

## Xelpmoc Design and Tech Limited

CIN: L72200KA2015PLC082873

**Registered Office:** No.57, 13<sup>th</sup> Cross, Novel Business Park, Hosur Road, Anepalya, Adugodi, Bengaluru - 560030

**Tel:** (+91) 6364316889

**Website:** [www.xelpmoc.in](http://www.xelpmoc.in); **E-mail:** [investor@xelpmoc.in](mailto:investor@xelpmoc.in)

### Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the resolution relating to appointment of Mrs. Vandana Badiany (DIN: 07845205), as an Independent Director to hold office for a first term of five consecutive years, is proposed for approval of the shareholders of the Company through postal ballot by remote e-Voting process ("**e-Voting**").

The explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts is annexed hereto for your consideration.

The Board of Directors of the Company, appointed Mr. Manish Rajnarayan Gupta (Membership No.: A43802, COP: 16067) failing him Mr. Vijay Babaji Kondalkar (Membership No.: A15697, COP: 4597), Partners of VKMG & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot through the e-Voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer a remote e-Voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and

instructions relating to e-Voting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-Voting process not later than 5 PM IST on Sunday, June 22, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence to a Director or Officer of the Company, as authorized by the Chairman after completion of scrutiny of the e-Voting. The results shall be declared on or before Tuesday, June 24, 2025 and communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together the "**Stock Exchanges**"), National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together the "**Depositories**"), and KFin Technologies Limited ("**KFintech**" or "**Registrar and Share Transfer Agent**" or "**RTA**"). The results will also be displayed at the Company's registered office and on its website at [www.xelpmoc.in](http://www.xelpmoc.in).

#### **1. Appointment of Mrs. Vandana Badiany (DIN: 07845205), as an Independent Director to hold office for the first term of five consecutive years:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Vandana Badiany (DIN: 07845205), who was appointed as an Additional Director, w.e.f March 25, 2025, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has

received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years w.e.f. March 25, 2025 for a term up to March 24, 2030;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors of  
**Xelpmoc Design and Tech Limited**

**Place:** Mumbai  
**Date:** May 19, 2025

**Vaishali Kondbhar**  
Company Secretary & Compliance Officer

**Registered Office**  
No.57, 13<sup>th</sup> Cross, Novel Business Park, Hosur Road,  
Anepalya, Adugodi, Bengaluru – 560030

## NOTES AND INSTRUCTIONS:

- 1) The explanatory statement pursuant to Section 102 of the Act read with Section 110 of the Act setting out the material facts pertaining to the resolution is annexed to this Postal Ballot Notice.
- 2) In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners as on Friday, May 16, 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 3) This Postal Ballot Notice will also be available on the Company's website at [www.xelpmoc.in](http://www.xelpmoc.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
- 4) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.xelpmoc.in](http://www.xelpmoc.in)) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Notice of Postal Ballot cannot be serviced, will have to follow the process as prescribed in instructions for e-Voting are provided as part of this Postal Ballot Notice.
- 5) Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
- 6) Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 7) Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no.SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-Voting are provided as part of this Postal Ballot Notice.
- 8) **The e-Voting period commences at 9:00 a.m. (IST) on Saturday, May 24, 2025 and ends at 5:00 p.m. (IST) on Sunday, June 22, 2025.**

The e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
- 9) The resolution, if approved, shall be deemed to have been passed on the last date of e-Voting i.e., Sunday, June 22, 2025.
- 10) All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-Voting. Members seeking to inspect such documents can send an email to [investor@xelpmoc.in](mailto:investor@xelpmoc.in) mentioning his/her/its folio number/DP ID and Client ID.

## **General information and instructions relating to e-Voting**

### **Procedure for E-voting:**

Remote e-Voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Shareholders are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolution set forth in this Notice, by way of remote e-Voting:

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

<b>Procedure to login through websites of Depositories</b>	
<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<b>1. Users already registered for IDeAS e Services facility of NSDL may follow the following procedure:</b> <ol style="list-style-type: none"> <li>Type in the browser/Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the button '<b>Beneficial Owner</b>' available for login under '<b>IDeAS</b>' section.</li> <li>A new page will open. Enter your User ID and Password for accessing IDeAS.</li> <li>On successful authentication, you will enter your IDeAS service login. Click on '<b>Access to e-Voting under Value Added Services</b>' on the panel available on the left hand side.</li> <li>You will be able to see Company Name: 'Xelpmoc Design and Tech Limited' on the next screen. <b>Click on the e-Voting link available against 'Xelpmoc Design and Tech Limited' or select e-Voting service provider 'KFinTech'</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<b>1. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:</b> <ol style="list-style-type: none"> <li>Type in the browser/Click on any of the following links: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> <b>and click on New System Myeasi/Login</b> to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).</li> <li>Enter your User ID and Password for accessing Easi/Easiest.</li> <li>You will see Company Name: 'Xelpmoc Design and Tech Limited' on the next screen. <b>Click on the e-Voting link available against 'Xelpmoc Design and Tech Limited' or select e-Voting service provider 'KFinTech'</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>
<b>2. Users not registered for IDeAS e Services facility of NSDL may follow the following procedure:</b> <ol style="list-style-type: none"> <li>To register, type in the browser/Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select option '<b>Register Online for IDeAS</b>' available on the left hand side of the page.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>	<b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b> <ol style="list-style-type: none"> <li>To register, type in the browser/Click on the following link: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>Proceed to complete registration using your DP ID Client ID (BO ID), etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>

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

<b>Procedure to login through websites of Depositories</b>	
<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b>	<b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b>
i. Type in the browser/Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>	i. Type in the browser/Click on the following links: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>
ii. Click on the button ' <b>Login</b> ' available under ' <b>Shareholder/Member</b> ' section.	ii. Provide Demat Account Number and PAN.
iii. On the login page, enter User ID (i.e. 16-character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL's e-Voting platform)/ through generation of OTP (in case your mobile/ e-mail address is registered in your demat account) and Verification Code as shown on the screen.	iii. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account.
iv. You will be to see Company Name: 'Xelpmoc Design and Tech Limited' on the next screen <b>Click on the e-Voting link available against Xelpmoc Design and Tech Limited or select e-Voting service provider 'KFinTech'</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	iv. On successful authentication, you will enter the e-Voting module of CDSL. Click on the e-Voting link available against 'Xelpmoc Design and Tech Limited' or select e-Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Procedure to login through their demat accounts/Website of Depository Participant**

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat **accounts/websites of Depository Participants** registered with NSDL/CDSL. An option for 'e-Voting' will be available once they have successfully logged-in through their respective logins. Click on the option '**e-Voting**' and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against Xelpmoc Design and Tech Limited or select e-Voting service provider 'KFinTech'** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

<b>Contact details in case of any technical issue on NSDL Website</b>	<b>Contact details in case of any technical issue on CDSL Website</b>
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022-4886 7000/1800 102 0990</b>	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 210 9911</b>

**II) Login method for e-Voting for shareholders other than Individual 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:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - 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.
  - 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 "EVENT" and click on 'Xelpmoc Design and Tech Limited'.
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot cannot be serviced, will have to follow the following process:
- i. member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with sign scanned 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 Postal Ballot and the e-Voting instructions.
  - ii. After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.
- (C) For obtaining the User ID and Password for e-Voting, Shareholders may refer the instructions below:
- i. If the mobile number of the Shareholder is registered against Folio No./DP ID Client ID, the Shareholder may send SMS: MYEPWD E- Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
- Example for NSDL -  
MYEPWD IN12345612345678
- Example for CDSL -  
MYEPWD 1402345612345678
- Example for Physical -  
MYEPWD XXXX1234567890
- ii. If e-mail address or mobile number of the Shareholder is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Shareholder may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Shareholder may call KFintech toll free number 1800-3094-001 for any assistance.
  - iv. Shareholder may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However, KFintech shall endeavour to send User ID and Password to those new Shareholder whose e-mail IDs are available.
- General Instructions on E-voting:**
1. Shareholders who are unable to retrieve User ID/ Password are advised to use "Forgot User ID"/"Forgot Password" options available on the websites of Depositories/Depository Participants.
  2. The remote e-Voting period commences at 9 AM IST on Saturday May 24, 2025, and ends at 5 PM IST on Sunday, June 22, 2025. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Friday, May 16, 2025, may cast their votes electronically as per the process detailed in this Notice. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  3. The voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, May 16, 2025.
  4. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of Friday, May 16, 2025, under "FOR/AGAINST" for the item set out in the notice, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option "ABSTAIN". If the Shareholder does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  5. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  6. Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf.

7. You may then cast your vote by selecting an appropriate option and click on “Submit”.
8. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the resolution.
9. In case of any query and/or grievance, in respect of voting by electronic means through KFintech, Shareholders may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.kfintech.com/> or may contact Mr. Veeda Raghunath, Manager (Unit: Xelpmoc Design and Tech Limited) of KFIN Technologies Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com), [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-3094-001 for any further clarifications.
10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
11. The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced, on or before Tuesday, June 24, 2025 and will also be displayed on the website of the Company ([www.xelpmoc.in](http://www.xelpmoc.in)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**Item No. 01**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, had approved the appointment of Mrs. Vandana Badiany (DIN: 07845205) as an Additional Director, designated as an Independent Director of the Company for a first term of 5 (five) consecutive years with effect from March 25, 2025.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Mrs. Vandana Badiany as an Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), appointment of Mrs. Vandana Badiany as an Independent Director requires approval of Members of the Company by passing a special resolution.

Mrs. Vandana Badiany is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Mrs. Vandana Badiany that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Listing Regulations and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ('SEBI') or any such authority. The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mrs. Vandana Badiany for the office of a Director of the Company.

In the opinion of the Board, Mrs. Vandana Badiany fulfils the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder and the Listing Regulations and is independent of the management.

**Profile of Mrs. Vandana Badiany**

Mrs. Vandana Badiany, aged 46 years, holds bachelor's degree in the Commerce and a Post Graduate Diploma in

Operations Management and Supervision from Welingkar Institute of Management. She has more than 20 years of experience in e-commerce, logistics, and sales, and continues to drive innovation and success within the logistics and e-commerce sectors. Presently she is also a Co. Founder and Director on the Board of Shipdelight Logistics Technologies Private Limited. Before founding Shipdelight, she served as Senior Manager of Ecommerce Operations at Rediff.com India Ltd. from 2008 to 2015 and served as Trust and Safety Specialist at eBay from 2004 to 2008.

Mrs. Vandana Badiany possesses professional background, appropriate skills, experience, knowledge and capabilities required for the role of Independent Director of the Company. In view of these, appointment of Mrs. Vandana Badiany as an Independent Director is in the interest of the Company.

Details of Mrs. Vandana Badiany, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, are provided in the 'Annexure' to the Notice.

Letter of appointment setting out the terms and conditions of her appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to [investor@xelpmoc.in](mailto:investor@xelpmoc.in)

Mrs. Vandana Badiany is interested in the resolution set out at Item No. 1 of this Notice with regard to her appointment. Relatives of Mrs. Vandana Badiany may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

By order of the Board of Directors of  
**Xelpmoc Design and Tech Limited**

**Vaishali Kondbhar**  
Company Secretary & Compliance Officer

**Place:** Mumbai  
**Date:** May 19, 2025

**Registered Office**

No.57, 13<sup>th</sup> Cross, Novel Business Park, Hosur Road,  
Anepalya, Adugodu, Bengaluru – 560030



# Annexure to the Notice

## Details of the Directors seeking appointment through Postal Ballot by remote e-Voting process

[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	Mrs. Vandana Badiany
DIN	07845205
Date of Birth	20.10.1978
Age	46 Years
Date of First Appointment on the Board	25.03.2025
Qualification	Mrs. Vandana Badiany, holds bachelor's degree in the Commerce and a Post Graduate Diploma in Operations Management and Supervision from Welingkar Institute of Management.
Brief Resume and Experience (including expertise in specific functional area)/Brief Resume	<p>She has more than 20 years of experience in e-commerce, logistics, and sales, and continues to drive innovation and success within the logistics and e-commerce sectors. Presently she is also a Co. Founder and Director on the Board of Shipdelight Logistics Technologies Private Limited.</p> <p>Before founding Shipdelight, she served as Senior Manager of Ecommerce Operations at Rediff.com India Ltd. from 2008 to 2015 and served as Trust and Safety Specialist at eBay from 2004 to 2008.</p>
Terms and Conditions of Re-appointment	As per the resolution at Item No. 1 of the Notice convening this meeting read with explanatory statement thereto. Mrs. Vandana Badiany is proposed to be an Independent Director.
Number of Meetings of the Board attended during the year	Not applicable
Remuneration last drawn	NIL
Remuneration sought to be paid	Mrs. Vandana Badiany will be entitled to receive remuneration by way of sitting fees of ₹ 7,500/- for attending each meetings of the Board and/or any committees thereof, and reimbursement of expenses incurred thereto.
List of Companies and/or Bodies Corporate in which Directorships Held	<ol style="list-style-type: none"> <li>Shipdelight Logistics Technologies Private Limited</li> <li>Ultron Ventures Private Limited</li> </ol>
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	None
Shareholding in the Company including as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mrs. Vandana Badiany & other members of the Board and Key Managerial Personnel of the Company.
Names of listed entities in which the Director also holds the directorship and the membership of Committees of the board along with listed entities from which the director has resigned in the past three years	NIL