

Annexure-4

Form No. MGT-9 Extract of Annual Return

as on the financial year ended on 31st March 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I Registration and other details:

Sr. No.	Registration and Other Details	
1.	CIN	L72200KA2015PLC082873
2.	Registration Date	16-09-2015
3.	Name of the Company	XELPMOC DESIGN AND TECH LIMITED
4.	Category of the Company	Company limited by shares
5.	Sub-Category of the Company	Indian Non-Government Company
6.	Address of the Registered office	#17, 4 th Floor, Agies Building, 1 st 'A' Cross, 5 th Block, Koramangala, Bengaluru - 560 034
7.	Contact details	+91 80 4370 8360
8.	Whether listed company	Yes
9.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. Phone: +91-40-6716 1500, 3321 1000 Fax: +91-40- 2342 0814, 2300 1153 Toll Free No.: 1800-345-4001 Email: einward.ris@karvy.com Website: www.karvy.com

II Principal business activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company are:-

Sr. No.	Name and Description of the main products/service	NIC Code of the Product/ Service	% to total turnover of the company
1.	Provide end to end technology solution	62099	100

III Particulars of holding, subsidiary and associate companies

Sr. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1.	Madworks Ventures Private Limited Add: 5/B 5 th Floor Maker Mahal Plot No.249, Perry Road, Bandra West, Mumbai - 400050	U74999MH2015PTC269725	Associate	21.74%	2(6)
2.	Fortigo Network Xelpmoc Private Limited Add: #17, Agies Building, 2 nd Floor, 1 st 'A' Cross, 5 th Block, Koramangala, Bengaluru - 560 095	U72900KA2017PTC101621	Joint Venture	18.00%	2(6)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	51,03,371	51,03,371	78.31	74,56,990	-	74,56,990	54.41	(23.90)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	51,03,371	51,03,371	78.31	79,72,224	-	74,56,990	54.41	(23.90)
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)	-	51,03,371	51,03,371	78.31	79,72,224	-	74,56,990	54.41	(23.90)
(1)+(A)(2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	21,42,134	-	21,42,134	15.63	15.63
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	21,42,134	-	21,42,134	15.63	15.63
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	-	2,96,970	2,96,970	04.56	2,74,512	3,44,488	6,19,000	4.52	(0.04)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakhs	-	23,943	23,943	00.37	6,82,896	2,519	6,85,415	5.00	4.63

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakhs	-	7,30,204	7,30,204	11.20	18,72,037	2,35,636	21,07,673	15.38	4.18
c) Others (Specify)									
i) Non Resident Indians	-	2,16,515	2,16,515	3.32	1,50,385	2,16,515	3,66,900	2.68	(0.64)
ii) Non Resident Indians Non Repatriable	-	-	-	-	97,390	-	97,390	0.71	0.71
iii) Foreign National	-	1,46,129	1,46,129	2.24	-	2,26,500	2,26,500	1.65	(0.59)
iv) Clearing Members	-	-	-	-	3,296	-	3,296	0.02	0.02
v) Trusts	-	-	-	-	-	-	-	-	-
vi) Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	14,13,761	14,13,761	21.69	30,80,516	10,25,658	41,06,174	29.96	8.27
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	14,13,761	14,13,761	21.69	52,22,650	10,25,658	62,48,308	45.59	23.90
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	65,17,132	65,17,132	100	1,26,79,640	10,25,658	1,37,05,298	100.00	-	-

Note 1: Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh includes the shareholding of Mrs. Manjula Koora & Mrs. Bhavna Chattopadhyay who falls under the category of Promoter Group.

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sandipan Chattopadhyay	29,24,088	44.87	-	40,79,102	29.76	-	(15.11)
2	Srinivas Koora	16,36,515	25.11	-	25,36,598	18.51	-	(6.60)
3	Jaison Jose	5,42,768	8.33	-	8,41,290	6.14	-	(2.19)
	Total	51,03,371	78.31	-	74,56,990	54.41	-	(23.90)

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	51,03,371	78.31		
1	Sandipan Chattopadhyay 25-06-2018 - Gift to Bhavna Chattopadhyay	(2,92,409)	(4.44)	48,10,962	73.08
2	Sandipan Chattopadhyay 28-07-2018 - Bonus Issue	14,47,423	14.19	62,58,385	61.33
3.	Srinivas Koora 28-07-2018 - Bonus Issue	9,00,083	8.82	71,58,468	70.15
4	Jaison Jose 28-07-2018 - Bonus Issue	2,98,522	2.93	74,56,990	73.08
	At the end of the year	74,56,990	54.41	74,56,990	54.41

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	UNIVERSITY OF NOTRE DAME DU LAC				
	At the beginning of the year	-	-		
	31-01-2019- IPO	12,37,800	9.03	12,37,800	9.03
	08-02-2019-Sale	(2,66,000)	1.94	9,71,800	7.09
	15-03-2019-Buy	2,54,000	1.85	12,25,800	8.94
	At the end of the year	12,25,800	8.94	12,25,800	8.94
2	THE RAM FUND, LP				
	At the beginning of the year	-	-		
	31-01-2019- IPO	60,434	0.44	60,434	0.44
	08-02-2019-Buy	1,89,831	1.39	2,50,265	1.83
	01-03-2019-Buy	8,926	0.07	2,59,191	1.89
	15-03-2019-Buy	96,000	0.70	3,55,191	2.59
	At the end of the year	3,55,191	2.59	3,55,191	2.59
3	MIRIFIC PARTNERS LLP				
	At the beginning of the year	2,22,250	3.41		
	28-07-2018 - Bonus Issue	1,22,238	1.20	3,44,488	3.38
	At the end of the year	3,44,488	2.51	3,44,488	2.51
4	PRAKASH SANKER				
	At the beginning of the year	2,16,515	3.32		
	28-07-2018 - Bonus Issue	1,19,083	1.17	3,35,598	3.29
	At the end of the year	3,35,598	2.45	3,35,598	2.45
5	GP EMERGING MARKETS STRATEGIES, LP				
	At the beginning of the year	-	-		
	31-01-2019- IPO	3,06,030	2.23	3,06,030	2.23
	08-02-2019 - Sale	(87,525)	(0.64)	2,18,505	1.59
	15-03-2019 - Buy	65,000	0.47	2,83,505	2.06
	29-03-2019 - Buy	1,871	0.01	2,85,376	2.08
	At the end of the year	2,85,376	2.08	2,85,376	2.08
6	PANCHAGNULA VENKATA LAKSHMI NARAYANA SANKARA VARA				
	At the beginning of the year	57,470	0.88		
	14-05-2018 - Preferential Allotment	27,777	0.42	85,247	1.29
	28-07-2018 - Bonus Issue	46,886	0.46	1,32,133	1.29
	31-01-2019- IPO	8,588	0.06	1,40,721	1.03
	08-02-2019-Buy	30,025	0.22	1,70,746	1.25
	15-02-2019-Buy	18,500	0.13	1,89,246	1.38
	22-02-2019-Buy	10,000	0.07	1,99,246	1.45
	15-03-2019-Buy	500	0.00	1,99,746	1.46
	22-03-2019- Buy	300	0.00	2,00,046	1.46
	At the end of the year	2,00,046	1.46	2,00,046	1.46
7	ANKUR DINESH GALA				
	At the beginning of the year	1,08,258	1.66		
	28-07-2018 - Bonus Issue	59,542	0.58	1,67,800	1.64
	31-01-2019-IPO	201	0.00	1,68,001	1.23
	At the end of the year	1,68,001	1.23	1,68,001	1.23
8	MASSACHUSETTS INSTITUTE OF TECHNOLOGY				
	At the beginning of the year	-	-		
	31-01-2019- IPO	1,64,666	1.20	1,64,666	1.20
	08-02-2019-Sale	(31,975)	(0.23)	1,32,691	0.97
	15-02-2019-Sale	(15,000)	(0.11)	1,17,691	0.86
	15-03-2019-Buy	33,800	0.25	1,51,491	1.11
	At the end of the year	1,51,491	1.11	1,51,491	1.11
9	INDRANIL NANDI				
	At the beginning of the year	92,000	1.41		
	28-07-2018 - Bonus Issue	50,600	0.50	1,42,600	1.40
	At the end of the year	1,42,600	1.04	1,42,600	1.04
10	THE TIFF KEYSTONE FUND LP				
	At the beginning of the year	-	-		
	31-01-2019- IPO	1,24,276	0.91	1,24,276	0.91
	At the end of the year	1,24,276	0.91	1,24,276	0.91

v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
Directors of the Company					
1	Sandipan Chattopadhyay				
	At the beginning of the year	29,24,088	44.87		
	25-06-2018 – Gift to Bhavna Chattopadhyay	(2,92,409)	(4.44)	26,31,679	39.98
	28-07-2018 – Bonus Issue	14,47,423	14.19	40,79,102	39.98
	At the end of the year	40,79,102	29.76	40,79,102	29.76
2	Srinivas Koora				
	At the beginning of the year	16,36,515	25.11		
	28-07-2018 – Bonus Issue	9,00,083	8.82	25,36,598	24.86
	At the end of the year	25,36,598	18.51	25,36,598	18.51
3	Jaison Jose				
	At the beginning of the year	5,42,768	8.33		
	28-07-2018 – Bonus Issue	2,98,522	2.93	8,41,290	8.24
	At the end of the year	8,41,290	6.14	8,41,290	6.14
4	Bhavna Chattopadhyay				
	At the beginning of the year	-	-		
	25-06-2018 – Gift from Sandipan Chattopadhyay	2,92,409	4.44	2,92,409	4.44
	28-07-2018 – Bonus Issue	1,60,825	1.58	4,53,234	4.44
	At the end of the year	4,53,234	3.31	4,53,234	3.31
5	Tushar Trivedi				
	At the beginning of the year	14,350	0.22	-	-
	28-07-2018 – Bonus Issue	7,893	0.08	22,243	0.22
	At the end of the year	22,243	0.16	22,243	0.16
6	Vishal Chaddha				
	At the beginning of the year	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
7	Premal Mehta				
	At the beginning of the year	5,750	0.88		
	28-07-2018 – Bonus Issue	3,163	0.30	8,913	0.09
	At the end of the year	8,913	0.07	8,913	0.07
8	Pratiksha Pingle				
	At the beginning of the year	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
Key Managerial Personnel of the Company					
1	Sandipan Chattopadhyay				
	*Shareholding as on 02-07-2018	26,31,679	39.98		
	28-07-2018 – Bonus Issue	14,47,423	14.19	40,79,102	39.98
	At the end of the year	40,79,102	29.76	40,79,102	29.76
	*Mr. Sandipan Chattopadhyay has been appointed as a CEO of the Company w.e.f. 02-07-2018, hence shareholding from 02-07-2018 has been given.				
2	Srinivas Koora				
	*Shareholding as on 02-07-2018	16,36,515	25.11		
	28-07-2018 – Bonus Issue	9,00,083	8.82	25,36,598	24.86
	At the end of the year	25,36,598	18.51	25,36,598	18.51
	*Mr. Srinivas Koora has been appointed as a CFO of the Company w.e.f. 02-07-2018, hence shareholding from 02-07-2018 has been given.				
3	Abhay Kadam				
	At the beginning of the year	-	-	-	-
	No changes during the year	-	-	-	-
	*Shareholding as on 24-07-2018	-	-	-	-
	*Mr. Abhay Kadam ceased to be Company Secretary w.e.f. 24-07-2018, hence shareholding as on 24-07-2018 has been given.				
4	Vaishali Kondbhar				
	*Shareholding as on 24-07-2018	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
	*Mrs. Vaishali Kondbhar has been appointed as a Company Secretary w.e.f. 24-07-2018, hence shareholding from 24-07-2018 has been given.				

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Amount in ₹		
	Secured Loans excluding deposits	Unsecured Loans	Deposits Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	-	-	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	-	-	-
Change in Indebtedness during the financial year			
• Addition	-	1,98,50,000	-
• Reduction	-	(1,67,00,000)	-
Net Change	-	31,50,000	-
Indebtedness at the end of the financial year			
i) Principal Amount	-	31,50,000	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	-	31,50,000	-

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Sandipan Chattopadhyay Managing Director	Srinivas Koora Whole-time Director	Jaison Jose Whole-time Director	Vishal Chaddha Whole-time Director	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,21,600	15,21,600	15,21,600	15,00,000	60,64,800
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	As a % of Profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	15,21,600	15,21,600	15,21,600	15,00,000	60,64,800
	Ceiling as per the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 60 Lacs as per Schedule V of the Act	₹ 240 Lacs as per Schedule V of the Act

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Tushar Trivedi	Premal Mehta	Pratiksha Pingle	
1.	Independent Directors				
	• Fee for attending board and committee meetings	75,000	52,500	52,500	1,80,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	75,000	52,500	52,500	1,80,000
2	Other Non-Executive Directors				
		Bhavna Chattopadhyay			
	• Fee for attending board and committee meetings	30,000	-	-	30,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	30,000	-	-	30,000
	Total (B)=(1+2)				2,10,000
	Total Managerial Remuneration (A+B)				62,74,800
	Overall Ceiling as per the Act				₹ 240 Lacs as per Schedule V of the Act

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		*CEO Sandipan Chattopadhyay	*CFO Srinivas Koorra	Company Secretary #Abhay Kadam	Company Secretary ^Vaishali Kondbhar	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	76,000	3,04,370	3,80,370
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	-	-	76,000	3,04,370	3,80,370

* Refer Schedule VI A above

Resignation w.e.f. 24th July 2018.^ Appointment w.e.f. 24th July 2018.**VII. Penalties / Punishment / Compounding of Offences:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any, (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandiapan Chattopadhyay

Managing Director and
Chief Executive Officer
(DIN: 00794717)

Srinivas Koorra

Whole-time Director
and Chief Financial Officer
(DIN: 07227584)

Place: Mumbai
Date: 24th May 2019