

# Notice

**NOTICE** is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the Members of **XELPMOC DESIGN AND TECH LTD.** (the “**Company**”) is scheduled to be held on Wednesday, August 11, 2021 at 5:00 p.m. (IST) through video-conference / other audio-visual means (“**VC/OVAM**”) to transact the following business:

## **SPECIAL BUSINESS:**

### **1. Increase in authorised share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any amendment thereto or re-enactment thereof) and any other applicable laws, the memorandum of association and articles of association of the Company, consent of the members of the Company (“**Members**”) be and is hereby accorded for increase in the authorised share capital of the Company from the existing INR 15,00,00,000 (Indian Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each, to INR 25,00,00,000 (Indian Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of INR 10 (Indian Rupees Ten) each, by creation of 1,00,00,000 (One Crore) additional equity shares of INR 10 (Indian Rupees Ten) each, ranking *paripassu* in all respect with the existing Equity Shares of the Company as per the memorandum and articles of association of the Company;

**RESOLVED FURTHER THAT** consequently, pursuant to the provisions of Section 13 and Section 61 of the Companies Act, 2013 read with the applicable rules framed there under (including any amendment thereto or re-enactment thereof), consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the memorandum of association of the Company, by substituting in its place the following:-

**“Clause V. The Authorised Capital of the Company is INR 25,00,00,000/- (Indian Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of INR 10 (Indian Rupees Ten only) each.”**

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection, including seeking all necessary approvals and to file any forms/ documents to be filed with the Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s), and to settle any questions, difficulties or doubts that may arise in this regard.”

### **2. Issuance of equity shares of the company on preferential basis and matters related therewith**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to

- (i) the provisions of Sections 23(1)(b), 42 and 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with applicable rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force);
- (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI Listing Regulations**”), the listing agreements (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) entered into by the Company with the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (BSE and NSE shall be collectively referred to as the (“**Stock Exchanges**”) on which the equity shares of face value of INR 10 (Indian Rupees Ten) each of the Company (“**Equity Shares**”) are listed, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”) and / or stock exchanges;
- (iii) the applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications, if any, issued by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade (DPIIT) and / or the Reserve Bank of India;

- (iv) the enabling provisions of the memorandum of association and articles of association of the Company, as amended; and
- (v) any other rules, regulations, guidelines, notifications, circulars and clarifications, if any, issued from time to time by the Ministry of Corporate Affairs, and / or any other statutory / regulatory competent authority, in each case, to the extent applicable and including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions, notices and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the board of directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee which the Board may have constituted

or hereinafter constitute to exercise its powers including the powers conferred by this resolution) is hereby authorized to accept, the consent and approval of the members of the Company (**"Members"**) be and is hereby accorded to the Board to create, issue, offer and allot up to 7,20,000 (Seven Lakh Twenty Thousand) Equity Shares of face value of INR 10 (Indian Rupees Ten) each fully paid up by way of preferential allotment on a private placement basis for a cash consideration to following entities / persons specified below (**"Proposed Allottees"**), at a price of INR 375 (Indian Rupees Three Hundred and Seventy Five) per share (including a premium of INR 365 i.e. Indian Rupees Three hundred and Sixty Five) per share, aggregating upto INR 27,00,00,000 (Indian Rupees Twenty Seven Crore), on such terms and conditions as may be determined by the Board in accordance with applicable laws (**"Preferential Allotment"**):

Name of Proposed Allottees	Details of the Proposed Allottees (address, country of incorporation/ residency, PAN)	Category of the Proposed Allottee (Non-promoter)	Number of Equity Shares of INR 10/- each proposed to be allotted at premium of INR 365 each	Total consideration
Newport Asia Advisors Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN - AAAAN5245P	Foreign Portfolio Investor - Category I	32,307	INR 1,21,15,125/- (Indian Rupees One Crore Twenty-One Lakhs Fifteen Thousand One Hundred and Twenty-Five only)
Newport Asia Growth & Income Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN - AAAAN5244N	Foreign Portfolio Investor - Category I	26,521	INR 99,45,375/- (Indian Rupees Ninety-Nine Lakhs Forty-Five Thousand Three Hundred and Seventy-Five only)
Newport Asia Institutional Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN - AAAAN5243M	Foreign Portfolio Investor - Category I	3,70,618	INR 13,89,81,750/- (Indian Rupees Thirteen Crores Eighty-Nine Lakhs Eighty-One Thousand Seven Hundred and Fifty only)
Newport Asia Partners Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN - AAAAN5242L	Foreign Portfolio Investor - Category I	2,90,554	INR 10,89,57,750/- (Indian Rupees Ten Crores Eighty-Nine Lakhs Fifty-Seven Thousand Seven Hundred and Fifty only)

(the Equity Shares proposed to be issued and allotted to the Proposed Allottees are hereinafter referred to as the **"Subscription Equity Shares"**);

**RESOLVED FURTHER THAT** the Subscription Equity Shares pursuant to this resolution shall be issued and allotted in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations, provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of SEBI ICDR Regulations;

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of determining the floor price for the Preferential Allotment of the Subscription Equity Shares is July 12, 2021, being the date, 30 days prior to the date of this extra-ordinary general meeting;

**RESOLVED FURTHER THAT** the Subscription Equity Shares shall be fully paid up and rank *paripassu* with the existing Equity Shares of the Company listed on the Stock Exchanges bearing ISIN - INE01P501012 in all aspects including with respect to entitlement to dividend and voting powers other than any statutory lock-in under the SEBI ICDR Regulations from the respective dates of allotment thereof, in accordance with the applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum of association and articles of association of the Company;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the Subscription Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable law and the EOI:

- (a) the Subscription Equity Shares shall be allotted in dematerialised form by the Company within a period of 15 (fifteen) days from the date of shareholder approval by special resolution, provided that where the allotment of the said Subscription Equity Shares is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions as prescribed under Regulation 170 of the SEBI ICDR Regulations;
- (b) the Subscription Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (c) the Subscription Equity Shares shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals;
- (d) the consideration for the Preferential Allotment shall be paid to the Company from the bank accounts of the Proposed Allottees;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Equity Shares shall be subject to the terms and conditions as contained in the explanatory

statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, to determine, vary, modify, alter any of the terms of issue of the Subscription Equity Shares including reduction of the size of the issue(s), as it may deem expedient, in its discretion, subject to the provisions of the Act and the SEBI ICDR Regulations; to effect any modifications, changes, variations, alterations, additions and / or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; to enter into contracts, arrangements, agreements, documents (including to appoint agencies, intermediaries and advisors); to file necessary applications and forms with the appropriate authorities and represent the Company before any governmental or regulatory authorities in relation to the Preferential Allotment and any matters incidental thereto; to make applications to the stock exchanges for obtaining in-principle approvals, approvals for listing and trading of shares and settle all questions, difficulties or doubts that may arise in regard to the Preferential Allotment and the listing, trading of the Subscription Equity Shares with the Stock Exchanges; to file requisite documents with the depositories; and / or to resolve and settle any questions and difficulties that may arise in the Preferential Allotment; utilise the proceeds of the Preferential Allotment; open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment; to generally do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the purpose of complying with applicable law and giving effect to this resolution; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing; without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the name and address of the Proposed Allottees and issue a private placement offer cum application letter in Form No. PAS-4, to the Proposed Allottees inviting them to subscribe to the Subscription Equity Shares in accordance with the provisions of the Act;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more directors / company secretary / any officer(s) of the Company to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**3. Re-appointment of Mr. Sandipan Chattopadhyay, as a managing director and chief executive officer (CEO) of the company for a period of 3 (three) years w.e.f. July 02, 2021 and remuneration thereon**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("Act") read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association

of the Company, Mr. Sandipan Chattopadhyay (DIN: 00794747) who was appointed as a Managing Director and Chief Executive Officer at the Extra-Ordinary General Meeting held on July 02, 2018 and whose term of office expired at July 01, 2021 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Managing Director and Chief Executive Officer (CEO) of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, for a period of 3 (Three) years with effect from July 02, 2021 to July 01, 2024, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. July 2, 2021:

<b>I Remuneration:</b>	
A.	Monthly Fixed Salary in the scale of ₹ 1,50,000/- to ₹ 5,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
B.	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any Committee thereof from time to time.
C.	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D.	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.  Explanation: Family means the spouse, the dependent children and dependent parents of the Managing Director.
E.	Company's contribution towards Provident Fund as per the rules of the Company.
F.	Gratuity: As per rules of the Company.
G.	Earned Leave: As per rules of the Company.
H.	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II	The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III	The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any Committee thereof.
IV	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or applicable regulation of Listing Regulations and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.
V	The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
VI	The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
VII	During the tenure of his office as Managing Director, he shall not be liable to retire by rotation.
VIII	The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.

IX	The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Managing Director will be under the overall authority of the Board of Directors.
X	The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of Directors.
XI	The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
XII	Mr. Sandipan Chattopadhyay satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XIII	The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sandipan Chattopadhyay under Section 190 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned herein above including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**4. Re-appointment of Mr. Srinivas Koora, as a whole-time director and chief financial officer (CFO) of the company for a period of 3 (three) years w.e.f. July 02, 2021 and remuneration thereon**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder and Schedule V,

and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Srinivas Koora (DIN: 07227584) who was appointed as a Whole-time Director and Chief Financial Officer (CFO) at the Extra-Ordinary General Meeting held on July 02, 2018 and whose term of office expired at July 01, 2021 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Whole-time Director and Chief Financial Officer (CFO) of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from July 02, 2021 to July 01, 2024, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. July 2, 2021:

<b>I Remuneration:</b>	
A.	Monthly Fixed Salary in the scale of ₹1,50,000/- to ₹ 5,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
B.	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any Committee thereof from time to time.
C.	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D.	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.  Explanation: Family means the spouse, the dependent children and dependent parents of the Whole Time Director.
E.	Company's contribution towards Provident Fund as per the rules of the Company.
F.	Gratuity: As per rules of the Company.
G.	Earned Leave: As per rules of the Company.
H.	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

II	The Company shall reimburse to the Whole-time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III	The Whole-time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any Committee thereof.
IV	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole-time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or applicable regulation of Listing Regulations and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.
V	The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
VI	The Whole-time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
VII	During the tenure of his office as Whole-time Director, he shall be liable to retire by rotation.
VIII	The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.
IX	The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of Board and/or the Managing Director.
X	The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
XI	The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
XII	Mr. Srinivas Koora satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XIII	The above may be treated as a written memorandum setting out the terms of appointment of Mr. Srinivas Koora under Section 190 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned here in above including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**5. Re-appointment of Mr. Jaison Jose, as a whole-time director of the company for a period of 3 (three) years w.e.f. July 02, 2021 and remuneration thereon**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("Act") read

with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company, Mr. Jaison Jose (DIN: 07719333) who was appointed as a Whole-time Director at the Extra-Ordinary General Meeting held on July 02, 2018 and whose term of office expired at July 01, 2021 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Whole-time Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, for a period of 3 (Three) years with effect from July 02, 2021 to July 01, 2024, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. July 2, 2021:

<b>I Remuneration:</b>	
A.	Monthly Fixed Salary in the scale of ₹ 1,50,000/- to ₹ 5,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
B.	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any Committee thereof from time to time.
C.	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D.	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.  Explanation: Family means the spouse, the dependent children and dependent parents of the Whole Time Director.
E.	Company's contribution towards Provident Fund as per the rules of the Company.
F.	Gratuity: As per rules of the Company.
G.	Earned Leave: As per rules of the Company.
H.	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II	The Company shall reimburse to the Whole-time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III	The Whole-time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any Committee thereof.
IV	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole-time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or applicable regulation of Listing Regulations and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.
V	The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
VI	The Whole-time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
VII	During the tenure of his office as Whole-time Director, he shall be liable to retire by rotation.
VIII	The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.
IX	The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of Board and/or the Managing Director.
X	The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
XI	The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
XII	Mr. Jaison Jose satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XIII	The above may be treated as a written memorandum setting out the terms of appointment of Mr. Jaison Jose under Section 190 of the Act.



**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned here in above including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board of Directors  
For **Xelpmoc Design and Tech Limited**

**Vaishali Kondbhar**  
Company Secretary

**Place:** Mumbai  
**Date:** July 15, 2021

Registered office:  
**Xelpmoc Design and Tech Limited**  
#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> A Cross,  
5<sup>th</sup> Block, Koramangala, Bengaluru – 560034  
Tel.: 080 4370 8360 Website: [www.xelpmoc.in](http://www.xelpmoc.in)  
Email: [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in)

# Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) read with Secretarial Standard- on General Meetings (“**SS-2**”) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**Listing Regulations**”) setting out the material facts concerning each item of Special Businesses to be transacted at the extraordinary general meeting (“**EGM**” or “**Meeting**”) is annexed hereto and forms part of the Notice.
  2. In view of the extraordinary circumstances created due to the COVID-19 global pandemic, the Ministry of Corporate Affairs (“**MCA**”) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, and any updates thereto (referred as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any updated thereto (“**SEBI Circulars**”), has introduced certain measures enabling companies to convene their EGM through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”) without the physical presence of the Members at a common venue and also send notice of the meeting and other correspondences related thereto, through electronic mode. Therefore, the forthcoming EGM of the Company, is scheduled to be held through VC or OAVM in compliance with MCA circulars and SEBI circulars. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. The Board of Directors of the Company considered that the special business being considered unavoidable, be transacted at the EGM of the Company.
  3. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agent of the Company (hereinafter called “**KFintech**”), for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM to enable them to cast their votes electronically in respect of all the businesses to be transacted at the Meeting.
  4. The Company has enabled the Members to participate at the EGM through the VC/OAVM. The procedure for participating in the meeting through VC/ OAVM is explained in the instruction part of this Notice.
  5. As per the provisions under the MCA Circulars, Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  6. Further, pursuant to the provisions of Section 101 of the Act read with Rule 18 of Companies (Management and Administration) Rules, 2014 and SS-2, companies can serve notice and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Accordingly, in terms of aforesaid provisions of the MCA Circulars and SEBI Circular, electronic copy of the EGM and other documents required to be attached therewith, is being sent by e-mail to all those Members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the registrar and share transfer agent of the Company (“**Registrar and Share Transfer Agent**”) or the Depository Participant(s) as on Friday, July 16, 2021 and no physical copy of the Notice is being sent by the Company to any Members. The Notice is also being hosted on the website of the Company at [www.xelpmoc.in](http://www.xelpmoc.in) and will also be available on the website of **KFintech**, its Registrar and Share Transfer Agent at <https://evoting.kfintech.com> and also on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
  7. Members who have not registered their e-mail address are once again requested to register the same for receiving the notices, annual reports and other documents/communications through electronic mode, in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFintech, Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032.
- Further, in terms of MCA Circulars, the Company has made special arrangement with KFintech for temporary registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered temporarily by following the link given in instruction part of this Notice. Accordingly, the Company shall send the Notice to such members whose e-mail addresses will get registered along with the User ID and the Password to enable e-voting. Members may further note that pursuant to MCA Circular, the Company has enabled a process of temporary e-mail ID registration for the limited purpose of receiving the Notice of the EGM (including remote e-voting instructions) electronically.

8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (the “**Insta Poll**”) during the EGM. The process of remote e-voting with necessary user ID and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the EGM being held through VC/OAVM.
  9. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system (“**Insta Poll**”) during the meeting while participating through VC/OAVM facility.
  10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“**Insta Poll**”) at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system at EGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
  11. Voting rights of the Members (for voting through remote e-voting or e-voting system (“**Insta Poll**”) at the EGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, August 04, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“**Insta Poll**”) at the EGM.
  12. As per the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the ‘Proxy Form’ and ‘Attendance Slip’ are not annexed to this Notice.
  13. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company [@vaishali.kondbhar@xelpmoc.in](mailto:@vaishali.kondbhar@xelpmoc.in) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and/or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_ EVENT NO.”
- Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM.
14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  15. Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents/agreements referred to in the Notice and explanatory statement will be made available for inspection by the members through electronic mode upto the date of EGM and at the EGM or a member may write to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for relevant documents. Once the situation normalizes and various restrictions/ lockdowns currently implemented are lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.
  16. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of the Listing Regulations, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now, the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company’s Registrar and Share Transfer Agent viz KFinTech for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
  17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
    - a. Change in their residential status on return to India for permanent settlement;
    - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
  18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can

submit their PAN details to the Company/Registrar and Share Transfer Agent.

19. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail ID etc., if any, immediately to the Company's Registrar and Share Transfer Agent viz KFintech, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants only.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or registrar and transfer agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz KFintech at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032 or call on 040-6716 2222 or Toll Free no.: 1-800-309-4001 or Email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
22. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Wednesday, August 04, 2021 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFintech from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Saturday, August 07, 2021 and end of

remote e-voting: Up to 5.00 p.m. (IST) on Tuesday, August 10, 2021.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of aforesaid period.

23. The Board of Directors have appointed Mr. Manish Rajnarayan Gupta or failing him Mr. Vijay Babaji Kondalkar, partners of M/s VKMG & Associates LLP, Practicing Company Secretaries as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting system at the Meeting in a fair and transparent manner.
24. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting through e-voting ("**Insta Poll**") and thereafter, unblock the votes cast through remote e-voting and shall make, not later than 48 (forty-eight) hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The results declared along with the report of the scrutinizer shall be placed on the Company's website at [www.xelpmoc.in](http://www.xelpmoc.in) and on the website of KFintech immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. Considering the Covid-19 pandemic and resultant restrictions/ lockdowns introduced by state governments, and statutory, regulatory and other administrative authorities, only in the event that the situation normalizes will the result be displayed on the notice board of the Company at its Registered Office.
26. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Act, to Investor Education and Protection Fund of the Central Government, during the current financial year.
27. In case of any general queries or information, the Members may write to [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) to receive an email response. However, queries on the businesses covered under the Notice may be sent to [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) at least 7 (seven) days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
28. After the conclusion of EGM, the recorded transcript of the EGM shall as soon as possible be made available on the website of the Company at [www.xelpmoc.in](http://www.xelpmoc.in).
29. As the EGM is being held through VC/OAVM, the route map is not annexed to this Notice.

# E-voting and E-EGM instruction

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (“Act”), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences at 9.00 AM IST on Saturday, August 07, 2021 and ends at 5.00 PM IST on Tuesday, August 10, 2021. The remote e-voting module shall be disabled for voting thereafter.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday August 04, 2021.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing user ID and password for casting the vote.
- vii. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:
  - Step 1** : Access to depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step 3** : Access to join virtual meetings (e-EGM) of the Company on KFin system to participate in e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

## I) Login method for remote e-Voting for individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"><li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li>III. On the new page, enter user ID and password. Post successful authentication, click on “Access to e-Voting”</li><li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"><li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>III. Proceed with completing the required fields.</li><li>IV. Follow steps given in points 1</li></ul>

	<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e- Voting is in progress.</li> </ol>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name ore-Voting service provider – <b>KFintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve user ID / password are advised to use Forgot user ID and Forgot password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>

ii. Enter the login credentials (i.e. user ID and password). In case of physical folio, user ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, user ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing user ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Xelpmoc Design and Tech Limited-EGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the user ID and password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

ii Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

**III) Instructions for all the shareholders, including individual, other than individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.**

i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have

the user ID and password for e-Voting or have forgotten the user ID and password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. facility for joining EGM through VC / OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / may send their queries/question if any pertaining to businesses covered under the Notice in advance at least seven day before the meeting by mentioning their name, demat account number / folio number, email id, mobile number at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system "insta poll" available during the EGM. E-voting "insta poll" during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e. through Remote e-voting or e-voting "insta poll" at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- viii. facility of joining the EGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.
- ix. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will open during the remote e-voting period from Saturday, August 07, 2021 (9.00 a.m. IST) to Tuesday, August 10, 2021 (5.00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened during the remote e-voting period and shall be closed 24 hours before the time fixed for the EGM.
- III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means through remote e-voting or e-voting system ("Insta Poll") during the meeting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Raghunath Veedha, Deputy Manager (Unit: Xelpmoc Design and Tech Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or at [raghu.veedha@kfintech.com](mailto:raghu.veedha@kfintech.com) or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040-6716 2222 or call KFintech toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, August 04, 2021 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the user ID and password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
  2. MYEPWD <SPACE> IN12345612345678
  3. Example for CDSL:
  4. MYEPWD <SPACE> 1402345612345678
  5. Example for Physical:
  6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)
- VI. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- VII. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

As required by Section 102 of the Companies Act, 2013 (“**Act**”), the explanatory statement sets out all material facts relating to the business mentioned under item numbers 1 to 5 of the accompanying notice (“**EGM Notice**” or “**Notice**”) dated July 15, 2021

**ITEM NO. 1**

The present authorised share capital of the Company is INR 15,00,00,000 (Indian Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each.

Since the Company intends to raise funds by way of issuance of equity shares, the Board at its meeting held on July 15, 2021, has accorded its approval for increasing the authorised share capital from INR 15,00,00,000 (Indian Rupees Fifteen Crore) to INR 25,00,00,000 (Indian Rupees Twenty-Five Crore) by creation of 1,00,00,000 (One Crore) additional Equity Shares of INR 10 each, subject to approval of the shareholders.

It is therefore proposed to increase the authorised share capital of the Company from the existing INR 15,00,00,000 (Indian Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each, to INR 25,00,00,000 (Indian Rupees Twenty-Five crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of INR 10 (Indian Rupees Ten) each ranking *paripassu* in all respect with the existing Equity Shares of the Company as per the memorandum and articles of association of the Company along with the consequent alteration of the capital clause in the memorandum of association of the Company to reflect the changed authorised share capital.

In accordance with the provisions of Sections 13 and 61 of the Act read with applicable rules thereto, approval of the Members for increase in the authorized share capital of the Company along with consequential amendment of the capital clause in the memorandum of association of the Company is being sought by way of an ordinary resolution as set out in Item No. 1 of this EGM Notice.

Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents referred to in the Notice and explanatory statement will be made available for inspection by the Members through electronic mode upto the date of the EGM and at the EGM and any Member may write to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for the same. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

None of the promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, except as shareholders in general.

The Board recommends an ordinary resolution as set out in Item No.1 of the Notice to the Members for their consideration and approval.

**ITEM NO. 2**

The Company intends to raise funds to augment management personnel at the senior and mid management level, overseas business expansion, general corporate purposes, ensuring long term viability and growth of the Company. Therefore, the Board at its meeting held on July 15, 2021 has, subject to the approval of the Members and such other approvals as may be required, accorded its approval to the proposal to issue, offer and allot up to 7,20,000 (Seven Lakh Twenty Thousand) Equity Shares of face value of INR 10 (Indian Rupees Ten) each fully paid up by way of preferential allotment on a private placement basis for a cash consideration to the entities mentioned under point I (i) below (“**Proposed Allottees**”), at a price of INR 375 (Indian Rupees Three Hundred and Seventy-five) per share (including a premium of INR 365 (Indian Rupees Three Hundred and Sixty-Five) per share (“**Preferential Allotment**”). The Equity Shares proposed to be issued and allotted to the Proposed Allottees are hereinafter referred to as the “**Subscription Equity Shares**”.

In terms of the provisions of Sections 23(1)(b), 42 and 62(1)(c), and other applicable provisions, if any, of the Act, and rules framed thereunder, including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), and any other applicable laws, any preferential allotment of securities is required to be approved by the members of the Company (“**Members**”) by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Subscription Equity Shares to the Proposed Allottees in accordance with the provisions of the Act and rules made thereunder, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Subscription Equity Shares proposed to be issued under Preferential Allotment.

Necessary information / details in respect of the proposed Preferential Allotment in terms of Sections 42 and 62 of the Act, read with 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

**I. Particulars of the issue including terms of issue (including material terms), date of passing of Board resolution, kind of securities offered, total/maximum number of securities to be issued, the issue price and amounts to be raised.**

i. The issuance is proposed to be made on a preferential allotment basis to the following entities/persons.

Name of Proposed Allottees	Details of the Proposed Allottees (address, country of incorporation/ residency, PAN)	Category of the Proposed Allottee (Non-promoter)	Number of Equity Shares of INR 10/- each proposed to be allotted at premium of INR 365 each	Total consideration
Newport Asia Advisors Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN - AAAAN5245P	Foreign Portfolio Investor - Category I	32,307	INR 1,21,15,125/- (Indian Rupees One Crore Twenty-One Lakhs Fifteen Thousand One Hundred and Twenty-Five only)
Newport Asia Growth & Income Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN - AAAAN5244N	Foreign Portfolio Investor - Category I	26,521	INR 99,45,375/- (Indian Rupees Ninety-Nine Lakhs Forty-Five Thousand Three Hundred and Seventy-Five only)
Newport Asia Institutional Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN – AAAAN5243M	Foreign Portfolio Investor - Category I	3,70,618	INR 13,89,81,750/- (Indian Rupees Thirteen Crores Eighty-Nine Lakhs Eighty-One Thousand Seven Hundred and Fifty only)
Newport Asia Partners Fund LP	601, California Street, Suite 1168, San Francisco CA 94108 Country of incorporation – Delaware, USA PAN - AAAAN5242L	Foreign Portfolio Investor - Category I	2,90,554	INR 10,89,57,750/- (Indian Rupees Ten Crores Eighty-Nine Lakhs Fifty-Seven Thousand Seven Hundred and Fifty only)

Newport Asia LLC serves as the general partner and investment advisor to the Proposed Allottees. Newport Asia LLC was founded in 2002 as a registered investment advisor with the U.S. Securities and Exchange Commission and primarily focuses on long-only investments in Asia's public equity market.

ii. Date of passing of the resolution by the Board is July 15, 2021.

iii. Kind and number of securities offered/ maximum number of securities to be issued: upto 7,20,000 (Seven Lakh Twenty Thousand) equity shares are proposed to be allotted.

Price per Subscription Equity Share is INR 375 (Indian Rupees Three Hundred and Seventy-Five) (including a premium of INR 365 (Indian Rupees

Three Hundred and Sixty-Five) per share) which is determined in accordance with the SEBI ICDR Regulations.

iv. Amounts proposed to be raised: upto INR 27,00,00,000 (Indian Rupees Twenty-Seven Crore)

The Subscription Equity Shares shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company listed on the stock exchanges bearing ISIN - INE01P501012 in all aspects (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in prescribed under the SEBI ICDR Regulations), from the respective dates of allotment thereof, in accordance with the applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum

of association and articles of association of the Company.

The Subscription Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, which as on the date of this Notice, is specified as 1 (one) year from the date of the trading approval.

## II. The manner of issue of shares

The Subscription Equity Shares shall be issued and allotted to the Proposed Allottees by way of preferential allotment on a private placement basis, for cash consideration.

## III. Purposes or Objects of the issue

The key objective of raising capital is to augment management personnel at the senior and mid management level, overseas business expansion, general corporate purposes, ensuring the long term viability and growth of the Company.

## IV. Relevant date with reference to which price has been arrived at

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' in case of preferential issue of equity shares is the date 30 (thirty) days prior to the date on which meeting of shareholders is held to consider the proposed preferential issue. Accordingly, the 'Relevant Date' for the purpose of determining the floor price for the Preferential Allotment of the Subscription Equity Shares is July 12, 2021, being the date 30 (thirty) days prior to the date of this extraordinary general meeting.

## V. Basis on which the floor price has been arrived at and justification for the price (including premium, if any) along with report of registered valuer:

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (NSE together with BSE, are hereinafter referred to as the ("Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the share prices on NSE, being the stock exchange with higher trading volumes for the relevant periods, have been considered for arriving at the floor price of the Subscription Equity Shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

The Preferential Allotment is made to qualified institutional buyers (as the Proposed Allottees are Foreign Portfolio Investors – Category I), not exceeding 5 (five) in number. In terms of Regulation 164(4) of the SEBI ICDR Regulations, the minimum price at which the Subscription Equity Shares shall be allotted to such qualified institutional buyers ("QIB") cannot be less than the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the 2 (two) weeks preceding the relevant date. In terms of Regulation 164(4) of the SEBI ICDR Regulations, the minimum price is INR 370.62 (Indian Rupees Three Hundred and Seventy Point Six Two), being the average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on NSE,

during the 2 (two) weeks preceding the Relevant Date, i.e., July 12, 2021.

Further, notwithstanding the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempts a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, in accordance with the articles of association of the Company, the price of the Subscribed Equity Shares has been determined by the valuation report of a registered valuer, namely Mr. Jigar Shah, registered valuer – SFA/ registration no. IBBI/RV/06/2019/10657.

The pricing of the Subscription Equity Shares to be allotted on preferential basis as approved by the Board is INR 375 per Subscription Equity Share, which is not less than the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations and as per the valuation report of a registered valuer (as set out above).

## VI. Name and Address of valuer who performed valuation

Notwithstanding the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempt a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, in accordance with the articles of association of the Company, the price of the Subscribed Equity Shares has been determined by the valuation report of a registered valuer, namely Mr. Jigar Shah, registered valuer – SFA/ registration no. IBBI/RV/06/2019/10657 having its office situated at B/801, Gopal Palace, Nr. Shiromani Complex, Nehru Nagar, Ahmedabad 380015.

## VII. Amount which the Company intends to raise by way of such securities / size of the issue

The Company intends to raise upto INR 27,00,00,000 (Indian Rupees Twenty-Seven Crore) pursuant to the Preferential Allotment.

## VIII. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment; contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of the objects

The Subscription Equity Shares shall be offered to the Proposed Allottees only.

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Subscription Equity Shares proposed to be issued under the Preferential Allotment, and they will not be making any contribution either, as a part of the Preferential Allotment, or separately in furtherance of the objects.

## IX. PROPOSED TIME SCHEDULE / TIMELINE AND TIME FRAME WITHIN WHICH THE PREFERENTIAL ALLOTMENT SHALL BE COMPLETED

As required under the SEBI ICDR Regulations, the Subscription Equity Shares shall be allotted by the

Company within a period of 15 (fifteen) days from the date of passing of the resolution at Item No. 2 of the EGM Notice provided that where the allotment of the proposed Subscription Equity Shares is pending on account receipt of any approval or permission from any regulatory authority or the Central Government,

the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

#### X. Principal terms of assets charged as securities

None

#### XI. The pre issue and post issue shareholding pattern of the Company

The shareholding pattern of the Company before and after the Preferential Allotment is set out as below:

Shareholding pattern Pre & Post Allotment					
Sr. No.	Category	No. of Shares	%	No. of Shares	%
		Pre-Holding		Post-Holding	
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>				
<b>1.</b>	<b>Indian:</b>				
	Individual	78,48,724	57.27	78,48,724	54.41
	Bodies Corporate	-	-	-	-
	<b>Sub-Total</b>	<b>78,48,724</b>	<b>57.27</b>	<b>78,48,724</b>	<b>54.41</b>
<b>2.</b>	<b>Foreign Promoters</b>				
	<b>Total (A)</b>	<b>78,48,724</b>	<b>57.27</b>	<b>78,48,724</b>	<b>54.41</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1.	Institutional Investors				
	a) Mutual Fund	63,629	0.46	63,629	0.44
	b) Foreign Portfolio Investors	11,68,606	8.53	18,88,606*	13.09*
	<b>Sub Total (B1)</b>	<b>12,32,235</b>	<b>8.99</b>	<b>19,52,235</b>	<b>13.53</b>
2.	Non-Institution:				
	a) Individuals	35,85,025	26.16	35,85,025	24.85
	b) Bodies Corporate	2,47,918	1.81	2,47,918	1.72
	c) NRI (Repatriable)	3,02,449	2.21	3,02,449	2.10
	d) NRI (Non-Repatriable)	1,05,163	0.77	1,05,163	0.73
	e) Clearing Member	96,373	0.7	96,373	0.67
	f) Directors & Relatives	30,344	0.22	30,344	0.21
	g) Trust	1,000	0.01	1,000	0.01
	h) NBFC	-	-	-	-
	i) HUF	83,696	0.61	83,696	0.58
	j) Foreign Nationals	1,72,371	1.26	1,72,371	1.19
	<b>Sub Total (B2)</b>	<b>46,24,339</b>	<b>33.74</b>	<b>46,24,339</b>	<b>32.06</b>
	<b>Total (B)=(B1)+(B2)</b>	<b>58,56,574</b>	<b>42.73</b>	<b>65,76,574</b>	<b>45.59</b>
<b>C</b>	<b>Shares held by custodians against which DRs are issued</b>	-	-	-	-
	<b>TOTAL</b>	<b>1,37,05,298</b>	<b>100</b>	<b>1,44,25,298</b>	<b>100.00</b>

\*Includes 7,20,000 Equity Shares proposed to be allotted to the Proposed Allottees.

**XII. Names of the Proposed Allottees, class or classes of persons to whom the allotment is proposed to be made, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them**

Proposed Allottee	Category (Non-Promoter)	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees	Pre-Preferential Allotment As on 09 July, 2021		Post-Preferential Allotment	
			No.	%	No.	%
Newport Asia Advisors Fund LP	Foreign Portfolio Investor - Category I	Please see note 1 below	Nil	Nil	32,307	0.224
Newport Asia Growth & Income Fund LP	Foreign Portfolio Investor - Category I	Please see note 1 below	Nil	Nil	26,521	0.184
Newport Asia Institutional Fund LP	Foreign Portfolio Investor - Category I	Please see note 1 below	Nil	Nil	3,70,618	2.569
Newport Asia Partners Fund LP	Foreign Portfolio Investor - Category I	Please see note 1 below	Nil	Nil	2,90,554	2.014
					<b>7,20,000</b>	<b>4.991</b>

**Note 1:** There is no natural person who, whether acting alone or together, or through one or more juridical person, has ultimate ownership of or entitlement to more than 15% of the capital or profits of any of the Proposed Allottees or exercises control through other means except as given below:

**Each of the Proposed Allottees are ultimately controlled and managed, through contractual arrangements, by Newport Asia LLC which is in turn controlled and managed by Chris Legallet, Michael Ellis, Eric Sandlund and Amman Fenster.**

**XIII. The change in control, if any, in the Company that would occur consequent to the Preferential Allotment**

There shall be no change in control of the Company pursuant to the aforesaid issue and allotment of the Subscription Equity Shares.

**XIV. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered value**

Not applicable as the Preferential Allotment is for cash consideration.

**XV. Lock-in Period**

The Subscription Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, which as on the date of this notice, is specified as 1 (one) year from the date of the trading approval.

**XVI. Undertakings**

- i. Neither the Company, nor any of its directors and / or promoters has been declared as wilful defaulter as defined under the SEBI ICDR Regulations.
- ii. Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii. As the Equity Shares have been listed for a period of more than 26 (twenty-six) weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- iv. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- v. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- vi. The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts

(Regulation) Rules, 1957, as amended, (“**SCRR**”) and Regulation 38 of the Listing Regulations.

#### **XVII. Auditors’ Certificate**

The certificate from JHS and Associates LLP, Chartered Accountants, being the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the EGM.

#### **XVIII. The number of persons to whom Preferential Allotment have already been made during the year, in terms of numbers of securities as well as price**

The Company has not made any preferential issue of securities from the April 1, 2020 till the date of the EGM Notice.

#### **XIX. Listing**

The Company will make applications to the Stock Exchanges at which the existing Equity Shares are already listed, for listing of the Subscription Equity Shares.

#### **XX. Other disclosures**

The Proposed Allottees have not sold or transferred any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date.

#### **XXI. Disclosure of Interest:**

None of the promoters, directors, manager or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 2 of the EGM Notice except as shareholders in general.

In accordance with the provisions of Sections 23, 42, and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Equity Shares to the Proposed Allottees is being sought by way of a special resolution as set out in Item No. 2 of this EGM Notice.

Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents/agreements referred to in the Notice and explanatory statement will be made available for inspection by the members through electronic mode upto the date of EGM and at the EGM or the said relevant documents can be made available to a member if he writes to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for the same. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

The Board believes that the proposed Preferential Allotment is in the best interest of the Company and its Members.

The Board of Directors of the Company recommends this resolution as set out in Item No. 2 of the Notice to the Members for their consideration and approval by way of a special resolution.

#### **ITEM NO. 3**

Mr. Sandipan Chattopadhyay was appointed as Managing Director and Chief Executive Officer (CEO) of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on July 02, 2018, for a period of three years with effect from July 02, 2018 and whose term of office was expired at July 01, 2021.

Mr. Sandipan Chattopadhyay brings over 23 experience across various technology roles. He holds a degree of Bachelor of Statistics (Honors) from the Indian Statistical Institute, Calcutta. He also holds a Post Graduate Diploma in Computer Aided Management from the Indian Institute of Management, Kolkata. He was the founder of E dot solutions, where he built website like moneycontrol.com and also executed an instrumental role in web technology at Tata Interactive. He has helped the technology development of several start ups as well as new initiatives at large enterprises such as Hyundai, Nextender, Wipro, Tata Teleservices, Tata Motors, CRISIL Marketwire, Business Standard, IDBI Capital Markets, Standard Chartered Bank, Deutsche Bank, Edelweiss, etc. He has been a Promoter Director on our Board since inception. Prior to joining our Company, he was the Chief Technology Officer at Just Dial Limited.

Looking at the performance evaluation report of Mr. Sandipan Chattopadhyay as a Managing Director and CEO and member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Sandipan Chattopadhyay, as a Managing Director and CEO for a further period of 3(three) years effective from July 02, 2021 to July 01, 2024 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 3 of the Notice, which has been approved by Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on May 21, 2021. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Sandipan Chattopadhyay for the office of Managing Director.

The Company has received from Mr. Sandipan Chattopadhyay (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in relation to his re-appointment.

Due to inadequate profit, the appointment and payment of remuneration to the Managing Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Hence, the Company proposes

this Special Resolution for appointment and payment of remuneration of Mr. Sandipan Chattopadhyay, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013

**Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder**

<b>I General Information</b>				
1	Nature of the Industry:	Information Technology, Computer Consultancy and Facilities Management Activities.		
2	Date or expected date of commencement of commercial production -	The Company commenced its business operations since incorporation.		
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.		
4	Standalone Financial performance based on given Indicators	(Amount in ₹ 000)		
	Particular	31-03-2021 (Audited)	31-03-2020 (Audited)	31-03-2019 (Audited)
	Operational Income	1,40,489.02	81,113.29	60,886.95
	Total Income	1,51,875.37	93,978.82	62,946.66
	Depreciation	5,000.56	5,626.3	2,507.23
	Total Expenses	1,10,882.56	1,14,689.97	1,12,932.88
	Net Profit/Loss	40,460.65	(21,308.74)	(49,399.03)
	Equity Share Capital	1,37,052.98	1,37,052.98	1,37,052.98
	Other Equity	4,54,779.6	3,11,886.85	2,69,480.26
5	Foreign Investment or collaboration, if any	As on the date of this notice, the Company has made following ODI investments.		
		Snaphunt PTE Ltd. (Singapore)	Catailyst Pte Ltd., (USA)	Learning Hats Pte Ltd., (USA)
		Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) preferentially convertible to Class A Common Stock (Voting )	Investment: USD 3,333 to Subscribe 3,333 equity shares
<b>II Information about the appointee</b>				
1	Background Details	Mr. Sandipan Chattopadhyay brings over 23 experience across various technology roles. He holds a degree of Bachelor of Statistics (Honors) from the Indian Statistical Institute, Calcutta. He also holds a Post Graduate Diploma in Computer Aided Management from the Indian Institute of Management, Kolkata. He was the founder of E dot solutions, where he built website like moneycontrol.com and also executed an instrumental role in web technology at Tata Interactive.		

		<p>He has helped the technology development of several start ups as well as new initiatives at large enterprises such as Hyundai, Nextender, Wipro, Tata Teleservices, Tata Motors, CRISIL Marketwire, Business Standard, IDBI Capital Markets, Standard Chartered Bank, Deutsche Bank, Edelweiss, etc. He has been a Promoter Director on our Board since inception. Prior to joining our Company, he was the Chief Technology Officer at Just Dial Limited.</p>	
2	Past Remuneration	Year	Remuneration
		16-09-2015 to 31-03-2016	Nil
		2016-17	Nil
		2017-18	INR 3,75,000
		2018-19	INR 15,21,600
		2019-20	INR 15,21,600
		2020-21	INR 17,71,600
3	Recognition or awards	None	
4	Job Profile and his suitability	<p>As Managing Director of the Company he is responsible for the performance and supervision of technical, administrative and day-to-day operations of our Company, including but not limited to developing strategic plans, promotion of revenue, profitability and growth of our Company. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.</p>	
5	Remuneration proposed	<p>Detailed of proposed remuneration is stated in the resolution set forth in Item No. 3 of the Notice.</p>	
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The Company main business is to design and develop a new technology and provide the technology services to the Start ups, corporates and as per the current market condition the demand of the professionals having such expertise has increased manifold along with remuneration being offered to them. In his previous employment Mr. Sandipan Chattopadhyay was CTO at Just Dial Limited and his remuneration was approx 1.2 Crore per annum and currently, if we look at business its growing in expected lines. Hence, the Board is of opinion that looking at the profile of Mr. Sandipan Chattopadhyay proposed remuneration is considered to be justified commensurate with other organisations of the similar type in the industry.</p>	
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p>Besides the remuneration proposed, Mr. Sandipan Chattopadhyay does not have any pecuniary relationship with the Company, except the shareholding in the Company. There are no Managerial personnel related to him.</p>	

III Other Information		
1	Reasons of Loss or Inadequate Profits	As on March 31, 2021, the Company has net profit of approx. ₹ 4 Crores. As far as inadequate profit, over the Last 6 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and achieved breakeven point and stays positive on business.
2	Steps taken or proposed to be taken for improvement	The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include: To widen the customer base – Currently company largely serves to start ups in India, very few corporates and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate. Marketing of Services – Focus has been placed on promotion and marketing of products & services so as to increase the sales turnover of the Company. Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients. Over the Last 6 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and achieved break even point and expects to earn good profit in coming years.
3	Expected Increase in productivity and profits in measurable terms.	The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming Financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the management projects 10-20% growth on y-o-y basis in terms of revenues.
IV Disclosures:		
The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section: (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; (ii) details of fixed components and performance linked incentives along with the performance criteria; (iii) service contracts, notice periods, severance fees; and (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.		

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of a special resolution as set out in Item No. 3 of this EGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Sandipan Chattopadhyay at this EGM is annexed in "Annexure" to this Notice.

Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents referred to in the Notice and explanatory statement will be made available for inspection by the Members through electronic mode upto the date of the EGM and at the EGM and any Member may write to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for the same. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

Save and except Mr. Sandipan Chattopadhyay, being an appointee and his relatives, to the extent of their

shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, except as shareholders in general.

The Board recommends a special resolution as set out in Item No.3 of the Notice to the Members for their consideration and approval.

#### ITEM NO. 4

Mr. Srinivas Koora was appointed as Whole-time Director and Chief Financial officer of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on July 02, 2018, for a period of three years with effect from July 02, 2018 and whose term of office was expired at July 01, 2021.

Mr. Srinivas Koora is a finance expert and a business leader possessing extensive experience of 19 years, of managing cash flows for start-up companies at all stages. He holds a degree of Bachelor of Commerce from the Osmania University. He also holds a degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded. He was the Deputy CFO at Just Dial Limited, where he was instrumental in establishing finance, accounts, treasury, human resource, legal, MIS and secretarial function at Just Dial. As a Corporate finance expert, he played a lead role in raising capital from SAIF partners, Tiger Global, Sequoia Capital, SAPV & EGCS.

Looking at the performance evaluation report of Mr. Srinivas Koora as a Whole-time Director and CFO and member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience,

expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Srinivas Koora, as a Whole-time Director and CFO for a further period of 3(Three) years effective from July 02, 2021 to July 01, 2024 on such terms and conditions including remuneration as stated in the resolution set forth in Item No. 4 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on May 21, 2021. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Srinivas Koora for the office of Whole-time Director.

The Company has received from Mr. Srinivas Koora (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

Due to inadequate profit, the appointment and payment of remuneration to the Whole-time Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Hence, the Company proposes this Special Resolution for appointment and payment of remuneration of Mr. Srinivas Koora, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

#### Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder

I General Information				
1	Nature of the Industry:	Information Technology, Computer Consultancy and Facilities Management Activities.		
2	Date or expected date of commencement of commercial production -	The Company commenced its business operations since incorporation.		
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.		
4	Standalone Financial performance based on given Indicators	(Amount in ₹ 000)		
	Particular	31-03-2021 (Audited)	31-03-2020 (Audited)	31-03-2019 (Audited)
	Operational Income	1,40,489.02	81,113.29	60,886.95
	Total Income	1,51,875.37	93,978.82	62,946.66
	Depreciation	5,000.56	5,626.3	2,507.23
	Total Expenses	1,10,882.56	1,14,689.97	1,12,932.88

	Net Profit/Loss	40,460.65	(21,308.74)	(49,399.03)
	Equity Share Capital	1,37,052.98	1,37,052.98	1,37,052.98
	Other Equity	4,54,779.6	3,11,886.85	2,69,480.26
5	Foreign Investment or collaboration, if any	As on the date of this notice, the Company has made following ODI investments.		
		Snaphunt PTE Ltd. (Singapore)	Catailyst Pte Ltd., (USA)	Learning Hats Pte Ltd., (USA)
		Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) preferentially convertible to Class A Common Stock (Voting )	Investment: USD 3,333 to Subscribe 3,333 equity shares
II	Information about the appointee			
1	Background Details	Mr. Srinivas Koora is a finance expert and a business leader possessing extensive experience of 19 years, of managing cash flows for start-up companies at all stages. He holds a degree of Bachelor of Commerce from the Osmania University. He also holds a degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded. He was the Deputy CFO at Just Dial Limited, where he was instrumental in establishing finance, accounts, treasury, human resource, legal, MIS and secretarial function at Just Dial. As a Corporate finance expert, he played a lead role in raising capital from SAIF partners, Tiger Global, Sequoia Capital, SAPV & EGCS.		
2	Past Remuneration	Year	Remuneration	
		16-09-2015 to 31-03-2016	Nil	
		2016-17	Nil	
		2017-18	INR 3,75,000	
		2018-19	INR 15,21,600	
		2019-20	INR 15,21,600	
		2020-21	INR 17,71,600	
3	Recognition or awards	None		
4	Job Profile and his suitability	As a Whole-time Director of the Company he is responsible for all aspects of finance, investor relations, fund raising, controlling, accounting, financial reporting, tax compliance, financial systems implementation, and devising the strategy for our Company. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Whole-time Director of the Company.		
5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No.4 of the Notice.		

6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	To fulfill the working capital requirement and to attract the investors at large, the Company needs a finance expert and as per the current market condition the demand of the professionals having such expertise has increased manifold along with remuneration being offered to them. In his previous employment Mr. Srinivas Koorra was Dy. CFO at Just Dial Limited and his remuneration was approx 1 Crore per annum and currently if we look at business its growing in expected lines. Hence, the Board is of opinion that looking at the profile of Mr. Srinivas Koorra proposed remuneration is considered to be justified commensurate with other organisations of the similar type in the industry.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Srinivas Koorra does not have any pecuniary relationship with the Company, except the shareholding in the Company. There are no Managerial personnel related to him.
III	Other Information	
1	Reasons of Loss or Inadequate Profits	As on March 31, 2021, the Company has net profit of approx. ₹ 4 Crores. As far as inadequate profit, over the Last 6 years, the Company is in process of building professional talented team and has spent lot of time on ideation on new technology products and achieved breakeven point and stays positive on business.
2	Steps taken or proposed to be taken for improvement	<p>The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <p>To widen the customer base – Currently company largely serves to start ups in India, very few corporates and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate.</p> <p>Marketing of Services – Focus has been placed on promotion and marketing of products &amp; services so as to increase the sales turnover of the Company.</p> <p>Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients.</p> <p>Over the Last 6 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and achieved breakeven point and expects to earn good profit in coming years.</p>
3	Expected Increase in productivity and profits in measurable terms.	The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming Financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the management projects 10-20% growth on y-o-y basis in terms of revenues.
IV	Disclosures:	
<p>The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section:</p> <p>(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;</p> <p>(ii) details of fixed components and performance linked incentives along with the performance criteria;</p> <p>(iii) service contracts, notice periods, severance fees; and</p> <p>(iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.</p>		

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of a special resolution as set out in Item No.4 of this EGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Srinivas Koora at this EGM is annexed in "Annexure" to this Notice.

Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents referred to in the Notice and explanatory statement will be made available for inspection by the Members through electronic mode upto the date of the EGM and at the EGM and any Member may write to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for the same. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

Save and except Mr. Srinivas Koora, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, None of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, except as shareholders in general.

The Board recommends a special resolution as set out in Item No.4 of the Notice to the Members for their consideration and approval.

#### **ITEM NO. 5**

Mr. Jaison Jose was appointed as Whole-time Director of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on July 02, 2018, for a period of three years with effect from July 02, 2018 and whose term of office was expired at July 01, 2021.

Mr. Jaison Jose brings 16 years industry experience in the field of human resource service with core

strengths in operations, deep customer engagements and collaboration. He holds a degree of Bachelor of Commerce from Mumbai University. He also holds a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University. He was a founding member & team member of Quess Corp. He was with Adecco India, he built the portfolio services offering focused on the start-up ecosystem. Over the last decade, he has partnered with entrepreneurs, family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams.

Looking at the performance evaluation report of Mr. Jaison Jose as a Whole-time Director and member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Jaison Jose as a Whole-time Director for a further period of 3(Three) years effective from July 02, 2021 to July 01, 2024 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 5 of the Notice, which has been approved by Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on May 21, 2021. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Jaison Jose for the office of Whole-time Director.

The Company has received from Mr. Jaison Jose (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

Due to inadequate profit, the appointment and payment of remuneration to the Whole-time Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Hence, the Company proposes this Special Resolution for appointment and payment of remuneration of Mr. Jaison Jose, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

**Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder**

<b>I General Information</b>				
1	Nature of the Industry:	Information Technology, Computer Consultancy and Facilities Management Activities.		
2	Date or expected date of commencement of commercial production -	The Company commenced its business operations since incorporation.		
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.		
4	Standalone Financial performance based on given Indicators	(Amount in ₹ 000)		
	Particular	31-03-2021 (Audited)	31-03-2020 (Audited)	31-03-2019 (Audited)
	Operational Income	1,40,489.02	81,113.29	60,886.95
	Total Income	1,51,875.37	93,978.82	62,946.66
	Depreciation	5,000.56	5,626.3	2,507.23
	Total Expenses	1,10,882.56	1,14,689.97	1,12,932.88
	Net Profit/Loss	40,460.65	(21,308.74)	(49,399.03)
	Equity Share Capital	1,37,052.98	1,37,052.98	1,37,052.98
	Other Equity	4,54,779.6	3,11,886.85	2,69,480.26
5	Foreign Investment or collaboration, if any	As on the date of this notice, the Company has made following ODI investments.		
		Snaphunt PTE Ltd. (Singapore)	Catallyst Pte Ltd., (USA)	Learning Hats Pte Ltd., (USA)
		Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) preferentially convertible to Class A Common Stock (Voting )	Investment: USD 3,333 to Subscribe 3,333 equity shares
<b>II Information about the appointee</b>				
1	Background Details	Mr. Jaison Jose brings 16 years industry experience in the field of human resource service with core strengths in operations, deep customer engagements and collaboration. He holds a degree of Bachelor of Commerce from Mumbai University. He also holds a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University. He was a founding member & team member of Quess Corp. He was with Adecco India, he built the portfolio services offering focused on the start-up ecosystem. Over the last decade, he has partnered with entrepreneurs, family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams		

2	Past Remuneration	Year	Remuneration
		2017-18	INR 3,75,000
		2018-19	INR 15,21,600
		2019-20	INR 15,21,600
		2020-21	INR 17,71,600
3	Recognition or awards	None	
4	Job Profile and his suitability	As a Whole-time Director of the Company he is responsible for the implementation of operational plans, operation strategies, budgets and forecasts at the corporate, regional and business unit level. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Whole-time Director of the Company.	
5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 5 of the Notice.	
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In order to manage the operations of the Company, the Company need a expertise person who can handle the operations of the Company in efficient manner and per the current market condition the demand of the professionals having such expertise has increased manifold along with remuneration being offered to them. In earlier Organisation his remuneration was approx 35 Lakhs per annum and currently if we look at business its growing in expected lines. Hence, the Board is of opinion that looking at the profile of Mr. Jaison Jose proposed remuneration is considered to be justified commensurate with other organisations of the similar type in the industry	
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Jaison Jose does not have any pecuniary relationship with the Company, except the shareholding in the Company. There are no Managerial personnel related to him.	
III	Other Information		
1	Reasons of Loss or Inadequate Profits	As on March 31, 2021, the Company has net profit of approx. ₹ 4 Crores. As far as inadequate profit, over the Last 6 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and achieved breakeven point and stays positive on business.	
2	Steps taken or proposed to be taken for improvement	<p>The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <p>To widen the customer base – Currently company largely serves to start ups in India, very few corporates and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate.</p> <p>Marketing of Services – Focus has been placed on promotion and marketing of products &amp; services so as to increase the sales turnover of the Company.</p> <p>Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients.</p>	

		Over the Last 6 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and achieved breakeven point and expects to earn good profit in coming years.
3	Expected Increase in productivity and profits in measurable terms.	The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming Financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the management projects 10-20% growth on y-o-y basis in terms of revenues.
IV	Disclosures:	
	The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section:	
	(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	
	(ii) details of fixed components and performance linked incentives along with the performance criteria;	
	(iii) service contracts, notice periods, severance fees; and	
	(iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.	

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of a special resolution as set out in Item No.5 of this EGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Jaison Jose at this EGM is annexed in "Annexure" to this Notice.

Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents referred to in the Notice and explanatory statement will be made available for inspection by the Members through electronic mode upto the date of the EGM and at the EGM and any Member may write to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for the same. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

Save and except Mr. Jaison Jose, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, except as shareholders in general.

The Board recommends a special resolution as set out in Item No.5 of the Notice to the Members for their consideration and approval.

By Order of the Board of Directors  
For **xelpmoc Design and Tech Limited**

**Vaishali Kondbhar**  
Company Secretary

**Place:** Mumbai  
**Date:** July 15, 2021

# Annexure to the Notice

Details of the Directors seeking re-appointment in the Extra-Ordinary General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

Name of the Director	Mr. Sandipan Chattopadhyay
DIN	00794717
Date of Birth	24-03-1973
Age	48 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Statistics (Honors) from the Indian Statistical Institute, Calcutta and a Post Graduate Diploma in Computer Aided Management from the Indian Institute of Management, Kolkata
Brief Resume, Experience and Expertise in Functional Area	Mr. Sandipan Chattopadhyay brings over 23 experience across various technology roles. He was the founder of E dot solutions, where he built website like moneycontrol.com and also executed an instrumental role in web technology at Tata Interactive. He has helped the technology development of several start ups as well as new initiatives at large enterprises such as Hyundai, Nextender, Wipro, Tata Teleservices, Tata Motors, CRISIL Marketwire, Business Standard, IDBI Capital Markets, Standard Chartered Bank, Deutsche Bank, Edelweiss, etc. He has been a Promoter Director on our Board since inception. Prior to joining our Company, he was the Chief Technology Officer at Just Dial Limited
Number of Meetings of the Board attended during the year	4 (Four)
Remuneration last drawn	INR 17,71,600 (Indian Rupees Seventeen Lakhs Seventy One Thousands and Six Hundred Only)
List of Other Bodies Corporate in which Directorships Held	1. Mihup Communications Private Limited 2. Tijoree ECom Private Limited 3. Agronauts Technologies Private Limited 4. Xap Technologies Private Limited 5. Folk Products and Design Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company	40,79,102 Equity Shares i.e. 29.76%
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Sandipan Chattopadhyay & other members of the Board and Key Managerial Personnel of the Company.

Name of the Director	Mr. Srinivas Koora
DIN	07227584
Date of Birth	02-10-1975
Age	45 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Commerce from the Osmania University & Degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded
Brief Resume, Experience and Expertise in Functional Area	Mr. Srinivas Koora is a finance expert and a business leader possessing extensive experience of 19 years, of managing cash flows for start-up companies at all stages. He was the Deputy CFO at Just Dial Limited, where he was instrumental in establishing finance, accounts, treasury, human resource, legal, MIS and secretarial function at Just Dial. As a Corporate finance expert, he played a lead role in raising capital from SAIF partners, Tiger Global, Sequoia Capital, SAPV & EGCS
Number of Meetings of the Board attended during the year	4 (Four)
Remuneration last drawn	INR 17,71,600 (Indian Rupees Seventeen Lakhs Seventy One Thousands and Six Hundred Only)
List of Other Bodies Corporate in which Directorships Held	1. Tijoree ECom Private Limited 2. Agronauts Technologies Private Limited 3. Xap Technologies Private Limited 4. Gofar Technologies Private Limited (Formerly known as Saka Tech Labs Private Limited) 5. Signal Analytics Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company	24,19,098 Equity Shares i.e. 17.65%
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Srinivas Koora & other members of the Board and Key Managerial Personnel of the Company.

Name of the Director	Mr. Jaison Jose
DIN	07719333
Date of Birth	01-03-1980
Age	41 Years
Date of First Appointment on the Board	09-03-2017
Qualification	Degree of Bachelor of Commerce from Mumbai University. and a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University
Brief Resume, Experience and Expertise in Functional Area	Mr. Jaison Jose brings 16 years industry experience in the field of human resource service with core strengths in operations, deep customer engagements and collaboration. He was a founding member & team member of Ques Corp. He was with Adecco India, he built the portfolio services offering focused on the start-up ecosystem. Over the last decade, he has partnered with entrepreneurs, family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams
Number of Meetings of the Board attended during the year	4 (Four)
Remuneration last drawn	INR 17,71,600 (Indian Rupees Seventeen Lakhs Seventy One Thousands and Six Hundred Only)
List of Other Bodies Corporate in which Directorships Held	1. TijoreeECom Private Limited 2. Agronauts Technologies Private Limited 3. Mysticonacall Entertainment Private Limited 4. Go far Technologies Private Limited (Formerly known as Saka Tech Labs Private Limited) 5. Signal Analytics Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company	8,41,290 Equity Shares i.e. 6.14%
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Jaison Jose & other members of the Board and Key Managerial Personnel of the Company.