benefit	Net of Tax	Before Tax	Tax (Expense)/ Benefit	Net of Tax
Remeasurement of Defined Benefit Liability	(10.98)	2.76	(8.22)	(7.31)	1.84	(5.47)
Total	**(10.98)**	**2.76**	**(8.22)**	**(7.31)**	**1.84**	**(5.47)**

Notes to the Standalone Financial Statements as at March 31, 2022

Note 6: Deferred Tax Assets (Contd.)

d) Reconciliation of Income Tax expense and the accounting profit multiplied by India's tax rate

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit Before Tax	**672.63**	**625.03**
Indian statutory income tax rate	25.168%	25.168%
Expected income tax expense	**169.29**	**157.31**
Tax effect of adjustments to reconcile expected Income Tax Expense:		
Tax Effect of Non-Deductible expenses to reported Income Tax Expense	12.12	6.43
Income not chargeable to tax	(9.03)	-
Adjustments recognised in current year in relation to tax of prior years	(0.33)	6.58
Tax Effect of adoption of Low Tax Rate on Deferred Tax	1.49	-
Tax Effect of Deductible Temporary Differences	0.37	2.03
Others	0.41	0.13
Total Income Tax Expense	**174.32**	**172.48**

e) The Company offsets tax assets & liabilities if and only if it has a legally enforceable right to set off current tax assets & current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Significant Management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets.

Note 7: Income Tax Assets (Net)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Advance Tax and Tax Deducted at Source (Net)	1.03	1.35
Total	**1.03**	**1.35**

(Refer Note 6 for Tax Reconciliations)

Note 8: Other Non Current Assets

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Advances	0.23	1.16
Employee Advances	-	1.91
Prepaid Expenses	-	0.05
Balance with Government authorities	98.29	98.29
Less: Provision for Balances with Government authorities	(3.36)	(3.36)
Total	**95.16**	**98.05**

Notes to the Standalone Financial Statements as at March 31, 2022

Note 9: Trade Receivables

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivables Considered Good - Secured	-	-
Trade Receivables Considered Good - Unsecured (Refer Note 9.1 below)	1,008.95	722.33
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit Impaired	-	-
Less: Allowances for Credit Loss	(0.63)	(0.02)
Total	**1,008.32**	**722.31**

Note 9.1: Includes dues from two subsidiaries Rs. 213.79 Millions (Previous Year: Rs. 257.37 Millions) and dues from a Private Company in which a Director of the Company is a Director Rs. 16.24 Millions (Previous Year: Rs. 0.02 Millions) (Refer Note 38).

Note 9.2: Ageing of trade receivables as at March 31, 2022 :

Rs. In Millions

Paticulars	Not due	Outstanding for the following periods from due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed dues – considered good	414.89	582.14	8.94	2.98	-	-	1,008.95
b) Undisputed dues – which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed dues – credit impaired	-	-	-	-	-	-	-
d) Disputed dues – considered good	-	-	-	-	-	-	-
e) Disputed dues – which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed dues – credit impaired	-	-	-	-	-	-	-
Sub total	**414.89**	**582.14**	**8.94**	**2.98**	**-**	**-**	**1,008.95**
Less : Allowances for Doubtful Trade receivables							(0.63)
Total							**1,008.32**
Trade receivables Unbilled							45.02
Total							**1,053.34**

Notes to the Standalone Financial Statements as at March 31, 2022

Note 9: Trade Receivables (Contd.)

Note 9.3: Ageing of trade receivables as at March 31, 2021 : **Rs. In Millions**

Paticulars	Not due	Outstanding for the following periods from due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed dues – considered good	257.96	347.65	116.73	-	-	-	722.33
b) Undisputed dues – which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed dues – credit impaired	-	-	-	-	-	-	-
d) Disputed dues – considered good	-	-	-	-	-	-	-
e) Disputed dues – which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed dues – credit impaired	-	-	-	-	-	-	-
Sub total	**257.96**	**347.65**	**116.73**	**-**	**-**	**-**	**722.33**
Less : Allowances for Doubtful Trade receivables							(0.02)
Total							**722.31**
Trade receivables Unbilled							54.62
Total							**776.93**

Note 10: Cash and Cash Equivalents

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Balances With Banks		
in Current Accounts	843.62	653.60
in Deposit Accounts with original maturity of less than 3 months	290.00	30.06
Cash On Hand*	-	-
Total	**1,133.62**	**683.66**

Note 10.1: There are no repatriation restrictions with regard to Cash and Cash equivalents as at the end of the reporting year and the previous year.

* Denotes an amount less than Rs. 5,000/-.

Notes to the Standalone Financial Statements as at March 31, 2022

Note 11: Other Bank Balances

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Balances With Banks		
Earmarked Balances with Banks - Unclaimed Dividend	1.92	2.26
Deposits with original maturity of more than 3 months but less than 12 months (Refer Note 11.1 below)	61.94	325.54
Total	**63.86**	**327.80**

Note 11.1: Includes deposits under lien with bank guarantee issued by the bank on behalf of the Company Rs. 31.94 Millions (Previous Year: Rs. 5.54 Millions).

Note 11.2: There are no repatriation restrictions with regard to Other Bank balances as at the end of the reporting year and previous year.

Note 12: Other Current Financial Assets

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Security deposits	2.74	0.53
Interest accrued on fixed deposits	0.82	2.36
Export incentive receivables	34.44	34.44
Unbilled Revenue	45.02	54.62
Total	**83.02**	**91.95**

Note 13: Other Current Assets

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Considered Good		
Advances to Vendors	17.50	3.36
Advances to employees and others	8.60	7.35
Balances with Government Authorities	2.79	3.13
Prepaid Expenses	35.28	20.41
Total	**64.17**	**34.25**

Note 14: Equity Share Capital

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
a) Authorised		
12,000,000 Equity Shares of Rs.10/- each	120.00	120.00
	120.00	**120.00**
b) Issued, Subscribed and Paid Up		
10,252,485 (Previous Year: 10,252,485) Equity Shares of Rs.10/- each fully paid up	102.52	102.52
Total	**102.52**	**102.52**

Notes to the Standalone Financial Statements as at March 31, 2022

Note 14: Equity Share Capital (Contd.)

c) Reconciliation of number of shares outstanding at the beginning and end of the year

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rs. In Millions	No. of shares	Rs. In Millions
Equity Shares				
Outstanding at the beginning of the year	10,252,485	102.52	10,252,485	102.52
Issued during the year	-	-	-	-
Total	**10,252,485**	**102.52**	**10,252,485**	**102.52**

d) Shareholding Information

Particulars	As at March 31, 2022	As at March 31, 2021
	No. of shares	No. of shares
Equity Shares are held by		
Expleo Technology Germany GmbH (Holding Company)	5,758,804	5,758,804

e) Rights, preferences and restrictions attached to Equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

f) Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	%	No. of shares	%
Equity Shares				
Expleo Technology Germany GmbH (Holding Company)	5,758,804	56.17%	5,758,804	56.17%

As per the records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

g) Equity Shares Reserved for Issue Under Options

There are no equity shares reserved for issue under options.

Notes to the Standalone Financial Statements as at March 31, 2022

Note 14: Equity Share Capital (Contd.)

h) Disclosure of Shareholding of Promoters

Shares held by promoters as at March 31, 2022

Particulars	As at March 31, 2022		As at March 31, 2021		% of Change during the year
Promoter Name	No. of shares	%	No. of shares	%	
Expleo Technology Germany GmbH	5,758,804	56.17%	5,758,804	56.17%	0.00%

Shares held by promoters as at March 31, 2021

Particulars	As at March 31, 2021		As at March 31, 2020		% of Change during the year
Promoter Name	No. of shares	%	No. of shares	%	
Expleo Technology Germany GmbH	5,758,804	56.17%	5,758,804	56.17%	0.00%

Note 15: Other Equity

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
a) Capital Redemption Reserve (Refer Note 15.1 below)		
Opening Balance	4.61	4.61
Addition during the year	-	-
Closing Balance	4.61	4.61
b) Employee Stock Compensation Reserve (Refer Note 15.2 below)		
Opening Balance	1.31	1.31
Addition during the year	-	-
Closing Balance	1.31	1.31
c) General Reserve (Refer Note 15.3 below)		
Opening Balance	246.09	246.09
Addition during the year	-	-
Closing Balance	246.09	246.09
d) Retained Earnings (Refer Note 15.4 below)		
Opening Balance	1,245.07	797.99
Profit for the year	498.31	452.55
Other Comprehensive Income	(8.22)	(5.47)
Closing Balance	1,735.16	1,245.07
Total	**1,987.17**	**1,497.08**

Notes to the Standalone Financial Statements as at March 31, 2022

Note 15: Other Equity (Contd.)

Note 15.1: Capital Redemption reserve

As per provisions of Section 69 of the Companies Act, 2013, Capital Redemption Reserve is to be created when Company purchases (buy back) it's own shares out of the free reserves for an amount equal to the nominal value of shares (Share Capital extinguished) so purchased. Accordingly, during the Financial year ended March 31, 2020 an amount of Rs. 4.61 Millions , i.e., the share capital extinguished had been transferred from Retained Earnings to Capital Redemption Reserve.

Note 15.2: Employee Stock Compensation Reserve

The Employee Stock Compensation Reserve is used to recognise the grant date fair value of options issued under the Group's Stock Option Plan provided to employees as part of their remuneration.

Note 15.3: General Reserve

The Company had transferred a portion of its net profit to the General Reserve, on a voluntary basis during the previous years.

Note 15.4: Retained Earnings

Retained Earnings are the profits that the Company has earned till date, less any transfers to General Reserve, dividends or other distributions paid to shareholders.

Note 16: Provisions (Non Current)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Employee Benefits		
Compensated Absences	23.89	17.75
Total	**23.89**	**17.75**

Note 17: Trade Payables

Note 17.1: Ageing of Trade payables as at March 31, 2022:

Rs. In Millions

Particulars		Not due	Outstanding for the following periods from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
a)	Undisputed dues - MSME	3.77	-	-	-	-	**3.77**
b)	Undisputed dues - Others	100.58	87.29	-	15.38	-	**203.25**
c)	Disputed Dues - MSME	-	-	-	-	-	**-**
d)	Disputed Dues - Others	-	-	-	-	-	**-**
	Total						**207.02**

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 17: Trade Payables. (Contd.)

Note 17.2: Ageing of Trade payables as at March 31, 2021:

Rs. In Millions

Particulars		Not due	Outstanding for the following periods from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
a)	MSME	0.63	-	-	-	-	**0.63**
b)	Others	21.28	41.06	18.33	118.44	26.90	**226.01**
c)	Disputed Dues - MSME	-	-	-	-	-	**-**
d)	Disputed Dues - Others	-	-	-	-	-	**-**
	Total						**226.64**

Note 17.3: Dues of Micro and Small Enterprises

Disclosure of trade payables and other liabilities is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small & Medium Enterprises Development (MSMED) Act, 2006". There is no amount overdue to Micro & Small Enterprises on account of principal amount together with interest.

Rs. In Millions

Particulars		As at March 31, 2022	As at March 31, 2021
a)	The Principal amount and interest due thereon remaining unpaid to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006).		
	Principal	3.77	0.63
	Interest	-	-
b)	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c)	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
d)	Amount of interest accrued and remaining unpaid at the end of the accounting year; and	-	-
e)	Amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 18: Other Current Financial Liabilities

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Unclaimed dividend (Refer Note 18.1 below)	1.91	2.26
Employee benefits payable	134.09	100.19
Gratuity Liability	26.81	20.31
Liabilities for other expenses	154.23	136.19
Total	**317.04**	**258.95**

Note 18.1: There are no amounts due for payment to the Investor Education and Protection Fund as at the end of the current year and previous year.

Note 19: Other Current Liabilities

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory Dues	51.68	47.70
Unearned Revenue	8.18	2.77
Total	**59.86**	**50.47**

Note 20: Provisions (Current)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Employee Benefits		
Compensated Absences	8.38	5.98
Total	**8.38**	**5.98**

Note 21: Current Tax Liabilities (Net)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Tax (Net)	78.67	57.15
Total	**78.67**	**57.15**

(Refer Note 6 for Tax Reconciliations)

Note 22: Revenue from Operations

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from contracts with customers		
Software services (Refer Note 22.1 below)	4,045.10	3,008.94
Total	**4,045.10**	**3,008.94**

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 22: Revenue from Operations (Contd.)

Note 22.1: Disclosures relating to Revenue from Operations

a) Disaggregation of Revenue

The table below presents disaggregated revenues from contracts with customers for the years ended March 31, 2022 and March 31, 2021 by contract type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of their revenues and cash flows are affected by economic factors.

Revenue based on contract type: **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Fixed Bid	987.82	669.14
Time & Material	3,057.28	2,339.80
Total	**4,045.10**	**3,008.94**

The Company derives its revenue across two categories of contracts - Fixed Bid contracts and Time & Material (T&M) contracts. The Company has identified a single reportable segment namely 'Software Validation and Verification Services' as disclosed in Note 37 to the Standalone Financial Statements. The Company has disclosed revenue generated by geographical market which is provided only as per the specific requirement of Ind AS 108 for a single reportable segment. However, the Company does not assess revenue based on geography and hence there is no disaggregation of revenue disclosed based on geography.

b) The contract liabilities (unearned revenue) primarily relate to the advance consideration received from customers for which revenue is recognised over time. An amount of Rs.2.77 Millions (Previous Year: Rs.0.64 Millions) recognised in contract liabilities as at April 1, 2021 has been recognised as revenue for the year ended March 31, 2022.

c) There is no revenue recognised in the reporting period for performance obligations satisfied in previous periods.

d) Transaction price allocated to the remaining performance obligations

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is Rs.Nil (Previous Year: Rs.94.55 Millions)which is expected to be recognised as revenue in the next year. Remaining performance obligation estimates are subject to change and are affected by several factors, including adjustments for currency.

e) Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis and in the case of fixed bid contracts with an original expected project duration of less than one year.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 22: Revenue from Operations (Contd.)

f) Revenue as per contracted price with the customers — **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from contracts with customers (as per the Statement of Profit and Loss)	4,045.10	3,008.94
Add: Discounts	28.72	89.20
Total	**4,073.82**	**3,098.14**

Note 23: Other Income

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest Income		
On Fixed deposits and others	11.53	11.97
On Other financial assets carried at amortised cost	0.72	0.91
Profit on Sale of Property, Plant & Equipment	1.07	0.09
Rent Concessions	0.03	3.97
Income from Leasehold Property	7.95	-
Net foreign exchange gain	-	32.29
Miscellaneous Income	2.58	0.13
Total	**23.88**	**49.36**

Note 24: Employee Benefits Expense

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	1,592.29	1,160.48
Contribution to provident and other funds (Refer Note 28 (b) (i))	98.41	78.42
Gratuity expense (Refer Note 28 (b) (ii))	16.88	13.91
Staff welfare expense	17.45	12.55
Total	**1,725.03**	**1,265.36**

Note 25: Finance Cost

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on Income Tax	1.05	1.06
Interest on Lease liability	6.54	9.50
Total	**7.59**	**10.56**

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 26: Other Expenses

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Travel and conveyance	37.75	35.85
External Consultant costs	703.86	297.99
Sales commission	1.18	0.96
Onsite service expenses	468.65	536.65
Professional fees	56.14	48.48
Software expenses	104.26	55.55
Rent expenses for Short term and low value leased assets (Refer Note 32)	5.30	3.30
Marketing and selling expenses	39.21	31.05
Repairs & maintenance		
Buildings	22.68	21.70
Plant and machinery	2.91	2.10
Others	10.30	6.68
Power and fuel	11.11	9.92
Rates and taxes	10.55	2.09
Communication expenses	6.28	4.51
Insurance	26.20	10.12
Training and recruitment	44.46	6.31
Corporate Social Responsibility Expense (Refer Note 36)	10.04	8.76
Audit fees (Refer Note 34)	4.17	3.32
Directors sitting fees	1.82	1.40
Commission to Non-Executive directors	6.25	5.75
Net foreign exchange loss	1.28	-
Allowances for credit loss	0.61	-
Miscellaneous expenses	9.48	7.03
Total	**1,584.49**	**1,099.52**

Note 27: Earnings Per Share

a) Basic Earnings Per Share

The calculation of Basic Earnings Per Share is based on profit attributable to equity shareholders and weighted average number of equity shares outstanding.

(i) Profit attributable to equity shareholders (basic)

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit for the year, attributable to equity shareholders of the company	498.31	452.55
Total	**498.31**	**452.55**

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 27: Earnings Per Share (Contd.)

(ii) Weighted average number of equity shares (basic)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Number of equity shares at the beginning of the year	10,252,485	10,252,485
Total weighted average number of equity shares for calculating basic EPS	**10,252,485**	**10,252,485**
Earnings Per Share - Basic (in Rs.) (Face Value Rs.10/- per share)	**48.60**	**44.14**

b) Diluted Earnings Per Share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders and weighted average number of equity shares outstanding after adjustment for the effects of all dilutive potential equity shares.

(i) Profit attributable to equity shareholders (diluted) **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit for the year, attributable to equity shareholders of the Company	498.31	452.55
Total	**498.31**	**452.55**

(ii) Weighted average number of equity shares (diluted)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Weighted average number of equity shares outstanding (basic)	10,252,485	10,252,485
Weighted average number of equity shares for calculating diluted EPS	**10,252,485**	**10,252,485**
Earnings Per Share - Diluted (in Rs.) (Face Value Rs.10/- per share)	**48.60**	**44.14**

Note 28: Disclosure as required under Ind AS 19 - 'Employee Benefits'

a) Compensated Absences

The Company provides for the encashment of leave or leave with pay to offshore employees. The employees are entitled to accumulate leave subject to certain limits, for future availment/ encashment. The liability is provided based on the number of days of unutilised days of leave at each Balance Sheet date on the basis of year-end actuarial valuation using projected unit credit method. The scheme is unfunded.

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Liability at the beginning of the year	23.73	14.45
Leave salary cost accounted for the year (Net)	8.54	9.28
Total liability as at the end of the year	**32.27**	**23.73**

Note 28.1: Refer Note 16 for Long term benefits and Note 20 for Short term benefits.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 28: Disclosure as required under Ind AS 19 - 'Employee Benefits' (Contd.)

b) Post-employment obligations

(i) Defined contribution plan - Provident Fund & Social Security Schemes **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Employer's contribution accounted for the year (includes EDLI Charges and Employer's Contribution to Employee's Pension Scheme, 1995) (Refer Note 24)	98.41	78.42
Total	**98.41**	**78.42**

(ii) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to Life Insurance Corporation of India (LIC) as per New Group Gratuity Cash Accumulation Plan for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority (IRDA) Regulations. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Defined Benefit Plan - Gratuity **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
i) Change in Present Value of Defined Benefit Obligation		
Present Value of Defined Benefit Obligation at the beginning of the year	114.87	94.42
Interest cost	6.02	5.57
Current service cost	16.32	13.69
Benefits paid	(22.41)	(7.70)
Actuarial (Gain)/ Loss on obligations- due to change in demographic assumptions	-	-
Actuarial (Gain)/ Loss on obligations- due to change in financial assumptions	3.14	7.39
Actuarial (Gain)/ Loss on obligations- due to change in experience	9.21	1.50
Present value of obligation as at end of the year	**127.15**	**114.87**
ii) Change in fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	94.56	86.32
Expected return on plan assets	5.45	5.35
Contributions made	21.36	9.03
Benefits paid	(22.41)	(7.70)
Return on plan assets, excluding amounts included in interest (expense)/ income	1.38	1.56
Fair value of plan assets at the end of the year	**100.34**	**94.56**

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 28: Disclosure as required under Ind AS 19 - 'Employee Benefits' (Contd.)

Defined Benefit Plan - Gratuity **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
iii) Amount recognized in the balance sheet		
Present value of the obligation as at end of the year	127.15	114.87
Less: Fair value of plan assets as at end of the year	100.34	94.56
Net obligation as at end of the year	26.81	20.31
Amount recognized in the Balance Sheet	26.81	20.31
Net liability recognized - Current	26.81	20.31
Net liability recognized - Non-current (Refer Note (28.2) (i) below)	-	-
iv) Expenses recognized in the Statement of Profit and Loss for the year		
Current service cost	16.32	13.69
Net Interest on Net Defined benefit obligations	0.56	0.22
Total expense included in employee benefit expenses	**16.88**	**13.91**
v) Recognized in Other comprehensive income for the year		
Actuarial (Gain)/Loss on obligations- due to change in demographic assumptions	-	-
Actuarial (Gain)/Loss on obligations- due to change in financial assumptions	3.14	7.39
Actuarial (Gain)/Loss on obligations- due to change in experience	9.21	1.49
Remeasurement - (return)/loss on plan assets excluding amount included in net interest income	(1.37)	(1.57)
Recognized in Other Comprehensive Income	**10.98**	**7.31**
vi) Actuarial assumptions		
Discount rate - Current	5.85%	5.80%
Expected rate of return on plan assets	5.85%	5.80%
Salary Escalation - Current	10.00%	8.30%
Attrition rate	25.00%	20.00%
vii) Sensitivity Analysis		
The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:		

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 28: Disclosure as required under Ind AS 19 - 'Employee Benefits' (Contd.)

Defined Benefit Plan - Gratuity **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Impact on defined benefit obligation		
Delta effect of +0.5% Change in Rate of discounting	124.78	112.28
Delta effect of -0.5% Change in Rate of discounting	129.60	117.58
Delta effect of +0.5% Change in Rate of Salary Escalation	129.43	117.50
Delta effect of -0.5% Change in Rate of Salary Escalation	124.90	112.31
Delta effect of +0.5% Change in Rate of Employee turnover	126.63	114.48
Delta effect of -0.5% Change in Rate of Employee turnover	127.67	115.27
Methodology adopted for asset liability management (ALM)	Projected Unit Credit Method	Projected Unit Credit Method
Refer Note 28.2 (ii) below		

viii) Maturity profile of defined benefit obligation

The weighted average duration of the defined benefit obligation is 10 years. The expected maturity analysis of gratuity is as follows: **Rs. In Millions**

Projected benefits payable in future years from the date of reporting	For the year ended March 31, 2022	For the year ended March 31, 2021
1st Following year	26.30	19.61
2nd Following year	22.95	17.83
3rd Following year	19.75	16.39
4th Following Year	17.23	14.73
5th Following year	15.33	13.38
Sum of years 6 to 10 years	42.17	42.80

ix) Category of Plan assets

Funds managed by the Insurer	100%	100%

x) Risk exposure

This does not apply to the Company since it invests in the traditional plan of LIC, for which the underlying assets are not known to the policy holders.

Note: 28.2:

(i) The Company has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Company intends to continue to contribute to the defined benefit plans based on short term expected pay-outs in line with the actuary's recommendations.

(ii) **Usefulness & methodology adopted for sensitivity analysis**

Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not to be true on a different count. This only signifies the change in the liability if the difference between the assumed & the actual is not following the parameters of the sensitivity analysis.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 29: Financial Instruments

a) Fair Values and Risk Management

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Rs. In Millions

As at March 31, 2022	Carrying Amount				Fair Value			
	Fair value through profit or loss	Fair Value through Other Comprehensive Income	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:								
Security deposits - Non - Current	-	-	14.78	14.78	-	14.48	-	14.48
Other Non - Current financial assets	-	-	0.23	0.23	-	-	-	-
Trade receivables	-	-	1,008.32	1,008.32	-	-	-	-
Cash and cash equivalents	-	-	1,133.62	1,133.62	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	63.86	63.86	-	-	-	-
Security Deposits - Current	-	-	2.74	2.74	-	-	-	-
Interest accrued on fixed deposits	-	-	0.82	0.82	-	-	-	-
Export Incentive Receivable	-	-	34.44	34.44	-	-	-	-
Unbilled Revenue	-	-	45.02	45.02	-	-	-	-
Total	**-**	**-**	**2,303.83**	**2,303.83**	**-**	**14.48**	**-**	**14.48**
Financial Liabilities:								
Lease Liability - Non-Current	-	-	105.62	105.62	-	-	-	-
Lease Liability - Current	-	-	21.69	21.69	-	-	-	-
Trade Payables	-	-	207.02	207.02	-	-	-	-
Other Current financial liabilities	-	-	317.04	317.04	-	-	-	-
Total	**-**	**-**	**651.37**	**651.37**	**-**	**-**	**-**	**-**

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 29: Financial Instruments (Contd.)

Rs. In Millions

As at March 31, 2021	Carrying Amount				Fair Value			
	Fair value through profit or loss	Fair Value through Other Comprehensive Income	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:								
Security deposits - non current	-	-	18.74	18.74	-	19.38	-	19.38
Other non-current financial assets	-	-	0.46	0.46	-	-	-	-
Trade receivables	-	-	722.31	722.31	-	-	-	-
Cash and cash equivalents	-	-	683.66	683.66	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	327.80	327.80	-	-	-	-
Security deposits - current	-	-	0.53	0.53	-	-	-	-
Interest accrued on fixed deposits	-	-	2.36	2.36	-	-	-	-
Export Incentive Receivable	-	-	34.44	34.44	-	-	-	-
Unbilled Revenue	-	-	54.62	54.62	-	-	-	-
Total	**-**	**-**	**1,844.92**	**1,844.92**	**-**	**19.38**	**-**	**19.38**
Financial Liabilities:								
Lease Liability - Non-Current	-	-	50.94	50.94	-	-	-	-
Lease Liability - Current	-	-	14.44	14.44	-	-	-	-
Trade payables	-	-	226.64	226.64	-	-	-	-
Other current financial liabilities	-	-	258.95	258.95	-	-	-	-
Total	**-**	**-**	**550.97**	**550.97**	**-**	**-**	**-**	**-**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers among Level 1, Level 2 and Level 3 during the current year and previous year.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 29: Financial Instruments (Contd.)

b) Measurement of Fair Value

The Company uses Discounted Cash Flow valuation technique (in relation to Fair Value of asset measured at amortised cost) which involves determination of present value of expected receipt/ payment discounted using appropriate discounting rates. The fair value so determined are classified as Level 2.

c) Financial Risk Management

The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit and liquidity, which may impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

(i) Credit Risk

Credit risk is the risk of financial loss arising from counterparty's failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses, both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk of existing customer is controlled by continuous monitoring of the collection trend of each customer on a periodical basis. With respect to a new customer, the Company uses external/ internal sources to assess the potential customer's credit quality.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Credit risk on cash and cash equivalents is limited as the Company generally invests in Fixed deposits with banks having high credit ratings.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 2,303.83 Millions (Previous Year: Rs. 1844.92 Millions) being the total of the carrying amount of trade receivables, cash and cash equivalents, other balances with banks and other financial assets.

Trade Receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each Balance Sheet Date whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience adjusted for forward-looking information. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 29: Financial Instruments (Contd.)

The following table gives the details in respect of the amount and percentage of trade receivables from major customers:

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables from major customers	185.77	257.37
Percentage of Trade Receivables from major customers	18.41%	36.00%

The Company has computed the credit loss allowance based on the Expected Credit Loss model which excludes transactions with its wholly owned subsidiaries.

The movement in the expected credit loss allowance is as follows: **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Balance at beginning of the year	0.02	0.02
Impairment loss provision created	0.61	-
Balance at end of the year	**0.63**	**0.02**

(ii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the Statement of Profit and loss, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of the Company. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD, EURO and GBP against the functional currency of the Company. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 29: Financial Instruments (Contd.)

Exposure in Foreign Currency (FCY) - Unhedged

Particulars	FCY	March 31, 2022		March 31, 2021	
		Amount (FCY in Millions)	Amount (Rs. in Millions)	Amount (FCY in Millions)	Amount (Rs. in Millions)
Trade receivables	GBP	2.32	230.87	2.67	269.34
Trade receivables	USD	2.72	206.16	2.01	148.02
Trade receivables	EUR	2.64	223.64	2.12	182.93
Cash and Cash Equivalents	GBP	0.76	75.73	0.03	2.70
Cash and Cash Equivalents	USD	1.31	99.50	3.30	242.79
Cash and Cash Equivalents	EUR	6.72	568.62	3.60	310.11
Other Current Financial Assets	USD	0.74	56.35	0.73	54.44
Other Current Financial Assets	EUR	0.10	8.71	0.11	9.39
Trade Payables	USD	0.22	16.91	0.53	38.72
Trade Payables	EUR	0.66	56.04	0.08	6.69
Other Current Financial Liabilities	GBP	-	-	0.01	0.73
Other Current Financial Liabilities	EUR	0.86	72.48	0.87	59.54
Other Current Financial Liabilities	USD	0.06	4.27	0.02	1.50

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Rs. In Millions

Particulars	Impact on profit after tax	
	As at March 31, 2022	As at March 31, 2021
GBP Sensitivity		
INR/GBP - Increased by 5%*	15.33	13.57
INR/GBP - Decreased by 5%*	(15.33)	(13.57)
USD Sensitivity		
INR/USD - Increased by 5%*	17.04	20.25
INR/USD - Decreased by 5%*	(17.04)	(20.25)
EUR Sensitivity		
INR/EUR - Increased by 5%*	33.62	21.81
INR/EUR - Decreased by 5%*	(33.62)	(21.81)

* Holding all other variables constant

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 29: Financial Instruments (Contd.)

b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates to investments which are primarily short-term fixed deposits, which do not expose it to significant interest rate risk.

(iii) Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Rs. In Millions

As at March 31, 2022	Carrying amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non-Current						
Lease Liability	105.62	105.62	-	16.71	60.64	28.27
Current						
Trade Payables	207.02	207.02	207.02	-	-	-
Lease Liabilities	21.69	21.69	21.69	-	-	-
Other Current Financial Liabilities - Others	317.04	317.04	317.04	-	-	-

The following are the remaining contractual maturities of financial liabilities:

Rs. In Millions

As at March 31, 2021	Carrying amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non-Current						
Lease Liability	50.94	50.94	-	15.38	35.56	-
Current						
Trade Payables	226.64	226.64	226.64	-	-	-
Lease Liabilities	14.44	14.44	14.44	-	-	-
Other Current Financial Liabilities - Others	258.95	258.95	258.95	-	-	-

Note 30: Capital Management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders. The Company is not subject to any externally imposed capital requirements.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 31: Assets pledged as security

The Company has bank guarantee facilities with banks which are secured by Fixed deposits (Previous year secured by Fixed deposits). There is no outstanding amount due on this account as at the end of the current year and the previous year.

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Current Financial Assets		
First Charge		
Current Assets - Fixed Deposits with Banks	50.00	10.00
Total assets pledged as security	**50.00**	**10.00**

Note 32: Disclosure required under Ind AS 116 "Leases"

The Company has entered into operating leases on its office buildings. These leases have terms of 3 to 6 years. Future minimum contractual rentals payable under non-cancellable operating leases as at March 31, 2022 is Rs.127.31 Millions (Previous Year: Rs.65.38 Millions).

The Company used a practical expedient, and did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application. The Lease payments associated with these amounting to Rs.5.30 Millions (Previous Year: Rs.3.30 Millions) are recognised as expenses on a straight line basis over the lease term.

The movement in Lease Liabilities during the years ended March 31 is as follows:

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Liability as at March 31, 2021	65.38	84.13
Additions towards new lease properties	135.37	-
Deletions of Lease liability during the year	(52.83)	-
Interest expenses	6.54	9.50
Payment of Lease Liabilities	(27.15)	(28.25)
Liability as at March 31, 2022	**127.31**	**65.38**

The Lease Liabilities as at March 31, 2022 amounting to Rs.127.31 Millions (Previous Year: Rs.65.38 Millions) comprises of Non-Current Lease liabilities of Rs.105.62 Millions (Previous Year: Rs.50.94 Millions) and current lease liability of Rs.21.69 Millions (Previous Year: Rs.14.44 Millions). The contractual maturities of lease liabilities as of March 31, 2022 is disclosed in Note 29.

The incremental borrowing rates derived by a valuer, on the basis of the borrowing rate for each lease contract for the remaining life of the lease contract, adjusted with the credit profile of the Company, are used for each of the office buildings separately and the average lessee's incremental borrowing rate applied to lease liabilities recognised in the balance sheet at the date of initial application ranges from 4.56% to 12.59%.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 33: Contingent Liabilities and Commitments

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
a) Contingent Liabilities		
(i) Claims against the Company not acknowledged as debt :		
Service Tax related matters	786.38	786.38
Income Tax related matters	119.82	118.71
(ii) Guarantees		
Counter Guarantees issued to the bank	11.66	5.80
b) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	18.67	11.61

The Service Tax Authorities had made a demand for Rs.329.14 Millions along with interest and penalty for an equivalent amount, towards tax leviable for certain services rendered by the Company for the period April, 2011 to March, 2016. The Service Tax Authorities had also made a demand for Rs.126.90 Millions along with interest and penalty of Rs.1.2 Millions towards tax leviable for certain services rendered by the Company for the period April, 2016 to June, 2017. The Company has filed an appeal before the Central Excise and Service Tax Appellate Tribunal (CESTAT) for both the demands and the Management expects it's position to be upheld by the Authorities in respect of both the demands.

Contingent liabilities include demand from the Income tax authorities for payment of additional tax of Rs.157.69 Millions (Previous Year: Rs. 156.70 Millions) for the fiscal years 2008-09, 2009-10, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18. The tax demand is mainly on account of disallowance of a portion of the deduction claimed by the Company under Section 10A/10AA of the Income Tax Act and also other expenses disallowed. The Company has filed appeals before CIT (Appeals), ITAT and Madras High Court. The Company has also paid an amount of Rs.73.99 Millions (after adjusting the refund of Rs.13.36 Millions related to earlier years), towards the outstanding demand (under protest). The Management believes that its position in respect of all the years will be upheld by the Authorities.

During the FY 20-21 the Company has made an additional tax provison of Rs.6.58 Millions for the FY 2009-10 and also has made a payment under protest for the FY 2009-10 amounting to Rs.27.90 Millions only for the issue pertaining to S. 10A of the Income Tax Act, 1961. The Company after discusson with the management and the tax consultants decided to make the payment under protest for the S. 10 A issue alone for the FY 2009-10 . The Company believes that for the FY 2009-10, other issues will be in favour of the Group. The payment under protest was made to mitigate future interest on the S. 10A issue alone. However, the management has decided to litigate further for the FY 2009-10.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 34: Amount paid to Auditors

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Payments to the Auditors as:		
a) Auditor	1.58	1.45
b) For Other Services	2.27	1.87
c) For Reimbursement of expenses	0.32	-
Total	**4.17**	**3.32**

Note 35: Foreign Exchange Difference

The amount of exchange loss included in the Statement of Profit & Loss is Rs.1.28 Millions (Previous Year: Gain of Rs.32.29 Millions).

Note 36: Corporate Social Responsibility

The Company has spent Rs.10.04 Millions during the current year (Previous Year: Rs.8.76 Millions) as per provisions of Section 135 of the Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities grouped under Note 26 'Other Expenses'.

a) The Gross amount required to be spent by the Company during the year is Rs.10.04 Millions (Previous Year: Rs.8.76 Millions).

b) Amount spent during the year on:

Rs. In Millions

	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Amount of expenditure incurred :		
	(i) Construction/ Acquisition of any Asset	-	-
	(ii) On purposes other than (i) above	10.04	8.76
2	Shortfall at the end of the year	-	-
3	Total of previous year Shortfall	-	-
4	Reasons for shortfall	N.A.	N.A.
5	Nature of CSR activities	Education and Health Care	

Note 37: Segment Information

The Company publishes these Standalone Financial Statements along with the Consolidated Financial Statements. In accordance with the Ind AS 108, Operating Segments, the Company has disclosed the segment information in the Consolidated Financial Statements.

Note 38: Disclosures as required under Ind AS 24 'Related Party Disclosures'

a) Related Parties and their relationship

(i) Ultimate Holding Entities:

Ardian LBO Fund VI B

Assystem SA, France

(ii) Holding Company:

Expleo Technology Germany GmbH

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 38: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

(iii) Subsidiaries:

Name of Subsidiary	Country	% Holding as at March 31, 2022	% Holding as at March 31, 2021
Expleo Solutions Pte. Ltd.	Singapore	100%	100%
Expleo Solutions FZE	United Arab Emirates	100%	100%
Expleo Solutions UK Ltd.	United Kingdom	100%	100%
Expleo Solutions Inc.	United States of America	100%	100%

(iv) Key Management Personnel (KMP):

Ralph Franz Gillessen - Non-Executive Director and Chairman (w.e.f. May 20, 2021)

Prof. K. Kumar - Deputy Chairman & Independent Director

Balaji Viswanathan - Managing Director & CEO

Prof. S. Rajagopalan - Independent Director

Rajiv Kuchhal - Independent Director

Lilian Jessie Paul - Independent Director

Ulrich Bäumer - Independent Director

Rajesh Krishnamurthy - Additional Director (upto August 25, 2021) and Non-Executive Director (w.e.f. August 26, 2021)

Prashant Eknath Bramhankar - Additional Director (Non-Executive) (w.e.f. September 1, 2021)

Desikan Narayanan - Chief Financial Officer (CFO)

Phani Tangirala - Senior Director - Sales and Client Management

(v) Fellow Subsidiaries:

Expleo India Infosystems Private Limited

Expleo Technology Egypt

Expleo Technology UK Limited

Expleo Netherlands B.V.

Expleo Group Austria GmbH

Expleo Technology USA Inc.

(vi) Consolidating Company:

Expleo Group SAS

(vii) Entities under common control:

Expleo Technologies India Private Limited

Expleo South Africa (PTY)

Group Expleo Technology Belgium SPRL

Expleo Services SASU

Expleo France SASU

Expleo Technology Ireland Limited

(viii) Post Employment benefit plan:

Expleo Solutions Employees' Group Gratuity Scheme

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 38: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties: Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Income				
Income from the service rendered	Holding Company	Expleo Technology Germany GmbH	-	16.31
	Subsidiary	Expleo Solutions Pte. Ltd.	84.92	154.43
	Subsidiary	Expleo Solutions UK Ltd.	563.84	582.76
	Subsidiary	Expleo Solutions Inc.	234.83	133.48
	Fellow Subsidiary	Expleo India Infosystems Private Limited	16.26	1.41
	Fellow Subsidiary	Expleo Group Austria GmbH	152.53	173.47
	Entity under common control	Expleo Technologies India Private Limited	2.30	-
	Entity under common control	Expleo South Africa (PTY)	16.78	18.47
	Entity under common control	Expleo Technology Ireland Limited	333.99	245.86
	Entity under common control	Expleo France SASU	24.02	7.81
Expenses				
Managerial remuneration	Key Management Personnel	Balaji Viswanathan	21.75	17.47
	Key Management Personnel	Desikan Narayanan	7.89	7.26
	Key Management Personnel	Phani Tangirala	11.65	10.67
Directors' Sitting Fees and Commission	Key Management Personnel	Prof. K. Kumar	1.77	1.55
	Key Management Personnel	Prof. S. Rajagopalan	1.77	1.55
	Key Management Personnel	Rajiv Kuchhal	1.63	1.39
	Key Management Personnel	Ulrich Bäumer	1.33	1.25
	Key Management Personnel	Lilian Jessie Paul	1.57	1.41

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 38: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties (Contd.): Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Expenses for services rendered	Holding Company	Expleo Technology Germany GmbH	7.61	-
	Subsidiary	Expleo Solutions Pte. Ltd.	72.31	115.17
	Subsidiary	Expleo Solutions FZE	163.14	194.00
	Subsidiary	Expleo Solutions UK Ltd.	135.91	177.55
	Subsidiary	Expleo Solutions Inc.	97.24	49.48
	Fellow Subsidiary	Expleo India Infosystems Private Limited	33.88	6.37
	Fellow Subsidiary	Expleo Technology Egypt	5.85	2.08
	Fellow Subsidiary	Expleo Netherlands B.V.	2.01	0.74
	Entity under common control	Group Expleo Technology Belgium SPRL	91.74	-
	Entity under common control	Expleo Technology Ireland Limited	1.80	-
OtherTransactions				
Contribution paid to the Group Gratuity Scheme	Post employment benefit plan	Expleo Solutions Employees' Group Gratuity Scheme	21.36	9.03
Cost Reimbursement Received	Holding Company	Expleo Technology Germany GmbH	5.84	-
	Fellow Subsidiary	Expleo India Infosystems Private Limited	-	0.04
	Fellow Subsidiary	Expleo Technology UK Limited	8.65	-
	Fellow Subsidiary	Expleo Group Austria GmbH	19.56	1.39
	Fellow Subsidiary	Expleo Technology USA Inc.	2.70	-
	Entity under common control	Expleo Technology Ireland Limited	9.72	0.03
Cost Reimbursement Paid	Subsidiary	Expleo Solutions UK Ltd.	167.93	121.54
	Subsidiary	Expleo Solutions Inc.	20.34	20.57
	Fellow Subsidiary	Expleo India Infosystems Private Limited	1.21	1.44
	Fellow Subsidiary	Expleo Technology Egypt	-	0.02
	Entity under common control	Expleo Technologies India Private Limited	0.48	1.94

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 38: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties (Contd.):

Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	For the year ended March 31, 2022	For the year ended March 31, 2021
	Entity under common control	Group Expleo Technology Belgium SPRL	21.99	-
	Entity under common control	Expleo Services SASU	7.85	2.58
	Entity under common control	Expleo France SASU	41.25	26.02

Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	As at March 31, 2022	As at March 31, 2021
Outstanding Balances				
Amounts Receivable from	Holding Company	Expleo Technology Germany GmbH	24.92	-
	Subsidiary	Expleo Solutions UK Ltd.	186.00	257.37
	Subsidiary	Expleo Solutions Inc.	27.78	-
	Fellow Subsidiary	Expleo India Infosystems Private Limited	16.24	0.02
	Fellow Subsidiary	Expleo Group Austria GmbH	52.44	42.59
	Entity under common control	Expleo Technologies India Private Limited	2.19	-
	Entity under common control	Expleo South Africa (PTY)	4.55	5.52
	Entity under common control	Expleo France SASU	9.01	2.96
	Entity under common control	Expleo Technology Ireland Limited	37.69	47.57
Amounts Payable to	Subsidiary	Expleo Solutions Pte. Ltd.	14.15	97.74
	Subsidiary	Expleo Solutions FZE	87.11	76.52
	Subsidiary	Expleo Solutions Inc.	-	29.77
	Fellow Subsidiary	Expleo India Infosystems Private Limited	11.98	2.44
	Fellow Subsidiary	Expleo Technology Egypt	5.87	2.10
	Fellow Subsidiary	Expleo Netherlands B.V.	0.22	-
	Fellow Subsidiary	Expleo Technology UK Limited	0.96	-
	Entity under common control	Group Expleo Technology Belgium SPRL	42.12	-
	Entity under common control	Expleo Services SASU	6.76	-

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 38: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties (Contd.): Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	As at March 31, 2022	As at March 31, 2021
	Entity under common control	Expleo France SASU	3.31	3.95
	Entity under common control	Expleo Technologies India Private Limited	-	0.18
	Post employment benefit plan	Expleo Solutions Employees' Group Gratuity Scheme	26.81	20.31
Provision for expenses	Key Management Personnel	Balaji Viswanathan	3.77	2.82
	Key Management Personnel	Desikan Narayanan	1.77	1.26
	Key Management Personnel	Phani Tangirala	1.04	0.56
	Key Management Personnel	Prof. K. Kumar	1.25	1.15
	Key Management Personnel	Prof. S. Rajagopalan	1.25	1.15
	Key Management Personnel	Rajiv Kuchhal	1.25	1.15
	Key Management Personnel	Ulrich Bäumer	1.25	1.15
	Key Management Personnel	Lilian Jessie Paul	1.25	1.15
Investments	Subsidiary	Expleo Solutions Pte. Ltd.	2.66	2.66
	Subsidiary	Expleo Solutions FZE	8.70	8.70
	Subsidiary	Expleo Solutions UK Ltd.	24.17	24.17
	Subsidiary	Expleo Solutions Inc.	4.62	4.62

Details of Compensation paid to Key Management Personnel (KMP) Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Employee benefit expenses	Key Management Personnel	Short term benefits	41.29	35.40
		Post employment benefits*	-	-
		Other Long Term benefits	-	-
		Share based payments	-	-
		Total	**41.29**	**35.40**

* Remuneration to Key Managerial Personnel does not include charge for gratuity and compensated absences, as employee-wise breakup is not available.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 39: Merger

The Board of Directors of the Company at their meeting held on July 9, 2021, considered and approved the scheme of amalgamation involving, Expleo India Infosystems Private Limited (EIIPL) and its Subsidiaries (Transferor Companies) with Expleo Solutions Limited (Transferee Company), subject to approval by the Regulatory authorities, the Shareholders and National Company Law Tribunal (NCLT).

Note 40: Asset Purchase

The Board of Directors of the Company at their meeting held on March 25, 2022, has approved the definitive agreements to be entered with Lucid Technologies and Solutions Private Limited and its subsidiary Lucid Technologies and Solutions LLC ("Lucid") towards purchase of their specific assets i.e. Intellectual Property ("IP") and Technical Knowhow in India and Customer Contracts in US. The definitive agreements are executed with effective date as April 01, 2022.

Note 41: Additional Regulatory requirements

S No.	Ratios	Numerator	Denominator	Current Year	Previous Year
a)	Current Ratio	Total Current assets	Total Current Liabilities	3.40	3.03
b)	Debt-Equity Ratio	Debt consists of lease liabilities	Total equity	-	-
c)	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	21.56	18.44
d)	Return on Equity Ratio	Profit for the year	Average total equity	0.27	0.34
e)	Trade Receivables turnover ratio	Revenue from Operations	Average Trade receivables	4.67	4.40
f)	Trade payables turnover ratio	Cost of equipment and software licences + Other expenses	Average Trade payables	7.31	4.21
g)	Net capital turnover ratio	Revenue from Operations	Average working capital (i.e. Total current assets less Total current liabilities)	2.78	2.91
h)	Net profit ratio (in %)	Profit for the year	Revenue from Operations	12.12%	14.86%
i)	Return on Capital employed (in %)	Profit before tax and Finance costs	Capital employed = Networth+ Lease liabilities - Deferred tax Assets	30.68%	38.17%
j)	Return on investment (in %)	Income generated from invested funds	Average Invested funds Income in treasury Investments	0%	0%

Foot Note: Reason for variance (exceeding 25%)

i) Trade payables turnover ratio - The increasing in trade payable for FY 21-22, is on account of external consultant cost, Capex and others.

Notes to the Standalone Financial Statements for the year ended March 31, 2022

Note 42 : Disclosure made in terms of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Rs. In Millions

Particulars	Name of the Company	Amount outstanding as on March 31, 2022	Maximum amount of outstanding during the year
a) Loans and advances			
i) Loans and advances in nature of loans made to Subsidiary Company	None	Nil	Nil
ii) Loans and advances in nature of loans made to Associate Company	None	Nil	Nil
iii) Loans and advances in the nature of loans made to firms/ companies in which directors of the Company are interested	None	Nil	Nil
b) Investment by the loanee in the shares of parent Company and subsidiary Company, when the Company has made a loan or advance in the nature of loan.	None	Nil	Nil

Note 43: Disclosure under section 186(4) of the Companies Act, 2013

Details of investments made are disclosed under Note 4. There are no loans or guarantees given by the Company.

Signatures to the Notes to the Standalone Financial Statements

For and on behalf of the Board

RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Expleo Solutions Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Expleo Solutions Limited** ("the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies ("the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, of the consolidated profit, the consolidated comprehensive income, the consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI"), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter Description	Our Response
1. Revenue Recognition – Accuracy of recognition of revenue for fixed-price contracts on percentage of completion method involving critical estimates.	
The Group derives revenue from software services which involve primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide. Arrangements with customers include fixed-price contracts, revenue whereof is recognised on proportionate completion method on the basis of the work completed.	Our principal procedures included: Assessment of the appropriateness of the Group's revenue recognition policy for fixed-price contracts to ensure that it meets the recognition and measurement principles enumerated in Ind AS 115 including disclosures in the financial statements. Obtained an understanding of the process and related controls for appropriate recognition of revenue. Evaluating the design and implementation and testing the operating effectiveness of such controls over the revenue recognition and measurement criteria.

Key Audit Matter Description	Our Response
The use of proportionate completion method requires the Group to estimate the efforts or costs expended to date as a proportion to total efforts or costs to be expended. These estimates of efforts or costs to be expended has a high inherent uncertainty which is based on the judgements made by the Management in ascertaining the costs and the efforts required to complete the remaining contractual performance obligations. In view of the same, there is a risk of revenue for the year being misstated due to incorrect recognition of accrued or deferred revenue as a result of using overstated / understated estimates of the costs and efforts to complete the remaining contractual performance obligations. (Refer Note 2(b)(i) and Note 2(c) to the Consolidated Financial Statements)	Tested fixed price contracts to assess whether the revenues recognised to date were appropriate; this work included reviewing stage of completion by reference to post year end data and understanding budget versus actual variances where applicable and the impact on revenue to be recognised by reference to the stage of completion. We performed cut-off testing for a sample of revenue transactions around the period end date, to check that they were recognised in the appropriate period. Assessing the adequacy of the Group's disclosures about the degree of estimation involved in revenue recognition.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report namely, the Chairman's Overview, the Performance Highlights – Decade at a Glance (on a consolidated basis), the Director's Report including annexures to the Director's Report, the Management Discussion and Analysis, Business Responsibility Report and the Corporate Governance Report etc., but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard, other than Directors' Report.

When we read the Directors' Report forming part of the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and review the steps taken by the Management to communicate with those in receipt of the other information, if previously issued, to inform them of the revision.

Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and

detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financials statements in place and the operating effectiveness of such controls.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

(d) Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the entities included in the Consolidated Financial Statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

(b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

(d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of internal financial controls with reference to financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 34 (a) to the Consolidated Financial Statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

iv. (a) The Management has represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented to us that, to the best of their knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clauses (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has neither declared nor paid any dividend during the year and hence the provisions of section 123 of the Act are not applicable.

With respect to the matters specified in paragraphs 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's Consolidated Financial Statements report, according to the information and explanations given to us, we report that CARO is applicable only to the Holding Company as none of the companies included in the Consolidated Financial Statements are Indian Subsidiaries to whom CARO is applicable. We have not reported any qualification or adverse remark in the CARO report of the Holding Company.

For KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER
Membership Number 127355
UDIN: 22127355AJEWZO7869

Place: Chennai
Date: May 18, 2022

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 2 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Consolidated Financial Statements for the year ended March 31, 2022.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Expleo Solutions Limited** ("the Holding Company"), as at March 31, 2022 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the ICAI.

For KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER
Membership Number 127355
UDIN: 22127355AJEWZO7869

Place: Chennai
Date: May 18, 2022

Consolidated Balance Sheet as at March 31, 2022

Rs. In Millions

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	391.16	248.39
Intangible Assets	3	0.67	0.03
Financial Assets			
(i) Other Non-Current Financial Assets	4	16.09	19.73
Deferred Tax Assets (Net)	5	17.63	16.45
Income Tax Assets (Net)	6	1.56	1.35
Other Non-Current Assets	7	120.21	98.05
Total Non-Current Assets		**547.32**	**384.00**
Current Assets			
Financial Assets			
(i) Trade Receivables	8	975.27	607.70
(ii) Cash and Cash Equivalents	9	1,494.75	983.22
(iii) Bank Balances other than (ii) above	10	63.86	327.80
(iv) Loans	11	192.68	195.66
(v) Other Current Financial Assets	12	98.07	104.27
Other Current Assets	13	71.81	40.61
Total Current Assets		**2,896.44**	**2,259.26**
TOTAL ASSETS		**3,443.76**	**2,643.26**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	14	102.52	102.52
Other Equity	15	2,449.46	1,916.11
Equity attributable to Shareholders of the Company		2,551.98	2,018.63
Non-Controlling interests		-	-
Total Equity		**2,551.98**	**2,018.63**
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
(i) Lease Liabilities	16	105.62	50.94
Provisions	17	30.95	24.65
Total Non-Current Liabilities		**136.57**	**75.59**
Current Liabilities			
Financial Liabilities			
(i) Lease Liabilities		21.69	14.44
(ii) Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises; and	18	3.77	0.63
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	18	190.06	53.94
(ii) Other Current Financial Liabilities	19	372.31	323.40
Other Current Liabilities	20	76.05	88.65
Provisions	21	9.73	7.45
Current Tax Liabilities (Net)	22	81.60	60.53
Total Current Liabilities		**755.21**	**549.04**
TOTAL EQUITY AND LIABILITIES		**3,443.76**	**2,643.26**
Significant Accounting Policies	2		

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our Report of even date.

Signatures to the Consolidated Balance Sheet and Notes to Consolidated Financial Statements

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS

Firm Regn. No. 104607W/W100166

For and on behalf of the Board

FARHAD M. BHESANIA	RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Partner	Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
Membership Number 127355	DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Consolidated Statement of Profit and Loss for the year ended March 31, 2022

Rs. In Millions

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from Operations	23	4,045.10	3,008.94
Other Income	24	35.61	54.20
Total Income		**4,080.71**	**3,063.14**
EXPENSES			
Employee Benefits Expense	25	1,948.56	1,570.93
Finance Cost	26	7.59	10.56
Depreciation and Amortisation Expense	3	79.34	58.05
Other Expenses	27	1,323.77	739.54
Total Expenses		**3,359.26**	**2,379.08**
Profit Before Tax		**721.45**	**684.06**
Tax Expense			
Current Tax	5 (b)	180.82	180.44
Deferred Tax	5 (a)	1.59	(0.79)
Profit for the Year		**539.04**	**504.41**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plan		(8.45)	(9.64)
Income tax relating to items that will not be reclassified to profit or loss	5 (c)	2.76	1.84
Items that will be reclassified to profit or loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the Year		**533.35**	**496.61**
Attributable to:			
Owners of the Parent		533.35	496.61
Non-Controlling interests		-	-
Of the Total Comprehensive Income above, Profit for the year attributable to :			
Owners of the Parent		539.04	504.41
Non-Controlling interests		-	-
Of the Total Comprehensive Income above, Comprehensive Income attributable to :			
Owners of the Parent		(5.69)	(7.80)
Non-Controlling interests		-	-
Earnings per Equity Share (Face value Rs.10/- per share)			
Basic (Rs.)	28	52.58	49.20
Diluted (Rs.)	28	52.58	49.20
Significant Accounting Policies	2		

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our Report of even date.

Signatures to the Consolidated Statement of Profit & Loss and Notes to Consolidated Financial Statements

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No. 104607W/W100166

For and on behalf of the Board

FARHAD M. BHESANIA	RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Partner	Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
Membership Number 127355	**DIN : 05184138**	**DIN : 06771242**		**ICSI Membership No. F3838**
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Consolidated Statement of Changes in Equity for the year ended March 31, 2022

(a) Equity Share Capital

Rs. In Millions

Balance as at April 1, 2020	Changes in equity share capital during the year	Changes in equity share capital due to Prior period errors	Restated balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
102.52	-	-	102.52		102.52

Rs. In Millions

Balance as at April 1, 2021	Changes in equity share capital during the year	Changes in equity share capital due to Prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
102.52	-	-	102.52	-	**102.52**

(b) Other Equity

Rs. In Millions

Particulars	Reserves and Surplus				Attributable to owners of the parent	Non-Controlling Interest	Total
	Capital Redemption reserve	Employee Stock Compensation Reserve	General Reserve	Retained Earnings			
Balance as at April 1, 2020	**4.61**	**1.31**	**246.09**	**1,167.49**	**1,419.50**	**-**	**1,419.50**
Profit for the year	-	-	-	504.41	504.41	-	**504.41**
Remeasurement of post employment benefit obligation, net of tax (OCI)	-	-	-	(7.80)	(7.80)	-	**(7.80)**
Total Comprehensive Income for the Year	**-**	**-**	**-**	**496.61**	**496.61**	**-**	**496.61**
Transfer to General Reserves	-	-	-	-	-	-	**-**
Balance as at March 31, 2021	**4.61**	**1.31**	**246.09**	**1,664.10**	**1,916.11**	**-**	**1,916.11**

(b) Other Equity (Contd.)

Rs. In Millions

Particulars	Reserves and Surplus				Attributable to owners of the parent	Non-Controlling Interest	Total
	Capital Redemption reserve	Employee Stock Compensation Reserve	General Reserve	Retained Earnings			
Balance as at March 31, 2021	**4.61**	**1.31**	**246.09**	**1,664.10**	**1,916.11**	**-**	**1,916.11**
Profit for the year	-	-	-	539.04	539.04	-	**539.04**
Remeasurement of post employment benefit obligation, net of tax (OCI)	-	-	-	(5.69)	(5.69)	-	**(5.69)**
Total Comprehensive Income for the Year	**-**	**-**	**-**	**533.35**	**533.35**	**-**	**533.35**
Transfer to General Reserves	-	-	-	-	-	-	**-**
Balance as at March 31, 2022	**4.61**	**1.31**	**246.09**	**2,197.45**	**2,449.46**	**-**	**2,449.46**

As per our Report of even date.
For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No. 104607W/W100166

Signatures to the Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
For and on behalf of the Board

FARHAD M. BHESANIA
Partner
Membership Number 127355
Place : Chennai, India
Date : May 18, 2022

RALPH FRANZ GILLESSEN
Chairman
DIN : 05184138
Place : Chennai, India
Date : May 18, 2022

BALAJI VISWANATHAN
Managing Director & CEO
DIN : 06771242
Place : Chennai, India
Date : May 18, 2022

DESIKAN NARAYANAN
Chief Financial Officer
Place : Chennai, India
Date : May 18, 2022

S. SAMPATH KUMAR
Company Secretary & Compliance Officer
ICSI Membership No. F3838
Place : Chennai, India
Date : May 18, 2022

Consolidated Statement of Cash Flows for the year ended March 31, 2022

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flow from operating activities		
Profit before tax	**721.45**	**684.06**
Adjustment for:		
Depreciation and Amortization Expense	79.34	58.05
Profit on sale of Property, Plant and Equipment	(1.07)	(0.09)
Unrealized forex exchange (gain)/ loss (Net)	5.58	(1.49)
Interest income	(20.30)	(18.41)
Income on lease modification	(7.95)	-
Finance Cost	7.59	9.50
Allowance for credit loss	0.29	0.54
Provision for Doubtful deposits	-	0.69
Unwinding of discount on security deposits	(0.72)	(0.92)
Operating profit before working capital changes	**784.21**	**731.93**
Adjustment for:		
(Increase)/ Decrease in Trade Receivables	(373.16)	176.21
Decrease in Non Current Financial Assets	6.83	2.02
Decrease/ (Increase) in Other Current Financial Assets	4.20	(37.52)
(Increase) in Other Current Assets	(31.90)	(11.31)
(Increase)/ Decrease in Other Non-Current Assets	(22.16)	1.60
Increase/ (Decrease) in Trade Payables	133.69	(67.97)
Increase in Other Current Financial Liabilities	39.18	46.99
(Decrease)/ Increase in Other Current Liabilities	(12.64)	14.07
Increase in Provisions	11.10	9.01
Cash generated from operations	**539.35**	**865.03**
Direct Taxes paid (net of refunds)	(161.01)	(200.62)
Net cash flow from operating activities (A)	**378.34**	**664.41**
B. Cash flow from investing activities		
Investment in bank deposit having maturity greater than 3 months	(399.17)	(752.92)
Proceeds from maturity of Fixed Deposits	663.00	506.55
Loan given to related party	-	(200.06)
Loan repaid by related party	-	46.83
Payments for purchase of Property, Plant and Equipment and Intangible Assets	(130.05)	(44.88)
Payments for Right of Use Assets	(4.96)	-
Proceeds from sale of Property, Plant and Equipment	1.12	0.09
Interest received on deposit with banks/ loan to a related party	22.30	14.28
Net cash flow from/ (used in) investing activities (B)	**152.24**	**(430.11)**
C. Cash flow from financing activities		
Lease liability paid	(20.62)	(18.75)
Interest paid on Lease liability	(6.54)	(9.50)
Net cash flow (used in) financing activities (C)	**(27.16)**	**(28.25)**
Net Increase in Cash & Cash Equivalents (A + B +C)	**503.42**	**206.05**
Effect of changes in exchange rate on Cash and Cash Equivalents	8.11	(12.75)
Cash & Cash Equivalents at the beginning of the year	983.22	789.92
Cash and Cash Equivalents at the end of the year (Refer Note 9)	**1,494.75**	**983.22**

Notes:

1. The above Consolidated Statement of Cash Flows includes Rs. 10.04 Millions spent (Previous Year: Rs. 8.76 Millions) towards Corporate Social Responsibility (CSR) Activities.
2. The above Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 "Statement of Cash Flows".
3. The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our Report of even date.

For KALYANIWALLA & MISTRY LLP **For and on behalf of the Board**

CHARTERED ACCOUNTANTS

Firm Regn. No. 104607W/W100166

FARHAD M. BHESANIA	RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Partner	Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
Membership Number 127355	DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 1

Company Overview:

Expleo Solutions Limited ("Expleo Solutions" or "the Company"), incorporated on June 8, 1998 as a private limited company was converted into a public limited company with effect from August 19, 2008. The Company made its Initial Public Offering (IPO) of it's Equity Shares on September 24, 2009 (issue open date) and shares under IPO were allotted on October 14, 2009. The Company's shares were listed on the National Stock Exchange of India Limited and BSE Limited with effect from October 26, 2009.

The Company is a subsidiary of Expleo Technology Germany GmbH, Germany.

The Company is an India based software service provider primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide. The Company has invested in four wholly owned subsidiaries in Singapore, USA, UK and UAE for market development and service delivery in the respective regions.

Name of Subsidiary	Country of Incorporation	Percentage of ownership
Expleo Solutions Pte. Ltd., Singapore	Singapore	100%
Expleo Solutions UK Ltd., UK	UK	100%
Expleo Solutions Inc., USA	USA	100%
Expleo Solutions FZE, UAE	UAE	100%

Expleo Solutions Limited together with its subsidiaries is hereinafter referred to as "the Group".

The Financial Statements of the Group for year ended March 31, 2022 were authorized for issue in accordance with the resolution of the Board of Directors on May 18, 2022.

Note 2

Significant Accounting Policies:

a) Basis of preparation of financial statements:

These Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant amendment rules issued thereafter.

i) Basis of presentation of financial statements:

The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and the Consolidated Statement of Changes in Equity have been prepared and presented in the format prescribed in the Division II of Schedule III to the Companies Act, 2013. The Consolidated Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 Statement of Cash Flows. The disclosure requirements with respect to items of the Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss are presented by way of notes forming part of the Consolidated Financial Statements.

The Group has considered a period of twelve months as the operating cycle for classification of assets and liabilities as current and non-current.

ii) Principles of consolidation:

The Company consolidates entities which it owns or controls. The Consolidated Financial Statements comprise the financial statements of the Company and its subsidiaries. Control exists when the parent has power over the entity, or is exposed, or has rights, to variable returns from it's involvement with the entity and has the ability to affect those returns by using it's power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The Financial Statements of the Subsidiaries are consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/ transactions and resulting unrealized profits/ losses in full.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

The Consolidated Financial Statements are prepared using uniform accounting policies for transactions and other events in similar circumstances.

The Financial Statements include figures pertaining to the Head Office and Branches/ Places of Business located at Madras Export Processing Zone - Chennai, Belgium, Phillipines, Malaysia and the following wholly owned subsidiaries:

1. Expleo Solutions Pte. Ltd., Singapore
2. Expleo Solutions Inc., USA
3. Expleo Solutions UK Ltd., UK
4. Expleo Solutions FZE, UAE

iii) Basis of Measurement:

These Consolidated Ind AS Financial Statements have been prepared based on accrual and going concern principles following the historical cost convention except for the following financial assets and liabilities which have been measured at fair value:

a. Certain financial assets and liabilities measured at fair value

b. Defined benefit plans - plan assets and share based payments measured at fair value.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

b) Critical Accounting Estimates:

While preparing these Ind AS compliant Consolidated Financial Statements, the management has made certain estimates and assumptions that require subjective & complex judgments. These judgments affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosures of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised prospectively.

Judgments, estimates and assumptions are required for:

i) Revenue Recognition:

The Group uses percentage of completion method for its fixed-bid contracts. The use of percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion to total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

ii) Determination of the estimated useful lives and residual values of tangible assets:

Useful lives of tangible assets are based on the life prescribed in the Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on management's technical evaluation taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset and past history of replacements. Assumptions are also made when the Group assesses whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

The estimation of the residual value of the asset is based on the management's judgment about the condition of such asset at the point of sale of the asset.

iii) Recognition and measurement of the defined benefit obligation:

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

assumptions include discount rate, trends in salary escalation, attrition rate and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

iv) Recognition of deferred tax assets:

Deferred Tax Assets and Liabilities are recognised for the future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases and unutilised business loss and depreciation carry forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary difference, depreciation carry forwards and unused tax credits could be utilised.

v) Leave Encashment:

The Group has a policy on the compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

vi) Income Tax:

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

vii) Expected credit losses on financial assets:

On application of Ind AS 109, the impairment provisions of financial assets are based on assumptions about the risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

viii) Provisions and Contingent Liabilities:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

ix) Discounting of long term financial assets/ liabilities:

All financial assets/ liabilities are required to be measured at fair value on initial recognition. In case of financial assets/ liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

c) Revenue Recognition:

"Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

The significant accounting policies related to revenue recognition are as under :

Software service income:

The Group has applied the guidance in Ind AS 115 'Revenue from Contracts with Customers' by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software testing services as distinct performance obligations. The transaction price as allocated to each distinct performance obligation is defined in the contract with the customer. In the case of fixed bid contracts, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses and the Group's performance creates an asset with no alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

i. The Group derives revenue from software services which involves primarily delivering software validation and verification services to the banking, financial services and insurance industry worldwide. Arrangements with customers are on a fixed bid or a time and material basis.

ii. Revenue in respect of time and material contracts is recognized based on time/ efforts spent and/ or billed to clients as per the terms of specific contracts as there is a direct relationship between input and productivity.

iii. Revenue from fixed bid contracts where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Revenues in excess of invoicing are classified as contract assets (which the Group refers to as Unbilled Revenue) while invoicing in excess of revenues are classified as contract liabilities (which the Group refers to as Unearned Revenue).

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within the contractually agreed credit period.

iv. The Group accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the rateable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive. Also, when the level of discount varies with increases in levels of revenue transactions, the Group recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The Group recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

v. Revenue includes reimbursement of expenses wherever billed as per the terms of the contracts.

vi. Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the term of the contract.

vii. The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

viii. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates.

d) Interest Income:

Interest Income is recognised using the effective interest rate method.

e) Dividend Income:

Dividend income is recognized when the right to receive payment is established.

f) Other Income:

Other Income is recognized when the right to receive is established.

g) Government Grants:

Grants from the government are recognised when there is reasonable assurance that:

(i) the Group will comply with the conditions attached to them; and

(ii) the grant will be received.

h) Property, Plant and Equipment:

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing Costs relating

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

to acquisition of qualifying assets which takes substantial period of time to get ready for it's intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation on assets is provided on the straight line method on the basis of useful life which is equal to or lower than the useful life prescribed in Schedule II of the Companies Act, 2013 for all the assets. The useful life is determined on the management's technical evaluation.

Asset description	Useful life (in years)
Building	20 years
Plant and equipment	3 years
Computer equipment	3 years
Furniture and fittings	3 years
Office Equipment	3 years
Vehicles	4 years
Temporary Partitions	Fully Depreciated
Leasehold Rights and Improvements	Tenure of lease period or 10 years, whichever is less
Residual Value is considered to be NIL.	

In the view of the management, property, plant and equipment individually costing Rs. 5,000/- or less have a useful life of one year and are depreciated in full in the year of acquisition.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less costs to sell.

i) Intangible Assets:

Intangible Assets are stated at cost less accumulated amortization and impairment losses, if any. Intangible Assets are amortized over their respective individual estimated useful lives on a straight line basis, from the date they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as stability of the industry and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. If the estimated useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. The costs which can be capitalized include the cost of material, direct labour and overhead costs that are directly attributable to preparing the asset for it's intended use.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss, when the asset is derecognized.

Amortization rates currently applied are as follows:

Asset description	Useful life (in Years)
Intangible Assets - Computer Software	3 years
Intangible Assets - Software tools	5 years
Residual value is considered to be NIL	

In the view of the management, intangible assets individually costing Rs. 5000/- or less

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

have a useful life of one year and are hence fully amortised in the year of acquisition.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible assets under development".

j) Financial Instruments:

i) Initial Recognition:

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii) Subsequent Measurement:

a) Non-derivative financial instruments:

(i) Financial instruments measured at amortized cost:

A financial instrument is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

The computation of amortized cost is done using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the Statement of Profit and Loss.

(ii) Financial Assets at fair value through Other Comprehensive Income:

A financial instrument is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on it's business model, for it's investments which are classified as equity instruments, the subsequent changes in fair value are recognized in Other Comprehensive Income.

(iii) Financial Assets at fair value through profit and loss:

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial Liabilities:

Financial Liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b) Share Capital:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of ordinary equity shares are recognized as a deduction from equity, net of any tax effects.

c) Derivatives:

Derivatives include foreign currency forward contracts. It is measured at fair value. Fair value of foreign currency forward contracts are determined using the fair value reports provided by the respective banks.

iii) Derecognition of financial instruments:

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial assets and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

when the obligation specified in the contract is discharged or cancelled or expires.

iv) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

k) Impairment:

i) Financial Assets:

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized as an impairment gain or loss in the Statement of Profit and Loss.

ii) Non-financial assets:

Intangible assets and property, plant and equipment:

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are required to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

l) Fair value of financial instruments:

The Group's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data.

If the inputs used to measure the fair value of an asset or a liability fall into different levels

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Refer to Note 30 in the Consolidated Financial Statements for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

m) Provisions and Contingencies:

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Onerous Contracts:

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract.

Contingent Liabilities are disclosed in the notes to the Consolidated Financial Statements. A contingent liability is a possible obligation that arises due to past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

The Group does not recognize a contingent liability but discloses it's existence in the Consolidated Financial Statements.

Contingent assets are not recognised but their existence is disclosed in the Consolidated Financial Statements.

n) Foreign Currency:

Functional and Presentation Currency:

The functional currency of the Group is the Indian rupee. These Consolidated Financial Statements are presented in Indian Rupees.

Transactions and Translations:

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which transaction is settled. Exchange differences on account of conversion of foreign operations are also recognized as income or as expense in the year in which they arise. Revenue and expense items pertaining to foreign operations denominated in foreign currencies are translated into the relevant functional currencies using the monthly weighted average exchange rate of the respective currencies. The gains or losses resulting from such transactions are included in exchange loss/ gain under the head "Other

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Expenses" or under the head "Other Income" respectively in the Statement of Profit and Loss.

o) Earnings per share:

Basic earnings per equity share are computed by dividing the net profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

p) Income taxes:

Income tax expense comprises of current and deferred income tax. Income tax expense is recognized in the Statement of Profit and Loss for items recognized in the Statement of Profit and Loss. Income tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss (either in Other Comprehensive Income (OCI) or in Equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Current Tax:

Current income tax for current and prior periods (including Minimum Alternate Tax (MAT)) is recognized at the amount expected to be paid or recovered from the tax authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that have been enacted or substantially enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

a) has a legally enforceable right to set off the recognized amounts; and

b) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax:

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future.

q) Employee Benefits:

i) Short term employee benefits:

Short term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Leave Encashment:

The Group pays leave encashment on short term basis for onsite employees for the period of leave they are entitled to during their onsite stay.

ii) Post Employment obligations:

(a) Defined contribution plans:

Employee benefits in the form of Provident Fund/ Social Security payments are defined contribution schemes and contributions made are charged to the Statement of Profit and Loss for the year. The Group has no further obligations under these plans beyond it's periodic contributions. Obligations for contributions to defined contribution plans are expensed as the related service is provided.

(b) Defined benefit plans:

Gratuity:

The Group provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group.

Liability with regard to the gratuity plan is determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Group recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability.

Re-measurement of the net defined benefit liability which comprise actuarial gains and losses are recognised immediately in Other Comprehensive Income. Net interest expense / (income) on the net defined liability / (asset) is computed by applying the discount rate, used to measure the net defined liability / (asset). Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

iii) Long Term Employee Benefits:

The Group's net obligation in respect of long term employee benefits for offshore employees, being long term compensated absences is the amount of future benefits that employees have earned in return for the service in the current and prior periods. The liability is determined by an independent actuary, using Projected Unit Control Method. Actuarial gains and losses are recognised immediately as income or expense in the Statement of Profit and Loss. Obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

r) Share based compensation:

The Group recognizes compensation expense relating to share-based payments in net profit using fair value in accordance with Ind AS 102 'Share-Based Payment'. The estimated fair value of awards is charged to income on a straight line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account. The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest.

s) Statement of Cash Flows:

The Statement of Cash Flows has been prepared under the 'Indirect method' as set out in Ind AS 7 'Statement of Cash Flows', whereby profit for the period is adjusted for the effect of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Cash and cash equivalents in the Statement of Cash Flows comprise cash at bank and in hand and fixed deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value.

t) Dividends:

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the respective Company's Board of Directors.

u) Leases:

Where the Group is a lessee:

Effective April 01, 2019, the Group adopted Ind AS 116 "Leases", using modified retrospective approach. Accordingly, the comparatives have not been retrospectively restated. The effect of adoption of Ind AS 116 was insignificant. Previously, the Group recognised operating lease expense on a straight-line basis over the term of the lease.

On transition, the Group has recognised new assets and liabilities for its operating leases of premises.

i) Lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at April 01, 2019.

(ii) Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

(iii) The nature of expenses related to those leases changed from lease rent in previous periods to

(a) amortization charge for the right-to-use asset, and

(b) interest accrued on lease liability.

(iv) The Group used a practical expedient when applying Ind AS 116. The Group did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application. The Lease payments associated with these are recognised as an expense on a straight line basis over the lease term.

v) Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Group operations predominantly relate to software validation and verification services relating to banking, financial services and insurance industry and accordingly, this is the only primary reportable business segment. The segment sales information is provided on a geographical basis classified as India and the rest of the world.

w) Recent accounting pronouncements - Standards issued but not yet effective:

Through a notification dated March 23, 2022, the Ministry of Corporate Affairs ("MCA") amended the Companies (Indian Accounting Standards) Rules, 2015, namely the Companies (Indian Accounting Standards) Amendment Rules, 2022 which are effective from April 1, 2022. Following are the key amendments:

Balance Sheet:

Ind AS 103 – Reference to Conceptual Framework

The amendments specifiy that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendment clarifies that excess of net sales proceeds of items produced over the cost of testing, if any, shall not be recognised in the Statement of Profit & Loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The Company does not expect the amendment to have any impact

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

in the recognition of its property, plant and equipment in the financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that inrespect of onerous contracts, the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) and an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 3: Property, Plant & Equipment and Intangible Assets

Rs. In Millions

Particulars	GROSS BLOCK					DEPRECIATION and AMORTISATION					NET BLOCK	
	As at April 1, 2021	Additions during the year	Deductions during the year	Consolidation Adjustments	As at March 31, 2022	Upto March 31, 2021	For the Year	Deductions during the year	Consolidation Adjustments	As at March 31, 2022	As at March 31, 2022	Upto March 31, 2021
a) Property, Plant & Equipment												
Buildings												
- Owned	190.70	2.54	-	-	193.24	58.10	11.67	-	-	69.77	123.47	132.60
- Right of Use Assets (Refer Note 3.1)	106.18	140.33	80.94	-	165.57	46.48	22.16	33.37	-	35.27	130.30	59.70
Leasehold Improvements	2.37	-	-	-	2.37	2.36	-	-	-	2.36	0.01	0.01
Plant and Equipment	14.43	0.56	0.69	-	14.30	14.25	0.51	0.69	-	14.07	0.23	0.18
Office Equipment	9.78	7.97	1.48	-	16.27	6.57	2.46	1.48	-	7.55	8.72	3.21
Furniture and Fittings	22.82	3.76	3.69	-	22.89	22.66	0.98	3.69	-	19.95	2.94	0.16
Computer Equipment	102.91	112.24	18.49	-	196.66	51.74	38.34	18.44	-	71.64	125.02	51.17
Vehicles	3.34	-	-	-	3.34	1.98	0.89	-	-	2.87	0.47	1.36
Total Property, Plant & Equipment	**452.53**	**267.40**	**105.29**	**-**	**614.64**	**204.14**	**77.01**	**57.67**	**-**	**223.48**	**391.16**	**248.39**
Previous Year	**412.84**	**42.50**	**5.03**	**2.22**	**452.53**	**153.30**	**55.37**	**5.03**	**0.50**	**204.14**	**248.39**	
b) Intangible Assets												
Computer Software and Tools	21.95	2.97	-	-	24.92	21.92	2.33	-	-	24.25	0.67	0.03
Total Intangible Assets	**21.95**	**2.97**	**-**	**-**	**24.92**	**21.92**	**2.33**	**-**	**-**	**24.25**	**0.67**	**0.03**
Previous Year	**19.58**	**2.38**	**-**	**(0.01)**	**21.95**	**19.24**	**2.68**	**-**	**-**	**21.92**	**0.03**	
TOTAL (a +b)	**474.48**	**270.37**	**105.29**	**-**	**639.56**	**226.06**	**79.34**	**57.67**	**-**	**247.73**	**391.83**	**248.42**
Total Previous Year (a+b)	**432.42**	**44.88**	**5.03**	**2.21**	**474.48**	**172.54**	**58.05**	**5.03**	**0.50**	**226.06**	**248.42**	

Note 3.1: Buildings includes right-of-use assets of Rs. 165.57 Millions related to leased properties that do not meet the definition of investment property.

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 4: Other Non Current Financial Assets

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered good		
Fixed Deposits with remaining maturity of more than 12 months (Refer Note 4.1 below)	0.23	0.46
Security deposit	15.86	19.27
Total	**16.09**	**19.73**

Note 4.1: Under lien with bank towards guarantees issued by the bank on behalf of the Company.

Note 5: Deferred Tax Assets

a) Movement in Deferred Tax Balances

Rs. In Millions

Particulars	Net Balance as at April 01, 2021	Movement during the year		Net Balance As at March 31, 2022
		Recognised in Profit and Loss	Recognised in Other Comprehensive Income	
Deferred Tax Assets				
Property, Plant and Equipment	5.37	(3.00)	-	2.37
Employee Benefits	11.08	1.26	2.76	15.10
Allowance for expected Credit loss	- *	0.15	-	0.15
Deferred Tax Assets	**16.45**	**(1.59)**	**2.76**	**17.63**

* Denotes an amount less than Rs.5,000/-.

Rs. In Millions

Particulars	Net Balance as at April 01, 2020	Movement during the year		Net Balance as at March 31, 2021
		Recognised in Profit and Loss	Recognised in Other Comprehensive Income	
Deferred Tax Assets				
Property, Plant and Equipment	8.14	(2.77)	-	5.37
Employee Benefits	5.68	3.56	1.84	11.08
Allowance for expected credit loss	- *	-	-	-*
Deferred Tax Assets	**13.82**	**0.79**	**1.84**	**16.45**

* Denotes an amount less than Rs.5,000/-.

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 5: Deferred Tax Assets (Contd.)

b) Amounts recognised in the Statement of Profit and Loss

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Current Income Tax		
Current tax expense for current year	181.81	173.52
Current tax expense pertaining to previous years	(0.99)	6.92
	180.82	180.44
Deferred Tax Asset (Net)		
Origination and reversal of Tax on Temporary Differences	1.59	(0.79)
Total Tax expense for the year	**182.41**	**179.65**

c) Amounts recognised in Other Comprehensive Income

Rs. In Millions

Particulars	For the year ended March 31, 2022			For the year ended March 31, 2021		
	Before Tax	Tax (Expense)/ Benefit	Net of Tax	Before Tax	Tax (Expense)/ Benefit	Net of Tax
Remeasurement of Defined Benefit Liability	(8.45)	2.76	(5.69)	(9.64)	1.84	(7.80)
	(8.45)	**2.76**	**(5.69)**	**(9.64)**	**1.84**	**(7.80)**

d) Reconciliation of Income Tax expense and the accounting profit multiplied by India's tax rate

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit Before Tax	**721.45**	**684.06**
Indian statutory income tax rate	25.168%	25.168%
Expected income tax expense	**181.57**	**172.16**
Tax effect of adjustments to reconcile expected Income Tax Expense:		
Tax Effect of Non-Deductible expenses to reported Income Tax Expense	12.12	6.49
Tax Effect of differences in overseas tax rates for foreign branches, subsidiaries and currency translation	(0.99)	(4.74)
Adjustments recognised in current year in relation to tax of prior years	(0.99)	6.92
Tax Effect of Deductible Temporary Differences	0.38	2.03
Tax Effect of Income not subject to tax	(10.36)	(3.79)
Others	0.68	0.58
Total Income Tax Expense	**182.41**	**179.65**

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 5: Deferred Tax Assets (Contd.)

e) The Group offsets tax assets & liabilities if and only if it has a legally enforceable right to set off current tax assets & current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Significant Management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets.

f) The recoverability of deferred income tax assets is based on the estimate of taxable income in the tax jurisdiction in which the entity operates and the period over which deferred income tax assets will be recovered.

Note 6 : Income Tax Assets (Net)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Advance Tax and Tax Deducted at Source (Net)	1.56	1.35
Total	**1.56**	**1.35**

(Refer Note 5 for Tax Reconciliations)

Note 7 : Other Non Current Assets

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Advances	0.23	1.16
Employee Advances	-	1.91
Prepaid Expenses	-	0.05
Balances with Government authorities	123.34	98.29
Less: Provision for Balances with Government authorities	(3.36)	(3.36)
Total	**120.21**	**98.05**

Note 8 : Trade Receivables

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivables Considered Good - Secured	-	-
Trade Receivables Considered Good - Unsecured	976.12	608.26
Trade Receivables which have a significant increase in credit risk	-	-
Trade Receivables - Credit Impaired	-	-
Less: Allowance for Credit Loss	(0.85)	(0.56)
Total	**975.27**	**607.70**

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 8 : Trade Receivables (Contd.)

Note 8.1: Ageing of trade receivables as at March 31, 2022 : **Rs. In Millions**

Particulars	Not due	Outstanding for the following periods from due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed dues – considered good	563.26	401.33	8.93	2.60	-	-	976.12
b) Undisputed dues – which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed dues – credit impaired	-	-	-	-	-	-	-
d) Disputed dues – considered good	-	-	-	-	-	-	-
e) Disputed dues – which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed dues – credit impaired	-	-	-	-	-	-	-
Sub total	**563.26**	**401.33**	**8.93**	**2.60**	**-**	**-**	**976.12**
Less : Allowances for Doubtful Trade receivables							(0.85)
Total							**975.27**
Trade receivables Unbilled							56.26
Total							**1,031.53**

Note 8.2: Ageing of trade receivables as at March 31, 2021: **Rs. In Millions**

Particulars	Not due	Outstanding for the following periods from due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed dues - considered good	355.22	246.33	6.71	-	-	-	608.26
b) Undisputed dues - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed dues - credit impaired	-	-	-	-	-	-	-
d) Disputed dues - considered good	-	-	-	-	-	-	-

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 8 : Trade Receivables (Contd.)

Note 8.2: Ageing of trade receivables as at March 31, 2021: **Rs. In Millions**

Particulars	Not due	Outstanding for the following periods from due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
e) Disputed dues - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed dues - credit impaired	-	-	-	-	-	-	-
Sub total	**355.22**	**246.33**	**6.71**	**-**	**-**	**-**	**608.26**
Less : Allowances for Doubtful Trade receivables							(0.56)
Total							**607.70**
Trade receivables Unbilled							62.73
Total							**670.43**

Note 9 : Cash and Cash Equivalents

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Balances With Banks		
in Current Accounts	1,204.75	953.16
in Deposit Accounts with original maturity of less than 3 months	290.00	30.06
Cash On Hand *	-	-
Total	**1,494.75**	**983.22**

Note 9.1: There are no repatriation restrictions with regard to Cash and Cash equivalents as at the end of the reporting year and previous year.

* Denotes an amount less than Rs.5,000/-.

Note 10: Other Bank Balances

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Balances With Banks		
Earmarked Balances with Banks - Unclaimed Dividend	1.92	2.26
Deposits with original maturity of more than 3 months but less than 12 months (Refer Note 10.1 below)	61.94	325.54
Total	**63.86**	**327.80**

Note 10.1: Includes deposits under lien with bank towards guarantee issued by the bank on behalf of the Group Rs.31.94 Million (Previous Year: Rs.5.54 Millions).

Note 10.2: There are no repatriation restrictions with regard to Other Bank Balances as at the end of the reporting year and previous year.

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 11: Loans (Current)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Dues from Related parties (Refer Note 11.1 below)	192.68	195.66
Total	**192.68**	**195.66**

Note 11.1: Represents Loan given to a Group entity. The Loan was given in GBP and in Euro at (4.41% + Libor) Interest per annum for general purpose to the Group entity. (Previous Year the GBP and Euro loan was given at 4.41% + Libor interest per annum for general purpose to a Group entity).

Note 12: Other Current Financial Assets

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Security Deposits	4.46	2.20
Interest accrued on fixed deposits	0.83	2.36
Interest accrued on Loan to Related Party	2.08	2.54
Export incentive receivables	34.44	34.44
Unbilled Revenue	56.26	62.73
Total	**98.07**	**104.27**

Note 13: Other Current Assets

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Considered Good		
Advances to vendors	20.73	6.45
Advances to employees	9.59	7.91
Balances with Government Authorities	4.85	4.62
Prepaid Expenses	36.64	21.63
Total	**71.81**	**40.61**

Note 14 : Equity Share Capital

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
a) Authorised		
12,000,000 Equity Shares of Rs.10/- each	120.00	120.00
	120.00	**120.00**
b) Issued, Subscribed and Paid Up		
10,252,485 (Previous Year: 10,252,485) Equity Shares of Rs.10/- each fully paid up	102.52	102.52
	102.52	**102.52**

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 14 : Equity Share Capital (Contd.)

c) Reconciliation of number of shares outstanding at the beginning and end of the year

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rs. In Millions	No. of shares	Rs. In Millions
Equity Shares				
Outstanding at the beginning of the year	10,252,485	102.52	10,252,485	102.52
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**10,252,485**	**102.52**	**10,252,485**	**102.52**

d) Shareholding Information

Particulars	As at March 31, 2022	As at March 31, 2021
	No. of shares	No. of shares
Equity Shares are held by		
Expleo Technology Germany GmbH (Holding Company)	5,758,804	5,758,804

e) Rights, preferences and restrictions attached to Equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

f) Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	%	No. of shares	%
Equity Shares Expleo Technology Germany GmbH (Holding Company)	5,758,804	56.17 %	5,758,804	56.17 %

As per the records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

g) Equity Shares Reserved for Issue Under Options

There are no equity shares reserved for issue under options.

h) Disclosure of Shareholding of Promoters

Shares held by promoters as at March 31, 2022

Particulars	As at March 31, 2022		As at March 31, 2021		% of Change during the year
Promoter Name	No. of shares	%	No. of shares	%	
Expleo Technology Germany GmbH (Holding Company)	5,758,804	56.17%	5,758,804	56.17%	0.00%

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 14 : Equity Share Capital (Contd.)

Shares held by promoters at March 31, 2021

Particulars	As at March 31, 2021		As at March 31, 2020		% of Change during the year
Promoter Name	**No. of shares**	**%**	**No. of shares**	**%**	
Expleo Technology Germany GmbH (Holding Company)	5,758,804	56.17%	5,758,804	56.17%	0.00%

Note 15: Other Equity

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
a) Capital Redemption Reserve (Refer Note 15.1 below)		
Opening Balance	4.61	4.61
Additions during the year	-	-
Closing Balance	4.61	4.61
b) Employee Stock Compensation Reserve (Refer Note 15.2 below)		
Opening Balance	1.31	1.31
Addition during the year	-	-
Closing Balance	1.31	1.31
c) General Reserve (Refer Note 15.3 below)		
Opening Balance	246.09	246.09
Addition during the year	-	-
Closing Balance	246.09	246.09
d) Retained Earnings (Refer Note 15.4 below)		
Opening Balance	1,664.10	1,167.49
Profit for the year	539.04	504.41
Other Comprehensive Income	(5.69)	(7.80)
Closing Balance	2,197.45	1,664.10
Total	**2,449.46**	**1,916.11**

Note 15.1: Capital Redemption reserve

As per provisions of Section 69 of the Companies Act, 2013, Capital Redemption Reserve is to be created when Company purchases (buy back) it's own shares out of the free reserves for an amount equal to the nominal value of shares (Share Capital extinguished) so purchased. Accordingly, during the Financial year ended March 31, 2020 an amount of Rs. 4.61 Millions , i.e., the share capital extinguished had been transferred from Retained Earnings to Capital Redemption Reserve.

Note 15.2: Employee Stock Compensation Reserve

The Employee Stock Compensation Reserve is used to recognise the grant date fair value of options issued under the Group's Stock Option Plan provided to employees as part of their remuneration.

Notes to the Consolidated Financial Statements as at March 31, 2022

Note 15: Other Equity (Contd.)

Note 15.3: General Reserve

The Group had transferred a portion of the net profit of the Group to General Reserve, on a voluntary basis, during the previous years.

Note 15.4: Retained Earnings

Retained Earnings are the profits that the Group has earned till date, less any transfers to General Reserve, dividends or other distributions paid to shareholders.

Note 16: Other Non-Current Financial Liabilities

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Lease Liability	105.62	50.94
Total	**105.62**	**50.94**

Note 17: Provisions (Non-Current)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Compensated absenses	23.91	17.75
Gratuity	7.04	6.90
Total	**30.95**	**24.65**

Note 18: Trade payables

Note 18.1: Ageing of Trade Payables as at March 31, 2022:

Rs. In Millions

Particulars		Not due	Outstanding for the following periods from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
a)	Undisputed dues - MSME	3.77	-	-	-	-	3.77
b)	Undisputed dues - Others	188.61	1.45	-	-	-	190.06
c)	Disputed Dues - MSME	-	-	-	-	-	-
d)	Disputed Dues - Others	-	-	-	-	-	-
	Total						**193.83**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 18: Trade payables (Contd.)

Note 18.2: Ageing of Trade Payables as at March 31, 2021:

Rs. In Millions

Paticulars		Not due	Outstanding for the following periods from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
a)	Undisputed dues - MSME	0.63	-	-	-	-	0.63
b)	Undisputed dues - Others	51.26	2.68	-	-	-	53.94
c)	Disputed Dues - MSME	-	-	-	-	-	-
d)	Disputed Dues - Others	-	-	-	-	-	-
	Total						**54.57**

Note 19: Other Current Financial Liabilities

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Employee benefits payable	147.44	115.03
Gratuity	26.81	20.31
Liabilities for other expenses	196.15	185.80
Unclaimed dividend (Refer Note 19.1 below)	1.91	2.26
Total	**372.31**	**323.40**

Note 19.1: There are no amounts due for payment to the Investor Education and Protection Fund as at the end of the current year and previous year.

Note 20: Other Current Liabilities

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory Dues	66.49	84.73
Unearned Revenue	9.56	3.92
Total	**76.05**	**88.65**

Note 21: Provisions (Current)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Employee Benefits:		
Compensated Absences	8.38	5.98
Provision for Gratuity	1.35	1.47
Total	**9.73**	**7.45**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 22: Current Tax Liabilities (Net)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Tax (Net)	81.60	60.53
Total	**81.60**	**60.53**

(Refer Note 5 for Tax Reconciliations)

Note 23: Revenue from Operations

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from Contracts with Customers		
Software Services (Refer Note 23.1 below)	4,045.10	3,008.94
Total	**4,045.10**	**3,008.94**

Note 23.1: Disclosures relating to Revenue from Operations

a) Disaggregation of Revenue

The table below presents disaggregated revenues from contracts with customers for the years ended March 31, 2022 and March 31, 2021 by contract type. The Group believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of their revenues and cash flows are affected by economic factors.

Revenue based on contract type:

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Fixed Bid	987.82	669.14
Time & Material	3,057.28	2,339.80
Total	**4,045.10**	**3,008.94**

The Group derives its revenue across two categories of contracts - Fixed Bid contracts and Time & Material (T&M) contracts. The Group has identified a single reportable segment namely 'Software Validation and Verification Services' as disclosed in Note 35 to the Consolidated Financial Statements. The Group has disclosed revenue generated by geographical market which is provided only as per the specific requirement of Ind AS 108 for a single reportable segment. However, the Group does not assess revenue based on geography and hence there is no disaggregation of revenue disclosed based on geography.

b) The contract liabilities (unearned revenue) primarily relate to the advance consideration received from customers for which revenue is recognised over time. An amount of Rs.3.92 Millions (Previous Year: Rs.2.32 Millions) recognised in contract liabilities as at April 1, 2021 has been recognised as revenue for the year ended March 31, 2022.

c) There is no revenue recognised in the reporting period for performance obligations satisfied in previous periods.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 23: Revenue from Operations (Contd.)

d) Transaction price allocated to the remaining performance obligations

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is Rs.12.22 Millions (Previous Year: Rs.94.55 Millions) which is expected to be recognised as revenue in the next year. Remaining performance obligation estimates are subject to change and are affected by several factors, including adjustments for currency.

e) Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis and in the case of fixed bid contracts with an original expected project duration of less than one year.

f) Revenue as Contracted with Customers

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from contracts with customers (as per the Statement of Profit and Loss)	4,045.10	3,008.94
Add: Discounts	36.43	101.89
Revenue as per contracted price with the customers	**4,081.53**	**3,110.83**

Note 24: Other Income

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest Income		
On Fixed deposits and others	11.53	11.97
On Interest on Loan to subsidiary company	8.77	6.44
On Other financial assets carried at amortised cost	0.72	0.92
Profit on Sale of Property Plant and Equipment	1.07	0.09
Net foreign exchange gain	1.92	25.31
Rent concessions	0.03	3.97
Leasehold Income on modification	7.95	-
Government Grant	1.02	5.37
Miscellaneous Income	2.60	0.13
Total	**35.61**	**54.20**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 25: Employee Benefit Expense

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	1,808.02	1,455.22
Contribution to provident and other funds (Refer Note 29 (b) (i))	101.50	86.41
Gratuity expense (Refer Note 29 (b) (ii))	19.19	12.42
Staff welfare expense	19.85	16.88
Total	**1,948.56**	**1,570.93**

Note 26: Finance Cost

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on Income Tax	1.05	1.06
Interest on Lease liability	6.54	9.50
Total	**7.59**	**10.56**

Note 27: Other Expenses

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Travel and conveyance	47.93	45.38
External Consultant Costs	861.57	423.07
Sales commission	11.97	14.72
Professional fees	57.57	50.35
Software expenses	121.31	69.38
Rent expenses for Short term and low value leased assets (Refer Note 33)	6.12	4.22
Marketing and selling expenses	44.84	37.84
Repairs & maintenance		
Buildings	22.68	21.70
Plant and machinery	2.91	2.10
Others	11.33	6.77
Power and fuel	11.11	9.92
Rates and taxes	11.03	1.44
Communication expenses	6.60	4.68
Commission to independent directors	6.25	5.75
Insurance	27.15	11.23
Training and recruitment	46.21	8.93
Corporate social responsibility expense	10.04	8.76
Audit fees	4.17	3.32
Directors sitting fees	1.82	1.40
Allowance for credit loss	0.29	0.54
Miscellaneous expenses	10.87	8.04
Total	**1,323.77**	**739.54**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 28: Earnings Per Share

a) Basic Earnings Per Share

The calculation of Basic Earnings Per Share is based on profit attributable to equity shareholders and weighted average number of equity shares outstanding.

(i) Profit attributable to equity shareholders (basic)

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit for the year, attributable to equity shareholders of the Company	539.04	504.41
Total	**539.04**	**504.41**

(ii) Weighted average number of equity shares (basic)

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Number of equity shares at the beginning of the year	10,252,485	10,252,485
Total weighted average number of equity shares for calculating basic EPS	**10,252,485**	**10,252,485**
Earnings Per Share - Basic (in Rs.) (nominal value Rs.10/- per share)	**52.58**	**49.20**

b) Diluted Earnings Per Share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders and weighted average number of equity shares outstanding after adjustment for the effects of all dilutive potential equity shares.

(i) Profit attributable to equity shareholders (diluted)

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit for the year, attributable to equity shareholders of the Company	539.04	504.41
Total	**539.04**	**504.41**

(ii) Weighted average number of equity shares (diluted)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Weighted average number of equity shares outstanding (basic)	10,252,485	10,252,485
Weighted average number of equity shares for calculating diluted EPS	**10,252,485**	**10,252,485**
Earnings per Share - Diluted (in Rs.) (nominal value Rs.10/- per share)	**52.58**	**49.20**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 29 : Disclosure as required under Ind AS 19 'Employee Benefits'

a) Compensated Absences

The Company provides for the encashment of leave or leave with pay to offshore employees. The employees are entitled to accumulate leave, subject to certain limits, for future availment/ encashment. The liability is provided based on the number of days of unutilised days of leave at each Balance Sheet date on the basis of the year-end actuarial valuation using the projected unit credit method. The scheme is unfunded.

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Liability at the beginning of the year	23.73	14.45
Leave salary cost accounted for the year (Net)	8.56	9.28
Total liability as at the end of the year	**32.29**	**23.73**

Note 29.1: Refer Note 17 for Long term benefits and Note 21 for Short term benefits.

b) Post-employment obligations

(i) Defined contribution plan - Provident fund & Social Security Schemes **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Employer's contribution accounted for the year (Includes EDLI charges and Employer's contribution to Employees' Pension Scheme, 1995) (Refer Note 25)	101.50	86.41
Total	**101.50**	**86.41**

(ii) Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972 and for employees in FZE.

For the Employees in India, Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to Life Insurance Corporation of India (LIC) as per New Group Gratuity Cash Accumulation Plan for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority (IRDA) Regulations. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

For the Employees in FZE, Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service. The gratuity plan is an un-funded plan.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 29 : Disclosure as required under Ind AS 19 'Employee Benefits' (Contd.)

Defined Benefit Plan - Gratuity Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
i) Change in Present Value Of Defined Benefit Obligation		
Present Value Of Defined Benefit Obligation at the beginning of the year	**121.79**	**101.30**
Interest cost	6.09	5.72
Current service cost	18.63	12.19
Benefits paid	(22.41)	(8.54)
Actuarial (Gain)/ Loss on obligations- due to change in demographic assumptions	0.13	(0.09)
Actuarial (Gain)/ Loss on obligations- due to change in financial assumptions	2.83	7.74
Actuarial (Gain)/ Loss on obligations- due to change in experience	6.86	3.47
Present value of obligation as at end of the year	**133.92**	**121.79**
ii) Change in fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	**94.57**	**86.33**
Expected return on plan assets	5.45	5.35
Contributions made	21.36	9.03
Benefits paid	(22.42)	(7.70)
Return on plan assets, excluding amounts included in interest (expense)/ income	1.38	1.56
Fair value of plan assets at the end of the year	**100.34**	**94.57**
iii) Amount recognized in the Balance Sheet		
Present value of the obligation as at end of the year	135.54	123.25
Less: Fair value of plan assets as at end of the year	100.35	94.57
Net obligation as at end of the year	35.19	28.68
Amount recognized in the Balance Sheet	35.19	28.68
Net liability recognized - Current	28.15	21.78
Net liability recognized - Non-current (Refer Note 29.2 (i) below)	7.04	6.90
iv) Expenses recognized in the Statement of Profit and Loss for the year		
Current service cost	18.63	12.19
Net Interest on Net Defined benefit obligations	0.56	0.23
Total expense included in employee benefit expenses	**19.19**	**12.41**
v) Recognized in Other Comprehensive Income for the year		
Actuarial (Gain)/ Loss on obligations - due to change in demographic assumptions	0.13	(0.09)
Actuarial (Gain)/ Loss on obligations - due to change in financial assumptions	2.83	7.74
Actuarial (Gain)/ Loss on obligations - due to change in experience	6.86	3.47

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 29 : Disclosure as required under Ind AS 19 'Employee Benefits' (Contd.)

Defined Benefit Plan - Gratuity — Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Remeasurement - (return)/ loss on plan assets excluding amount included in net interest income	(1.38)	(1.57)
Recognized in Other Comprehensive Income	**8.45**	**9.55**
vi) Actuarial assumptions		
Discount rate - Current	5.85%	5.80%
Expected rate of return on plan assets	5.85%	5.80%
Salary Escalation - Current	10.00%	8.30%
Attrition rate	25.00%	20.00%
Discount rate for Expleo Solutions	3.17%	0.98%
Attrition rate for Expleo Solutions	18.00%	20.00%
vii) Sensitivity Analysis		
The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:		
Impact on defined benefit obligation		
Delta effect of +0.5% Change in Rate of discounting	133.07	120.81
Delta effect of -0.5% Change in Rate of discounting	138.25	125.72
Delta effect of +0.5% Change in Rate of Salary Escalation	138.07	125.64
Delta effect of -0.5% Change in Rate of Salary Escalation	133.19	120.83
Delta effect of +0.5% Change in Rate of Employee turnover	135.08	122.82
Delta effect of -0.5% Change in Rate of Employee turnover	136.14	123.58
Methodology adopted for asset liability management (ALM)	Projected Unit Credit Method	Projected Unit Credit Method
Refer note 29.2 (ii) below		

viii) Maturity profile of defined benefit obligation

The weighted average duration of the defined benefit obligation is 10 years. The expected maturity analysis of gratuity is as follows:

Rs. In Millions

Projected benefits payables in future years from the date of reporting	For the year ended March 31, 2022	For the year ended March 31, 2021
1st Following year	27.65	21.08
2nd Following year	24.42	19.39
3rd Following year	21.25	17.95
4th Following Year	18.74	16.25
5th Following year	16.82	14.85
Sum of year 6 to 10 years	48.96	48.94

ix) Category of Plan assets

Funds managed by the Insurer	100%	100%

x) Risk exposure

This does not apply to the Company since it invests in the traditional plan of LIC, for which the underlying assets are not known to the policy holders.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 29 : Disclosure as required under Ind AS 19 'Employee Benefits' (Contd.)

Note 29.2 :

(i) The Group has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Group intends to continue to contribute the defined benefit plans based on short term expected pay-outs in line with the actuary's recommendations.

(ii) **Usefulness & methodology adopted for sensitivity analysis**

Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not to be true on different count. This only signifies the change in the liability if the difference between assumed & the actual is not following the parameters of the sensitivity analysis.

Note 30 : Financial Instruments

Fair Values and Risk Management

a) The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Rs. In Millions

As at March 31, 2022	Carrying Amount				Fair Value			
	Fair value through profit or loss	Fair Value through Other Comprehensive Income	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:								
Security deposits - non current	-	-	15.86	15.86	-	15.56	-	15.56
Other non-current Financial Assets - Fixed Deposits with remaining maturity of more than 12 months	-	-	0.23	0.23	-	-	-	-
Trade receivables	-	-	975.27	975.27	-	-	-	-
Cash and cash equivalents	-	-	1,494.75	1,494.75	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	63.86	63.86	-	-	-	-
Security deposits - current	-	-	4.46	4.46	-	-	-	-
Loan given to Related Party	-	-	192.68	192.68	-	-	-	-
Interest accrued on fixed deposits	-	-	0.83	0.83	-	-	-	-
Interest accrued on Loan to a Related Party	-	-	2.08	2.08				

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 30 : Financial Instruments (Contd.)

Rs. In Millions

As at March 31, 2022	Carrying Amount				Fair Value			
	Fair value through profit or loss	Fair Value through Other Comprehensive Income	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Export Incentive Receivable	-	-	34.44	34.44	-	-	-	-
Unbilled Revenue	-	-	56.26	56.26	-	-	-	-
Total	**-**	**-**	**2,840.72**	**2,840.72**	**-**	**15.56**	**-**	**15.56**
Financial Liabilities:								
Lease Liability - Non Current	-	-	105.62	105.62	-	-	-	-
Lease Liability - Current	-	-	21.69	21.69	-	-	-	-
Trade payables	-	-	193.83	193.83	-	-	-	-
Other current financial liabilities	-	-	372.31	372.31	-	-	-	-
Total	**-**	**-**	**693.45**	**693.45**	**-**	**-**	**-**	**-**

Rs. In Millions

As at March 31, 2021	Carrying Amount				Fair Value			
	Fair value through profit or loss	Fair Value through Other Comprehensive Income	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:								
Security deposits - non current	-	-	19.27	19.27	-	19.91	-	19.91
Other non-current Financial Assets - Fixed Deposits with remaining maturity of more than 12 months	-	-	0.46	0.46	-	-	-	-
Trade receivables	-	-	607.70	607.70	-	-	-	-
Cash and cash equivalents	-	-	983.22	983.22	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	327.80	327.80	-	-	-	-
Security deposits - current	-	-	2.20	2.20	-	-	-	-

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 30 : Financial Instruments (Contd.)

Rs. In Millions

As at March 31, 2021	Carrying Amount				Fair Value			
	Fair value through profit or loss	Fair Value through Other Comprehensive Income	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Loan given to Related Party	-	-	195.66	195.66	-	-	-	-
Interest accrued on fixed deposits	-	-	2.36	2.36	-	-	-	-
Interest accrued on Loan to Related Party	-	-	2.54	2.54	-	-	-	-
Export Incentive Receivable	-	-	34.44	34.44	-	-	-	-
Unbilled Revenue	-	-	62.73	62.73	-	-	-	-
Total	**-**	**-**	**2,238.38**	**2,238.38**	**-**	**19.91**	**-**	**19.91**
Financial Liabilities:								
Lease Liability - Non Current	-	-	50.94	50.94	-	-	-	-
Lease Liability - Current	-	-	14.44	14.44	-	-	-	-
Trade payables	-	-	54.57	54.57	-	-	-	-
Other current financial liabilities	-	-	323.40	323.40	-	-	-	-
Total	**-**	**-**	**443.35**	**443.35**	**-**	**-**	**-**	**-**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers among Level 1, Level 2 and Level 3 during the current year and previous year.

b) Measurement of Fair Value

The Group uses Discounted Cash Flow valuation technique (in relation to fair value of asset measured at amortised cost) which involves determination of present value of expected receipt/ payment discounted using appropriate discounting rates. The fair value so determined are classified as Level 2.

c) Financial Risk Management

The Group is exposed primarily to fluctuations in foreign currency exchange rates, credit and liquidity, which may impact the fair value of its financial instruments. The Group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Group.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 30 : Financial Instruments (Contd.)

(i) Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses, both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk of existing customer is controlled by continuous monitoring of the collections trend of each customer on a periodical basis. With respect to a new customer, the Group uses an external/internal sources to assess the potential customer's credit quality.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Group result in material concentration of credit risk.

Credit risk on cash and cash equivalents is limited as the Group generally invests in Fixed deposits with banks having high credit ratings.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is Rs. 2,840.72 Millions (Previous Year: Rs. 2,238.38 Millions) being the total of the carrying amount of trade receivables, cash and cash equivalents, other balances with banks, loans and other financial assets.

Trade Receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated. Before accepting any new customer, the Group uses an external/ internal source to assess the potential customer's credit quality. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

The following table gives the details in respect of the amount and percentage of trade receivables from a major customer:

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivables from a major customer	-	-
Percentage of Trade Receivables from a major customer	0.00%	0.00%

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 30 : Financial Instruments (Contd.)

The movement in the expected credit loss allowance is as follows: **Rs. In Millions**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Balance at beginning of the year	0.56	0.02
Impairment loss provision created	0.29	0.54
Balance at end of the year	**0.85**	**0.56**

(ii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Group exposure to market risk is primarily on account of foreign currency exchange rate risk.

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the Statement of Profit and Loss, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD, EURO and GBP against the functional currency of the Group. The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

b) Exposure in Foreign Currency (FCY) - Unhedged

Particulars	FCY	As at March 31, 2022		As at March 31, 2021	
		Amount in FCY (in Millions)	Amount in Rs. (in Millions)	Amount in FCY (in Millions)	Amount in Rs. (in Millions)
Trade Receivables	GBP	1.29	128.54	0.50	50.30
Trade Receivables	USD	2.81	212.69	2.75	202.04
Trade Receivables	EUR	3.15	266.93	2.48	214.22
Cash and Cash Equivalents	GBP	1.29	128.10	0.37	37.07
Cash and Cash Equivalents	USD	2.96	224.82	4.04	297.37
Cash and Cash Equivalents	EUR	7.38	625.01	5.70	490.87
Loans	GBP	1.00	99.55	1.00	100.95
Other Current Financial Assets	GBP	0.09	9.44	0.01	1.37
Other Current Financial Assets	USD	0.11	56.35	0.73	54.43
Other Current Financial Assets	EUR	0.74	9.67	0.12	10.56
Trade Payables	GBP	0.43	42.51	0.04	4.15
Trade Payables	USD	0.23	17.26	0.26	18.94
Trade Payables	EUR	1.18	99.77	0.22	18.37
Other Current Financial Liabilities	GBP	0.14	13.75	0.23	23.60
Other Current Financial Liabilities	USD	0.13	9.92	0.24	17.36
Other Current Financial Liabilities	EUR	1.04	72.49	0.87	59.54

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 30 : Financial Instruments (Contd.)

Sensitivity Analysis

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Sensitivity Analysis **Rs. In Millions**

Particulars	Impact on profit after tax	
	For the year ended March 31, 2022	For the year ended March 31, 2021
GBP Sensitivity		
INR/GBP - Increased by *	15.47	8.10
INR/GBP - decreased by *	(15.47)	(8.10)
USD Sensitivity		
INR/USD - Increased by *	23.33	25.88
INR/USD - decreased by *	(23.33)	(25.88)
EUR Sensitivity		
INR/EUR - Increased by *	41.12	36.62
INR/EUR - decreased by *	(41.12)	(36.62)

* Holding all other variables constant

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates to investments in short-term fixed deposits, which do not expose it to significant interest rate risk.

(iii) Liquidity Risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Rs. In Millions

As at March 31, 2022	Carrying amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non-Current						
Other non-current financial liabilities - Lease Liability	105.62	105.62	-	16.71	60.64	28.27

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 30 : Financial Instruments (Contd.)

Rs. In Millions

As at March 31, 2022	Carrying amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Current						
Lease Liabilities	21.69	21.69	21.69	-	-	-
Trade Payables	193.83	193.83	193.83	-	-	-
Other Current Financial Liabilities - Others	372.31	372.31	372.31	-	-	-

Rs. In Millions

As at March 31, 2021	Carrying amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non-Current						
Other non-current financial liabilities - Lease Liability	50.94	50.94	-	15.38	35.56	-
Current						
Lease Liabilities	14.44	14.44	14.44	-	-	-
Trade Payables	54.57	54.57	54.57	-	-	-
Other Current Financial Liabilities	323.40	323.40	323.40	-	-	-

Note 31 : Capital Management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders. The Group is not subject to any externally imposed capital requirements.

Note 32 : Asset pledged as security

The Group has bank guarantee facilities with banks which are secured by Fixed deposits of the Group, both present and future. There is no outstanding amount due on this account as at the end of the current year and the previous year.

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Current Financial Assets		
First Charge		
Current Assets - Fixed deposits with Banks	50.00	10.00
Total assets pledged as security	**50.00**	**10.00**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 33: Disclosure required under Ind AS 116 "Leases"

The Group had entered into operating leases on its office buildings. These leases have terms of 3 to 6 years. Future minimum contractual rentals payable under non-cancellable operating leases as at March 31, 2022 is Rs.127.31 Millions (Previous Year: Rs.65.38 Millions).

The Group used a practical expedient, and did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application. The Lease payments associated with these amounting to Rs.6.12 Millions (Previous Year: Rs.4.22 Millions) are recognised as expenses on a straight line basis over the lease term.

The movement in Lease Liabilities during the years ended March 31 :

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Liability as at March 31, 2021	65.38	84.13
Additions towards new leased properties	135.37	-
Deletions of Lease liability during the year	(52.83)	-
Interest expenses	6.54	9.50
Payment of Lease Liabilities	(27.15)	(28.25)
Liability as at March 31, 2022	**127.31**	**65.38**

The Lease Liabilities as at March 31, 2022 amounting to Rs.127.31 Millions (Previous Year: Rs.65.38 Millions) comprises of Non-Current Lease liabilities of Rs.105.62 Millions (Previous Year: Rs.50.94 Millions) and current lease liability of Rs.21.69 Millions (Previous Year: Rs.14.44 Millions). The contractual maturities of lease liabilities as of March 31, 2022 is disclosed in Note 30.

The incremental borrowing rates derived by a valuer, on the basis of the borrowing rate for each lease contract for the remaining life of the lease contract, adjusted with the credit profile of the Company, are used for each of the office buildings separately and the average lessee's incremental borrowing rate applied to lease liabilities recognised in the balance sheet at the date of initial application ranges from 4.56% to 12.59%.

Note 34 : Contingent Liabilities and Commitments

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
a) Contingent Liabilities		
(i) Claims against the Group not acknowledged as debt:		
Service Tax related matters	786.38	786.38
Income Tax related matters	119.82	118.71
(ii) Guarantees		
Counter Guarantees issued to the bank	11.66	5.80
b) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	18.67	11.61

The Service Tax Authorities had made a demand for Rs.329.14 Million along with interest and penalty for an equivalent amount, towards tax leviable for certain services rendered by the Group for the period April, 2011 to March, 2016. The Service Tax Authorities had also made a demand for Rs.126.90 Millions along with interest and penalty of Rs.1.2 Million towards tax leviable for certain services rendered by the

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 34 : Contingent Liabilities and Commitments (Contd.)

Group for the period April, 2016 to June, 2017. The Group has filed an appeal before the Central Excise and Service Tax Appellate Tribunal (CESTAT) for both the demands and the Management expects it's position to be upheld by the Authorities in respect of both the demands.

Contingent liabilities include demand from the Income tax authorities for payment of additional tax of Rs.157.70 Millions (Previous Year: Rs. 156.70 Millions) for the fiscal years 2008-09, 2009-10, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18. The tax demand is mainly on account of disallowance of a portion of the deduction claimed by the Group under Section 10A/10AA of the Income Tax Act and also other expenses disallowed. The Group has filed appeals before CIT (Appeals), ITAT and Madras High Court. The Group has also paid an amount of Rs.73.99 Millions (after adjusting the refund of Rs.13.36 Millions related to earlier years), towards the outstanding demand (under protest). The Management believes that its position in respect of all the years will be upheld by the Authorities.

During the FY 20-21 the Group had made an additional tax provison of Rs.6.58 Millions for the FY 2009-10 and also had made a payment under protest for the FY 2009-10 amounting to Rs.27.90 Millions only for the issue pertaining to S. 10A of the Income Tax Act, 1961. The Group's management after discusson with the tax consultants, decided to make the payment under protest for the S. 10 A issue alone for the FY 2009-10 . The Group believes that for the FY 2009-10, the other issue will be in favour of the Group. The payment under protest was made to mitigate future interest on the S. 10A issue alone. However, the management has decided to litigate further for the FY 2009-10.

Note 35 : Segment Information

The Company's Board of Directors along with it's Chief Operating Decision Maker (CODM) examines the Group's performance and has identified a single reportable segment namely as "Software Validation and Verifications Services" related to banking, financial services and insurance industry. The Board of Directors primarily uses a measure of adjusted Earnings Before Interest and Tax (EBIT) and profit before tax to assess the performance of the operations.

The geographic information analyses the Group's revenue and Non-Current Assets by the Holding Company's country of domicile and other countries. The Holding Company is domiciled in India. In presenting the geographical information, revenue in the disclosure below is based on the geographic location where the service is rendered. Non-Current Assets other than financial instruments and deferred tax assets in the disclosure below are based on the geographic location of the Non-Current Assets.

The amount of the revenue from the external customer broken down by location of the customer and Non-Current Assets are shown in the tables below:

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Sales revenue by geographical market		
Within India	952.71	340.99
Outside India	3,092.39	2,667.95
Total	**4,045.10**	**3,008.94**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 35 : Segment Information (Contd.)

Rs. In Millions

Particulars	As at March 31, 2022	As at March 31, 2021
Non-Current Assets other than financial instruments and deferred tax assets by geographical market		
Within India	485.26	341.15
Outside India	26.65	6.67
Total	**511.91**	**347.82**

Rs. In Millions

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from major customers		
Customers individually contributing more than 10% of total revenue	912.18	402.27
Other Customers	3,132.92	2,606.67
Total	**4,045.10**	**3,008.94**

Note 36: Merger

The Board of Directors of the Company at their meeting held on July 9, 2021, considered and approved the scheme of amalgamation involving, Expleo India Infosystems Private Limited (EIIPL) and its Subsidiaries (Transferor Companies) with Expleo Solutions Limited (Transferee Company), subject to approval by the Regulatory authorities, the Shareholders and National Company Law Tribunal (NCLT).

Note 37: Asset Purchase

The Board of Directors of the Company at their meeting held on March 25, 2022, has approved the definitive agreements to be entered with Lucid Technologies and Solutions Private Limited and its subsidiary Lucid Technologies and Solutions LLC ("Lucid") towards purchase of their specific assets i.e. Intellectual Property ("IP") and Technical Knowhow in India and Customer Contracts in US. The definitive agreements are executed with effective date as April 01, 2022.

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 38 : Additional Information, as required under Schedule III to the Companies Act, 2013, of Enterprises consolidated as subsidiaries

Name of the entity	Net Assets i.e. total assets minus liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount (Rs. In Millions)	As % of consolidated profit or loss	Amount (Rs. In Millions)	As % of consolidated OCI	Amount (Rs. In Millions)	As % of TCI	Amount (Rs. In Millions)
As at March 31, 2022								
Parent	**82%**	**2,089.70**	**92%**	**498.31**	**144%**	**(8.22)**	**92%**	**490.09**
Subsidiaries								
Foreign								
1) Expleo Solutions Pte. Ltd., Singapore	5%	133.70	2%	10.71	-	-	2%	10.71
2) Expleo Solutions Inc., USA	5%	126.29	3%	13.93	-	-	3%	13.93
3) Expleo Solutions UK Limited, UK	6%	164.34	2%	12.66	-	-	2%	12.66
4) Expleo Solutions FZE, UAE	3%	80.43	1%	3.38	-44%	2.53	1%	5.91
Sub-total	**19%**	**504.76**	**8%**	**40.68**	**-44%**	**2.53**	**8%**	**43.21**
Non-controlling interests in all Subsidiaries	-	-	-	-	-	-	-	-
Grand total	**100%**	**2,551.98**	**100%**	**539.04**	**100%**	**(6)**	**100%**	**533.35**

Name of the entity	Net Assets i.e. total assets minus liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount (Rs. In Millions)	As % of consolidated profit or loss	Amount (Rs. In Millions)	As % of consolidated OCI	Amount (Rs. In Millions)	As % of TCI	Amount (Rs. In Millions)
As at March 31, 2021								
Parent	**79%**	**1,599.60**	**90%**	**452.55**	**70%**	**(5.47)**	**90%**	**447.08**
Subsidiaries								
Foreign								
1) Expleo Solutions Pte. Ltd., Singapore	6%	122.29	4%	18.64	-	-	4%	18.64
2) Expleo Solutions Inc., USA	6%	112.36	0%	2.74	-	-	1%	2.74
3) Expleo Solutions UK Limited, UK	7%	149.32	5%	27.20	-	-	5%	27.20
4) Expleo Solutions FZE, UAE	3%	75.34	1%	3.28	30%	(2.33)	0%	0.95
Sub-total	**21%**	**459.31**	**10%**	**51.86**	**30%**	**(2.33)**	**10%**	**49.53**
Non-controlling interests in all Subsidiaries	-	-	-	-	-	-	-	-
Grand total	**100%**	**2,018.63**	**100%**	**504.41**	**100%**	**(7.80)**	**100%**	**496.61**

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 39: Disclosures as required under Ind AS 24 'Related Party Disclosures'

a) Related Parties and their relationships:

(i) Ultimate Holding Entities:

Ardian LBO Fund VI B

Assystem SA, France

(ii) Holding Company:

Expleo Technology Germany GmbH

(iii) Key Management Personnel (KMP):

Ralph Franz Gillessen - Non-Executive Director and Chairman (w.e.f. May 20, 2021)

Prof. K. Kumar - Deputy Chairman & Independent Director

Balaji Viswanathan - Managing Director & CEO

Prof. S. Rajagopalan - Independent Director

Rajiv Kuchhal - Independent Director

Lilian Jessie Paul - Independent Director

Ulrich Bäumer - Independent Director

Rajesh Krishnamurthy - Additional Director (upto August 25, 2021) and Non-Executive Director (w.e.f. August 26, 2021)

Prashant Eknath Bramhankar - Additional Director (Non-Executive) (w.e.f. September 1, 2021)

Desikan Narayanan - Chief Financial Officer (CFO)

Phani Tangirala - Senior Director - Sales and Client Management

Stephen Magennis - Director

N Sriram - Director

Trevor Luyt - Director (upto September 30, 2021)

Anup Ranjan Sabat - Director (w.e.f November 2, 2021)

Rizwan Shaikhmohammed - Director (w.e.f March 01, 2022)

Keith Korsi - Director (w.e.f January 28, 2022)

(iv) Fellow Subsidiaries:

Expleo India Infosystems Private Limited

Expleo Technology Egypt

Expleo Technology UK Limited

Expleo Netherlands B.V.

Expleo Group Austria GmbH

Expleo Technology USA Inc.

(v) Consolidating Company:

Expleo Group SAS

(vi) Entities under common control:

Expleo Technologies India Private Limited

Expleo South Africa (PTY)

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 39: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties (Contd.):

Expleo Services SASU

Expleo France SASU

Expleo Iberia S.L.

Expleo Engineering UK Limited

Group Expleo Technology Belgium SPRL

Expleo Technology Ireland Limited

Expleo Canada Inc.

vii) Post employment benefit plan:

Expleo Solutions Employees' Group Gratuity Scheme

b) Transactions with Related Parties

Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Income				
Income from Services rendered	Holding Company	Expleo Technology Germany GmbH	-	16.31
	Fellow Subsidiary	Expleo India Infosystems Private Limited	16.26	1.41
	Fellow Subsidiary	Expleo Technology UK Limited	145.52	113.58
	Fellow Subsidiary	Expleo Group Austria GmbH	152.53	173.47
	Fellow Subsidiary	Expleo Technology USA Inc.	72.74	64.23
	Entity under common control	Expleo South Africa (PTY)	16.78	18.47
	Entity under common control	Expleo France SASU	24.04	7.81
	Entity under common control	Expleo Technologies India Private Limited	2.30	-
	Entity under common control	Expleo Technology Ireland Limited	333.99	245.86
Interest on loan given	Entity under common control	Expleo Services SASU	8.77	6.44
Expenses				
Managerial remuneration	Key Management Personnel	Balaji Viswanathan	21.75	17.47
	Key Management Personnel	Desikan Narayanan	7.89	7.26
	Key Management Personnel	Phani Tangirala	11.65	10.67
Director's Sitting Fees and Commission	Key Management Personnel	Prof. K. Kumar	1.77	1.55
	Key Management Personnel	Prof. S. Rajagopalan	1.77	1.55
	Key Management Personnel	Rajiv Kuchhal	1.63	1.39

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 39: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties (Contd.):

Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	For the year ended March 31, 2022	For the year ended March 31, 2021
	Key Management Personnel	Ulrich Bäumer	1.33	1.25
	Key Management Personnel	Lilian Jessie Paul	1.57	1.41
Expenses for services rendered	Holding Company	Expleo Technology Germany GmbH	15.79	1.45
	Fellow Subsidiary	Expleo India Infosystems Private Limited	33.88	6.37
	Fellow Subsidiary	Expleo Technology Egypt	5.85	2.08
	Fellow Subsidiary	Expleo Technology UK Limited	29.18	21.74
	Fellow Subsidiary	Expleo Netherlands B.V.	2.01	2.21
	Fellow Subsidiary	Expleo Technology USA Inc.	18.83	19.18
	Entity under common control	Expleo Services SASU	-	0.06
	Entity under common control	Group Expleo Technology Belgium SPRL	91.74	-
	Entity under common control	Expleo Technology Ireland Limited	1.80	-
	Entities under common control	Expleo Iberia S.L.	101.21	80.49
	Entities under common control	Expleo Canada Inc.	-	5.81
Other Transactions				
Loan Given	Entity under common control	Expleo Services SASU	-	195.66
Contribution paid to the Group Gratuity Scheme	Post employment benefit plan	Expleo Solutions Employees' Group Gratuity Scheme	21.36	9.03
Cost Reimbursement Received	Holding Company	Expleo Technology Germany GmbH	5.84	-
	Fellow Subsidiary	Expleo India Infosystems Private Limited	-	0.04
	Fellow Subsidiary	Expleo Technology UK Limited	12.50	0.03
	Fellow Subsidiary	Expleo Group Austria GmbH	19.56	1.39
	Fellow Subsidiary	Expleo Technology USA Inc.	6.17	-
	Entity under common control	Expleo Technology Ireland Limited	9.72	0.03
Cost Reimbursement Paid	Holding Company	Expleo Technology Germany GmbH	4.74	2.61
	Fellow Subsidiary	Expleo India Infosystems Private Limited	1.21	1.44
	Fellow Subsidiary	Expleo Technology Egypt	-	0.02

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 39: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties (Contd.):

Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	For the year ended March 31, 2022	For the year ended March 31, 2021
	Fellow Subsidiary	Expleo Technology UK Limited	14.16	7.61
	Fellow Subsidiary	Expleo Netherlands B.V.	0.40	0.54
	Fellow Subsidiary	Expleo Technology USA Inc.	1.56	1.44
	Entity under common control	Expleo South Africa (PTY)	0.98	0.33
	Entity under common control	Expleo Services SASU	7.85	2.58
	Entity under common control	Expleo France SASU	41.25	26.02
	Entity under common control	Expleo Technologies India Private Limited	0.48	1.94
	Entity under common control	Group Expleo Technology Belgium SPRL	21.99	-
	Entity under common control	Expleo Engineering UK Limited	0.16	0.13
	Entity under common control	Expleo Iberia S.L.	8.21	-

Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	As at March 31, 2022	As at March 31, 2021
Outstanding Balances				
Amounts Receivable from	Holding Company	Expleo Technology Germany GmbH	24.92	-
	Fellow Subsidiary	Expleo India Infosystems Private Limited	16.24	0.02
	Fellow Subsidiary	Expleo Technology UK Limited	13.47	14.06
	Fellow Subsidiary	Expleo Group Austria GmbH	52.44	42.59
	Fellow Subsidiary	Expleo Technology USA Inc.	13.74	13.22
	Entity under common control	Expleo South Africa (PTY)	4.55	5.52
	Entity under common control	Expleo France SASU	9.01	2.96
	Entity under common control	Expleo Technologies India Private Limited	2.19	-
	Entity under common control	Expleo Technology Ireland Limited	37.69	47.57
Amounts Payable to	Holding Company	Expleo Technology Germany GmbH	1.32	1.44
	Fellow Subsidiary	Expleo India Infosystems Private Limited	11.98	2.44
	Fellow Subsidiary	Expleo Technology Egypt	5.87	2.10

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 39: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

b) Transactions with Related Parties (Contd.):

Rs. In Millions

Particulars	Nature of Relationship	Name of the Related Party	As at March 31, 2022	As at March 31, 2021
	Fellow Subsidiary	Expleo Technology UK Limited	11.65	2.81
	Fellow Subsidiary	Expleo Netherlands B.V.	0.22	0.46
	Fellow Subsidiary	Expleo Technology USA Inc.	0.36	5.30
	Entity under common control	Expleo Technologies India Private Limited	-	0.18
	Entity under common control	Expleo South Africa (PTY)	-	0.25
	Entity under common control	Group Expleo Technology Belgium SPRL	42.12	-
	Entity under common control	Expleo Services SASU	6.76	3.95
	Entity under common control	Expleo France SASU	3.31	-
	Entity under common control	Expleo Iberia S.L.	41.58	7.69
	Entity under common control	Expleo Engineering UK Limited	0.05	-
	Post employment benefit plan	Expleo Solutions Employees' Group Gratuity Scheme	26.81	20.31
Provision for expenses	Key Management Personnel	Balaji Viswanathan	3.77	2.82
	Key Management Personnel	Desikan Narayanan	1.77	1.26
	Key Management Personnel	Phani Tangirala	1.04	0.56
	Key Management Personnel	Prof. K. Kumar	1.25	1.15
	Key Management Personnel	Prof. S. Rajagopalan	1.25	1.15
	Key Management Personnel	Rajiv Kuchhal	1.25	1.15
	Key Management Personnel	Ulrich Bäumer	1.25	1.15
	Key Management Personnel	Lilian Jessie Paul	1.25	1.15
Outstanding Balances of Loan given	Entity under common control	Expleo Services SASU	192.68	195.66
Interest Receivable on loan	Entity under common control	Expleo Services SASU	2.08	2.54

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

Note 39: Disclosures as required under Ind AS 24 'Related Party Disclosures' (Contd.)

c) Details of Compensation paid to Key Management Personnel (KMP)

Rs. In Millions

Particulars	Nature of Relationship	Details	For the year ended March 31, 2022	For the year ended March 31, 2021
Employee benefits expense	Key Management Personnel	Short term benefits	41.29	35.40
		Post employment benefits**	-	-
		Other long term benefits**	-	-
		Termination benefits	-	-
		Share based payments	-	-
		Total	**41.29**	**35.40**

** Remuneration to Key Managerial Personnel does not include charge for gratuity and compensated absences, as employee-wise breakup is not available.

Note 40 : Foreign Exchange Difference

The amount of exchange gain included in the Statement of Profit & Loss is Rs.1.92 Millions (Previous Year: gain of Rs.25.31 Millions).

Signatures to the Notes to the Consolidated Financial Statements.

For and on behalf of the Board

RALPH FRANZ GILLESSEN	BALAJI VISWANATHAN	DESIKAN NARAYANAN	S. SAMPATH KUMAR
Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary & Compliance Officer
DIN : 05184138	DIN : 06771242		ICSI Membership No. F3838
Place : Chennai, India	Place : Chennai, India	Place : Chennai, India	Place : Chennai, India
Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022	Date : May 18, 2022

Ascent 2022

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EXPLEO SOLUTIONS LIMITED

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

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

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of Expleo Solutions Limited will be held on Thursday, August 11, 2022 at 3.30 p.m., IST, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt

   a) The Audited financial statements of the Company for the financial year ended March 31, 2022 with the reports of the Board of Directors' and Auditor's thereon.

   b) The Audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and Auditor's Report thereon.

2. To appoint a Director in place of Mr. Ralph Franz Gillessen (DIN - 05184138) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.

3. To re-appoint Statutory Auditors and fix their remuneration:

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company, who are retiring after completion of their first term of five consecutive years and expressed their willingness vide letter dated June 17, 2022 to continue as Statutory Auditors of the Company for the second term of five consecutive years."

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to fix remuneration up to INR 4,105,000/- (Rupees Forty One lakhs Five thousand only) plus applicable taxes, reimbursement of out-of-pocket expenses up to a maximum of INR 300,000/- and fees to be paid for other Services to be rendered / Certificates to be issued for the financial year ending March 31, 2023, and the Board of Directors be and is hereby also authorized to finalize the terms and conditions of re-appointment, including remuneration and other fees payable to the Statutory Auditors, based on the recommendations of the Audit Committee."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

4. **Appointment of Mr. Prashant Eknath Bramhankar (DIN - 07439819) as Non-Executive Director.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prashant Eknath Bramhankar (DIN – 07439819), who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company with effect from September 1, 2021, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying its intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

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

5. **Approval of Related Party Transactions:**

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

"RESOLVED THAT in supersession of all earlier resolutions passed pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 to enter into a contract(s) / arrangement(s) / transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing and rendering of any services, transfer of resources, services or obligations and appointment of agent for purchase or sale of goods, materials, services or property, in any financial year, on the following terms and conditions:"

1.	Name of the Related Parties	Expleo Group SAS, its Associates and Subsidiaries as per list given in the Explanatory Statement.
2	Nature of Relationship	Holding Company, Fellow Subsidiaries and entities under common control.
3	Nature of Transactions	Sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property **("Transactions").**
4	Value of Transactions - Rendering of services **from -** • Expleo Solutions Limited or Expleo Solutions Limited, together with any of its Subsidiaries or • Subsidiaries of Expleo Solutions Limited	Upto INR 1,900 Million per annum

	to - Expleo Group SAS, its Associates and Subsidiaries with the entities collectively mentioned in Sl. No.1 above.	
5	Value of Transactions - Availing of services **from -** Expleo Group SAS, its Associates and its Subsidiaries mentioned in Sl. No.1 above **to -** Expleo Solutions Limited or Expleo Solutions Limited together with any of its Subsidiaries or Subsidiaries of Expleo Solutions Limited.	Upto INR 2,100 Million per annum
6	Value of Transaction - Providing Loan to Expleo Group companies by Expleo Solutions Limited or Expleo Solutions Limited together with any of its Subsidiaries or by Subsidiaries of Expleo Solutions Limited.	Upto INR 2,800 Million per annum
7	Period	For every financial year.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

By order of the Board of Directors
For Expleo Solutions Limited

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

Place : Chennai
Date : June 17, 2022

Notes:

1. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
2. Corporate members intending to attend and vote at the meeting through VC/OAVM by their Authorized Representatives are requested to send a duly certified copy of the Board Resolution / Power of Attorney to the Company through e-mail to investor.expleosol@expleogroup.com authorizing their representatives to attend and vote at the meeting.
3. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, and in compliance with the Circular No. 2/2022 dated 5th May, 2022, read with Circular number 20/2020 dated 5th May, 2020 and General Circular 2/2022 issued by the Ministry of Corporate Affairs (MCA) and General Circular no. 21/2021 dated December 14, 2021 issued by SEBI (hereinafter collectively referred to as "the Circulars"), electronic copy of the Notice of the 24th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website https://expleogroup.com/expleo-solutions/financial/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of Central Depository Services India Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
4. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item No. 4 and 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this AGM are also annexed.
5. Participants, i.e. Members and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. mentioning their name, DP ID and Client ID / Folio Number and Mobile Number at least 2 days before the AGM in advance to the e-mail address of the Company: investor.expleosol@expleogroup.com. Further, queries / questions may also be posed concurrently during the AGM.
6. The facility of joining the 24th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 24th AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
8. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, the Notice of the 24th AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for the year 2021-22, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 24th AGM and the Annual Report for the year 2021-22, can get their email address registered by following the steps as given below:
   a. For Members holding shares in physical form, please send an email request mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank

Statement, Aadhaar) supporting the registered address of the Member, to the Company's email address investor.expleosol@expleogroup.com

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 5, 2022 to Thursday, August 11, 2022 (both days inclusive) for annual closing.

10. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declaration for appointment / re-appointment.

11. Members whose shareholding is in the electronic mode are requested to direct change of address, nominations, e-mail ID notifications and update the savings bank account details with their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends through NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend demand draft. Members holding shares in physical form are requested to advise any change in their residential address or bank mandates immediately to the Company / Cameo Corporate Services Limited.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company / Cameo Corporate Services Limited.

13. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection in electronic mode by the Members by writing an e-mail to: investor.expleosol@expleogroup.com during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.

14. In terms of requirements of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years to the IEPF account established by the Central Government. During the year, the Company had accordingly transferred 277 Equity Shares pertaining to Final Dividend for the Financial Year 2013-14 and 273 Equity Shares pertaining to Interim Dividend for the Financial Year 2014-15 to the IEPF Authority. Members who have failed to encash their dividend warrants/demand drafts pertaining to the financial years from 2014-15 to 2017-18 are advised to immediately send requests to Company/ Registrar and Share Transfer Agent (RTA) to claim their dividends.

15. Any person whose shares has been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website www.iepf.gov.in and after making an online application in form IEPF-5, copy of the same should be forwarded to the Company for verification of his claim.

16. The Company has uploaded the information in respect of the Unclaimed Shares Transferred to IEPF Authority in respect of the Final Dividend for the financial year 2013-14 and Interim Dividend for the Financial Year 2014-15 under "Investors Section" on the website of the Company, viz https://expleogroup.com/expleo-solutions/corporate-governance/ - Transferred to IEPF.

17. Members holding shares in single name and physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form can be obtained from the Company / Cameo Corporate Services Limited.

18. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly, as per the amended regulation that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In this regard, Members are requested to dematerialize / demat their shares or securities held in physical form.

19. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:

    M/s. Cameo Corporate Services Limited

    `Subramanian Building',

    No.1, Club House Road, Chennai 600 002

    Tel : 044 – 2846 0390 / 044 – 4002 0700

    Email : investor@cameoindia.com

20. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

    Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA & SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the venue voting system on the date of the AGM will be provided by CDSL. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. As per the provisions of the Companies Act, 2013, it may be noted that Voting by show of hands will not be available to the members.

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

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Monday, August 8, 2022 (9.00 a.m. IST) and ends on Wednesday, August 10, 2022 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, August 4, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 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 a 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.

(iv) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi./Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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**	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 open. 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 or joining virtual meeting & voting during the meeting. 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 open. 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form other than Individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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	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

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

(ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN for the relevant <Expleo Solutions Limited> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the 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.

(xviii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:**

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

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at investor.expleosol@expleogroup.com / RTA at investor@cameoindia.com.

2. For Demat shareholders - Please update your Email ID & Mobile Number with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your Email ID & Mobile Number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738, 022-23058542 and 022-23058543.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Instructions:

i) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

ii) The e-voting period commences on Monday, August 8, 2022 (9.00 a.m. IST) and ends on Wednesday, August 10, 2022 (5.00 p.m. IST) (both days inclusive). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday,

August 4, 2022, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Thursday, August 4, 2022. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a member after despatch of the Notice but before the cut-off date for voting i.e. August 4, 2022, may kindly refer to the notice uploaded in the Company's website at www.expleosolutions.com and website of National Stock Exchange of India Limited (NSE) at www.nseindia.com and website of BSE Limited (BSE) at www.bseindia.com and CDSL's website at www.evotingindia.com.

iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

v) The Board of Directors has appointed Mr. V. Suresh, Company Secretary in Practice (Membership No. FCS-2969 and CoP No. 6032), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vi) The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.

vii) The Results shall be declared either by the Chairman or by any Person authorized by the Chairman in writing and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

viii) Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.expleosolutions.com and on the website of Central Depository Services Limited and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

Annexure to the Notice

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED AND EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.

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

Mr. Ralph Franz Gillessen (Aged 52 years) is the Chairman and Director (Non-Executive) of Expleo Solutions Limited. He has a Master in Business Administration from Freie University, Berlin (1985).

Mr. Ralph Franz Gillessen (DIN 05184138) joined the Board of Directors of the Company on August 9, 2018. A notice has been received from a member proposing Mr. Ralph Franz Gillessen as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013.

Profile of Mr. Ralph Franz Gillessen (DIN 05184138):

Ralph Gillessen is a Board Member of Expleo Germany Holding GmbH providing the global leadership of the sales teams and is responsible for assuring client delivery and resource management for all Expleo Quality and Management Consulting activities.

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

Ralph has joined SQS in 2002 and has worked in various senior sales and consultancy positions. He entered the SQS management board in January, 2013 and is a member of Expleo Group Executive Committee since January, 2018.

During the financial year 2021-22, Mr. Ralph Franz Gillessen has attended 6 (Six) meetings of the Board.

Companies / Body Corporate (other than Expleo Solutions Limited) in which Mr. Ralph Franz Gillessen holds directorships and committee memberships are as under:

Directorships:

1. Expleo Technology Germany GmbH
2. Expleo India Infosystems Private Limited
3. Expleo Germany Holding GmbH
4. Expleo Solutions INC., USA
5. Expleo Solutions FZE., UAE
6. Expleo Technology Egypt, Cairo, Egypt
7. Expleo Group Austria, GmbH
8. Expleo Technology Ltd, UK
9. Expleo Technology Ireland LTD, Dublin, Ireland
10. Expleo Germany GmbH
11. Expleo Technology Switzerland AG
12. Silver Atena GmbH
13. Expleo Nordic A B
14. Expleo Sweden AB
15. Expleo Stockholm AB
16. Expleo Technology Nordic AB
17. Expleo Consulting Sweden AB

18. Expleo Norway AS
19. Expleo Finland OY
20. Expleo Technology USA Inc.
21. Groupe Expleo Technology Belgium SPRL
22. Expleo Italia
23. Stirling Dynamics GmbH

Chairman of Board Committees:

None

Member of Board Committees:

None

Approval of the Members is being sought for the re-appointment of Mr. Ralph Franz Gillessen as Director (Non-Executive).

Mr. Ralph Franz Gillessen does not hold any equity shares in the Company, including shareholding as a beneficial owner. Further, Mr. Ralph Franz Gillessen is not related to any other Director and other Key Managerial Personnel of the Company.

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

Except Mr. Ralph Franz Gillessen, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, as set out at Item No.2 of the Notice.

This Explanatory Statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2).

Item no.3: Re-appointment of Statutory Auditors and fix their remuneration

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), will complete their term as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 at this Annual General Meeting.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit and independence, the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 24th AGM till the conclusion of 29th AGM of the Company, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), is proposed to be re-appointed as Statutory Auditors of the Company, as they have given their consent, vide their letter dated June 17, 2022, and on appointment in the ensuing Annual General Meeting will hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company. They have confirmed that their appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) framed thereunder as applicable.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the Notice. The Board recommend their re-appointment as Statutory Auditors of the Company.

Item no. 4: Appointment of Mr. Prashant Eknath Bramhankar (DIN - 07439819) as Non-Executive Director.

Mr. Prashant Eknath Bramhankar (DIN - 07439819) (Aged 52 years) is the Additional Director of the Company. He joined the Board of Directors of the Company on September 1, 2021.

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

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prashant Eknath Bramhankar as a Non-Executive Director. Accordingly, in terms of Regulation 17(11) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board recommends the Ordinary resolution in relation to the appointment of Mr. Prashant Eknath Bramhankar as a Non-Executive Director, whose appointment is liable to retire by rotation, for the approval by the shareholders of the Company.

Profile of Mr. Prashant Eknath Bramhankar (DIN - 07439819):

Prashant is the Non-Executive Director of two Expleo Group Subsidiaries in India, Expleo India Infosystems Private Limited and Expleo Technologies India Private Ltd, responsible for the company's operations in India.

Prashant is a Mechanical Engineer, started his career in 1988 with Premier Automobiles and spent 10 years with Indian Automotive companies including Tata Motors. He also spent 16 years with Siemens Industry Software in multiple capacities in Software Product Development environment.

Prashant joined SQS in 2015 to head the global "Automotive and Manufacturing" business, post SQS merger with Assystem, he is focusing on running the two group subsidiaries in India focused on Software Quality and Engineering services.

He is very passionate towards the new areas in Engineering, especially in Automotive.

Mr. Prashant Eknath Bramhankar does not hold any equity shares in the Company, including shareholding as a beneficial owner. Further, Mr. Prashant Eknath Bramhankar is not related to any other Directors and other Key Managerial Personnel of the Company. Since his date of appointment, Mr. Prashant Eknath Bramhankar has attended 3 (Three) Board Meetings held on November 10, 2021, February 3, 2022 and March 25, 2022. He does not draw any remuneration from the Company.

Mr. Prashant Eknath Bramhankar holds directorships in other Companies / Body Corporate as follows:

1. Expleo India Infosystems Private Limited
2. Expleo Technologies India Private Limited
3. Expleo Engineering India Private Limited
4. Silver Software Development Centre Private Limited

Mr. Prashant Eknath Bramhankar is not holding any membership in any committees of other Companies/ Body Corporates.

Mr. Prashant Eknath Bramhankar (DIN - 07439819), was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from September 1, 2021 and who holds office up to the date of this Annual General Meeting.

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

Except Mr. Prashant Eknath Bramhankar, being an appointee, Mr. Rajesh Krishnamurthy, Director (Non-Executive), Chief Executive Officer, Expleo Group, France and Mr. Ralph Franz Gillessen, Chairman, Non-Executive Director, a Nominee Director of Expleo Technology Germany GmbH, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and details as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2).

Item no.5 – Approval of Related Party Transactions:

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 sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property amounting to 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 prior approval of shareholders. However, approval requirements as stipulated under Section 188 shall not apply to any transactions entered into by the Company which are entered in its ordinary course of business and are at arm's length.

Though exempted under Section 188(1) of the Companies Act, 2013, transaction have to be approved by the Members by way of an ordinary resolution as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case such transactions are of material nature, i.e. if the related party transaction individually or taken together with previous transactions during a financial year reaches the materiality limit, i.e. exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company (whichever is lower).

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if the transaction(s) by the Company or, all with its Subsidiaries together with a related party exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company (whichever is lower), it shall require prior approval of the Audit Committee & Shareholders of the Company for the Financial Year 2022-23 and for every Financial Year thereafter, then such transaction shall be classified as material related party transaction(s) and requires approval of the shareholders by way of an ordinary resolution.

Further, as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, it shall require prior approval of the Shareholders of the Company for the Financial Year 2022-23 and for every Financial Year thereafter.

Though as per applicable provisions, materiality threshold has to be calculated with a related party, since, all the related parties listed hereunder are part of Expleo Group and comes under common control , as a better corporate governance practice, the Company proposes to club transaction(s) with

all the related parties for purpose of calculating materiality of related party transaction(s) and seek your approval for such related party transactions, proposed to be entered into, by the Company with related parties as mentioned hereunder, by way of an **Ordinary resolution**.

List of Related Parties - (Group Entities)

S. No.	Name of Entities
1.	Expleo Technology Germany GmbH, Germany
2.	Expleo Group SAS France
3.	Expleo India Infosystems Private Limited, Pune, India
4.	Expleo Technology Egypt
5.	Expleo Group Austria, GmbH, Austria
6.	Expleo Technology UK Ltd, UK
7.	Expleo Technology Ireland LTD
8.	Expleo Technology USA Inc.
9.	Groupe Expleo Technology Belgium SPRL, Belgium
10.	Expleo Services SASU, France
11.	Expleo France SASU, France
12.	Expleo South Africa (PTY) Ltd, South Africa
13.	Expleo Technologies India PVT Ltd, Bengaluru, India
14.	Expleo Iberia S.L. Spain
15.	Expleo Engineering UK Ltd, UK
16.	Expleo Netherlands B.V Netherlands
17.	Expleo Canada Inc, Canada

In the Annual General Meeting dated August 26, 2021, the Company had obtained approval for limit of INR 1,275 Mn. each for availing and rendering of services of related parties from Shareholders. The resolution set out in Item No.5 of this Notice is for the transaction between by the Company, its Branches or the Company, its Branches together with its Subsidiaries or Subsidiaries of the Company, on one part and Expleo Group SAS, its subsidiary & associated entities on the other part. The proposed change is to align with the regulatory requirement under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, as amended, where the transaction by each of the subsidiaries with their related parties are considered.

The particulars of the proposed transaction pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the information to be provided to the Shareholders for consideration of Related Party Transactions as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as under:

(a) A summary of the information provided by the management of the listed entity to the audit committee as specified in point 4 above		
(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, Chairman and Non-Executive Director, Mr. Rajesh Krishnamurthy, Director (Non-Executive) and Mr. Prashant Eknath Bramhankar, Additional Director (Non-Executive)

(iii)	Nature of relationship	Holding Company, Entities under Common control and its Fellow Subsidiaries
(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 sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property and will be valid for 3 years from the date of entering into the contract and shall be renewed thereafter, subject to approval of Audit Committee and the Board of Directors.
(vi)	Value of the Proposed Transaction	
•	Value of Transactions – Rendering of Services **- from –** • Expleo Solutions Limited • Expleo Solutions Limited, together with any of its Subsidiaries or • Subsidiaries of Expleo Solutions Limited **to -** Expleo Group SAS, its Associates and Subsidiaries with the entities collectively mentioned in Sl. No.1 above.	Upto INR 1,900 Million per annum
•	Value of Transactions – Availing of Services – **from -** Expleo Group SAS, its Associates and its Subsidiaries mentioned in Sl. No.1 above **to -** • Expleo Solutions Limited or Expleo Solutions Limited, together with any of its Subsidiaries or • Subsidiaries of Expleo Solutions Limited	Upto INR 2,100 Million per annum
•	• Value of Transaction – Providing Loan to Expleo Group companies by Expleo Solutions Limited or Expleo Solutions Limited, together with any of its Subsidiaries or • Subsidiaries of Expleo Solutions Limited	Upto INR 2,800 Million per annum

(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 under Item No. 5 of the notice and explanatory statement thereat. The proposed value of the transaction is the consolidated estimate of the transaction expected between the said entities. Considering the same, providing the percentage of the proposed limits as against the revenue of listed entity or that of the subsidiary as per SEBI circular may not be relevant.
(b)	Justification for why the proposed transaction is in the interest of the listed entity	During the course of rendering and availing services, the Company leverages niche skills, capabilities and resources of entities within the group. These transactions aim at providing enhanced level of user experience to the end-consumers of Expleo Group and provide the entities within the group cutting edge technologies to sustain and grow their business.
(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;	Earnings of the Company / Subsidiaries
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 – 3 years (iii) Interest Rate: (subject to changes considering the prevailing market rate) For loan from the Company – 8.25% p.a. For loan from Subsidiaries – 3.93% p.a. (iv) Repayment Schedule – At the end of the tenure period or such other period as may be mutually agreed by the parties (v) Secured or Unsecured – Unsecured (backed by Parental Guarantee)

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 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)	Any other information relevant or important for the members to take a decision on the proposed transaction	-

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 said transactions and recommended to the Board. The Board has approved the same and recommends the Resolution set out at Item No.5 of the Notice for approval by the Members.

The members are further informed that none of the related parties irrespective of whether the entity is a party to the above said transaction shall be entitled to vote on this ordinary resolution.

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

Except Mr. Ralph Franz Gillessen, Chairman and Non-Executive Director, who is on the Board of Expleo Technology Germany GmbH, Mr. Rajesh Krishnamurthy, Director (Non-Executive), who is associated as Chief Executive Officer with Expleo Group SAS, France and its group companies and Mr. Prashant Eknath Bramhankar, Director, Expleo India Infosystems Private Limited, Pune, no other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No.5 of the Notice. The Board recommends the Ordinary Resolution set out at item no.5 of the accompanying Notice for the approval of the Members.

By order of the Board of Directors
For Expleo Solutions Limited

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

Place : Chennai
Date : June 17, 2022