

<b>General information about company</b>	
Scrip code	542367
NSE Symbol	XELPMOC
MSEI Symbol	NOTLISTED
ISIN	INE01P501012
Name of the entity	Xelpmoc Design and Tech Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Tushar Trivedi	AAGPT2627Q	08164751	Non-Executive - Independent Director	Chairperson	Shareholder Director	11-12-1963	NA		02-07-2018	02-07-2018		44	1	1	2	2	Textual Information(1)	
2	Mr	Sandipan Chattopadhyay	ACKPC7850L	00794717	Executive Director	Not Applicable	CEO-MD	24-03-1973	NA		16-09-2015				1	0	0	0		
3	Mr	Srinivas Koora	AQOPS6687D	07227584	Executive Director	Not Applicable		02-10-1975	NA		16-09-2015				1	0	2	0		
4	Mr	Jaison Jose	ADGPJ2574D	07719333	Executive Director	Not Applicable		01-03-1980	NA		09-03-2017				1	0	1	0		

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Premal Mehta	AAVPM4861C	00090389	Non-Executive - Independent Director	Not Applicable	Shareholder Director	01-02-1964	NA		02-07-2018	02-07-2018		44	1	1	1	0		
6	Mrs	Karishma Bhalla	AFBFB7836D	08729754	Non-Executive - Independent Director	Not Applicable	Shareholder Director	09-01-1982	NA		14-08-2020	14-08-2020		20	1	1	1	0		
7	Mr	Pranjal Sharma	AAAPS7161G	06788125	Non-Executive - Non Independent Director	Not Applicable		19-09-1970	NA		20-02-2020				1	0	0	0		
8	Mr	Soumyadri Shekhar Bose	APUPB7372R	02795223	Non-Executive - Non Independent Director	Not Applicable		22-02-1968	NA		20-02-2020				2	0	0	0		

<b>Text Block</b>	
Textual Information(1)	Based on the FAQ of Corporate Governance, memberships count of Mr. Tushar Trivedi for Audit and Stakeholder Committees are included the count in which he is a Chairman.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08164751	Tushar Trivedi	Non-Executive - Independent Director	Chairperson	28-07-2018		
2	07227584	Srinivas Koora	Executive Director	Member	28-07-2018		
3	00090389	Premal Mehta	Non-Executive - Independent Director	Member	05-02-2020		
4	08729754	Karishma Bhalla	Non-Executive - Independent Director	Member	07-11-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00090389	Premal Mehta	Non-Executive - Independent Director	Chairperson	31-01-2019		
2	08164751	Tushar Trivedi	Non-Executive - Independent Director	Member	31-01-2019		
3	02795223	Soumyadri Shekhar Bose	Non-Executive - Non Independent Director	Member	09-06-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08164751	Tushar Trivedi	Non-Executive - Independent Director	Chairperson	28-07-2018		
2	07227584	Srinivas Koorra	Executive Director	Member	28-07-2018		
3	07719333	Jaison Jose	Executive Director	Member	28-07-2018		





<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2021				Yes	7	2
2		12-02-2022	91		Yes	6	2

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Disclosure of notes on meeting of committees explanatory				Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
			Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	12-11-2021				Yes	3	2
2	Audit Committee	12-02-2022	91			Yes	3	2
3	Nomination and remuneration committee	12-11-2021				Yes	3	2
4	Nomination and remuneration committee	12-02-2022	91			Yes	2	2
5	Stakeholders Relationship Committee	12-02-2022				Yes	3	1

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Vaishali Kondbhar
2	Designation	Company Secretary and Compliance Officer

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.xelpmoc.in
2	Terms and conditions of appointment of independent directors	Yes		www.xelpmoc.in
3	Composition of various committees of board of directors	Yes		www.xelpmoc.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.xelpmoc.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.xelpmoc.in
6	Criteria of making payments to non-executive directors	No	Same shall be provided in Annual Report of the Company	
7	Policy on dealing with related party transactions	Yes		www.xelpmoc.in
8	Policy for determining 'material' subsidiaries	Yes		www.xelpmoc.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.xelpmoc.in

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.xelpmoc.in
11	email address for grievance redressal and other relevant details	Yes		www.xelpmoc.in
12	Financial results	Yes		www.xelpmoc.in
13	Shareholding pattern	Yes		www.xelpmoc.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.xelpmoc.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.xelpmoc.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.xelpmoc.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.xelpmoc.in
21	Materiality Policy as per Regulation 30	Yes		www.xelpmoc.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.xelpmoc.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.xelpmoc.in

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

**Text Block**

Textual Information(1)

In relation to point 26 i.e. prior or Omnibus approval of Audit Committee for all related party transactions, we hereby inform you that the Company has obtained prior approval of all related party transaction under Regulation 23(2) however does not obtained any omnibus approval from Audit Committee under Regulation 23(3).

**Annexure II**

1	Name of signatory	Vaishali Kondbhar
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Vaishali Kondbhar
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

<b>Signatory Details</b>	
Name of signatory	Vaishali Kondbhar
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	27-04-2022

