

ANNEXURE – 5

FORM NO. MGT-9

Extract Of Annual Return

as on the financial year ended on 31st March, 2020

[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	KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) Selenium Building, Tower B, Plot No. 31-32 financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032. Phone: +91-40-6716 2222, Fax: +91-40- 2343 1551, Toll Free No.: 1800-345-4001 Email: einward.ris@kfintech.com Website: www.kfintech.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)

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	74,56,990	-	74,56,990	54.41	74,56,990	-	74,56,990	54.41	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	74,56,990	-	74,56,990	54.41	74,56,990	-	74,56,990	54.41	-
(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)(1)+(A)(2)	74,56,990	-	74,56,990	54.41	74,56,990	-	74,56,990	54.41	-

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	
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	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
i. Foreign Portfolio Investors	21,42,134	-	21,42,134	15.63	21,81,786	-	21,81,786	15.92	0.29
Sub-total (B)(1):-	21,42,134	-	21,42,134	15.63	21,81,786	-	21,81,786	15.92	0.29
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	2,74,512	3,44,488	6,19,000	4.52	3,67,949	2,22,250	5,90,199	4.31	(0.21)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakhs	6,61,909	2,519	6,64,428	4.85	5,76,328	842	5,77,170	4.21	(0.64)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakhs	13,34,560	2,35,636	15,70,196	11.46	15,41,925	1,09,785	16,51,710	12.05	0.59
c) Others (Specify)									
i) Non Resident Indians	1,50,385	2,16,515	3,66,900	2.68	3,73,326	-	3,73,326	2.72	0.04
ii) Non Resident Indians Non Repatriable	97,390	-	97,390	0.71	1,33,630	-	1,33,630	0.98	0.27

iii) Foreign National	-	2,26,500	2,26,500	1.65	-	1,72,371	1,72,371	1.26	(0.39)
iv) Clearing Members	3,296	-	3,296	0.02	1,609	-	1,609	0.01	(0.01)
v) Director or Director relatives	5,46,390	-	5,46,390	3.99	5,46,390	-	5,46,390	3.99	--
vi) HUF	12,074	-	12,074	0.09	20,117	-	20,117	0.15	(0.06)
Sub-total (B)(2):-	30,80,516	10,25,658	41,06,174	29.96	35,61,274	5,05,248	40,66,522	29.67	(0.29)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	52,22,650	10,25,658	62,48,308	45.59	57,43,060	5,05,248	62,48,308	45.59	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,26,79,640	10,25,658	1,37,05,298	100.00	1,32,00,050	5,05,248	1,37,05,298	100.00	-

Note: Director or Director's relative shareholdings include the shareholding of Mrs. Bhavna Chattopadhyay i.e. 4,53,234 shares and Mrs. Manjula Koora i.e. 62,000 shares, who apart from Director's relative also 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	40,79,102	29.76	-	40,79,102	29.76	-	-
2	Srinivas Koora	25,36,598	18.51	-	25,36,598	18.51	-	-
3	Jaison Jose	8,41,290	6.14	-	8,41,290	6.14	-	-
	Total	74,56,990	54.41	-	74,56,990	54.41	-	-

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
1	At the beginning of the year	74,56,990	54.41	-	-
2	During the year	No Change		-	-
3	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 & Promoters Group 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	12,25,800	8.94	-	-
	No changes during the year	-	-	-	-
	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	3,55,191	2.59	-	-
	No changes during the year	-	-	-	-
	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	3,44,488	2.51	-	-
	No changes during the year	-	-	-	-
	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	3,35,598	2.45	-	-
	No changes during the year	-	-	-	-
	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	2,85,376	2.08	-	-
	05-04-2019-Buy	2,749	0.02	2,88,125	2.10
	28-06-2019-Buy	5,363	0.04	2,93,488	2.14
	05-07-2019-Buy	4,450	0.03	2,97,938	2.17
	12-07-2019-Buy	8,325	0.06	3,06,263	2.23
	26-07-2019-Buy	4,000	0.03	3,10,263	2.26
	02-08-2019-Buy	3,620	0.03	3,13,883	2.29
	At the end of the year	3,13,883	2.29	3,13,883	2.29
6. PANCHAGNULA VENKATA LAKSHMI NARAYANA SANKARA VARA					
	At the beginning of the year	2,00,046	1.46	-	-
	21-06-2019-Buy	63	0.00	2,00,109	1.46
	28-06-2019-Buy	1650	0.01	2,01,759	1.47

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
	23-08-2019-Buy	144	0.00	2,01,903	1.47
	30-08-2019-Buy	73	0.00	2,01,976	1.47
	06-09-2019-Buy	201	0.00	2,02,177	1.48
	13-09-2019-Buy	200	0.00	2,02,377	1.48
	04-10-2019-Buy	5	0.00	2,02,382	1.48
	22-11-2019-Buy	309	0.00	2,02,691	1.48
	29-11-2019-Buy	270	0.00	2,02,961	1.48
	06-12-2019-Buy	900	0.01	2,03,861	1.49
	13-12-2019-Buy	432	0.00	2,04,293	1.49
	20-12-2019-Buy	1440	0.01	2,05,733	1.50
	31-12-2019-Buy	860	0.00	2,06,593	1.51
	03-01-2020-Buy	900	0.01	2,07,493	1.51
	10-01-2020-Buy	2170	0.02	2,09,663	1.53
	17-01-2020-Buy	2141	0.02	2,11,804	1.55
	24-01-2020-Buy	5128	0.04	2,16,932	1.58
	31-01-2020-Buy	1884	0.01	2,18,816	1.60
	07-02-2020-Buy	970	0.01	2,19,786	1.60
	14-02-2020-Buy	427	0.00	2,20,213	1.61
	21-02-2020-Buy	360	0.00	2,20,573	1.61
	28-02-2020-Buy	762	0.01	2,21,335	1.61
	06-03-2020-Buy	1090	0.01	2,22,425	1.62
	20-03-2020-Buy	4735	0.03	2,27,160	1.66
	27-03-2020-Buy	140	0.00	2,27,300	1.66
	At the end of the year	2,27,300	1.66	2,27,300	1.66
7. ANKUR DINESH GALA					
	At the beginning of the year	1,68,001	1.23	-	-
	No changes during the year	-	-	-	-
	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	1,51,491	1.11	-	-

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
	No changes during the year	-	-	-	-
	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	1,42,600	1.04	-	-
	No changes during the year	-	-	-	-
	At the end of the year	1,42,600	1.04	1,42,600	1.04
10. SHAUNAK JAGDISH SHAH					
	At the beginning of the year	1,12,523	0.82		
	05-04-2019-Buy	450	0.00	1,12,973	0.82
	03-05-2019-Buy	83	0.00	1,13,056	0.82
	28-06-2019-Buy	1400	0.01	1,14,456	0.84
	At the end of the year	1,14,456	0.84	1,14,456	0.84

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
1	Sandipan Chattopadhyay (Managing Director & CEO)				
	At the beginning of the year	40,79,102	29.76		
	No changes during the year	-	-	-	-
	At the end of the year	40,79,102	29.76	40,79,102	29.76
2	Srinivas Koora (Whole-time Director & CFO)				
	At the beginning of the year	25,36,598	18.51		
	No changes during the year	-	-	-	-
	At the end of the year	25,36,598	18.51	25,36,598	18.51
3	Jaison Jose (Whole-time Director)				
	At the beginning of the year	8,41,290	6.14		
	No changes during the year	-	-	-	-
	At the end of the year	8,41,290	6.14	8,41,290	6.14
4	Vishal Chaddha (Whole-time Director upto November 07, 2019)				
	At the beginning of the year	-	-	-	-

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
	No changes during the year	-	-	-	-
	Shareholding as on November 07, 2019	-	-	-	-
5	Bhavna Chattopadhyay (Non-Executive & Non Independent Director upto November 07, 2019)				
	At the beginning of the year	4,53,234	3.31	-	-
	No changes during the year	-	-	-	-
	Shareholding as on November 07, 2019	4,53,234	3.31	4,53,234	3.31
6	Tushar Trivedi (Independent Director)				
	At the beginning of the year	22,243	0.16	-	-
	No changes during the year	-	-	-	-
	At the end of the year	22,243	0.16	22,243	0.16
7	Premal Mehta (Independent Director)				
	At the beginning of the year	8,913	0.07	-	-
	No changes during the year	-	-	-	-
	At the end of the year	8,913	0.07	8,913	0.07
8	Pratiksha Pingle (Independent Director)				
	At the beginning of the year	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
9	Pranjal Sharma (Non-Executive & Non Independent Director w.e.f. February 20, 2020)				
	Shareholding as on February 20, 2020	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
10	Soumyadri Bose (Non-Executive & Non Independent Director w.e.f. February 20, 2020)				
	Shareholding as on February 20, 2020	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
11	Vaishali Kondbhar (Company Secretary)				
	At the beginning of the year	-	-	-	-
	No changes during the year	-	-	-	-
	At the end of the year	-	-	-	-

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	-	31,50,000	-	31,50,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	31,50,000	-	31,50,000
Change in Indebtedness during the financial year				
· Addition	-	8,80,000	-	8,80,000
· Reduction	-	(38,77,000)	-	(38,77,000)
Net Change	-	(29,97,000)	-	(29,97,000)
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,53,000	-	1,53,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,53,000	-	1,53,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Amount in ₹.

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	9,04,167	54,68,967
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-

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)	
4	Commission					
	As a % of Profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	15,21,600	15,21,600	15,21,600	9,04,167	54,68,967
	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

* Mr. Vishal Chaddha resigned from the Directorship of the Company w.e.f. November 07, 2019.

B. Remuneration to other Directors:

Amount in ₹.

Sr. No	Particulars of Remuneration	Name of Directors			Total Amount
		Tushar Trivedi	Premal Mehta	Pratiksha Pingle	
1.	Independent Directors				
	· Fee for attending board & committee meetings	1,72,500	97,500	1,65,000	4,35,000
	· Commission	-	-	-	-
	· Others, please specify	-	-	-	-
	Total (1)	1,72,500	97,500	1,65,000	4,35,000
2.	Other Non-Executive Directors				
	· Fee for attending board & committee meetings	-	-	-	-
	· Commission	-	-	-	-
	· Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	1,72,500	97,500	1,65,000	4,35,000
	Total Managerial Remuneration (A+B)				59,03,967
	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

Amount in ₹.

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total
		*CEO Sandipan Chattopadhyay	*CFO Srinivas Koorra	Company Secretary Vaishali Kondbhar	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	5,16,600	5,16,600
	(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	-	-	5,16,600	5,16,600

* As disclosed under Clause VI A above

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Amount in ₹.

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	-	-	-	-	-

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)
C. Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
(DIN: 00794717)

Place: Bengaluru

Date: June 09, 2020

Srinivas Koora

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

Place: Hyderabad

Date: June 09, 2020