

28<sup>th</sup> September, 2019

BSE Limited Department of Corporate Services Listing Department, P J Towers, Dalal Street, Mumbai – 400001 <i>Scrip Code: 542367</i>	National Stock Exchange of India Limited 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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**Kind Attn: Head – Listing Department / Dept of Corporate Communications**

**Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the 4<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the proceedings of the 4<sup>th</sup> Annual General Meeting of Xelpmoc Design and Tech Limited held on Friday, September 27, 2019 at Casa De Bengaluru, No. 873, 17<sup>th</sup> E Main Road, KHB Colony, 6<sup>th</sup> Block, Koramangala, Bengaluru - 560095.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited

  
Vaishali Kondbhar  
Company Secretary



Encl: as above

**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 8160 | Website: [www.xelpmoc.in](http://www.xelpmoc.in) | Email: [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in)

CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

**PROCEEDINGS OF THE FOURTH ANNUAL GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED (THE "COMPANY") HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 2:00 P.M. AT CASA DE BENGALURU, NO. 873, 17<sup>TH</sup> E MAIN ROAD, KHB COLONY, 6<sup>TH</sup> BLOCK, KORAMANGALA, BENGALURU - 560095, KARNATAKA, INDIA.**

As per the Notice dated 06<sup>th</sup> August 2019, the Fourth Annual General Meeting (AGM) of the Company was held on Friday, 27<sup>th</sup> September, 2019 at 2:00 p.m. at Casa De Bengaluru, No. 873, 17<sup>th</sup> E Main Road, KHB Colony, 6<sup>th</sup> Block, Koramangala, Bengaluru - 560095.

1. At 2:00 P.M., Mrs. Vaishali Kondbhar, Company Secretary of the Company welcomed all the Members and Directors of the Company and requested Mr. Tushar Trivedi, Chairman of the Company to occupy the Chair and proceed further.
2. Mr. Tushar Trivedi, occupied the chair and welcomed all the members. She further announced that 18 Members of the Company are present in person and no proxy has been received. As the requisite quorum was present the meeting was put to order.
3. The Directors, Key Managerial Personnel and Invitees present at the AGM were as follows:

**Directors:**

Mr. Tushar Trivedi	Chairman - Independent Director
Mr. Sandipan Chattopaddhyay	Managing Director & CEO
Mr. Srinivas Koora	Whole Time Director & CFO
Mr. Jaison Jose	Whole Time Director
Mr. Vishal Chaddha	Whole Time Director
Mr. Premal Mehta	Independent Director
Mrs. Pratiksha Pingle	Independent Director
Mrs. Bhavna Chattopadhyay	Non-Executive Director



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**Key Managerial Persons:**

Mrs. Vaishali Kondbhar

Company Secretary

**Invitees:**

Mr. Manish Rajnaryan Gupta

Partner of M/s. VKMG & Associates LLP,  
Practicing Company Secretary, Secretarial  
Auditor.

Mr. Vijay Babaji Kondalkar

Partner of M/s. VKMG & Associates LLP,  
Practicing Company Secretary, Secretarial  
Auditor.

Ms. Tasnim Tankiwala

Partner of M/s. JHS & Associates LLP,  
Chartered Accountants, Statutory Auditors of  
the Company

4. Mrs. Vaishali Kondbhar, Company Secretary informed the members that the Statutory Registers, Proxy Registers and other requisite documents were available during the Meeting, for inspection by the Members.
5. The Chairman introduced the Directors and Officers present on the dais to the Members of the Company. He informed that the Annual Report for the financial year 2018-19 and the Notice convening 4<sup>th</sup> Annual General Meeting of the Company are in the hands of the members. With the permission of the members notice of the Annual General Meeting and Directors' Report were taken as read. He further informed that Auditors Reports on the standalone and consolidated Financials of the Company are unmodified and instructed Company Secretary to read the same. He further informed that Statutory and Secretarial Auditors' Report does not contain any qualifications, observations or comments or other remarks which have any adverse effect on the functioning of the company.
6. At the request of the Chairman, Mr. Sandipan Chattopadhyay, Managing Director of the Company briefed the Members about the business of the Company.



7. The Chairman informed the members that in accordance with the provisions of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility through Karvy Fintech Private Limited to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda items specified in the Notice of the 4<sup>th</sup> AGM. The remote e-voting period had commenced on 23<sup>rd</sup> September, 2019 at 9.00 a.m. and ended on 26<sup>th</sup> September, 2019 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

He further informed that the Board of Directors had appointed Mr. Manish Rajnarayan Gupta, Partner of M/s. VKMG & Associates LLP (Membership No. ACS- 43802), Practicing Company Secretary, Mumbai, as the Scrutinizer for the purpose of Scrutinizing the voting process (both Remote e-Voting and Voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 4<sup>th</sup> AGM.

8. The Chairman then requested the Members present to raise any queries on the Audited Accounts and other related matters None of the Members raised any queries in respect of financials of the Company.

9. The Chairman informed that the results of voting i.e. remote e-voting and result of the voting done at the AGM along with consolidated scrutinizers report shall be announced within 48 hours of the conclusion of the meeting at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would be intimated to BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE) and would be available at the registered office of the Company and also requested to members who have not voted electronically to cast their votes by Ballot Paper.





Thereafter, the Chairman had ordered for Voting through ballot forms on the following items of businesses included in the Notice of the 4<sup>th</sup> Annual General Meeting and requested Mr. Manish Rajnarayan Gupta, Scrutinizer to conduct the Voting in fair and transparent manner.

Ordinary Businesses	
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;
2.	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.
Special Businesses	
3.	Ratification of appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4.	Ratification of appointment of Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
5.	Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
6.	Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
7.	Ratification of appointment of Mr. Tushar Trivedi (DIN 08164751), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
8.	Ratification of appointment of Mr. Premal Mehta (DIN 00090389), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
9.	Ratification of appointment of Mrs. Pratiksha Pingle (DIN 06878382), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



10.	Ratification of appointment of Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non-Independent Woman Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
11.	Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2019 (“ESOP – 2019 / Scheme”)

There being no further business to transact, the meeting ended with the vote of thanks to the Chair.

The Company has complied the respective provision of Act and Rules of the Companies Act, 2013 and secretarial standards in respect of calling, convening and conducting the meeting.

Post Completion of Annual General Meeting, the Scrutinizer took the custody of the Ballot Paper and post verification submitted their Combined Scrutinizer's Report considering the result of remote e-voting and voting through Ballot Forms at AGM. As per the report submitted by the Scrutinizer, all the resolutions embodied in the Notice of 4<sup>th</sup> Annual General Meeting dated 6<sup>th</sup> August, 2019 were passed with requisite majority.

For **Xelpmoc Design and Tech Limited**



**Vaishali Kondbhar**  
Company Secretary



**Place: Bengaluru**  
**Date: September 28, 2019**