

Date: August 12, 2021

To

BSE Limited Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 Scrip Code: 542367	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 Scrip Symbol: XELPMOC
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Re: Proceedings of the Extra-ordinary General Meeting of Xelpmoc Design and Tech Limited (the “Company”) held on Wednesday, August 11, 2021 at 5:00 p.m. through Video Conferencing

Dear Sir/ Madam,

As per the notice of Extra-ordinary General Meeting dated July 15, 2021, the Extra-ordinary General Meeting of the Company was held on Wednesday, August 11, 2021 at 5:00 p.m. through Video Conferencing, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), various circulars issued by the Ministry of Corporate Affairs including 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, and by the Securities and Exchange Board of India including 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 updates thereto.

The brief details of businesses transacted at the meeting, manner of approval and result thereof are as under:

Sr No.	Details of the Businesses	Manner of Approval	Result
1.	Increase in authorised share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company (Ordinary Resolution)	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority
2.	Issuance of equity shares of the company on preferential basis and matters related therewith (Special Resolution)	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority
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 (Special Resolution)	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority



XELPMOC DESIGN AND TECH LIMITED

Regd & Corp Address: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru – 560034
Phone number: 080 4370 8160 | Website: www.xelpmoc.in | Email: vaishali.kondbhar@xelpmoc.in

CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

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 (Special Resolution)	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority
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 (Special Resolution)	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority

Furthermore, pursuant to Regulation 44 of the Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the businesses transacted at the EGM along with consolidated report of the scrutinizer have been submitted vide our letter dated August 12, 2021.

Pursuant to regulation 30 of the Listing Regulations, the proceedings of the EGM are enclosed and is being also available on the website of the Company at <https://www.xelpmoc.in/investorrelations>.

This is for your records and dissemination. You are requested to take the same on record as the gist of proceedings of EGM and not consider the attached as minutes of the EGM.

Thanking you,

Yours truly,

For **Xelpmoc Design and Tech Limited**

Vaishali Kondbhar

Vaishali Kondbhar
Company Secretary



Place: Mumbai
Date: August 12, 2021

Enclosed: As above

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED (THE "COMPANY") HELD ON WEDNESDAY, AUGUST 11, 2021 AT 5:00 P.M. THROUGH VIDEO CONFERENCING

The Extra-ordinary General Meeting ("EGM") of the Company was held on Wednesday, August 11, 2021 at 5:00 p.m. through Video Conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), various circulars issued by the Ministry of Corporate Affairs ("MCA") including 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 by the Securities and Exchange Board of India ("SEBI") including 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 updates thereto ("SEBI Circulars").

Further, in accordance with the Secretarial Standard on General Meetings("SS-II") issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the EGM were deemed to be conducted at the registered office of the Company which was the deemed venue of the EGM.

At 5.00 p.m., Mr. Tushar Trivedi, Chairman of the Company, occupied the Chair of the EGM and stated that he is attending the EGM from Mumbai. He welcomed all the members of the Company ("Members") and directors of the Company at the EGM. He further stated that in these unprecedented times and considering the ongoing COVID-19 pandemic and social distancing norms to be followed, the EGM was being convened through VC in accordance with the MCA Circulars and SEBI Circulars.

He thereafter introduced all the directors and key managerial personnel present at the EGM, who were as follows:

1. Mr. Sandipan Chattopadhyay, Managing Director and CEO joined from Bengaluru
2. Mr. Srinivas Koora, Whole-time Director and CFO joined from Hyderabad
3. Mr. Jaison Jose, Whole-time Director joined from Mumbai
4. Mr. Premal Mehta, Independent Director joined from Mumbai
5. Mrs. Karishma Bhalla, Independent Director joined from Mumbai
6. Mr. Soumyadri Bose, Non-Executive and Non-Independent Director joined from Gurgaon
7. Mr. Pranjal Sharma Non-Executive and Non-Independent Director joined from New Delhi
8. Mrs. Vaishali Kondbhar, Company Secretary joined from Mumbai

The statutory auditors and secretarial auditors of the Company and scrutinizer for e-voting process were also present at the EGM.

The Chairman further informed that participation of members attending through Video Conferencing was reckoned for the purpose of quorum as per the MCA Circulars and Section 103 of the Companies Act, 2013. Since the EGM was being held through VC, as per the MCA Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by Members was not made available for the EGM. 42 Members were present at the meeting through VC. Accordingly the requisite quorum was present and the EGM was called to order. The Chairman thereafter requested Mrs. Vaishali Kondbhar, Company Secretary, to read out the arrangements made for the Members at the EGM.

XELPMOC DESIGN AND TECH LIMITED

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CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5



The Company Secretary welcomed all the Members to the EGM. She informed all those present that in terms of relevant provisions of Companies Act, 2013, Listing Regulations, MCA Circulars and SEBI circulars, the notice of extra-ordinary general meeting dated July 15, 2021 ("**EGM Notice**") was sent by e-mail to all those Members whose names appeared in the Register of Members and whose e-mail addresses were registered with the Company, the Registrar and Share Transfer Agent or the Depository Participants, as on Friday, July 16, 2021 and no physical copies of the EGM Notice were sent by the Company to any Members.

Further, it was informed that the Company had enabled the Members to participate at the EGM through video conferencing facility provided by KFin Technologies Private Limited and the proceedings of the EGM were being recorded for compliance purposes.

She informed the members that, as stated in the EGM Notice, the Members had been provided the facility to exercise their right to vote by electronic means on the resolutions set out in the EGM Notice, both through remote e-voting and e-voting system ('Insta Poll') at the EGM. The remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. Wednesday, August 04, 2021 during the period commencing from 9.00 a.m. IST on Saturday, August 07, 2021 till 5.00 p.m. IST on Tuesday, August 10, 2021, and the remote e-voting was blocked on Tuesday, August 10, 2021 at 5.00 p.m.

She further informed Members joining the EGM through video conferencing, that Members who had not already cast their vote by means of remote e-voting, had the option of voting through 'Insta-Poll' e-voting facility on announcement of the same by the Chairman. Members who had cast their votes by remote e-voting prior to the EGM were not entitled to cast their vote again.

She informed all those present that the Board of Directors of the Company had appointed Mr. Manish Gupta, partner of M/s VKMG & Associates LLP, practicing company secretaries, as the scrutinizer for the EGM.

It was informed that due to the ongoing COVID-19 pandemic, the Company had made the best possible efforts for providing the facility of joining the EGM by VC and voting electronically. However, in case of any issues during the EGM, Members were provided details for contacting KFin Technologies Private Limited for technical support / assistance.

The certificate from the statutory auditors in compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other documents relevant to businesses specified in the EGM Notice were made available electronically for inspection during the EGM on the website of KFin Technologies Private Limited.

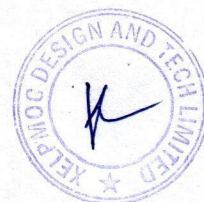
Thereafter the Company Secretary requested the Chairman to continue with the proceedings of the EGM.

At the request of the Chairman, Mr. Sandipan Chattopadhyay, Managing Director and CEO briefed the Members about the proposed preferential allotment of equity shares by the Company.

The Managing Director further requested to the Chairman to continue the proceedings of the EGM.

The Chairman informed that EGM Notice, already emailed to all the Members, was taken as read with the permission of the Members.

Thereafter, the Chairman briefed all those present about the resolutions stated in the EGM Notice, as follows:



1. Increase in authorised share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company.
2. Issuance of equity shares of the company on preferential basis and matters related therewith.
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.
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.
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.

Since the EGM was being held through VC and the resolutions mentioned in the EGM Notice were put to vote through remote e-voting and e-voting system ('Insta Poll') at the EGM, the practice of proposing and seconding of resolutions, which is not mandatory as per applicable law, was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through ('Insta Poll') e-voting facility provided to the members at EGM.

The Chairman then requested the Company Secretary to conduct the question and answer session. Suitable replies were provided to the queries raised by the Members.

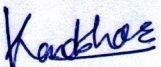
Before concluding the EGM, the Chairman informed the Members that the 'Insta Poll' e-voting facility will close 15 minutes after the closure of the EGM and requested the Members who had not already cast their votes, to do so through the 'Insta Poll' facility.

All the proceedings of the EGM were completed, the Chairman declared the EGM as concluded at 5:25 p.m. with thanks to the Members.

Post Completion of Extra-ordinary General Meeting and voting through e-voting insta poll at the EGM, the Scrutinizer submitted Consolidated Scrutinizer's Report considering the result of remote e-voting and e-voting (Insta Poll) at the EGM. As per the report submitted by the Scrutinizer, the Chairman announced that all the resolutions embodied in the Notice of EGM dated July 15, 2021 were passed with requisite majority. The voting result including Consolidated Scrutinizer's Report is attached as enclosure.

There was no adjournment or postponement or change in venue of the EGM. The Company has complied with the all the applicable provisions, mechanism and procedures as provided in MCA Circulars and SEBI Circulars, along with other applicable provisions of the Companies Act, 2013 and rules framed therein and the applicable provisions of secretarial standards in respect of calling, convening and conducting of the EGM.

For **Xelpmoc Design and Tech Limited**

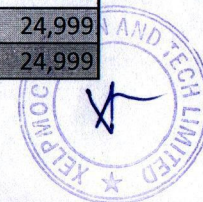

Vaishali Kondbhar
Company Secretary



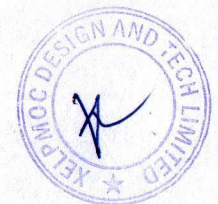
Place: Mumbai
Date: August 12, 2021

Enc: Voting Result including Consolidated Scrutinizer's Report

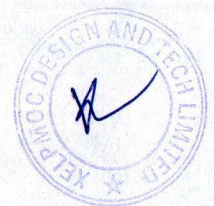
Company Name		XELPMOC DESIGN AND TECH LIMITED							
Date of the EGM		11-08-21							
Total number of shareholders on record date i.e.04.08.21		14215							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		Not Applicable							
Public:		Not Applicable							
No. of Shareholders attended the meeting through VC									
Promoters and Promoter Group:		5							
Public:		37							
Resolution No.		1							
Resolution required: (Ordinary/ Special)		ORDINARY - Increase in authorised share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held as on cut off date 04.08.21	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,724	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,229,989	892,831	72.5885	892,831	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		892,831	72.5885	892,831	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	4,626,585	1,460	0.0316	1,460	0	100.0000	0.0000	0
	Insta Poll		92,506	1.9994	92,506	0	100.0000	0.0000	24,999
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		93,966	2.031	93,966	0	100.0000	0.0000	24,999
Total		13,705,298	8,835,521	64.4679	8,835,521	0	100.0000	0.0000	24,999



Resolution No.	2								
Resolution required: (Ordinary/ Special)	SPECIAL - Issuance of equity shares of the company on preferential basis and matters related therewith								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held as on cut off date 04.08.21	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,724	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,229,989	892,831	72.5885	892,831	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		892,831	72.5885	892,831	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	4,626,585	1,460	0.0316	1,460	0	100.0000	0.0000	0
	Insta Poll		92,506	1.9994	92,506	0	100.0000	0.0000	24,999
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		93,966	2.031	93,966	0	100.0000	0.0000	24,999
Total		13,705,298	8,835,521	64.4679	8,835,521	0	100.0000	0.0000	24,999



Resolution No.	3								
Resolution required: (Ordinary/Special)	SPECIAL - 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.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held as on cut off date 04.08.21	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,724	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,229,989	892,831	72.5885	892,831	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		892,831	72.5885	892,831	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	4,626,585	1,460	0.0316	1,260	200	86.3013	13.6986	0
	Insta Poll		92,506	1.9994	92,506	0	100.0000	0.0000	24,999
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		93,966	2.031	93,766	200	99.7872	0.2128	24,999
Total		13,705,298	8,835,521	64.4679	8,835,321	200	99.9977	0.0023	24,999



Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL - 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.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held as on cut off date 04.08.21	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,724	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,229,989	892,831	72.5885	892,831	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		892,831	72.5885	892,831	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	4,626,585	1,460	0.0316	1,260	200	86.3013	13.6986	0
	Insta Poll		92,506	1.9994	92,506	0	100.0000	0.0000	24,999
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		93,966	2.031	93,766	200	99.7872	0.2128	24,999
Total		13,705,298	8,835,521	64.4679	8,835,321	200	99.9977	0.0023	24,999



Resolution No.	5								
Resolution required: (Ordinary/ Special)	SPECIAL - 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.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held as on cut off date 04.08.21	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Abstained / Invalid
Promoter and Promoter Group	E-Voting	7,848,724	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,229,989	892,831	72.5885	892,831	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		892,831	72.5885	892,831	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	4,626,585	1,460	0.0316	1,260	200	86.3013	13.6986	0
	Insta Poll		92,506	1.9994	92,506	0	100.0000	0.0000	24,999
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		93,966	2.031	93,766	200	99.7872	0.2128	24,999
Total		13,705,298	8,835,521	64.4679	8,835,321	200	99.9977	0.0023	24,999



Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the Extra-ordinary General Meeting (EGM)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,
The Chairman of the EGM,
XELPMOC DESIGN AND TECH LIMITED
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560 034

Sub: Extra-ordinary General Meeting (“EGM”) of the members of **XELPMOC DESIGN AND TECH LIMITED** (the “Company”) held on Wednesday, August 11, 2021, at 5.00 p.m. through Video Conferencing (VC).

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on July 15, 2021, I, Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, practicing company secretaries, have been appointed as a scrutinizer to scrutinize the process of remote e-voting and e-voting (Insta Poll) at the EGM in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the resolutions contained in the notice of the Extra-ordinary General Meeting of the members of the Company, held on Wednesday, August 11, 2021, at 5.00 p.m. through Video Conferencing (“VC”) (“EGM”).

The management of the Company is responsible to ensure that the EGM is conducted in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder along with the 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”) and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in relation to voting through electronic means by the service provider KFin Technologies Private Limited, Registrars and Transfer Agent of the Company (“KFintech”). My responsibility as a scrutinizer for the remote e-voting process and e-voting (Insta Poll) at the EGM is restricted to make a scrutinizer’s report of the votes cast in “favour” or “against” the resolutions and “invalid” and “abstained” votes, based on the reports generated from e-voting process system provided by KFintech.

In light of the Covid-19 pandemic in India, pursuant to provisions of section 101 of the Act and rules made thereunder and in terms of the MCA Circulars and SEBI Circulars, the notice of EGM dated July 15, 2021 (“EGM Notice”) including procedure and instructions for



e-voting have been sent by e-mail on July 19, 2021 to all those members of the Company ("**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 or the Depository Participants(s) as on Friday, July 16, 2021 and no physical copies of the EGM Notice were sent by the Company to any Members.

The Company has uploaded the EGM Notice on its website www.xelpmoc.in and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**") and the same was also available on the website of KFintech at <https://evoting.kfintech.com>.

In terms of MCA Circulars, the Company has also enabled members, whose email address are not registered, to temporarily update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for the limited purpose of receiving the EGM Notice electronically along with User ID and the Password to enable e-voting. The detailed procedure of the same is provided in the instructions part of the EGM Notice.

Further, in compliance with provision of section 108 and rules made thereunder, the Company has, post sending the EGM Notice, also published public advertisements on July 20, 2021 in two newspapers namely "Financial Express", an English newspaper having nationwide circulation in English language and "Hosadigantha", local circulating Kannada newspaper in Kannada language, being the principal vernacular language of Bengaluru, Karnataka, with the intention to inform the Members of the EGM, the manner of e-voting and other necessary details.

I have issued this consolidated scrutinizers report in respect of remote e-voting and e-voting (Insta Poll) at the EGM. The result of the same is annexed herewith as an **Annexure**.

I SUBMIT MY REPORT AS UNDER:

1. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Wednesday, August 04, 2021 was entitled to vote on the resolutions stated in the EGM Notice and avail the facility of remote e-voting as well as e-voting (Insta Poll) at the EGM.
2. The remote e-voting commenced on Saturday, August 07, 2021 at 9.00 a.m. (IST) and ended on Tuesday, August 10, 2021 at 5.00 p.m. (IST). The remote e-voting module was disabled on Tuesday, August 10, 2021 at 5.00 p.m. (IST).
3. The facility for voting was also available at the EGM through e-voting (Insta Poll) for those Members who attended the EGM and had not already cast their vote through the remote e-voting facility.
4. Immediately after the conclusion of the voting at the EGM, votes cast at the EGM were counted and the votes cast through remote e-voting were unblocked on Wednesday, August 11, 2021, in the presence of 2 witnesses, Mr. Arya Kondalkar and Mr. Kaushik Kantak, who are not in the employment of the Company.
5. 25 (Twenty Five) equity shareholders holding 87,43,015 equity shares of the Company, have participated in the voting through remote e-voting system.
6. 17 (Seventeen) equity shareholders holding 1,17,505 equity shares of the Company, have participated in the voting through e-voting (Insta Poll) at the EGM.



A handwritten signature in blue ink, consisting of a stylized 'A' followed by a horizontal line.

7. Considering remote e-voting and voting through e-voting (Insta Poll) at the EGM, the consolidated result of the voting is annexed. The report containing, *inter alia*, list of equity shareholders, who voted in "favour" or "against", on each of the resolutions that were put to vote, and whose votes were invalid or who abstained from voting, were generated through the e-voting website of KFintech i.e. <https://evoting.kfintech.com> and based on such report the voting results are reported.

All the resolutions put to vote at the EGM stand passed, under remote e-voting along with voting through e-voting (Insta Poll) at the EGM, with the requisite majority and shall be deemed to be passed on the date of the EGM. The detailed results of the resolutions are as under.

I hereby confirm that I am maintaining the register and records which are required to be maintained under rule 20 of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the EGM by the Equity Shareholders of the Company and according to my observations, the process of remote e-voting and e-voting through Insta Poll at the EGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300



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

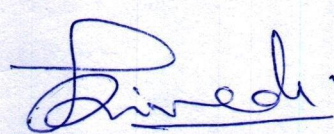
Date: 12-08-2021
Place: Mumbai
UDIN: A043802C000772134

Witness 1: Mr. Arya Kondalkar

: 

Witness 2: Mr. Kaushik Kantak

: 

Signature: 
Mr. Tushar Trivedi
(Chairman of the EGM)

Xelpmoc Design and Tech Limited
(CIN - L72200KA2015PLC082873)

Annexure to Consolidated Scrutinizer Report in respect of remote e-voting along voting through e-voting (Insta Poll) at Extra-ordinary General Meeting of Xelpmoc Design and Tech Limited held on August 11, 2021 through Video Conferencing (VC)

Res. No.	Particular of Resolution	Mode	Total No. of Members	Total Votes	Total Valid Votes	Favour			Against			Invalid*	
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes
1	Increase in authorised share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company	Remote e-voting	25	8743015	8743015	25	8743015	100.000	0	0	0.000	0	0
		E-voting (Insta Poll)	17	117505	92506	17	92506	100.000	0	0	0.000	0	24999
		Total	42	8860520	8835521	42	8835521	100.000	0	0	0.000	0	24999
2	Issuance of equity shares of the company on preferential basis and matters related therewith	Remote e-voting	25	8743015	8743015	25	8743015	100.000	0	0	0.000	0	0
		E-voting (Insta Poll)	17	117505	92506	17	92506	100.000	0	0	0.000	0	24999
		Total	42	8860520	8835521	42	8835521	100.000	0	0	0.000	0	24999
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	Remote e-voting	25	8743015	8743015	24	8742815	99.998	1	200	0.002	0	0
		E-voting (Insta Poll)	17	117505	92506	17	92506	100.000	0	0	0.000	0	24999
		Total	42	8860520	8835521	41	8835321	99.998	1	200	0.002	0	24999
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	Remote e-voting	25	8743015	8743015	24	8742815	99.998	1	200	0.000	0	0
		E-voting (Insta Poll)	17	117505	92506	17	92506	100.000	0	0	0.000	0	24999
		Total	42	8860520	8835521	41	8835321	99.998	1	200	0.002	0	24999
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	Remote e-voting	25	8743015	8743015	24	8742815	99.998	1	200	0.002	0	0
		E-voting (Insta Poll)	17	117505	92506	17	92506	100.000	0	0	0.000	0	24999
		Total	42	8860520	8835521	41	8835321	99.998	1	200	0.002	0	24999

Note *

1. In case of e-voting (Insta poll), 1(One) shareholder holding 25,000 equity shares has casted his vote only in respect of 1 equity share in favor of all the resolutions and for remaining 24,999 equity shares abstained from voting for all the resolutions, hence while calculating number of members counts such shareholder considered under favour category however his 24,999 votes has been considered as invalid votes.

Place: Mumbai
Date: 12-08-2021
UDIN: A043802C000772134

Witness 1: Mr. Arya Kondalkar

Arya Kondalkar

Witness 2: Mr. Kaushik Kantak

Kaushik Kantak

For VKMG & Associates LLP
Company Secretaries
FRN. L2019MH005300

Manish Gupta
Manish Gupta
Partner
ACS No. 43802
C. P. No. 16067
PRN:1279/2021

