

May 29, 2019

To

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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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report pursuant to SEBI Circular

Please find enclosed the Annual Secretarial Compliance Report of Xelpmoc Design And Tech Limited, dated May 29, 2019, for the year ended March 31, 2019, certified by Mr. Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Company Secretaries.

This Report have been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

This is for your information and records.

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, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru - 560034
Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: info@xelpmoc.in

CIN NO: U72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

Secretarial Compliance Report of Xelpmoc Design And Tech Limited for the financial year ended March 31, 2019

To,
Xelpmoc Design and Tech Limited,
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560034

I, Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Xelpmoc Design and Tech Limited ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- (c) The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; (Non applicable to the Company during the review period)
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;



- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Non applicable to the Company during the review period)
 - (i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Non applicable to the Company during the review period)
 - (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Non applicable to the Company during the review period)
- and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300



Manish Rajnarayan Gupta
Partner
ACS-43802, CP-16067



Place : Mumbai
Date : 29-05-2019