

CORPORATE GOVERNANCE REPORT

(Pursuant to Regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of the Listed Entity : Xelpmoc Design And Tech Limited
 2. Quarter Ended : September 30, 2019

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee) &	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Tushar Trivedi	AAGPT2627 Q & 08164751	Chairman and Independent Director	02-07-2018	02-07-2018		5 Yrs	11-12-1963	1	1	1	1
Mr.	Sandipan Chattopadhyay	ACKPC7850 L & 00794717	Managing Director and Chief Executive Officer	16-09-2015	02-07-2018		NA	24-03-1973	1	0	0	0
Mr.	Srinivas Koorra	AQOPS6687 D	Whole-Time Director and	16-09-2015	02-07-2018		NA	02-10-1975	1	0	2	



		& 07227584	Chief Financial Officer									
Mr.	<u>Jaison Jose</u>	ADGPJ2574D & 07719333	Whole-Time Director	09-03-2017	02-07-2018	NA	01-03-1980	1	0	1	0	
Mr.	<u>Vishal Chaddha</u>	AAFPC2465C & 05321782	Whole-Time Director	13-09-2017	02-07-2018	NA	03-07-1973	1	0	0	0	
Ms.	<u>Bhavna Chattopadhyay</u>	ASOPS7294Q & 08164750	Non-executive Director	02-07-2018	02-07-2018	NA	21-08-1972	1	0	0	0	
Mr.	<u>Premal Mehta</u>	AAVPM4861C & 00090389	Independent Director	02-07-2018	02-07-2018	5 Yrs	01-02-1964	1	1	0	0	
Ms.	<u>Pratiksha Pingle</u>	ADRPJ0966E & 06878382	Independent Director	02-07-2018	02-07-2018	5 Yrs	09-07-1977	1	1	0	1	
		Whether Regular chairperson appointed : Yes										
		Whether Chairperson is related to managing director or CEO: No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>										

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mrs. Pratiksha Pingle Mr. Tushar Trivedi Mr. Srinivas Koor	Chairperson - Non-Executive - Independent Director Member - Non-Executive - Independent Director Member - Executive Director	28-07-2018 28-07-2018 28-07-2018	- - -



2. Nomination & Remuneration Committee	Yes	Mr. Premal Mehta Mr. Tushar Trivedi Mrs. Pratiksha Pingle	Chairperson - Non-Executive - Independent Director Member - Non-Executive - Independent Director Member - Non-Executive - Independent Director	31-01-2018 31-01-2018 28-07-2018	
3. Risk Management Committee(if applicable)	NA				
4. Stakeholders Relationship Committee	Yes	Mr. Tushar Trivedi Mr. Srinivas Koora Mr. Jaison Jose	Chairperson - Non-Executive - Independent Director Member - Executive Director Member - Executive Director	28-07-2018 28-07-2018 28-07-2018	

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
24-05-2019		Yes			
	10-07-2019	Yes	6	3	46
	06-08-2019	Yes	6	3	26
	09-09-2019	Yes	6	3	33
	27-09-2019	Yes	5	3	17

* to be filled in only for the current quarter meetings



IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
10-07-2019	Yes	3	2	24-05-2019	46
06-08-2019	Yes	3	2		26
09-09-2019	Yes	3	2		33
27-09-2019	Yes	3	2		17
Nomination and Remuneration Committee					
06-08-2019	Yes	3	3	24-05-2019	73

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

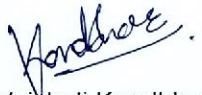

**to be filled in only for the current quarter meetings



V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA
<p>Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (Not applicable) (Applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. Further, in respect of the report for the previous quarter was placed before the Board on August 06, 2019. There were no comments observation/advice given by the Board.</p>	
Name & Designation	
 Vaishali Kondbhar Company Secretary	Date: 11/10/2019 Place: Bengaluru 

Name of the Listed Entity
Half Year Ended

: Xelpmoc Design and Tech Limited
: September 30, 2019

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
Name & Designation  Vaishali Kondbhar Company Secretary	 Date: 11/10/2019 Place: Bengaluru	