

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

L72200KA2015PLC082873

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACX1880G

(ii) (a) Name of the company

XELPMOC DESIGN AND TECH L

(b) Registered office address

#17, 4th Floor, Agies Building,
1st 'A' cross, 5th Block, Koramangala,
Bangalore
Bangalore
Karnataka
560034

(c) *e-mail ID of the company

vaishali.kondbhar@xelpmoc.in

(d) *Telephone number with STD code

08043708360

(e) Website

www.xelpmoc.in

(iii) Date of Incorporation

16/09/2015

(iv)	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

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes 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

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

30/09/2023

(b) Due date of AGM

30/09/2023

(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

4

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 UK		Subsidiary	100

3	XPERIENCE INDIA PRIVATE LIM	U74999MP2022PTC062651	Associate	43
4	SOULTRAX STUDIOS PRIVATE L	U22219DL2022PTC394943	Subsidiary	54.57

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	14,528,413	14,528,413	14,528,413
Total amount of equity shares (in Rupees)	250,000,000	145,284,130	145,284,130	145,284,130

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	14,528,413	14,528,413	14,528,413
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	145,284,130	145,284,130	145,284,130

(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	172,371	14,306,042	14478413	144,784,130	144,784,130	
Increase during the year	0	50,000	50000	500,000	500,000	216,000
i. Public Issues	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	0	0	0	0	
v. ESOPs	0	50,000	50000	500,000	500,000	216,000
vi. Sweat equity shares allotted	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						
Decrease during the year	0	0	0	0	0	0
i. Buy-back 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	172,371	14,356,042	14528413	145,284,130	145,284,130	
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

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	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			0

Details of debtentures

Class of debtentures	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 debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

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**

134,192,990

(ii) Net worth of the Company

539,736,877

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	7,848,407	54.02	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	7,848,407	54.02	0	0

Total number of shareholders (promoters)

7

(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	4,990,772	34.35	0	
	(ii) Non-resident Indian (NRI)	356,345	2.45	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	741,434	5.1	0	
7.	Mutual funds	63,629	0.44	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	213,614	1.47	0	
10.	Others Clearing Members- 5384, H	141,841	0.98	0	
	Total	6,680,006	45.98	0	0

Total number of shareholders (other than promoters)

14,976

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

14,983

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

5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NEWPORT ASIA GROW	DEUTSCHE BANK AG, DB HOUSE, H		US	26,521	0.18
NEWPORT ASIA ADVIS	DEUTSCHE BANK AG, DB HOUSE, H		US	32,307	0.22
NEWPORT ASIA INSTIT	DEUTSCHE BANK AG, DB HOUSE, H		US	370,618	2.55
NEWPORT ASIA PARTN	DEUTSCHE BANK AG, DB HOUSE, H		US	290,554	2
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., IND		KY	21,434	0.15

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	7	7
Members (other than promoters)	15,080	14,976
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	50.52	0
B. Non-Promoter	0	5	0	4	0	0.2
(i) Non-Independent	0	2	0	1	0	0
(ii) Independent	0	3	0	3	0	0.2
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	4	50.52	0.2

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

8

(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 CHATTOPA	00794717	Managing Director	4,079,102	
SRINIVAS KOORA	07227584	Whole-time director	2,418,698	
JAISON JOSE	07719333	Whole-time director	841,290	
TUSHAR RAMESHCHA	08164751	Director	22,243	
PREMAL VINOD MEHT	00090389	Director	7,500	
KARISHMA BHALLA	08729754	Director	0	
PRANJAL SHARMA	06788125	Director	0	
VAISHALI LAXMAN KO	DDZPK3658B	Company Secretar	1	

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

1

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)
SOUMYADRI SHEKHA	02795223	Director	23/05/2022	Cessation

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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	15,972	58	56.6

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	29/05/2022	7	6	85.71
2	06/07/2022	7	5	71.43
3	13/08/2022	7	5	71.43
4	12/11/2022	7	7	100
5	14/02/2023	7	5	71.43

C. COMMITTEE MEETINGS

Number of meetings held

18

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	29/05/2022	4	3	75
2	Audit Committee	06/07/2022	4	4	100
3	Audit Committee	13/08/2022	4	4	100

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
4	Audit Committee	12/11/2022	4	4	100
5	Audit Committee	14/02/2023	4	3	75
6	Nomination and Remuneration Committee	29/05/2022	2	2	100
7	Nomination and Remuneration Committee	13/08/2022	3	2	66.67
8	Nomination and Remuneration Committee	12/11/2022	3	3	100
9	Nomination and Remuneration Committee	14/02/2023	3	3	100
10	Stakeholder's Meeting	14/02/2023	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	30/09/2023
								(Y/N/NA)
1	SANDIPAN CHAKRABORTY	5	4	80	8	7	87.5	Yes
2	SRINIVAS KONDURU	5	5	100	14	14	100	Yes
3	JAISON JOSE	5	4	80	9	1	11.11	Yes
4	TUSHAR RAMAN	5	5	100	10	10	100	Yes
5	PREMAL VINOD	5	5	100	9	9	100	Yes
6	KARISHMA BANSAL	5	2	40	5	3	60	Yes
7	PRANJAL SHARMA	5	3	60	3	2	66.67	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 CHATT	Managing Direct	2,800,000	0	0	0	2,800,000
2	SRINIVAS KOORA	Wholetime Direc	2,800,000	0	0	0	2,800,000
3	JAISON JOSE	Wholetime Direc	2,800,000	0	0	0	2,800,000
	Total		8,400,000	0	0	0	8,400,000

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 LAXMAN	Company Secre	758,400	0	0	0	758,400
	Total		758,400	0	0	0	758,400

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 RAMESH	Independent Dir	0	0	0	112,500	112,500
2	PREMAL VINOD M	Independent Dir	0	0	0	105,000	105,000
3	KARISHMA BHALL	Independent Dir	0	0	0	37,500	37,500
4	PRANJAL SHARMA	Non Executive N	0	480,000	0	0	480,000
5	SOUMYADRI SHEK	Non Executive N	0	69,677	0	0	69,677
	Total		0	549,677	0	255,000	804,677

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

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(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

Whether associate or fellow Associate Fellow

Certificate of practice number

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

VAISHALI
LAXMAN
KONDBHAR
Digitally signed by
VAISHALI LAXMAN
KONDBHAR
Date: 2023.11.25
16:53:27 +05'30'

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

Attach
Attach
Attach
Attach

List of attachments

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

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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. III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES) – The Company hold 54.57% in SOULTRAX STUDIOS PRIVATE LIMITED, step-down subsidiary in following manner:

The Company holds 100% equity shares in SIGNAL ANALYTICS PRIVATE LIMITED, Subsidiary of the Company and SIGNAL ANALYTICS PRIVATE LIMITED hold 54.57% shares in SOULTRAX STUDIOS PRIVATE LIMITED and accordingly the Company hold 54.57% shares in SOULTRAX STUDIOS PRIVATE LIMITED through its Subsidiary SIGNAL ANALYTICS PRIVATE LIMITED.

2. In point no.VI(a) shareholding pattern - The Shareholding of Promoter Group members also clubbed in Shareholding of Promoters as there is no specific category to report Shareholding of Promoter - Group.

3. 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., 7,41,434 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 categories i.e. Foreign Portfolio Investors and Foreign Institutional Investors, accordingly while filling the shareholding pattern for the quarter ended March 31, 2023 with the Stock Exchange we have shown the 7,41,434 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 7,41,434 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. 7,41,434 shares under the category of Foreign Institutional Investors.

4. 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:

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

Sr. No.	Category	No. of shares as on 31-03-2023
1.	Non-Resident Indians	2,19,418
2.	Non-Resident Indians Non Repatriable	1,36,927

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

C. Committee Meetings:

Number of meetings held: 18.

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	29/05/2022	4	3	75
2.	Audit Committee	06/07/2022	4	4	100
3.	Audit Committee	13/08/2022	4	4	100
4.	Audit Committee	12/11/2022	4	4	100
5.	Audit Committee	14/02/2023	4	3	75
6.	Nomination and Remuneration Committee	29/05/2022	2	2	100
7.	Nomination and Remuneration Committee	13/08/2022	3	2	66.67
8.	Nomination and Remuneration Committee	12/11/2022	3	3	100
9.	Nomination and Remuneration Committee	14/02/2023	3	3	100
10.	Stakeholders Relationship Committee	14/02/2023	3	2	66.67
11.	Management Committee	18/04/2022	3	2	66.67
12.	Management Committee	14/06/2022	3	2	66.67
13.	Management Committee	03/08/2022	3	2	66.67
14.	Management Committee	13/09/2022	3	2	66.67
15.	Management Committee	19/10/2022	3	2	66.67
16.	Management Committee	11/01/2023	3	2	66.67
17.	Management Committee	31/01/2023	3	2	66.67

18.	Management Committee	24/03/2023	3	2	66.67
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For Xelpmoc Design and Tech Limited

VAISHALI
LAXMAN
KONDBHAR

Digitally signed by
VAISHALI LAXMAN
KONDBHAR
Date: 2023.11.25 16:19:42
+05'30'

Vaishali Kondbhar
Company Secretary

Date: 25.11.2023



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

I have conducted 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 2023**. 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, wherever the delay occurred in filing such forms and returns within the prescribed period, the additional fees have been paid to the concerned Registrar of Companies. The Company does not require to file any forms and returns with the Regional Director, the Central Government, the Tribunal, the Court or other authorities, during the period 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@vkmng.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 in compliance with applicable provisions of the Act. Except above, there is no instance such as issuance or allotment or 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 and cessation of directors made during the year. There is no instance such as appointment/retirement/filling up casual vacancies of the directors and KMP's, during the year under review;
13	The Company has duly appointed Statutory Auditors 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.



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

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

Date: 18.11.2023

Place: Mumbai

UDIN: A043802E001992023

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, 2023

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: 18.11.2023

Place: Mumbai

UDIN: A043802E001992023

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

A handwritten signature in blue ink, appearing to read "Manjish Rajnarayan Gupta".

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