

Date: September 30, 2021

To

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 542367</i>	<b>National Stock Exchange of India Limited</b> Listing Department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 <i>Scrip Symbol: XELPMOC</i>
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**Re: Proceedings of the 6<sup>th</sup> Annual General Meeting of Xelpmoc Design and Tech Limited (the “Company”) held on Thursday, September 30, 2021 at 3:00 p.m. through Video Conferencing**

Dear Sir/ Madam,

As per the notice of 6<sup>th</sup> Annual General Meeting (AGM) dated August 14, 2021, the Annual General Meeting of the Company was held on Thursday, September 30, 2021 at 3:00 p.m. through Video Conferencing, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), various circulars issued by the Ministry of Corporate Affairs including Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 and any updates thereto, and by the Securities and Exchange Board of India including circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and any updates thereto.

The brief details of businesses transacted at the meeting, manner of approval and result thereof are as under:

Sr. No.	Details of Businesses	Manner of Approval	Result
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
2.	Appointment of a Director in place of Mr. Pranjal Sharma (DIN: 06788125), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
3.	Approval for annual remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority

**XELPMOC DESIGN AND TECH LIMITED**

Regd& Corp Address: #17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> A Cross, 5<sup>th</sup> Block, Koramangala, Bengaluru – 560034  
 Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: vaishali.kondbhar@xelpmoc.in  
 CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

	Non-Independent Director. (Special Resolution)		
4.	Approval of the grant of options to the identified employee during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option. (Special Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority

Furthermore, pursuant to Regulation 44 of the Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the businesses transacted at the AGM along with consolidated report of the scrutinizer have been submitted vide our letter dated October 01, 2021.

Pursuant to regulation 30 of the Listing Regulations, the proceedings of the AGM are enclosed and is being also available on the website of the Company at <https://www.xelpmoc.in/investorrelations>.

This is for your records and dissemination. You are requested to take the same on record as the gist of proceedings of AGM and not consider the attached as minutes of the AGM.

Thanking you,

Yours truly,

**For Xelpmoc Design and Tech Limited**

VAISHALI  
LAXMAN  
KONDBHAR

Digitally signed by  
VAISHALI LAXMAN  
KONDBHAR  
Date: 2021.09.30  
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**Vaishali Kondbhar  
Company Secretary**

**Place: Mumbai  
Date: September 30, 2021**

## **PROCEEDINGS OF THE 6<sup>TH</sup> ANNUAL GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED (THE“COMPANY”) HELD ON THURSDAY, SEPTEMBER30, 2021 AT 3:00 P.M. THROUGH VIDEO CONFERENCING**

The 6<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company was held on Thursday, September 30, 2021 at 3:00 p.m. through Video Conferencing (“**VC**”), in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), various circulars issued by the Ministry of Corporate Affairs (“**MCA**”) including Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 and any updates thereto (referred as “**MCA Circulars**”), and by the Securities and Exchange Board of India (“**SEBI**”) including circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any updates thereto (“**SEBI Circulars**”).

Further, in accordance with the Secretarial Standard on General Meetings (“**SS-II**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the registered office of the Company which was the deemed venue of the AGM.

At 3.00 p.m., Mr. Tushar Trivedi, Chairman of the Company, occupied the Chair of the AGM and stated that he is attending the AGM from Mumbai. He welcomed all the members of the Company (“**Members**”) and directors of the Company at the AGM. He further stated that in these unprecedented times and considering the ongoing COVID-19 pandemic and social distancing norms to be followed, the AGM was being convened through VC in accordance with the MCA Circulars and SEBI Circulars.

He thereafter introduced all the directors and key managerial personnel present at the AGM, who were as follows:

1. Mr. Sandipan Chattopadhyay, Managing Director and CEO joined from Bengaluru
2. Mr. Srinivas Koora, Whole-time Director and CFO joined from Hyderabad
3. Mr. Jaison Jose, Whole-time Director joined from Mumbai
4. Mr. Premal Mehta, Independent Director joined from Mumbai
5. Mrs. Karishma Bhalla, Independent Director joined from Mumbai
6. Mr. Pranjal Sharma Non-Executive and Non-Independent Director joined from New Delhi
7. Mrs. Vaishali Kondbhar, Company Secretary joined from Mumbai

Mr. Soumyadri Bose, Non-Executive and Non-Independent Director of the Company could not attend the meeting due to some exigency.

The statutory auditors and secretarial auditors of the Company and scrutinizer for e-voting process were also present at the AGM.

The Chairman further informed that participation of members attending through Video Conferencing was reckoned for the purpose of quorum as per the MCA Circulars and Section 103 of the Companies Act, 2013. Since the AGM was being held through VC, as per the MCA Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by Members was not made available for the AGM. 44 Members were present at the meeting through VC. Accordingly, the requisite quorum was present and the AGM was called to order. The Chairman thereafter requested Mrs. Vaishali Kondbhar, Company Secretary, to read out the arrangements made for the Members at the AGM.

### **XELPMOC DESIGN AND TECH LIMITED**

Regd & Corp Address: #17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> A Cross, 5<sup>th</sup> Block, Koramangala, Bengaluru – 560034

Phone number: 080 4370 8360 | Website: [www.xelpmoc.in](http://www.xelpmoc.in) | Email: [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in)

CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

The Company Secretary informed that Notice and Annual Report for FY 2020-2021 were sent by e-mail to all those Members whose names appeared in the Register of Members and whose e-mail addresses were registered with the Company, the Registrar and Share Transfer Agent or the Depository Participants, as on Friday, September 03, 2021 and no physical copies of the AGM Notice and Annual Report were sent by the Company to any Members.

She informed the members that, as stated in the AGM Notice, the Members had been provided the facility to exercise their right to vote by electronic means on the resolutions set out in the AGM Notice, both through remote e-voting and e-voting system ('Insta Poll') at the AGM. The remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. Thursday, September 23, 2021 during the period commencing from 9.00 a.m. IST on Sunday, September 26, 2021 till 5.00 p.m. IST on Wednesday, September 29, 2021, and the remote e-voting was blocked on Wednesday, September 29, 2021 at 5.00 p.m.

Due to some technical problem, voice of Mrs. Vaishali Kondbhar, Company Secretary of the Company was not audible, hence Mr. Srinivas Koora, Whole-time Director and CFO of the Company continue the proceedings of the AGM.

He informed that Members joining the AGM through video conferencing, who had not already cast their vote by means of remote e-voting, had the option of voting through 'Insta-Poll' e-voting facility on announcement of the same by the Chairman. Members who had cast their votes by remote e-voting prior to the AGM were not entitled to cast their vote again.

He further informed all those present that the Board of Directors of the Company had appointed Mr. Manish Gupta, partner of VKMG & Associates LLP, practicing company secretaries, as the scrutinizer for the AGM.

It was informed that due to the ongoing COVID-19 pandemic, the Company had made the best possible efforts for providing the facility of joining the AGM by VC and voting electronically. However, in case of any issues during the AGM, Members were provided details for contacting KFin Technologies Private Limited for technical support / assistance.

The requisite statutory registers and certificates and other documents relevant to businesses specified in the AGM Notice were made available electronically for inspection during the AGM on the website of KFin Technologies Private Limited.

Thereafter Mr. Srinivas Koora requested the Chairman to continue with the proceedings of the meeting.

The Chairman informed that the annual report and the notice convening the 6<sup>th</sup> AGM were already emailed to all the members and were accordingly taken as read. The independent auditors' report on the Company's standalone and consolidated financial statements is unmodified. He further informed that the Statutory Auditor's Report and Secretarial Auditors' Report have already been sent to the members and did not contain any qualifications or observations or disclaimer or comments or other remarks which has any adverse effect on the functioning of the Company hence the same were taken as read.

At the request of the Chairman, Mr. Sandipan Chattopadhyay, Managing Director and CEO briefed the Members about the business of the Company.

The Managing Director further requested to the Chairman to continue the proceedings of the AGM.

Thereafter, the Chairman briefed all those present about the resolutions stated in the AGM Notice, as follows:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Pranjal Sharma (DIN: 06788125), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. Approval for annual remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director.
4. Approval of the grant of options to the identified employee during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.

Since the AGM was being held through VC and the resolutions mentioned in the AGM Notice were put to vote through remote e-voting and e-voting system ('Insta Poll') at the AGM, the practice of proposing and seconding of resolutions, which is not mandatory as per applicable law, was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through ('Insta Poll') e-voting facility provided to the members at AGM.

The Chairman then requested the Company Secretary to conduct the question and answer session.

Suitable replies were provided to the queries raised by the Members.

Before concluding the AGM, the Chairman informed the Members that the 'Insta Poll' e-voting facility will close 15 minutes after the closure of the AGM and requested the Members who had not already cast their votes, to do so through the 'Insta Poll' facility.

All the proceedings of the AGM were completed, the Chairman declared the AGM as concluded at 3:30 p.m. with thanks to the Members.

Post Completion of Annual General Meeting and voting through e-voting insta poll at the AGM, the Scrutinizer submitted Consolidated Scrutinizer's Report considering the result of remote e-voting and e-voting (Insta Poll) at the AGM. As per the report submitted by the Scrutinizer, the Chairman announced that all the resolutions embodied in the Notice of AGM dated August14, 2021 were passed with requisite majority. The voting result including Consolidated Scrutinizer's Report is attached as enclosure.

There was no adjournment or postponement or change in venue of the AGM. The Company has complied with the all the applicable provisions, mechanism and procedures as provided in MCA Circulars and SEBI Circulars, along with other applicable provisions of the Companies Act, 2013 and rules framed therein and the applicable provisions of secretarial standards in respect of calling, convening and conducting of the AGM.

**For Xelpmoc Design and Tech Limited**

VAISHALI  
LAXMAN  
KONDBHAR

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VAISHALI LAXMAN  
KONDBHAR  
Date: 2021.09.30  
21:03:06 +05'30'

**Vaishali Kondbhar**  
**Company Secretary**

**Place: Mumbai**  
**Date: September 30, 2021**

**Enc:** Voting Result including Consolidated Scrutinizer's Report



		XELPMOC DESIGN AND TECH LIMITED							
Date of the AGM/EGM		30-09-21							
Total number of shareholders on record date i.e. 23.09.2021		14764							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		Not Applicable							
Public:		Not Applicable							
No. of Shareholders attended the meeting through VC									
Promoters and Promoter Group:		7							
Public:		37							
Resolution No.	1								
Resolution required: (Ordinary/Special)	ORDINARY - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,757	7,848,724	99.9996	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,848,724	99.9996	7,848,724	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,947,462	1,947,462	100.0000	1,947,462	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,947,462	100	1,947,462	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	4,629,079	18,947	0.4093	18,947	0	100.0000	0.0000	0
	Insta Poll		53,573	1.1573	52,953	620	98.8427	1.1573	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		72,520	1.5666	71,900	620	99.1451	0.8549	0
Total		14,425,298	9,868,706	68.4125	9,868,086	620	99.9937	0.0063	0





Resolution No.	2								
Resolution required: (Ordinary/Special)	ORDINARY - To appoint a Director in place of Mr. Pranjal Sharma (DIN 06788125), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,757	7,848,724	99.9996	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7,848,724</b>	<b>99.9996</b>	<b>7,848,724</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,947,462	1,947,462	100.0000	1,947,462	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,947,462</b>	<b>100</b>	<b>1,947,462</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,629,079	18,947	0.4093	18,947	0	100.0000	0.0000	0
	Insta Poll		53,573	1.1573	52,953	620	98.8427	1.1573	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>72,520</b>	<b>1.5666</b>	<b>71,900</b>	<b>620</b>	<b>99.1451</b>	<b>0.8549</b>	<b>0</b>
<b>Total</b>		<b>14,425,298</b>	<b>9,868,706</b>	<b>68.4125</b>	<b>9,868,086</b>	<b>620</b>	<b>99.9937</b>	<b>0.0063</b>	<b>0</b>





Resolution No.	3								
Resolution required: (Ordinary/ Special)	SPECIAL - To approve annual remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held as on cut off date 04.08.21	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*1 00	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,757	7,848,724	99.9996	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7,848,724</b>	<b>99.9996</b>	<b>7,848,724</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,947,462	1,947,462	100.0000	1,883,833	63,629	96.7327	3.2673	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,947,462</b>	<b>100</b>	<b>1,883,833</b>	<b>63,629</b>	<b>96.7327</b>	<b>3.2673</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,629,079	18,947	0.4093	18,861	86	99.5461	0.4539	0
	Insta Poll		53,573	1.1573	52,953	620	98.8427	1.1573	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>72,520</b>	<b>1.5666</b>	<b>71,814</b>	<b>706</b>	<b>99.0265</b>	<b>0.9735</b>	<b>0</b>
<b>Total</b>		<b>14,425,298</b>	<b>9,868,706</b>	<b>68.4125</b>	<b>9,804,371</b>	<b>64,335</b>	<b>99.3481</b>	<b>0.6519</b>	<b>0</b>





Resolution No.	4								
Resolution required: (Ordinary/Special)	SPECIAL - Approval of the grant of options to the identified employee during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held as on cut off date 04.08.21	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,757	7,848,724	99.9996	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,848,724	99.9996	7,848,724	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,947,462	1,947,462	100.0000	1,883,833	63,629	96.7327	3.2673	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,947,462	100	1,883,833	63,629	96.7327	3.2673	0
Public- Non Institutions	E-Voting	4,629,079	18,947	0.4093	18,701	246	98.7016	1.2984	0
	Insta Poll		53,573	1.1573	52,953	620	98.8427	1.1573	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		72,520	1.5666	71,654	866	98.8058	1.1942	0
Total		14,425,298	9,868,706	68.4125	9,804,211	64,495	99.3465	0.6535	0



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**Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the  
6<sup>th</sup> Annual General Meeting (AGM)**

(Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies  
(Management and Administration) Rules, 2014 as amended.)

To,  
The Company Secretary and Compliance Officer,  
**XELPMOC DESIGN AND TECH LIMITED**  
#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> 'A' Cross,  
5<sup>th</sup> Block, Koramangala, Bengaluru – 560 034

Sub: 6<sup>th</sup> Annual General Meeting (AGM) of the members of **XELPMOC DESIGN AND  
TECH LIMITED** (the "Company") held on Thursday, September 30, 2021 at 03.00  
p.m. through Video Conferencing (VC).

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on August 14, 2021, I, Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, practicing company secretaries, have been appointed as a scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("e-voting"), on the resolutions contained in the notice of AGM dated August 14, 2021 ("Notice"), calling the 6<sup>th</sup> Annual General Meeting (AGM) of the members of Company on through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"). The AGM was convened on Thursday, September 30, 2021 at 03:30 p.m. through Video Conferencing (**VC**).

The management of the Company is responsible to ensure that Notice of the AGM issued, AGM conducted and Newspaper Public Advertisements are in compliance with applicable provision of the Act and rules made thereunder and applicable regulation of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ("**Listing Regulations**") and General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by MCA (collectively referred to as '**MCA Circulars**') and Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI ('**SEBI Circulars**'). The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

In light of the Covid-19 pandemic, pursuant to provisions of section 101 and 136 of the Act and rules made thereunder and Regulation 36 of Listing regulations and in terms of MCA Circulars and SEBI Circulars, the notice of AGM including procedure and instructions for e-voting and Annual Report for FY 2020-2021 have been sent by e-mail on September 07, 2021, to all those members of the Company ("**Members**") whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, September 03, 2021 and no physical copies of the Notice and Annual Report were sent by the Company to any Members.





The Company has uploaded the Notice of the AGM and Annual Report on its website [www.xelpmoc.in](http://www.xelpmoc.in) and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**") and the same was also available on the website of KFinTech at <https://evoting.kfintech.com>.

In terms of MCA Circulars, the Company has also enabled members, whose email address are not registered, to temporarily update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for the limited purpose of receiving the Notice and Annual Report electronically along with User ID and the Password to enable e-voting.

The Company has also published public advertisements of Notice of the AGM before and after the sending of said Notice, in the newspapers as prescribed in the Act and MCA circulars.

My responsibility as a Scrutinizer is to scrutinize the process of remote e-voting before the AGM and e-voting (Insta Poll) at the AGM in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice and "invalid" and "abstained" votes, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("KFinTech"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Act and engaged by the Company to provide e-voting facility and attendant papers and other relevant documents furnished to me electronically by the Company and/or KFinTech for my verification. Accordingly, I hereby submit my report as under:

1. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, September 23, 2021, were entitled to vote either by remote e-voting or e-voting (Insta Poll) at the AGM, on the resolutions (item nos. 1 to 4 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting commenced on Sunday, September 26, 2021 at 9.00 a.m. (IST) and ended on Wednesday, September 29, 2021 at 5.00 p.m. (IST). The remote e-voting module was disabled on Wednesday, September 29, 2021 at 5.00 p.m. (IST).
3. The facility for voting was also available at the AGM through e-voting (Insta Poll) for those Members who attended the AGM and had not already cast their vote through the remote e-voting facility.
4. The votes cast during the remote e-voting were unblocked on Thursday, September 30, 2021, after the conclusion of the AGM and was witnessed by two witnesses, Ms. Seema Gawas and Ms. Shweta Thanekar, who are not in the employment of the Company.
5. 69 (Sixty Nine) equity shareholders holding 98,15,133 equity shares of the Company, have participated in the voting through remote e-voting system.
6. 13 (Thirteen) equity shareholders holding 53,573 equity shares of the Company, have participated in the voting through e-voting (Insta Poll) at the AGM.





7. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, and whose votes were invalid or who abstained from voting, were generated from thee-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, the voting results are reported.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, as an Annexure to this report, based on the reports generated by KFinTech.

All the resolutions put to vote at the AGM stand passed, under remote e-voting along with voting through e-voting (Insta Poll) at the AGM, with the requisite majority and shall be deemed to be passed on the date of the AGM.

I hereby confirm that I am maintaining the register and records which are required to be maintained under rule 20 of the Companies (Management and Administration) Rules, 2014 received from the KFinTech, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the AGM by the Equity Shareholders of the Company and according to my observations, the process of remote e-voting and e-voting through Insta Poll at the AGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully

For VKMG & Associates LLP  
Company Secretaries  
FRN: L2019MH005300



*Manish*  
Manish Rajnarayan Gupta  
Partner  
ACS-43802  
CP-16067  
PRN:1279/2021

Date: 30-09-2021  
Place: Mumbai  
UDIN: A043802C001055923

Witness 1: Ms. Seema Gawas

*Seema*  
\_\_\_\_\_

Witness 2: Ms. Shweta Thanekar

*Shweta*  
\_\_\_\_\_

Signature: *Vaishali*  
Mrs. Vaishali Kondbhar,  
Company Secretary and Compliance Officer  
(Authorised by Mr. Tushar Trivedi, Chairman of the AGM)



**XELPMOC DESIGN AND TECH LIMITED**  
(CIN - L72200KA2015PLC082873)

Annexure to Consolidated Scrutinizer Report in respect of remote e-voting along voting through e-voting (Insta Poll) at 6th Annual General Meeting of Xelpmoc Design and Tech Limited held on September 30, 2021 through Video Conferencing (VC)

Res. No.	Particular of Resolution	Mode	Total No. of Members	Total Votes	Total Valid Votes	Favour			Against			Invalid	
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon	Remote e-voting	69	9815133	9815133	69	9815133	100.000	0	0	0.000	0	0
		E-voting (Insta Poll)	13	53573	53573	12	52953	98.843	1	620	1.157	0	0
		<b>Total</b>	<b>82</b>	<b>9868706</b>	<b>9868706</b>	<b>81</b>	<b>9868086</b>	<b>99.994</b>	<b>1</b>	<b>620</b>	<b>0.006</b>	<b>0</b>	<b>0</b>
2	To appoint a Director in place of Mr. Pranjal Sharma (DIN: 06788125), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment	Remote e-voting	69	9815133	9815133	69	9815133	100.000	0	0	0.000	0	0
		E-voting (Insta Poll)	13	53573	53573	12	52953	98.843	1	620	1.157	0	0
		<b>Total</b>	<b>82</b>	<b>9868706</b>	<b>9868706</b>	<b>81</b>	<b>9868086</b>	<b>99.994</b>	<b>1</b>	<b>620</b>	<b>0.006</b>	<b>0</b>	<b>0</b>
3	To approve annual remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director	Remote e-voting	69	9815133	9815133	66	9751418	99.351	3	63715	0.649	0	0
		E-voting (Insta Poll)	13	53573	53573	12	52953	98.843	1	620	1.157	0	0
		<b>Total</b>	<b>82</b>	<b>9868706</b>	<b>9868706</b>	<b>78</b>	<b>9804371</b>	<b>99.348</b>	<b>4</b>	<b>64335</b>	<b>0.652</b>	<b>0</b>	<b>0</b>
4	Approval of the grant of options to the identified employee during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option	Remote e-voting	69	9815133	9815133	62	9751258	99.349	7	63875	0.651	0	0
		E-voting (Insta Poll)	13	53573	53573	12	52953	98.843	1	620	1.157	0	0
		<b>Total</b>	<b>82</b>	<b>9868706</b>	<b>9868706</b>	<b>74</b>	<b>9804211</b>	<b>99.346</b>	<b>8</b>	<b>64495</b>	<b>0.654</b>	<b>0</b>	<b>0</b>

For VKMG & Associates LLP  
Company Secretaries  
FRN. L2019MH005300

*Manish*  
Manish Gupta  
Partner  
ACS No. 43802  
C. P. No. 16067  
PRN:1279/2021



Place: Mumbai  
Date 30-09-2021  
UDIN: A043802C001055923

Witness 1: Ms. Seema Gawas

*Seema*

Witness 2: Ms. Shweta Thanekar

*Shweta*