

Notice

NOTICE is hereby given that the 11th Annual General Meeting ("AGM") of the Members of **Xelpmoc Design and Tech Limited** (the "**Company**") will be held on Wednesday, September 30, 2026, at 3:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("**VC/OVAM**") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Jaison Jose (DIN: 07719333), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To approve Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2026 ("ESOP – 2026 / Scheme") and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("Act") and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions the approval and the consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of 'Xelpmoc Design and Tech Limited

Employees Stock Option Scheme – 2026' (hereinafter referred to as "**ESOP – 2026**" or the "**Scheme**") and the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 7,41,116 (Seven Lakhs Forty-One Thousand One Hundred and Sixteen), exercisable into 7,41,116 (Seven Lakhs Forty-One Thousand One Hundred and Sixteen) Equity Shares of ₹ 10/- each of the Company, to or for the benefit of eligible employees of the Company (present & future) as defined under SEBI (SBEB&SE) Regulations, on such terms and conditions including exercise price as may be determined by the Board in accordance with the Scheme, the Act, SEBI (SBEB&SE) Regulations, the applicable Accounting Policies and Accounting Standards and such other laws, as may be applicable from time to time, the salient features of which are furnished in the Explanatory Statement to this Notice;

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB&SE) Regulations, for the purpose of administration and implementation of the Scheme;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted, as mentioned herein before, shall rank pari – passu with the existing equity shares of the Company and Board /any KMP of the Company is authorised to obtain in-principle approval of/from the Stock Exchanges where shares of the Company are listed and further be authorised to take necessary steps for listing of Equity Shares allotted under the Scheme on the Stock Exchanges;

RESOLVED FURTHER THAT the consent of the Members, be and is hereby accorded to the Board to make fair and reasonable adjustments to the number of Options and/ or the exercise price and/or number of equity shares arising on exercise, in the event of any corporate action including but not limited to rights issues, bonus issues, merger, demerger, re-organisation, buy-back or such other similar events, and that the cumulative Equity Shares allotted upon such adjustment may exceed the ceiling of total number of Options and Equity Shares specified above shall be deemed to be increased to the extent such excess represents a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees, if any, under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees/grantees;

RESOLVED FURTHER THAT the Company shall comply with the applicable accounting policies prescribed from time to time and disclosure requirements under Applicable Laws to the extent relevant and applicable to ESOP 2026;

RESOLVED FURTHER THAT Board be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Merchant Banker, Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of Scheme and also to make applications to the appropriate Authorities, for their requisite approvals and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate ESOP – 2026, subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of Scheme and do all other things incidental to and ancillary thereof."

4. To extend the approval of Employee Stock Option Scheme called "Xelpmoc Design and Tech Limited – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme") to the employees of the Company's Subsidiary Companies and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("Act") and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and the consent of the member(s) of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to extend the benefit of the Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2026' (hereinafter referred to as "**ESOP – 2026**" or the "**Scheme**") including to create, offer, issue, grant and allot options, from time to time, in one or more tranches, to or for the benefit of the eligible employees of the existing and future Subsidiary Company(ies), whether in India or overseas (as may be permitted under applicable laws), subject to their eligibility as may be determined under the ESOP 2026;

RESOLVED FURTHER THAT the maximum number of options granted to the eligible employees of the Company and those of Subsidiary Company/ies under the ESOP 2026 shall not exceed ceiling of total number of Options and equity shares, as specified in the ESOP 2026 along with such other terms and in such manner, in accordance with the provisions of the applicable law and the provisions of the ESOP 2026;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split, change in capital structure of the Company and others, requisite adjustments (which may include adjustments to the number of options in the ESOP 2026) shall be appropriately made, in a fair and reasonable manner to options granted earlier in accordance with the ESOP 2026;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of ESOP 2026 and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution;

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and

to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board, as per the applicable laws, as may be required to give effect to this resolution, be and is hereby approved and ratified."

5. To approve grant of options under Xelpmoc Design and Tech Limited ESOP Scheme 2020 to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of options and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("Act") and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and the consent of the Members of the Company be and is hereby accorded to create, offer and grant Employee Stock Options ('ESOP Options'/'Options') to Mr. Arvind Khandelwal, Chief Business Officer under Xelpmoc Design and Tech Limited ESOP Scheme 2020 (ESOP 2020), during any 1 (one) year equal to or in excess of 1% (one percent) of the issued share capital of the Company, at the time of grant of ESOP Options in accordance with the SEBI SBEB&SE Regulations and ESOP 2020 and will be entitled for such number of options;

RESOLVED FURTHER THAT Mr. Arvind Khandelwal, will be entitled for such number of options as specified in the explanatory statement to this Notice;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. To approve grant of options under Xelpmoc Design and Tech Limited ESOP Scheme 2026 to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of options and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("Act") and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and the consent of the Members of the Company be and is hereby accorded to create, offer and grant Employee Stock Options ('ESOP Options'/'Options') to Mr. Arvind Khandelwal, Chief Business Officer under Xelpmoc Design and Tech Limited ESOP Scheme 2026 (ESOP 2026), during any 1 (one) year equal to or in excess of 1% (one percent) of the issued share capital of the Company, at the time of grant of ESOP Options in accordance with the SEBI SBEB&SE Regulations and ESOP 2026 and will be entitled for such number of options.;

RESOLVED FURTHER THAT Mr. Arvind Khandelwal, will be entitled for such number of options as specified in the explanatory statement to this Notice;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board of Directors
For **Xelpmoc Design and Tech Limited**

Place: Mumbai
Date: August 14, 2026

Vaishali Shetty
Company Secretary & Compliance Officer

Registered Office:
Xelpmoc Design and Tech Limited
No. 57, 13th Cross, Novel Business Park,
Hosur Road, Anepalya, Adugodi, Bangalore - 560030
Mob. No: (+91) 6364316889
Website: www.xelpmoc.in
Email: vaishali.kondbhar@xelpmoc.in

Notes:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business, to be transacted at the Annual General Meeting ("**AGM**") is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. The Ministry of Corporate Affairs ("**MCA**") has, vide its General circular dated September 22, 2025, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ("**AGM**" / '**Meeting**') through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.
4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Jaison Jose (DIN:07719333), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declaration for his re-appointment. The Board of Directors of the Company recommends his re-appointment.

Mr. Jaison Jose, Director of the Company, is interested in the Ordinary Resolution set out at Item No.2, of the Notice with regard to his re-appointment. The relatives of Mr. Jaison Jose may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.

Details of Director retiring by rotation at this Meeting are provided in the 'Annexure A' to the Notice.

Dispatch of Annual Report through Electronic Mode:

5. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Share Transfer Agent / Depository Participants/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report for the financial year 2025-26 is available is being sent to those Members whose e-mail address is not registered with the Company / Share Transfer Agent / Depository Participants / Depositories

Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website www.xelpmoc.in, 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, and on the website of Company's Registrar and Share Transfer Agent, KFin Technologies Limited ('KFinTech') at: <https://evoting.kfintech.com>.

6. (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company www.xelpmoc.in) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.
- (b) Members holding shares in dematerialised mode, who have not registered / updated their e-mail address are requested to register / update the same with the Depository Participant(s) where they maintain their demat accounts.
- (c) Further, in terms of MCA Circulars, the Company has made arrangements with KFinTech for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given in clause B under point II of Step 2

under E - voting & E - AGM instruction of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e - voting.

7. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by KFinTech. The instructions for participation at the AGM through VC/OAVM by members are given in the instruction part of this Notice.
8. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e - voting.
10. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 engaged the services of KFinTech, to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
11. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e - voting and e - voting system ("Insta Poll") during the AGM. The process of remote e - voting with necessary user id and password is given in the instruction part of this Notice. Such remote e - voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
12. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e - voting or through the e - voting system ("Insta Poll") during the meeting while participating through VC/OAVM facility.
13. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e - voting, shall be able to exercise their right to vote through e - voting system ("Insta Poll") at the AGM. The Members who have cast their vote by remote e - voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e - voting system ("Insta Poll") at AGM and remote e - voting, voting done through remote e - voting shall prevail and vote at the AGM shall be treated as invalid.
14. Voting rights of the members (for voting through remote e - voting or e - voting system ("Insta Poll") at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e - voting or e - voting system ("Insta Poll") at the AGM.
15. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e - voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at vaishali.kondbhar@xelpmoc.in with a copy to evoting@kfintech.com and/or access the link <https://evoting.kfintech.com> to upload the same in the e - voting module in their login. The scanned image of the above - mentioned documents should be in the naming format "Corporate Name_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and a Certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other relevant documents shall be made available only in electronic form for inspection during the AGM.
18. All relevant documents referred to in the Notice would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e - mail at vaishali.kondbhar@xelpmoc.in.

19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

SEBI through relevant circulars issued in this regards, has mandated furnishing of PAN, KYC and nomination details by all shareholders holding shares in physical form.

20. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:

- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and KFinTech to provide efficient and better service to the Members. NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> of nomination through the link: <https://eservices.nsdl.com/instademmat-kyc-nomination/#/login>.
- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to KFinTech the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR - 1
2.	Confirmation of Signature of shareholder by the Banker	ISR - 2
3.	Registration of Nomination	SH - 13
4.	Cancellation or Variation of Nomination	SH - 14
5.	Declaration to opt out of Nomination	ISR - 3

The aforesaid forms can be downloaded from the Company's website at <https://www.xelpmoc.in/documents/INFO-SHARES-IN-PHYSICAL-FORM.pdf>.

21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:

- Change in their residential status on return to India for permanent settlement;
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

22. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with relevant SEBI circulars issued from time-to-time has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR- 4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid form can be downloaded from the Company's website at <https://www.xelpmoc.in/documents/Form%20ISR-4%20-%20Request%20for%20issue%20of%20Duplicate%20Certificate%20and%20other%20Service%20Requests.pdf>

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned below:

Mr. Raghunath Veedha, Senior Manager
KFin Technologies Limited
(Unit: Xelpmoc Design and Tech Limited)
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
E-mail: evoting@kfintech.com, einward.ris@kfintech.com

23. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Wednesday, September 23, 2026 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFinTech from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Saturday, September 26, 2026 and end of remote e-voting: Up to 5.00 p.m. (IST) on Tuesday, September 29, 2026.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Manish Rajnarayan Gupta or falling him Mr. Vijay Babaji Kondalkar, partners of M/s. VKMG & Associates LLP, Practicing Company Secretaries as the **"Scrutinizer"** for the purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.xelpmoc.in and on the website of KFinTech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.
27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2025-2026.

28. In case of any general queries or information regarding the Annual Report, the Members may write at vaishali.kondbhar@xelpmoc.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to vaishali.kondbhar@xelpmoc.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at www.xelpmoc.in.
30. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

E-VOTING AND E-AGM INSTRUCTION:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("**Act**"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and in terms of Securities and Exchange Board of India ('**SEBI**') Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. As per the Securities and Exchange Board of India ('**SEBI**') Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/ websites of Depositories/Dps in order to increase the efficiency of the voting process.
- iii. Individual demat accountholders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing user ID and password for casting the vote.

iv. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode."

v. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFinTech system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for individual shareholders holding securities in demat mode:

Procedure to login through websites of Depositories	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
1. Users already registered for IDeAS e Services facility of NSDL may follow the following procedure:	1. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:
i. Type in the browser/Click on the following e-Services link: https://eservices.nsdl.com	i. Type in the browser/Click on any of the following links: https://web.cdslindia.com/myeasitoken/Home/Login
ii. Click on the button ' Beneficial Owner ' available for login under ' IDeAS ' section.	or
iii. A new page will open. Enter your User ID and Password for accessing IDeAS.	www.cdslindia.com and click on New System Myeasi/Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).

I) Login method for remote e-Voting for individual shareholders holding securities in demat mode: (Contd.)

Procedure to login through websites of Depositories	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
iv. On successful authentication, you will enter your IDeAS service login. Click on ' Access to e Voting ' under Value Added Services on the panel available on the left hand side.	ii. Enter your User ID and Password for accessing Easi/Easiest.
v. You will be able to see Company Name: ' Xelpmoc Design and Tech Limited ' on the next screen. Click on the e Voting link available against ' Xelpmoc Design and Tech Limited ' or select e Voting service provider ' KFinTech ' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	iii. You will see Company Name: ' Xelpmoc Design and Tech Limited ' on the next screen. Click on the e Voting link available against ' Xelpmoc Design and Tech Limited ' or select e Voting service provider ' KFinTech ' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
2. Users not registered for IDeAS e Services facility of NSDL may follow the following procedure:	2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:
i. To register, type in the browser/Click on the following e-Services link: https://eservices.nsdl.com	i. To register, type in the browser/Click on the following link: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration
ii. Select option ' Register Online for IDeAS ' available on the left hand side of the page.	ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.
iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.	iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	

I) Login method for remote e-Voting for individual shareholders holding securities in demat mode: (Contd.)

Procedure to login through websites of Depositories	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
3. Users may directly access the e Voting module of NSDL as per the following procedure: - Type in the browser/Click on the following link: https://www.evoting.nsdl.com/ - Click on the button 'Login' available under 'Shareholder/Member' section. - On the login page, enter User ID (i.e. 16-character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL's e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. - You will be to see Company Name: 'Xelpmoc Design and Tech Limited' on the next screen. Click on the e Voting link available against Xelpmoc Design and Tech Limited or select e Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	3. Users may directly access the e-Voting module of CDSL as per the following procedure: - Type in the browser/Click on the following links: https://evoting.cdslindia.com/Evoting/EvotingLogin - Provide Demat Account Number and PAN. - System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. - On successful authentication, you will enter the e-voting module of CDSL. Click on the e Voting link available against 'Xelpmoc Design and Tech Limited' or select e Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

I) Login method for remote e-Voting for individual shareholders holding securities in demat mode: (Contd.)

Procedure to login through websites of Depositories	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
4. NSDL Mobile App – Speede Shareholders/Members can also download NSDL Mobile App " NSDL Speede " facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  	4. Users may also download CDSL's mobile application "CDSL MyEasi" by clicking on the links mentioned below for seamless e-voting experience: Android: https://play.google.com/store/apps/details?id=com.cdsl.myeasi iOS: https://apps.apple.com/in/app/cdsl-myeasi-app/id6737304195

Android:

<https://play.google.com/store/apps/details?id=com.msf.NSDL.Android>

iOS:

<https://apps.apple.com/in/app/nsdl-speede-app/id922834763>

Procedure to login through their demat accounts/Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can **access e Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts/**websites of Depository Participants** registered with NSDL/CDSL. An option for 'e Voting' will be available once they have successfully logged-in through their respective logins. Click on the option '**e Voting**' and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e Voting link available against Xelpmoc Design and Tech Limited or select e Voting service provider 'KFinTech'** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID/Password are advised to use 'Forgot User ID'/'Forgot Password' options available on the websites of Depositories/Depository Participants

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode

(A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a - z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Xelpmoc Design and Tech Limited - AGM' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- xii. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id vaishali.kondbhar@xelpmoc.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of AGM, Annual Report and e-voting instructions cannot be serviced, will have to follow the following process:

- i. member may send an e-mail request at the email id einward.ris@kfintech.com along with sign scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM, Annual Report and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including individual, other than individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-Voting or have forgotten the user ID and password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. facility for joining AGM though VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/may send their queries/question if any pertaining to the accounts and operations of the Company in advance at least seven day before the meeting by mentioning their

name, demat account number/folio number, email id, mobile number at vaishali.kondbhar@xelpmoc.in so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system "insta poll" available during the AGM. E-voting "insta poll" during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e. through Remote e-voting or e-voting "insta poll" at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. The facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will open during the remote e-voting period from Saturday, September 26, 2026 (9.00 AM IST) to Tuesday, September 29, 2026 (5.00 PM IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will opened from during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

- III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means through remote e-voting or e-voting system ("Insta Poll") during the meeting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Raghunath Veedha, Manager (Unit: Xelpmoc Design and Tech Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or at raghu.veedha@kfintech.com or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFinTech toll free No. 1-800-309-4001 for any further clarifications.
- IV. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. 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 at the Annual General Meeting
- VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the user ID and password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> 1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com for all e-voting related matters.

STATEMENT/EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 3 & 4:

Members are requested to note that the success of the Company's objectives is largely determined by the quality of its work force and their commitment to achieve Company's objectives. It is recognized that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company. The purpose of 'Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2026' (hereinafter referred to as "ESOP – 2026" or the "Scheme") is to attract, reward and retain key the talents working with the Company and Subsidiary Company.

The Company views employee stock options as instruments that would enable the employees to share the value they create for the Company and contribute to the Company's growth in the years to come.

The Board of directors of the Company ("**Board**") on recommendation of Nomination and Remuneration Committee at their meeting held on August 14, 2026 have granted their approval to the introduction and implementation of the ESOP 2026. In accordance with the terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations") and the Scheme, the options would be granted in one or more tranches as may be decided by the Board, from time to time.

In line with the Company's commitment to transparency and good governance, the key features of the Scheme are outlined below, in accordance with the disclosure requirements under Regulation 6(2) read with Schedule I, Part C of SEBI (SBEB&SE) Regulations:

a. Brief description of the scheme(s);	The Scheme shall be called as Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2026 ("Scheme"). Company proposes to introduce the Scheme for the benefit of the Employees of the Company and Subsidiary Companies and Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of fresh equity shares of the Company. All questions of interpretation of the Scheme shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding.
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b. The total number of options to be offered and granted;	The total number of options to be granted under the Scheme shall not exceed 7,41,116 (Seven Lakhs Forty - One Thousand One Hundred and Sixteen) Options. Each option when exercised shall be converted into 1 Equity Share of ₹ 10/- (Rupees Ten) each fully paid-up. The number of options shall stand adjusted on account of any corporate actions taking place in the Company.
c. Identification of classes of employees entitled to participate in the scheme(s);	Subject to determination or selection by the Committee, following classes of employees are eligible being: - an employee (Present/Future) as designated by the Company, who is exclusively working in India or outside India; or - a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; - an employee as defined in clauses (i) or (ii) of a Subsidiary Company(ies) of the Company, in India or outside India. but does not include - an employee who is a Promoter or belongs to the Promoter Group; - a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company/Subsidiary Company; - an Independent Director. The Committee while granting the Options to any eligible employee(s) of any Subsidiary company(ies), in India or outside India, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d. Requirements of vesting and period of vesting;	Options Granted under this Scheme would Vest over a maximum period of 7 years subject to a minimum gap of 1 year between grant & first vesting, which may be based upon the performance of the Individual, Team including Company overall performance as well. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.	In the event of resignation/termination/superannuation/death/permanent disability, options will be exercised in accordance with Scheme
e. Maximum period (subject to regulation 18(1) of SEBI (SBEB & SE Regulations) within which the options shall be vested;	All the options granted on any date shall vest over a period of upto 7 (Seven) years from the date of grant of such options subject to a minimum gap of 1 year between grant & first vesting. Vesting of Options would be subject to continued employment with the Company as detailed in the Scheme and as outlined in the document given to the Option Grantee at the time of Grant of Options.	The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The employees would be granted options under the Plan based on various parameters including but not limited to: 1. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company/ Subsidiary Company; 2. Performance: Employee's performance during the financial year based on the parameters decided by the management; 3. Designation: Employee's designation as per the HR Policy of the company/Subsidiary Company; 4. The present and potential contribution of the Employee to the success of the Company/Subsidiary Company; 5. High market value/difficulty in replacing the Employee; 6. High risk of losing the Employee to competition; 7. Value addition by the new entrant, if any; and 8. Employment Terms.
f. Exercise price or pricing formula;	Subject to SEBI (SBEB&SE) Regulations, the Committee, in its absolute discretion, shall determine the Exercise Price of the Options granted under the Scheme, as it may deem appropriate in conformity with the applicable accounting policies specified in Regulation 15 of ("SEBI(SBEB&SE) Regulations"), provided that the Exercise Price shall not be less than the face value of the Shares and not higher than the prevailing Market Price (on Stock Exchange with highest volume) of the Shares of the Company as on the Grant Date. Further, the Exercise Price can be different for different sets of employees for options granted on the same/different dates.	
g. Exercise period and process of exercise;	Subject to the terms and conditions as may be determined by the Committee and as set forth under the Scheme, the Options may be exercised by the employee upon vesting. Eligible Employee will be permitted to exercise vested options on and from the date of vesting of the options for an exercise period as may be determined by the Committee and set out in the Grant Letter. However the maximum period for Exercise of option will be upto 7 (seven) years. The vested options shall be exercisable by the employees by an application either in physical or electronic form to the Company expressing his/her desire to exercise such vested options in such manner and on such form at as may be prescribed by the Committee and on receipt of the applicable amount in full from the eligible employee. The vested options shall lapse if not exercised within the specified exercise period.	
h. The appraisal process for determining the eligibility of employees for the scheme(s);		
i. Maximum number of options to be offered and issued per employee and in aggregate, if any;		The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options however with shareholders' approval such limit can exceed 1% of the issued capital during any one-year, subject to. maximum number of stock options, in aggregate, that may be granted under the Scheme shall not exceed 7,41,116 options.

j.	Maximum quantum of benefits to be provided per employee under a scheme(s);	The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price of the option and the market price of the shares as on the exercise date.
k.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	The Scheme shall be implemented by direct route and shall be administered by the Nomination and Remuneration Committee of the Company which for the purpose of this Scheme is designated as "Compensation Committee" as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations").
l.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	The Scheme involves only new issue of shares by the Company. There will not be any secondary acquisition of shares by the Company.
m.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	Not Applicable as the Scheme shall be administered directly by the Company through the Committee, and not through trust.
n.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable as the Scheme involves only new issue of shares and shall be administered directly by the Company through the Committee, and not through trust.
o.	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15;	The Company undertakes to comply with the relevant Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and any Guidance Note on Accounting for employee share-based payment issued in that regard, from time to time including disclosure requirement therein, in compliance with regulation 15 of SEBI (SBEB&SE) Regulations.
p.	The method which the company shall use to value its options.	The Company shall adopt the 'fair value method' of valuation of options.

q.	Declaration	In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';
r.	Period of lock-in.	The Shares issued upon exercise of the vested Options shall be freely transferable and shall not be subject to any lock-in period restrictions, subject to such restrictions as may be prescribed under Applicable Laws.
s.	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	The procedure for buy-back of specified securities issued under the SEBI (SBEB & SE) Regulations, if to be undertaken at any time by the Company, shall be administered and determined by the Committee, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year; 'Specified securities' shall have the meaning ascribed to it under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. The Eligibility Criteria and identification of eligible Employees.

Consent of the members is being sought by way of Special Resolution for Item Nos. 3 & 4 pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SEBI (SBEB&SE) Regulations.

All the material documents referred to in the Explanatory Statement including the Scheme, are available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail at vaishali.kondbhar@xelpmoc.in.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item Nos.3 & 4, except to the extent of the stock options that have been or may be granted to them & their relatives under the Scheme.

The Board recommends the resolutions mentioned at Item Nos.3 & 4 for your approval by way of Special Resolution.

Item No.5 & 6

The Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on August 14, 2026, appointed Mr. Arvind Khandelwal as Chief Business Officer of the Company w.e.f. August 21, 2026 and also approved that considering the qualifications, experience, expertise, role and responsibilities and the criticality of the position, the expected contribution towards the growth and long-term performance of the Company, and the compensation structure applicable to the position and also his appointment at very lower level salary based on his experience and designation and to keep Senior Management interest aligned with the company vision, Mr. Arvind Khandelwal, will be entitled for up to 4,41,705 Options, in one or more tranches that can be converted to a maximum of 4,41,705 equity shares of face value of ₹ 10/- of the Company under Xelpmoc Design and Tech Limited ESOP Scheme 2020 and/or 2026 (ESOP 2020/2026) and entitled for during any 1 (one) year equal to or in excess of 1% (one percent) of the issued share capital of the Company, at the time of grant of ESOP Options in accordance with the SEBI SBEB & SE Regulations and ESOP 2020/2026.

In view of Regulation 6(3)(d) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Board recommends these Special Resolutions set out at Item No.5 & 6 for the approval of Members.

The relevant documents pertaining to the resolutions are available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail at vaishali.kondbhar@xelpmoc.in.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.5 & 6 of the Notice.

The Board recommends the resolution set forth in Item No.5 & 6, as a Special Resolutions for the approval of the members.

By Order of the Board of Directors
For **Xelpmoc Design and Tech Limited**

Place: Mumbai
Date: August 14, 2026

Vaishali Shetty
Company Secretary & Compliance Officer

Annexure A to the Notice

Details of the Directors retiring by rotation at the Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

Name of the Director	Mr. Jaison Jose	Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2025 - 26), which is circulated along with this AGM Notice.
DIN	07719333	Remuneration sought to be paid	Mr. Jaison Jose is entitled to receive remuneration upto such limit and on such terms and conditions as approved by the members of the Company vide special resolution dated September 30, 2024.
Date of Birth	01 - 03 - 1980	List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Jaison Jose does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: 1. Signal Analytics Private Limited 2. Savio Hockey Foundation
Age	46 Years	Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	NIL
Date of First Appointment on the Board	09 - 03 - 2017	Shareholding in the Company including as a beneficial owner	6,43,739 Shares (4.36%)
Qualification	Degree of Bachelor of Commerce from Mumbai University. and a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University	Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Jaison Jose & other members of the Board and Key Managerial Personnel
Brief Resume, Experience and Expertise in Functional Area	Mr. Jaison Jose brings 21 years industry experience in the field of human resource service with core strengths in operations, deep customer engagements and collaboration. He was a founding member & team member of Quess Corp. He was with Adecco India, he built the portfolio services offering focused on the start-up ecosystem. Over the last decade, he has partnered with entrepreneurs, family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams	Name of listed entities from which the Director has resigned in the past three years	Nil
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jaison Jose who was re-appointed as a Wholetime Director at the Annual General Meeting held on September 30, 2024, is liable to retire by rotation.		
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2025 - 26), which is circulated along with this AGM Notice		