



TRANSCRIPT OF EXTRA-ORDINARY GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED HELD AT 5.00 PM (IST) ON WEDNESDAY, AUGUST 11, 2021 THROUGH VIDEO CONFERENCING

Mr. Tushar Trivedi, Chairman:

Good afternoon, everyone. It's now 5.00 p.m. and time to commence the meeting. On behalf of the Board of Directors of Xelpmoc Design and Tech Limited, I, Tushar Trivedi, Chairman extend a very warm welcome to all of you at the Extra-ordinary General Meeting of the Company. I am attending this meeting from Mumbai.

In these unprecedented time of ongoing COVID-19 pandemic, I hope each one of you is safe and keeping well during these tough times. Social distancing is a norm to be followed and therefore, this EGM is being convened through Video Conferencing in accordance with the circulars issued by the Ministry of Corporate affairs and SEBI.

Before I proceed further, I would like to introduce to you my colleagues, in the following sequence.

Mr. Sandipan Chattopadhyay, Managing Director and CEO is joining us from Bengaluru, Mr. Srinivas Koorra, Whole-Time Director and CFO is joining us from Hyderabad. Mr. Jaison Jose, Whole-Time Director is joining us from Mumbai. Mr. Premal Mehta, Independent Director is joining us from Mumbai. Mrs. Karishma Bhalla, Independent Director is joining us from Mumbai. Mr. Soumyadri Bose, Non-Executive and Non-Independent Director is joining us from Gurgaon. Mr. Pranjal Sharma, Non-Executive and Non-Independent Director is joining us from New Delhi. Mrs. Vaishali Kondbhar, Company Secretary is joining us from Mumbai.

The Statutory Auditors, Secretarial Auditors, and Scrutinizers of the E-voting process for this EGM, have also joined this meeting.

Participation of members attending through video conferencing is being reckoned for the purpose of quorum as per the circulars issued by the Ministry of Corporate affairs, and section 103 of the Companies Act 2013.

Since the EGM is being held through Video Conferencing as per the circulars issued by the Ministry of Corporate affairs, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not made available for the EGM.

As the requisite quorum is present, I'm putting this meeting in order.

I request 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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Mrs. Vaishali Kondbhar, Company Secretary:

Thank you Chairman Sir. Welcome to the Extra-Ordinary General Meeting of Xelpmoc Design and Tech Limited. This meeting is being convened through video conferencing, in accordance with the circular issued by the Ministry of Corporate affairs, applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligation Disclosure Requirement) regulations, 2015 (Listing Regulations).

In the light of the pandemic scenario of COVID-19, pursuant to the provision of Section 101, and rules made thereunder and in terms of circulars issued by the Ministry of Corporate affairs and SEBI, the notice of EGM, procedure and instructions for e-voting have been sent by email to all those members whose name appears in the Register of Members and whose email addresses are registered with the company or the Registrar and Share Transfer Agent or the Depository Participant(s) as on Friday, July 16, 2021 and no physical copy of the Notice of the EGM was sent by the Company to any member.

The Company has enabled the members to participate at the meeting through a video conferencing facility provided by KFin Technologies Private Limited, Register And Transfer Agent of this Company. The proceedings of this meeting are being recorded for compliance purposes.

In accordance with the provisions of the Companies Act 2013 and SEBI Listing Regulations, the members have been provided the facility to exercise their right to vote by electronic means, both through remote E-voting and E-voting system ("Insta poll") at the EGM.

Remote E-Voting facility was made available to all the members, holding shares as on the cut off date that is Wednesday, August 4, 2021, during the period, commencing from 9:00 AM IST on Saturday, August 7, 2021, till 5 PM IST on Tuesday, August 10, 2021. Remote E voting has been blocked on Tuesday, August 10, 2021 at 5:00 p.m.

Members joining the meeting through video conferencing, who have not already cast their vote by means of remote E-voting, may vote through (Insta poll) E-voting facility provided on the EGM portal by clicking on "vote" tab on the video conferencing screen. Once insta poll is announced by the Chairman, members who have cast their vote by remote E-voting prior to the EGM, shall not be entitled to cast their vote again.

The Board of Directors has appointed Mr. Manish Gupta, partner of M/s VKMG & Associates LLP, Practicing Company Secretaries, as the scrutinizer for this meeting. Based on the report of the scrutinizer, the combined result of remote E-voting and E-voting done at the meeting today will be announced and displayed on the website of the company and the Registrar and Share Transfer Agents, and will also be submitted to the stock exchange as per the requirement under the SEBI listing regulation.

Due to the ongoing COVID-19 pandemic, the Company has made the best possible effort for providing the facility of joining this EGM by video conferencing and vote electronically. Please note that all the members are by default placed on 'mute mode' by the moderator, so as to avoid any disturbance arising from the background noise and for ensuring smooth conduct of the meeting.

If any member faces any issue during the meeting, they can contact KFin Technologies Private Limited at toll free number 1-800-309-4001 for technical support/assistance.

The queries received by the company through e-mails and query registration system have already been answered. However, queries, if any, received during the EGM will be suitably replied by the management.

Further, we will open lines for only those members who have registered themselves as the speakers at this EGM.

The requisite documents including, certificates relevant to businesses, Specified in EGM notice have been made available electronically for inspection during the EGM on the website of the company's RTA KFin Technology Private Limited.

I now request Chairman Sir to continue with the proceedings of the meeting.

Mr. Tushar Trivedi, Chairman:

I now commenced to transact the business contained in the notice dated July 15, 2021.

The notice of this EGM has already been emailed to all the members and with the consent of the members present, I take the EGM notice as read.

I would like to request Mr. Sandipan Chattopadhyay, Managing Director and CEO, to share his thoughts in respect of preferential allotment of equity shares of the company.

Mr. Sandipan Chattopadhyay, Managing Director & CEO:

Thank you Tushar, this has been a long-standing goal for ours to make sure that we look at the growth of the Company from a holistic perspective and as discussed in several of con-calls and our quarterly meets, we are in pursuit of that growth. Looking at mainly the aspects of management bandwidth increase as well as setting up our overseas operations and this preferential location is something where we felt privileged that someone as important as Newport Asia has sort of come in and offered to have this preferential stake of 5%. The purpose of raising this fund at this point of time is to augment the financial resources of the company to pursue our goal of overseas operation expansion, as well as management bandwidth. We are especially honored; Aman couldn't be here because of time zone differences. But it has been an exciting kind of interest from their end. And they have looked at us with a long-term perspective. Usually, they don't come into Companies of our size, but they have taken a special interest in looking at the kind of work and the sector we're looking at. I think that's sort of there as on for this preferential allocation. I pass the mic back to Tushar for furtherance.

Mr. Tushar Trivedi, Chairman:

Thanks, Sandipan.- Now we move towards the agenda items set forth in the EGM notice. In terms of notice, the following items of businesses are to be considered at this meeting.

Special Businesses:

Resolution No. 1 - Ordinary resolution:

Increase in authorized share capital of the Company and consequential Amendment of the capital clause in the memorandum of association of the Company.

Resolution No.2 - Special resolution:

Issuance of equity shares of the Company on preferential basis and matters related therewith.

Resolution No.3 -.Special resolution:

Re-appointment of Mr. Sandipan Chattopadhyay, as Managing Director and Chief Executive Officer (CEO) of the Company for the period of 3 (Three) years, with effect from July 02 ,2021 and remuneration thereon.

Resolution No.4 - special resolution:

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, with effect from July 02, 2021 and remuneration thereon.

Resolution No. 5 : special resolution:

Re-appointment of Mr. Jason Jose, as a Whole-Time Director of the Company for a period of 3 (Three) years with effect from July 02, 2021 and remuneration thereon.

Since this meeting is held through video conferencing and the resolutions mentioned in the EGM notice have been already put to vote through remote E-voting and E-voting system, which is (Insta poll) at the EGM, the practice of proposing and seconding of resolution which is not mandatory as per law is not being followed, and there shall be no voting by show of hands. Accordingly, I hereby announce that the members who have not voted through remote E-voting system can cast their votes through (Insta poll) E-voting facility provided on the EGM portal by clicking on "Vote" tab on the video conference screen.

I now request Mrs. Vaishali Kondbhar, Company Secretary to brief the members and conduct the Q & A session.

Mrs. Vaishali Kondbhar, Company Secretary:

Thank you, Chairman Sir.

Dear Members, the moderator will announce the name of the members who have registered themselves as a speakers. The speaker member will then be unmuted by the moderator. The speakers are requested to unmute themselves from their side as well and turn their video "on" before they start

speaking. If there is any connectivity issue from the member's side, or if any speaker would not be able to join the meeting by any reason, the next speaker will be called upon to speak. I request all the members to restrict their speech to a maximum of two minutes. I also request them not to repeat the questions which have already been asked. I appeal to you to maintain decorum.

Before taking up the speaker session, I request the speaker members to pay attention to a few technical points:

- Use your headphones for better sound quality;
- Ensure no other background applications are running;
- Ensure your Wi-Fi or broadband is not connected to any other device;
- Have proper lighting in the room and minimize the background sounds if any;
- Ensure the background is bright and enable your camera settings while speaking;

It may be noted that the company reserves the right to limit the number of members asking questions depending on the availability of time at the EGM.

And now we start with the question-and-answer session.

Over to you, moderator.

Moderator:

Thank you Vaishali. I would like to call upon the first speaker registered with us. Mr. Dinesh Amrutlal Kotecha. Mr. Dinesh Amrutlal Kotechaji, kindly unmute yourself, switch on your camera and speak. Thank you.

Mr. Dinesh Amrutlal Kotecha: Yes, can you hear me?

Moderator: Yes Sir, we can hear you. Please go ahead.

Mr. Dinesh Amrutlal Kotecha: Can you see me also?

Moderator: No, not yet Sir.

Mr. Dinesh Amrutlal Kotecha: I have unmuted my video, also.

Moderator: Sir, voice is very clear. Kindly continue...

Mr. Dinesh Amrutlal Kotecha: Why video is not....? Now, can you see me?

Moderator: Not yet.

Mr. Dinesh Amrutlal Kotecha: You have to unmute my video Sir. I have unmuted already Okay. Let it be. Because the system is there no, that you..

Moderator: Now you're visible Sir. Now you are visible. Please continue.

Mr. Dinesh Amrutlal Kotecha: Okay. Good afternoon, Sir, to all of you. First of all, you know, I have got several questions to ask. I would like to know, you know, earlier we had some foreign portfolio, I mean, investors to the extent of 8.53 percent. And now, we are giving 5% to this Newport Asia, under different boards, different schemes of theirs. Who are the earlier FI holders, who are holding 8.53 %? I would like to know that. Secondly, I would also like to know, you know, what is the fees paid to the valuer for this valuation, at the rate of, this premium of 365 rupees, that we are going to issue? Thirdly, thirdly. Sir, I am very confused because you know, in your quarterly results, you declared 1000s of rupees on the top. Nobody writes 1000s. It is lakhs or crores. And secondly, you are writing points also. Nobody writes the decimal now a days. Make it very proper, so that we can understand the figures properly. And number of shares. Do not write the number of shares. You must write, equity shares paid up for the number of shares. Now, don't confuse the people here by giving all this and the quarterly results in such a way. Secondly, you have two associates. One associate, Madworks Ventures Private Limited and wholly-owned subsidiary Signal Analytics Private Limited. I don't know what is the performance of those companies, which are our associates and wholly-owned subsidiary subsidiaries. Now the investment you want, you have made in Graposs and some other company like, you know, Firstsense by, on the resolution passed on 22nd of May. I don't know why you have paid such a high valuation for Graposs, as you have purchased the shares, something at the rate of 1862 rupees. I mean, that is a very high premium for an education institute to get. Again, you know, I would like to know, after this particular amount has come, whatever you're going to raise right now 27 crores with premium. I mean, what will be the utilization of that money you are going to make? That is the first thing. Secondly, this you can say. one second one second, one second. I'm ready. Yes. Secondly, I would like to know why you are not interested in giving some benefits to the minority shareholders also. At some lower premium, you can issue some shares to the minority shareholders some rights you can think about. And in that right, the promoters need not take the stake. Give it only to the minority shareholders who are holding and who are faithful shareholders for a long time. So that idea can be thought of as giving some shares to a minority shareholder at a lower premium. I would advise that. I would request the board to look into that matter also. And again, I'd like to know, you know, what was the main critical point for, earlier, how that value of 365 rupees premium has come? I would like to get the valuation sheet, or valuation of the entire procedure that you have gone through. Because nothing has been mentioned in the letter that you have sent to us. And other than that, I wish that the company as you know, in the quarter, in the last quarter you have made a loss of 28 lakhs and the full year you have made a profit of 494 lakh. Now this is the first time that we have made a profit, in our existence. So how are we geared now to, you know, put our accelerators on that profit. How will it link with the new capital coming in? Thank you very much. I would request you to give replies to all my answers because I don't want, you know, general answers. Specific questions have been asked, specific answers that is my request. Thank you very much.

Mr. Sandipan Chattopadhyay, Managing Director & CEO:

Okay, let me take this. I really don't remember all the questions, because there were too many of them. But I'll try to answer certain things in a manner that you have asked. First of all, the valuation is not something in our control. These are done by SEBI rules based on timelines and uncertain principles. I think SEBI will be the best person to ask your questions. These are set on market values which are carried on the stock market. It's not done on any valuation. Second aspect is that profit is not something that we have. I mean, we have categorically said, it's not something that we are looking at till next financial year, March- April onwards. We, will see at the beginning of next financial year. This is more for consolidation and growth of those companies. There are questions you raised about the valuations of companies and all. Now, these are some things which are done by valuation reports and I, I would ask straight to answer that these are to be disclosed to the public or not, as long as they're disclosable to the public, I have no problem in giving the rationale. But valuations are done on the basis of value. And that's been the sole purpose. The value could be intrinsic, it could not be something about profit and loss and revenues and all those things. So, these are the nomenclatures of standard accounting practices we use. And that's there. Srini, any other questions, if you have listed them down, you can answer those.

Mr. Srinivas Koora, Wholetime Director & CFO: Yeah.

Moderator:

Srinivas you are using two instruments at the same place. Kindly keep one instrument on mute continuously. Thank you.

Mr. Srinivas Koora, Wholetime Director & CFO: Now, I'm audible?

Moderator: Yes, Sir absolutely clear.

Mr. Srinivas Koora, Wholetime Director & CFO:

Thank you very much Dinesh ji for your questions. Now, as far as the pricing is concerned, the pricing of the equity shares proposed to be allotted on preferential basis is approved by the board for an INR of 375 per share, which includes a premium of 365 and a face value of 10 rupees per equity shares. And this is not less than the minimum price that is 370.62 and that is determined in accordance with the regulation 164(4) of the Securities and Exchange Board of India and regulation 2018 SEBI ICDR regulation by the statutory auditors. And also, not less than the minimum price determined in accordance with the articles of association of the company, read with sections 62 1 C and section 247 of the Companies Act 2013 by the register valuer, Mr. Jigar Shah. The pricing Certificate of the statutory auditor and the Validation Report of the registered valuer is available electronically for inspection during the EGM on the website of KFin Technologies Private Limited. Now, as far as your suggestion and advice on the financials are concerned, we have noted down Sir and we have a board meeting which is scheduled on Saturday, which is 14 August for declaring q1 results and followed by an analyst call on Monday at 5:30 pm. So, we will take up all your financial related and the valuation of our portfolio Companies in that call. Now, as far as the shareholders are concerned, who are the other

shareholders who are holding apart from Notre Dame, apart from the current preferential allotment who are the other investors, it is University of Notre Dame and they hold close to about 4.4%. And then we have GP Emerging Market Strategies LP. They hold close to about 1.27%. And we have Massachusetts Institute of Technology. They are close to about 0.51% and the other institutional investors like the Fifth Keystone fund limited, Catholic Endowment fund limited. But these are the major FI's who are holding. Hope that answers your questions.

Moderator:

Sir with your permission, we are moving to calling the next speaker, Mr. Rahul Kumar Paliwal. Mr. Rahul Kumar Paliwal, kindly unmute yourself, switch on your camera and speak. Sorry Sir, we are not getting any input from Mr. Rahul Kumar Paliwal. So, we have completed calling out all the investors' names. So, we are handing over back the proceedings to you Sir. Thank you.

Mr. Tushar Trivedi, Chairman:

Thank you very much. Before concluding, let me remind you that 'Insta poll' E-voting will close after 15 minutes from the time of closure of this meeting, hence, I request the members who have not already casted their votes, to cast their votes through 'Insta poll'.

As all the proceedings of the meetings are completed. Now I formally declare the meeting as concluded,with thanks to the members.

Thank you very much.