

Date: September 30, 2022

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>
--	--

**Re: Proceedings of the 7<sup>th</sup> Annual General Meeting of Xelpmoc Design and Tech Limited (the “Company”) held on Friday, September 30, 2022 at 10:00 a.m. through Video Conferencing**

Dear Sir/ Madam,

As per the notice of 7<sup>th</sup> Annual General Meeting (AGM) dated August 13, 2022, the Annual General Meeting of the Company was held on Friday, September 30, 2022 at 10:00 a.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 Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 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. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and any updates thereto.

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

<b>Sr. No.</b>	<b>Details of Businesses</b>	<b>Manner of Approval</b>	<b>Result</b>
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 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. Jaison Jose (DIN: 07719333), 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

**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

3.	Approval for annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director. (Special Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
4.	Approval of payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company.	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 September 30, 2022.

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 Kondbhar  
Company Secretary**

**Place: Mumbai  
Date: September 30, 2022**

## **PROCEEDINGS OF THE 7<sup>TH</sup> ANNUAL GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED (THE “COMPANY”) HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 10:00 A.M. THROUGH VIDEO CONFERENCING**

The 7<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Friday, September 30, 2022 at 10:00 a.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 Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 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. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 10.00 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 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 Hyderabad
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

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. 58 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.

The Company Secretary informed that Notice and Annual Report for FY 2021-2022 were sent by e-mail to

### **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

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 02, 2022 and physical copies of the Notice and Annual Report were sent by the Company to all those members who have requested for the same.

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. Friday, September 23, 2022 during the period commencing from 9.00 a.m. IST on Monday, September 26, 2022 till 5.00 p.m. IST on Thursday, September 29, 2022, and the remote e-voting was blocked on Thursday, September 29, 2022 at 5.00 p.m.

She 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.

She 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 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 Limited for technical support / assistance.

The requisite statutory registers and certificate 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 Limited.

Thereafter, she requested the Chairman to continue with the proceedings of the meeting.

The Chairman informed that the annual report and the notice convening the 7<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, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. Approval of annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director.
4. Approval of payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company.

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.

The Company Secretary read out the arrangements made for the Speaker Members at the AGM explaining few technical points and requested to Moderator to announce the speakers name one by one. Thereafter, the Moderator called upon all speaker's name who had registered, however nobody responded to Moderator and accordingly, Moderator requested the Chairman to proceed further.

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, and the AGM concluded at 10:34 a.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 August 13, 2022 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 Kondbhar**  
**Company Secretary**

**Place: Mumbai**  
**Date: September 30, 2022**

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

		XELPMOC DESIGN AND TECH LIMITED							
Date of the AGM/EGM		30-09-2022							
Total number of shareholders on record date i.e. 23.09.2022		15972							
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:		6							
Public:		52							
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, 2022 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	78,48,407	78,48,324	99.9989	78,48,324	0	100.0000	0.0000	0
	Insta Poll		10	0.0001	10	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>78,48,334</b>	<b>99.9990</b>	<b>78,48,334</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	8,69,562	8,12,815	93.4741	8,12,815	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>8,12,815</b>	<b>93.4741</b>	<b>8,12,815</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	57,84,444	2,67,603	4.6263	2,66,947	656	99.7548	0.2451	0
	Insta Poll		1,09,396	1.8912	1,09,395	1	99.9990	0.0009	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>57,84,444</b>	<b>6.5175</b>	<b>57,84,443</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>

	Total		3,76,999	6.5175	3,76,342	657	99.8257	0.1743	0
	Total	1,45,02,413	90,38,148	62.3217	90,37,491	657	99.9927	0.0073	0

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Jaison Jose (DIN: 07719333), 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?	Yes								
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	78,48,407	78,48,324	99.9989	78,48,324	0	100.0000	0.0000	0
	Insta Poll		10	0.0001	10	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		78,48,334	99.9990	78,48,334	0	100.0000	0.0000	0
Public- Institutions	E-Voting	8,69,562	8,12,815	93.4741	8,12,815	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		8,12,815	93.4741	8,12,815	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	57,84,444	2,67,603	4.6263	2,66,550	1,053	99.6065	0.3934	0
	Insta Poll		1,09,396	1.8912	1,09,395	1	99.9990	0.0009	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,76,999	6.5175	3,75,945	1,054	99.7204	0.2796	0
Total		1,45,02,413	90,38,148	62.3217	90,37,094	1,054	99.9883	0.0117	0

Resolution No.	3								
Resolution required: (Ordinary/ Special)	SPECIAL - To approve annual remuneration of Mr. Pranjal Sharma (DIN 06788125), 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)]*100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	78,48,407	78,48,324	99.9989	78,48,324	0	100.0000	0.0000	0
	Insta Poll		10	0.0001	10	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>78,48,334</b>	<b>99.9990</b>	<b>78,48,334</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	8,69,562	8,12,815	93.4741	8,12,815	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>8,12,815</b>	<b>93.4741</b>	<b>8,12,815</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	57,84,444	2,67,603	4.6263	2,66,428	1,175	99.5609	0.4390	0
	Insta Poll		1,09,396	1.8912	1,09,395	1	99.9990	0.0009	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3,76,999</b>	<b>6.5175</b>	<b>3,75,823</b>	<b>1,176</b>	<b>99.6881</b>	<b>0.3119</b>	<b>0</b>
	<b>Total</b>	<b>1,45,02,413</b>	<b>90,38,148</b>	<b>62.3217</b>	<b>90,36,972</b>	<b>1,176</b>	<b>99.9870</b>	<b>0.0130</b>	<b>0</b>



Resolution No.	4								
Resolution required: (Ordinary/Special)	SPECIAL - To approve payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN:06788125), Non-Executive & Non-Independent Director of the Company								
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	78,48,407	78,48,324	99.9989	78,48,324	0	100.0000	0.0000	0
	Insta Poll		10	0.0001	10	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>78,48,334</b>	<b>99.9990</b>	<b>78,48,334</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	8,69,562	8,12,815	93.4741	8,12,815	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>8,12,815</b>	<b>93.4741</b>	<b>8,12,815</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	57,84,444	2,67,603	4.6263	2,66,428	1,175	99.5609	0.4390	0
	Insta Poll		1,09,396	1.8912	1,09,395	1	99.9990	0.0009	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3,76,999</b>	<b>6.5175</b>	<b>3,75,823</b>	<b>1,176</b>	<b>99.6881</b>	<b>0.3119</b>	<b>0</b>
<b>Total</b>	<b>1,45,02,413</b>	<b>90,38,148</b>	<b>62.3217</b>	<b>90,36,972</b>	<b>1,176</b>	<b>99.9870</b>	<b>0.0130</b>	<b>0</b>	



# VKMG

& Associates LLP  
Company Secretaries

## Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the 7<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**  
CIN: L72200KA2015PLC082873  
#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> 'A' Cross,  
5<sup>th</sup> Block, Koramangala, Bengaluru – 560 034

Sub: 7<sup>th</sup> Annual General Meeting (AGM) of the members of **XELPMOC DESIGN AND  
TECH LIMITED** (the "Company") held on Friday, September 30, 2022 at 10.00 a.m.  
through Video Conferencing (VC).

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on August 13, 2022, I, Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Practising 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 13, 2022 ("**Notice**"), calling the 7<sup>th</sup> AGM of the members of Company on Friday, September 30, 2022 at 10.00 a.m. IST through VC or Other Audio-Visual Means ("**OAVM**").

The AGM was held on Friday, September 30, 2022, at 10.00 a.m. IST through VC.

The management of the Company is responsible to ensure that Notice of the AGM issued, AGM held and Newspaper Public Advertisements published are in compliance with applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ("**Listing Regulations**") and General Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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

Pursuant to provisions of Sections 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 2021-2022 was sent by e-mail on September 07, 2022, to all those members of the Company ("**Members**") whose names appear in the Register of Members and whose e-mail address is registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, September 02, 2022 and no physical copies of the Notice and Annual Report were sent by the Company to any Members except to such members who have specifically requested for the same .

LLPIN: AAN-5436

105/108, Lotus Business Park, Ram Baug Lane, Off S V Road, Malad (West), Mumbai - 400064.

+91-22-4601 1261 team@vkmg.in





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

In terms of MCA Circulars, the Company enabled members, whose email address is not registered, to temporarily update their email address by writing email at [einward.ris@kfintech](mailto:einward.ris@kfintech) for the limited purpose of receiving the Notice and Annual Report electronically along with details of User ID and 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 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, based on the reports generated from the e-voting system provided by KFin Technologies 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, 2022, 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 Monday, September 26, 2022, at 9.00 a.m. (IST) and ended on Thursday, September 29, 2022, at 5.00 p.m. (IST). The remote e-voting module was disabled by KFinTech upon expiry of this period.
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 Friday, September 30, 2022, after the conclusion of the AGM and was witnessed by two witnesses, Mr. Prathamesh Gogarkar and Ms. Shweta Thanekar, who are not in the employment of the Company.
5. The e-votes were reconciled with the records maintained by the Company/ KFinTech and the authorizations lodged with the Company/ KFinTech on test check basis.
6. 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 the e-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 have been passed on the date of the AGM.

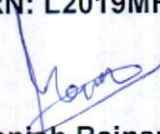
I hereby confirm that I am maintaining the register and records which are required to be maintained under Rule 20 of the Companies (Management and Administration) Rules, 2014 received from the KFinTech, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the AGM by the Equity Shareholders of the Company and will be handed over to Mrs. Vaishali Kondbhar, Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM. 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 Rajnarayan Gupta  
Partner  
ACS-43802  
CP-16067  
PRN:1279/2021

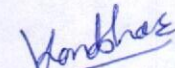
Date: 30-09-2022  
Place: Mumbai  
UDIN: A043802D001088868

Witness 1: Mr. Prathamesh Gogarkar

  
\_\_\_\_\_

Witness 2: Ms. Shweta Thanekar

  
\_\_\_\_\_

Signature:   
\_\_\_\_\_

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



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

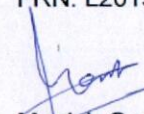
Annexure to Consolidated Scrutinizer Report in respect of remote e-voting along voting through e-voting (Insta Poll) at 7th Annual General Meeting of Xelpmoc Design and Tech Limited held on September 30, 2022 through Video Conferencing (VC)

Res. No.	Particular of Resolution	Mode	Total No. of Members	Total Votes	Total Valid Votes	Favour			Against		
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes
1	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.	Remote e-voting	59	8928742	8928742	55	8928086	99.9927	4	656	0.0073
		E-voting (Insta Poll)	21	109406	109406	21	109405	99.9991	1	1	0.0009
		<b>Total</b>	<b>80</b>	<b>9038148</b>	<b>9038148</b>	<b>76</b>	<b>9037491</b>	<b>99.9927</b>	<b>5</b>	<b>657</b>	<b>0.0073</b>
2	To appoint Mr. Jaison Jose (DIN:07719333), who retires by rotation as a Director.	Remote e-voting	59	8928742	8928742	50	8927689	99.9882	9	1053	0.0118
		E-voting (Insta Poll)	21	109406	109406	21	109405	99.9991	1	1	0.0009
		<b>Total</b>	<b>80</b>	<b>9038148</b>	<b>9038148</b>	<b>71</b>	<b>9037094</b>	<b>99.9883</b>	<b>10</b>	<b>1054</b>	<b>0.0117</b>
3	To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director	Remote e-voting	59	8928742	8928742	49	8927567	99.9868	10	1175	0.0132
		E-voting (Insta Poll)	21	109406	109406	21	109405	99.9991	1	1	0.0009
		<b>Total</b>	<b>80</b>	<b>9038148</b>	<b>9038148</b>	<b>70</b>	<b>9036972</b>	<b>99.9870</b>	<b>11</b>	<b>1176</b>	<b>0.0130</b>
4	To approve payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN:06788125), Non-Executive & Non-Independent Director of the Company	Remote e-voting	59	8928742	8928742	49	8927567	99.9868	10	1175	0.0132
		E-voting (Insta Poll)	21	109406	109406	21	109405	99.9991	1	1	0.0009
		<b>Total</b>	<b>80</b>	<b>9038148</b>	<b>9038148</b>	<b>70</b>	<b>9036972</b>	<b>99.9870</b>	<b>11</b>	<b>1176</b>	<b>0.0130</b>

**Note**

1 In case of insta poll e-voting at AGM, one member holding 32500 equity shares in relation to all resolutions has casted 32499 votes in favour and 1 vote in against. However, while calculating the number of members who voted in favour and number of members who voted against the resolutions, the said members where considered under both the categories.

For VKMG & Associates LLP  
Company Secretaries  
FRN. L2019MH005300

  
Manish Gupta  
Partner

ACS No. 43802  
C. P. No. 16067  
PRN:1279/2021



Place: Mumbai  
Date 30-09-2022  
UDIN: A043802D001088868