

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L72200KA2015PLC082873"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAACX1880G"/>							
(ii) (a) Name of the company	<input type="text" value="XELPMOC DESIGN AND TECH L"/>							
(b) Registered office address	<input type="text" value="#17, 4th Floor, Agies Building,
1st 'A' cross, 5th Block, Koramangala,
Bangalore
Bangalore
Karnataka
560034"/>							
(c) *e-mail ID of the company	<input type="text" value="vaishali.kondbhar@xelpmoc.in"/>							
(d) *Telephone number with STD code	<input type="text" value="08043708360"/>							
(e) Website	<input type="text" value="www.xelpmoc.in"/>							
(iii) Date of Incorporation	<input type="text" value="16/09/2015"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes <input type="radio"/> No							
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No							

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SIGNAL ANALYTICS PRIVATE LI	U74994KA2019PTC128859	Subsidiary	100
2	XELPMOC DESIGN AND TECH U		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	14,478,413	14,478,413	14,478,413
Total amount of equity shares (in Rupees)	250,000,000	144,784,130	144,784,130	144,784,130

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	25,000,000	14,478,413	14,478,413	14,478,413
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	144,784,130	144,784,130	144,784,130

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

At the beginning of the year	193,351	13,511,947	13705298	137,052,980	137,052,980	
Increase during the year	0	794,095	794095	7,940,950	7,940,950	262,908,000
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	720,000	720000	7,200,000	7,200,000	262,800,000
v. ESOPs	0	53,115	53115	531,150	531,150	108,000
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		20,980	20980	209,800	209,800	
physical shares converted into demat						
Decrease during the year	20,980	0	20980	209,800	209,800	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	20,980		20980	209,800	209,800	
physical shares converted into demat						
At the end of the year	172,371	14,306,042	14478413	144,784,130	144,784,130	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE01P501012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

80,548,230

(ii) Net worth of the Company

602,450,755

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,339,090	50.69	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	7,339,090	50.69	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,148,485	28.65	0	
	(ii) Non-resident Indian (NRI)	328,190	2.27	0	
	(iii) Foreign national (other than NRI)	172,371	1.19	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	1,560,361	10.78	0	
7.	Mutual funds	63,629	0.44	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	197,564	1.36	0	
10.	Others Clearing members 51051, C	668,723	4.62	0	
	Total	7,139,323	49.31	0	0

Total number of shareholders (other than promoters)

15,085

**Total number of shareholders (Promoters+Public/
Other than promoters)**

15,088

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE RAM FUND, LP	CITIBANK N.A. CUSTODY SERVICES		US	121,645	0.84
NEWPORT ASIA GROW	DEUTSCHE BANK AG, DB HOUSE, F		US	26,521	0.18
UNIVERSITY OF NOTRE	1251 N EDDY STREET SUITE 400 SC		US	412,600	2.85
MASSACHUSETTS INS	77 MASSACHUSETTS AVENUE CAM		US	43,926	0.3
TIFF GLOBAL EQUITY F	DEUTSCHE BANK AG, DB HOUSE, F		US	21,630	0.15
CATHOLIC ENDOWME	DEUTSCHE BANK AG, DB HOUSE, F		US	46,677	0.32
THE TIFF KEYSTONE F	DEUTSCHE BANK AG, DB HOUSE, F		US	48,435	0.34
NEWPORT ASIA ADVIS	DEUTSCHE BANK AG, DB HOUSE, F		US	32,307	0.22
NEWPORT ASIA INSTIT	DEUTSCHE BANK AG, DB HOUSE, F		US	370,618	2.56
GP EMERGING MARKE	333 W WACKER - SUITE 700 CHICA		US	122,459	0.85
NEWPORT ASIA PARTN	DEUTSCHE BANK AG, DB HOUSE, F		US	290,554	2.01
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., IND		KY	22,989	0.17

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	9,445	15,085
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	50.69	0
B. Non-Promoter	0	5	0	5	0	0.21
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	3	0	3	0	0.21
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	3	5	50.69	0.21

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANDIPAN CHATTOPADHYAY	00794717	Managing Director	4,079,102	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SRINIVAS KOORA	07227584	Whole-time director	2,418,698	
JAISON JOSE	07719333	Whole-time director	841,290	
TUSHAR RAMESHCHANDRAN	08164751	Director	22,243	
PREMAL VINOD MEHTA	00090389	Director	7,500	
KARISHMA BHALLA	08729754	Director	0	
SOUMYADRI SHEKHA	02795223	Director	0	23/05/2022
PRANJAL SHARMA	06788125	Director	0	
VAISHALI LAXMAN KOLHAPURKAR	DDZPK3658B	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANDIPAN CHATTOPADHYAY	00794717	Managing Director	02/07/2021	Re-appointment
SRINIVAS KOORA	07227584	Whole-time director	02/07/2021	Re-appointment
JAISON JOSE	07719333	Whole-time director	02/07/2021	Re-appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	11/08/2021	14,215	42	58.53
Annual General Meeting	30/09/2021	14,764	44	55.11

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/05/2021	8	8	100
2	15/07/2021	8	8	100
3	14/08/2021	8	8	100
4	12/11/2021	8	7	87.5
5	12/02/2022	8	6	75

C. COMMITTEE MEETINGS

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/05/2021	4	4	100
2	Audit Committee	14/08/2021	4	4	100
3	Audit Committee	12/11/2021	4	3	75
4	Audit Committee	12/02/2022	4	3	75
5	Nomination and Remuneration	21/05/2021	3	3	100
6	Nomination and Remuneration	14/08/2021	3	3	100
7	Nomination and Remuneration	12/11/2021	3	3	100
8	Nomination and Remuneration	12/02/2022	3	2	66.67
9	Stakeholders Forum	12/02/2022	3	3	100
10	Management Committee	13/05/2021	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/09/2022 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SANDIPAN CHAKRABORTY	5	5	100	7	6	85.71	Yes

2	SRINIVAS KO	5	5	100	12	12	100	Yes
3	JAISON JOSE	5	5	100	8	4	50	Yes
4	TUSHAR RAM	5	5	100	9	9	100	Yes
5	PREMAL VIN	5	5	100	8	8	100	Yes
6	KARISHMA BI	5	3	60	4	2	50	Yes
7	SOUMYADRI	5	4	80	4	3	75	Not Applicable
8	PRANJAL SH,	5	5	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sandipan Chattopad	Managing Direct	1,821,600	0	0	0	1,821,600
2	Srinivas Koor	Wholetime Direc	1,821,600	0	0	0	1,821,600
3	Jaison Jose	Wholetime Direc	1,821,600	0	0	0	1,821,600
	Total		5,464,800	0	0	0	5,464,800

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vaishali Kondbhar	Company Secre	727,200	0	0	0	727,200
	Total		727,200	0	0	0	727,200

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Tushar Trivedi	Independent Dir	0	0	0	105,000	105,000
2	Premal Mehta	Independent Dir	0	0	0	97,500	97,500
3	Karishma Bhalla	Independent Dir	0	0	0	37,500	37,500
4	Soumyadri Bose	Non-Executive a	0	480,000	0	0	480,000
5	Pranjal Sharma	Non-Executive a	0	480,000	0	0	480,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	960,000	0	240,000	1,200,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Manish Rajnarayan Gupta

Whether associate or fellow

Associate Fellow

Certificate of practice number

16067

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

To be digitally signed by



- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

Clarification - Notes to Annual Return.pdf
Form MGT-8.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

NOTES TO FORM MGT-7 (ANNUAL RETURN)

1. In point no.VI(b) shareholding pattern – public/other than promoters on page no.9 of Form MGT-7, we have shown the shareholding of Foreign Portfolio Investors i.e. 15,60,361 shares under the category of Foreign Institutional Investors and reason for the same areas under:

- As per the SEBI shareholding pattern format and RTA's record there are 2(two) separate category i.e. Foreign Portfolio Investors and Foreign Institutional Investors, accordingly while filling the shareholding pattern for the quarter ended March 31, 2022 with the Stock Exchange we have shown the 15,60,361 shares under the category of Foreign Portfolio Investors as per the data received from RTA.
- In Form MGT-7 there is no separate category for Foreign Portfolio Investors and there is only one category of Foreign Institutional Investors, however section 92 states that Form MGT-7 must include the details of shares held by or on behalf of the Foreign Institutional Investors and also Form MGT-7 asked under VI(C) the details of Individual Foreign Institutional Investors separately. Further in Form MGT-7 if we show 15,60,361 shares under other category with note of Foreign Portfolio Investors and mentioned "zero" shares in Foreign Institutional Investors category, then Form MGT-7 will not allowed to enter the details of Individual Foreign Institutional Investors separately, hence in order to comply with the provision of section 92 i.e. details of shares held by or on behalf of the Foreign Institutional Investors and requirement of Form MGT-7 i.e. details of Individual Foreign Institutional Investors separately, we have shown the shareholding of Foreign Portfolio Investors i.e. 15,60,361 shares under the category of Foreign Institutional Investors.

2. ***The Company has issued and allotted 12,000 Equity Shares of face values of Rs.10/- each on March 23, 2022 to one of the eligible employees under ESOP Scheme 2019 of the Company, however credit confirmation of said shares from Depository and corporate action pertaining to listing and trading of said shares was pending as on March 31, 2022 therefore the same was not reflecting in shareholding pattern for the year ended March 31, 2022 filed with stock exchange, as the said shares were allotted and also considered in paid-up share capital of the Company in the financial statement for the year ended March 31, 2022 same has considered under sub category Indian under the main category 1 Individual/Hindu Undivided Family in point no.VI(b) shareholding pattern – public/other than promoters on page no.8 of Form MGT-7.***

3. In point no.VI(b) shareholding pattern – public/other than promoters on page no.8 of Form MGT-7, we have clubbed the shareholding of Non Resident Indians and Non Resident Indians Non Repatriable under the category of Non-resident Indian (NRI), the details of the same areas under:

Sr. No.	Category	No. of shares as on 31-03-2022
1.	Non Resident Indians	2,32,546
2.	Non Resident Indians Non Repatriable	95,644

XELPMOC DESIGN AND TECH LIMITED

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

Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: vaishali.kondbhar@xelpmoc.in

CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

3. Point no. IX Meetings of members/Class of members/Board/Committees of the Board of Directors:

C. Committee Meetings:

Number of meetings held: 16

S. No.	Type of meeting	Date of meeting	Total number of members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21.05.2021	4	4	100
2	Audit Committee	14.08.2021	4	4	100
3	Audit Committee	12.11.2021	4	3	75
4	Audit Committee	12.02.2022	4	3	75
5	Nomination and Remuneration Committee	21.05.2021	3	3	100
6	Nomination and Remuneration Committee	14.08.2021	3	3	100
7	Nomination and Remuneration Committee	12.11.2021	3	3	100
8	Nomination and Remuneration Committee	12.02.2022	3	2	66.67
9	Stakeholders Relationship Committee	12.02.2022	3	3	100
10	Management Committee	13.05.2021	3	2	66.67
11	Management Committee	21.07.2021	3	3	100
12	Management Committee	13.08.2021	3	3	100
13	Management Committee	24.08.2021	3	2	66.67
14	Management Committee	27.09.2021	3	2	66.67
15	Management Committee	12.11.2021	3	2	66.67
16	Management Committee	24.02.2022	3	2	66.67



VKMG

& Associates LLP
Company Secretaries

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY
A COMPANY SECRETARY IN PRACTICE**

Due to Covid-19 and subsequent lockdown, I have conducted online verification and examination of the registers, records and books and papers of "XELPMOC DESIGN AND TECH LIMITED" (herein after referred as "the Company") as required to be maintained under the Companies Act, 2013 (herein after referred as "the Act") and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I hereby certify that:

A	The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B	During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under, the details of compliances in respect of following points are as under:
1	The Company is a Public Company under the Act;
2	The Company has maintained requisite Statutory Registers/Records & made entries therein within the time prescribed therefor;
3	The Company has filed all requisite forms and returns as per the provisions of the Act with the concerned Registrar of Companies, Bangalore, Karnataka within the time prescribed under the Act and the rules made hereunder and/or relaxation circulars issued by the MCA from time to time. The Company was not required to file any forms and returns with the Regional Director, the Central Government, the Tribunal, the Court or other authorities, during the year under review;
4	The Company has called, conveyed and held meetings of Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of such meetings, proper notices were given (except in cases where Meetings were convened at a shorter notice and provision of the Act has been complied in respect of convening meeting at shorter notice) and the proceedings including the circular resolutions have been properly recorded in the minute book/registers maintained for the purpose and the same have been signed; There were no postal ballot resolutions passed during the financial year;
5	The Company was not required to close its Register of Members;
6	The Company has not advanced any loan to its directors and/or persons or firms or companies as referred in section 185 of the Act, as per the explanation provided by the Officer of the Company;



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

7	As per the explanation provided by the Officer of the Company, the Company has complied the provisions of the 188 of the Act, in respect of the contracts and/or arrangements and/or transactions with related parties, wherever applicable and the details of same have been disclosed in the Directors Report of the Company in Form AOC-2;
8	During the year, the company has issued and allotted shares under ESOP Scheme and by way of preferential allotment in compliance with applicable provisions of the Act. Except above, there is no instance such as transfer or transmission or buy back of securities or redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates related thereto.
9	As per the explanations provided by the officers of the Company, the Company has not kept in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10	The Company does not declare any dividend to its shareholders and there is no amount due to transfer to Investor Education and Protection Fund on account of unpaid/unclaimed dividend and other amount as stipulated in section 125 of the Act;
11	The Company has duly signed its Audited Financial Statement as per the provisions of section 134 of Act and the Report of Directors as per sub-section (3), (4) and (5) thereof;
12	The Board of Directors of the Company including Key Managerial Personnel has duly been constituted as per the requirements of the law and complied with the provisions of Act in respect of disclosure of Directors and the remuneration paid to them. Further, the Company has complied the applicable provisions of the Act in respect of re-appointment of directors made during the year. There is no instance such as appointment/cessation/retirement/filling up casual vacancies of the directors, during the year under review;
13	The Company has duly appointed Statutory Auditor as per the provisions of section 139 of the Act in its Annual General Meeting held on 29 th September 2018, for a term of 5(five) years. There is no instance of appointment or re-appointment or filling up casual vacancies of Statutory Auditors, during the period under review;
14	The Company was not required to take any approval, during the year under review, from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15	As per the explanations provided by the officers of the Company, the Company has not accepted any deposits within the meaning of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, hence there are no details required to be disclosed as required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014;



16	As per the explanations provided by the officers of the Company, during the year, the Company does not have any borrowings from public financial institutions, banks, directors, and others, hence, the Company does not require to comply the provisions of the Act in respect of creation/modification/satisfaction of charges, as applicable;
17	In our opinion and according to the information and explanations given to us, provisions of Section 186 of the Act in respect of investments made have been complied by the Company, wherever applicable. There are no other loans, guarantees or securities granted in respect of which provisions of Section 186 of the Act are applicable and hence not commented upon.
18	The Company has not altered any provisions of the Memorandum or Articles of Association of the Company, during the period under review.



Date: 23-11-2022

Place: Mumbai

UDIN: A043802D002047694

**For VKMG & Associates
LLP Company Secretaries
FRN: L2019MH005300**

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

Note: This Certificate is to be read with my letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

THIS IS ANNEXURE-A OF CERTIFICATE ISSUED IN MGT-8 TO XELPMOC DESIGN AND TECH LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

My Certificate of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.


Date: 23-11-2022

Place: Mumbai

UDIN: A043802D002047694



For VKMG & Associates
LLP Company Secretaries
FRN: L2019MH005300


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