



## XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

**Registered Office:** #17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> 'A' cross, 5<sup>th</sup> Block, Koramangala, Bengaluru - 560034

**Tel:** +080-43708360

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

## POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, and any other applicable provisions of the Act and the rules made thereunder, for seeking consent of the members to transact the following Special Business(es), by way of Special Resolutions, through Postal Ballot/Remote E-voting.

The explanatory statement setting out the material facts pertaining to the resolutions are annexed to the Notice along with the postal ballot form.

The Board of Directors of the Company has appointed Mr. Manish Rajnarayan Gupta / Mr. Vijay Babaji Kondalkar, Partners of VKMG & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

In compliance with the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with the Management Rules, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours i.e. 5:00 p.m. on Wednesday, February 19, 2020 for voting by the members of the Company.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same, duly completed, in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than closing of working hours (5:00 p.m.) on Wednesday, February 19, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman or in his absence to a Director or Officer of the Company, as authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Friday, February 21, 2020 and communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents and would also be displayed on the Company's website at [www.xelpmoc.in](http://www.xelpmoc.in) and website of KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) at <https://evoting.karvy.com>.

### **Resolution No. 1: Approval to make Inter Corporate Loans and Investments or Guarantee or Security in excess of the prescribed limits under Section 186 of the Companies Act, 2013.**

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

**RESOLVED THAT** in supersession of the earlier Special Resolution passed by the Shareholders of the Company at the Extra-Ordinary General Meeting of the Company held on March 23, 2016 in respect of approval of Loan,

Guarantee and Investment limit upto ₹10 Crores and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹30 Crores (Rupees Thirty Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**Resolution No. 2: Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Regulation 6(3)(d) of the SEBI (Share Based Employee Benefits) Regulations, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other rules, regulations and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, consent of the member of the Company be and is hereby accorded for grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the following identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option:

<b>Name and Designation of Eligible Employee</b>	<b>Number of Options to be granted</b>
Mr. Vishal Chaddha, Chief Venture Partner	Upto 3,35,600 options in one or more tranches
Mr. Ajay Pandey, Vice President - Technologies	Upto 2,05,580 options in one or more tranches
Mr. Partha Biswas, Chief Business Officer	Upto 2,74,150 options in one or more tranches

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**Resolution No. 3: Appointment of Mr. Pranjal Sharma (DIN: 06788125) as a Non-Executive & Non-Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to provision of Sections 149, 152, 197, 198 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (**‘Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and on recommendation and approval by the Audit Committee, Nomination & Remuneration Committee & Board of Directors of the Company, Mr. Pranjali Sharma (DIN: 06788125), who is eligible to be appointed as Non-executive Director of the Company in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive & Non-Independent Director, be and is hereby appointed as Non-Executive & Non-Independent Director of the Company w.e.f. February 20, 2020, on such terms and conditions including remuneration as mentioned below and who shall be liable to retire by rotation;

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	<p>Shall be entitled for Corporate Strategy and Advisory Fees of ₹25,000/- per month which may be enhanced upto ₹2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company.</p> <p>Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.</p>
2.	Sitting Fees	No sitting fees shall be paid for attending meeting of the Board or any committees thereof.
3.	Stock Options	upto 67,155 options in one or more tranches in any financial year and/ or in aggregate.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to vary, alter and change the terms and conditions of the aforesaid appointment including the remuneration specified above from time to time, provided that such variation, as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**Resolution No. 4: Appointment of Mr. Soumyadri Bose (DIN: 02795223) as a Non-Executive & Non-Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to provision of Sections 149, 152, 197, 198 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (**‘Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and on recommendation and approval by the Audit Committee, Nomination & Remuneration Committee & Board of Directors of the Company, Mr. Soumyadri Bose (DIN: 02795223), who is eligible to be appointed as Non-executive Director of the Company in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive & Non-Independent Director, be and is hereby appointed as Non-Executive & Non-Independent Director of the Company w.e.f. February 20, 2020, on such terms and conditions including remuneration as mentioned below and who shall be liable to retire by rotation;

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	Shall be entitled for Corporate Strategy and Advisory Fees of ₹25,000/- per month which may be enhanced upto ₹2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company.  Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.
2.	Sitting Fees	No sitting fees shall be paid for attending meeting of the Board or any committees thereof.
3.	Stock Options	upto 67,155 options in one or more tranches in any financial year and/or in aggregate.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to vary, alter and change the terms and conditions of the aforesaid appointment including the remuneration specified above from time to time, provided that such variation, as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**Resolution No. 5: Payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to Section 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation and approval by the Audit Committee, Nomination & Remuneration Committee & Board of Directors of the Company, consent of members of the Company be and is hereby accorded for payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company, "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013, in the following manner:

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	Shall be entitled for Corporate Strategy and Advisory Fees of ₹25,000/- per month which may be enhanced upto ₹2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company.  Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised

to vary, alter and change the terms and conditions of the fees specified above from time to time, provided that such variation, as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**Resolution No. 6: Payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive & Non-Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to Section 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation and approval by the Audit Committee, Nomination & Remuneration Committee & Board of Directors of the Company, consent of members of the Company be and is hereby accorded for payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive & Non-Independent Director of the Company, “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013, in the following manner:

Sr. No.	Particular	Details
1.	Corporate Strategy and Advisory Fees	<p>Shall be entitled for Corporate Strategy and Advisory Fees of ₹25,000/- per month which may be enhanced upto ₹2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company.</p> <p>Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.</p>

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to vary, alter and change the terms and conditions of the fees specified above from time to time, provided that such variation, as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

**Vaishali Kondbhar**  
Company Secretary

**Registered Office**

#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> 'A' cross,  
5<sup>th</sup> Block, Koramangala, Bengaluru - 560034

**Place:** Mumbai

**Date :** December 13, 2019

**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 resolutions is annexed to the Notice along with the postal ballot form.

- 2) The Notice is being sent to all the members whose names appear in the register of members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on **Friday, January 10, 2020**. The Postal Ballot Notice is being sent to members in electronic form to the email address registered with their Depository Participants (in case of electronic shareholding)/ the Company's registrar and share transfer agents (in case of physical shareholding). For members whose email IDs are not registered, physical copy of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
- 3) Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, January 10, 2020** is considered for the purpose of voting and voting right shall be reckoned on the Paid-up Value of shares registered in the name of the members as on **Friday, January 10, 2020**. A Person who is not a Member as on the relevant date should treat this notice for information purpose only.
- 4) The Notice has also been uploaded on the website of the Company at [www.xelpmoc.in](http://www.xelpmoc.in) and the website of KFin Technologies Private Limited ("KFPL") at <https://evoting.karvy.com>.
- 5) The Board has, at its meeting held on Friday, December 13, 2019, appointed Mr. Manish Rajnarayan Gupta / Mr. Vijay Babaji Kondalkar, Partners of VKMG & Associates LLP, Practicing Company Secretaries, as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process (including e-voting) in a fair and transparent manner. After completion of their scrutiny of the Postal Ballot Forms (including e-voting), the scrutinizer will submit report to the Chairman and in his absence to any other director or officer of the Company authorised by the Chairman. The results of the postal ballot will be announced in accordance with the provisions of Section 110 of the Companies Act read with the Management Rules on or before Friday, February 21, 2020 by the Chairman or in his absence by the director or officer of the Company, as authorized by the Chairman. The last date for receipt of completed Postal Ballot Forms or e-voting i.e. Wednesday, February 19, 2020 shall be the date on which the resolutions would be deemed to have been passed at a General Meeting of members, if approved by the requisite majority. The results will be displayed at the registered office of the Company and will also be communicated to the stock exchanges, where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the website of the Company at [www.xelpmoc.in](http://www.xelpmoc.in) and on the website of KFPL at <https://evoting.karvy.com>.
- 6) The Company is pleased to offer the e-voting facility for passing the resolution as an alternate mode for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The members have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the members can opt for either one of the two modes of voting i.e. either through the Postal Ballot Form or by e-voting. If you are opting for e-voting, then you are requested not to cast vote through the Postal Ballot Form and vice versa. In the event, a member casts his/her votes through both the processes i.e. e-voting and Postal Ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored.
- 7) A member shall also note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 8) A member cannot exercise his/her vote by proxy on postal ballot.
- 9) A copy of all the documents referred to in the accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.
- 10) A member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed, in the enclosed self-address Business Reply Envelope to the Scrutinizer, C/o KFin Technologies Pvt. Ltd., Unit: Xelpmoc Design and Tech Limited, Selenium Building Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 not later than the close of working hours at **05:00 p.m. on Wednesday, February 19, 2020**. The self-addressed envelope bears the address of the Scrutinizer. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of a Postal Ballot Form shall be final and binding.
- 11) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company)

by the first named member and in his/her absence, by the next named member. The signature of the member on the Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by NSDL/CDSL to the Company, in respect of the Equity Shares held in dematerialized form. Unsigned Postal Ballot Forms will be rejected.

- 12) In the event that Equity Shares are held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the Company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorised to use the seal of his office. If the board resolution / authorization is already registered with the Company, please quote the registration number beneath the signature.
- 13) Members are requested not to send any other paper / document along with the Postal Ballot Form.
- 14) They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
- 15) A tick(✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
- 16) There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- 17) A postal ballot form shall be considered invalid on the following grounds:
  - if the member's signature does not tally.
  - if the member has marked all his/her shares both in favor and also against the respective resolution.
  - if the Postal Ballot Form is unsigned.
  - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
  - if the information filled in the Postal Ballot Form is incomplete.
  - if any other form or photocopy of the Postal Ballot Form is used.
  - in the event, a member casts his/her votes through both the processes i.e, e-voting and Postal Ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored.
  - if member has made any amendment to the resolution or imposed any condition while exercising his/her vote.
  - if the postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
  - the envelope containing the postal ballot form is received after the last date prescribed.
  - if any competent authority give the directions in writing to the Company to freeze the voting rights of the member.
- 18) Duplicate copy of the Postal Ballot Form can be obtained from KFPL on written request, the Registrar and Share Transfer Agents from their office at Selenium Building Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 or may send an email to the Company on [investor@xelpmoc.in](mailto:investor@xelpmoc.in). The registrar and Share transfer agents / Company shall forward the same along with Postage-prepaid self-addressed Business Reply Envelope to the Members. The postal ballot form can also be downloaded from the e-voting portal of KFPL i.e. <https://evoting.karvy.com>. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified under note 10 above.
- 19) The voting period begins on **Tuesday, January 21, 2020 (9.00 a.m.) and ends on Wednesday, February 19, 2020 (5.00 p.m.)**. During this period, 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. **Friday, January 10, 2020** shall only be entitled to cast his/her vote either electronically or through postal ballot form on the resolutions mention in this notice. The e-voting module shall be disabled by KFPL for voting after **Wednesday, February 19, 2020 (5.00 p.m.)**.

20. **Name, Designation, Address, E-mail ID and Phone Number of person responsible to address grievances connected with E-voting:**

<b>Name:</b>	Mr. Raghunath Veedha
<b>Designation:</b>	Deputy Manager - Registrar In Securities
<b>Address:</b>	KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) Selenium Building Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032
<b>Tel:</b>	+91-40-67161500, +91-40-67161606
<b>Email id:</b>	raghu.veedha@kfintech.com

21. **Instructions for Members for E-voting are as under:**

**a) In case of Members receiving e-mail from KFin Technologies Prviate Limited:**

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>. or click on the link provided in the email.
- (ii) Enter the login credentials (i.e., user id and password) mentioned on the Postal Ballot Form. Your Folio No./ DP ID Client ID will be your user ID. However, if you are already registered with KFPL for e-voting, you can use your existing user id and password for casting your vote.

<b>User – ID</b>	For Members holding shares in Demat Form:- a) For NSDL:- 8 Characters DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID  For Members holding shares in Physical Form :- EVEN No. (As given in Postal Ballot Form) followed by Folio Number registered with the Company.
<b>Password</b>	Your Unique password is printed on the Postal Ballot Form / sent to you via email.
<b>Captcha</b>	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in Demat/Physical form and using e-voting facility of KFPL, for the first time, will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum Eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#, etc). Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for e-Voting through KFPL's e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1<sup>st</sup> Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and 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 to select the EVENT i.e., Xelpmoc Design and Tech Limited.
- (vii) If you are holding shares in Demat Form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see resolution description and against the same options 'FOR / AGAINST' for Voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed our total shareholding.



- (ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.) are required to send scanned copy (PDF format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [scrutinizer@xelpmoc.in](mailto:scrutinizer@xelpmoc.in)
- (xii) Please contact our toll free No.1800 345 4001 for any further clarifications.

**b) In case of Members receiving Postal ballot Form by Post and opting for voting through Electronic means:**

- (i) Initial password is provided as below / at the bottom of the Postal ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) **Please follow all steps from a) above, to cast vote.**
- (iii) In case you have forgotten your password, click on the "Forgot Password" link on the home page of the website <https://evoting.karvy.com>. You can retrieve password through the following three options:
  1. **Easy SMS:** If you have your mobile number registered against your Folio Number / DP ID Client ID, send SMS: MYEPWD followed by your Folio No./ DP ID Client ID without any gap to 9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.
  2. **E-Voting Website:** If e-mail is registered against your Folio Number/DP ID Client ID, enter your Folio Number/ DP ID Client ID and PAN to receive password.
  4. **Customer Care:** Call the Customer Care 1800 345 4001 for related services such as to reset password, unlock the account, register new e-mail, mobile, etc. or send an email to [evoting@karvy.com](mailto:evoting@karvy.com).
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact KFin Technologies Private Limited at the telephone No.: (Toll Free No. 1800 345 4001)
- (v) If you are already registered with KFPL for e-voting then you use your existing user ID and password for casting your vote.
- (vi) 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).
- (vii) The Voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date of **Friday, January 10, 2020**.

22. For any clarifications members may contact any one of the following:

For Company	For E-voting Agency-KFPL
Mrs. Vaishali Kondbhar Company Secretary and Compliance Officer, #17, 4 <sup>th</sup> Floor, Agies Building, 1 <sup>st</sup> 'A' cross, 5 <sup>th</sup> Block, Koramangala, Bengaluru - 560034 Tel: +080-43708360; Email: <a href="mailto:investor@xelpmoc.in">investor@xelpmoc.in</a>	Name: Mr. Raghunath Veedha Designation: Deputy Manager - Registrar in Securities Add: KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) Selenium Building Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Tel: +91-40-67161500, +91-40-67161606; Email id: <a href="mailto:raghu.veedha@kfintech.com">raghu.veedha@kfintech.com</a>

## EXPLANATORY STATEMENT

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act") and information pursuant to regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

### Item No. 01

The Company provides technical support and technical advisory services to various clients Companies/Bodies corporate and looking at future prospect and potential growth of such Companies/Bodies Corporate, the Company becoming a strategic partner in some of them by investment in the securities of such Companies/Bodies Corporate for good returns.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In this connection the Company had already obtained shareholders approval at the Extra-Ordinary General Meeting of the Company held on March 23, 2016 by way of special resolution to make investment, give loans and guarantees and provide securities upto the limit of ₹10 Crores (Rupees Ten Crores Only) and the same has been almost utilized.

As per the latest audited Balance Sheet of the Company as on 31<sup>st</sup> March 2019, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹24,39,19,938/- while one hundred per cent of its free reserves and securities premium account amounts to ₹26,94,80,250/-. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹26,94,80,250/-.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limits of ₹10 Crores (Rupees Ten Crores Only) to ₹30 Crores (Rupees Thirty Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

In view of the provision of section 186 of the Companies Act, 2013, the Board recommends this Special Resolution set out at Item No.1 for the Approval of Members.

Copy of the relevant documents is available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the resolution set forth in Item No. 1, as a Special Resolution for the approval of the Members.

### Item No. 2

Considering the contribution and on-going efforts of Mr. Vishal Chadda, Mr. Partha Biswas and Mr. Ajay Pandey, employees of the Company and also their appointment at very lower level salary based on their experience and designation and to keep Senior Management interest aligned with the company vision, the Board based on the recommendation of the Nomination and Remuneration Committee of the Company in their respective meetings held on December 13, 2019, has recommended to the shareholders a proposal of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the aforesaid employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option.

In view of Regulation 6(3)(d) of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Board recommends this Special Resolution set out at Item No.2 for the Approval of Members.

Copy of the ESOP Scheme and other relevant documents are available for inspection in physical or electronic form

at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the resolution set forth in Item No. 2, as a Special Resolution for the approval of the Members.

**Item No. 3**

Mr. Pranjal Sharma is a B.A. (Hons,) Economics from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.

He is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 30 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the WEF for eight years. He is now on the Advisory Board of Partnership Against Corruption Initiative of WEF and a member of WEF’s Expert Network. Currently he is strategic advisor to Vibgyor High School, India & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine.

In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.

Looking at the experience and expertise and on recommendation and approval by the Audit Committee and Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 13<sup>th</sup> December, 2019, proposed to appoint Mr. Pranjal Sharma (DIN: 06788125), as a Non-Executive & Non-Independent Director of the Company w.e.f. February 20, 2020 on such terms and conditions including remuneration as mentioned in the respective resolution.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pranjal Sharma for the office of Director of the Company. The Company has also received from Mr. Pranjal Sharma (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; (ii) Intimation in Form DIR-8 in terms of Companies (Appointment and Qualification) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013; and (iii) Declaration to the effect that he meets the criteria of Non-executive & Non-Independent Director as provided under the Companies Act, 2013 read with Schedule V and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

**Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder.**

I	General Information	
1	Nature of the Industry:	Information Technology, Computer Consultancy and Facilities Management Activities.
2	Date or expected date of commencement of commercial production -	The Company has already commenced its business activities.
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
4	Financial performance based on given Indicators	(Amount in ₹)

	<b>Particular</b>	<b>31-03-2019 (Audited)</b>	<b>31-03-2018 (Audited)</b>	<b>31-03-2017 (Audited)</b>
	Operational Income	6,08,86,946	5,36,01,344	1,88,38,962
	Total Income	6,29,46,653	5,45,26,502	1,89,20,351
	Depreciation	25,07,230	12,64,143	5,23,055
	Total Expenses	11,29,32,875	9,17,00,796	4,66,41,133
	Net Profit/Loss	(4,93,99,030)	(3,70,17,224)	(2,78,77,852)
	Equity Share Capital	13,70,52,980	6,51,71,320	4,87,49,980
	Other Equity	26,94,80,250	(31,83,291)	(4,43,75,283)
5	Foreign Investment or collaboration, if any	As on the date Company hold 12,088 Equity Shares i.e. 12.30% of share capital of Snaphunt PTE Ltd. (Company registration no.201705391Z), a Company registered under the law of Singapore, aggregating to SGD 12,230.		
<b>II</b>	<b>Information about the appointee</b>			
1	Background Details	Please refer the Annexure A attached to this notice.		
2	Past Remuneration	Not Applicable		
3	Recognition or awards	He has achieved various professional milestone are as follows: Member Global Agenda Council on Transparency and Anti-Corruption, World Economic Forum (2008-16), Founder member, Broadcast Editor's Association, Member, Association of British Scholars, Fellow, Salzburg Global Seminar, Fellow, International Programme, Department of State, US, Speaker, The Outstanding Speakers' Bureau and News Television Award for best business show in 2007		
4	Job Profile and his suitability	Looking at the profile of Mr. Pranjal Sharma and experience and expertise in the field in which company operates, It would be in the interest of the Company to appoint him as a Non-Executive Director of the Company and utilize his expertise, time and skill for business growth, strategies and expansion of the Company.		
5	Remuneration proposed	Please refer the resolution set forth in item no.3 of the notice.		
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and the industry benchmarks, the Corporate Strategy and Advisory Fees proposed to be paid is commensurate with the fees paid to similar senior level appointee in other companies.		
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the Corporate strategy and advisory fees proposed, Mr. Pranjal Sharma does not have any pecuniary relationship with the Company. There are no Managerial personnel related to him.		
<b>III</b>	<b>Other Information</b>			
1	Reasons of Loss or Inadequate Profits	Over the Last 4 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.		

2	Steps taken or proposed to be taken for improvement	<p>The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <p>To widen the customer base – Currently company largely serves to start ups in India and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate.</p> <p>Marketing of Services – Focus has been placed on promotion and marketing of products &amp; services so as to increase the sales turnover of the Company.</p> <p>Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients.</p> <p>Over the Last 4 years, the Company built Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.</p>
3	Expected Increase in productivity and profits in measurable terms.	<p>The Company is getting the fruit of its Strategy implemented, therefore the loss incurred by the Company is expected to reduce in this Financial year and expects break even in near future. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company is in loss, however, the management projects 20-30% growth on y-o-y basis in terms of revenues.</p>

**IV Disclosures:**

The Following disclosures shall be mentioned in the Board of Director’s report under Corporate Governance section:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed components and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice periods, severance fees; and
- (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.

The details and disclosures as required of Mr. Pranjal Sharma under Regulation 36 of Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in Annexure A.

In view of the provision of sections 149, 152 and 197 read with Schedule V of the Companies Act, 2013, the Board recommends this Special Resolution set out at Item No.3, for the Approval of Members.

Copy of the relevant documents setting out the terms and conditions of appointment including remuneration are available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.

Mr. Pranjal Sharma, being an appointee and his relatives are interested in the resolution set forth in item no.3, to the extent of their shareholding, if any, in the Company.

Save and except the above none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3, as a Special Resolution for the approval of the Members.

**Item No.4**

Mr. Soumyadri Bose has a bachelor’s degree in electrical engineering and a master’s degree in business management. He is Business leader, Strategic Advisor and Investor. He has successfully led businesses that were either new, or suffered flat growth, and were indeed cases for scale and turnaround. He is a strategic thinker who

connects seemingly unconnectable dots and creates profitable and sustainable ventures. However, his foremost strength is with people. A firm believer in servant-leadership, he has built, worked with, and led highly dispersed and diverse teams across four continents, and numerous nationalities.

He has 25 years of experience of holding executive leadership positions globally with transnational companies such as Siemens, Dassault and Hewlett Packard. He is now advising Chairpersons and Executive Board Members on their growth and operating strategies, market-entry, product and portfolio rationalisation, digitalisation and application of industry 4.0 technologies. He is co-founder of GoFar Advisory and Investments Pte Ltd. (Singapore). GoFar is a 360-degree business advisory and investment firm that works with a select list of inbound, global-minded companies.

Looking at the experience and expertise and on recommendation and approval by the Audit Committee and Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 13<sup>th</sup> December, 2019, proposed to appoint Mr. Soumyadri Bose (DIN: 02795223), as a Non-Executive & Non-Independent Director of the Company w.e.f. February 20, 2020, on such terms and conditions including remuneration as mentioned in the respective resolution.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Soumyadri Bose for the office of Director of the Company. The Company has also received from Mr. Soumyadri Bose (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; (ii) Intimation in Form DIR-8 in terms of Companies (Appointment and Qualification) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013; and (iii) Declaration to the effect that he meets the criteria of Non-executive & Non-Independent Director as provided under the Companies Act, 2013 read with Schedule V and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

**Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder.**

<b>I General Information</b>				
1	Nature of the Industry:	Information Technology, Computer Consultancy and Facilities Management Activities.		
2	Date or expected date of commencement of commercial production -	The Company has already commenced its business activities.		
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable		
4	Financial performance based on given Indicators	(Amount in ₹)		
	<b>Particular</b>	<b>31-03-2019 (Audited)</b>	<b>31-03-2018 (Audited)</b>	<b>31-03-2017 (Audited)</b>
	Operational Income	6,08,86,946	5,36,01,344	1,88,38,962
	Total Income	6,29,46,653	5,45,26,502	1,89,20,351
	Depreciation	25,07,230	12,64,143	5,23,055
	Total Expenses	11,29,32,875	9,17,00,796	4,66,41,133
	Net Profit/Loss	(4,93,99,030)	(3,70,17,224)	(2,78,77,852)
	Equity Share Capital	13,70,52,980	6,51,71,320	4,87,49,980
	Other Equity	26,94,80,250	(31,83,291)	(4,43,75,283)
5	Foreign Investment or collaboration, if any	As on the date Company hold 12,088 Equity Shares i.e. 12.30% of share capital of Snaphunt PTE Ltd. (Company registration no.201705391Z), a Company registered under the law of Singapore, aggregating to SGD 12,230.		

<b>II Information about the appointee</b>		
1	Background Details	Please refer the Annexure B attached to this notice.
2	Past Remuneration	Not Applicable
3	Recognition or awards	None
4	Job Profile and his suitability	Looking at the profile of Mr. Soumyadri Bose and experience and expertise in the field in which company operates, It would be in the interest of the Company to appoint him as a Non-Executive & Non-Independent Director of the Company and utilize his expertise, time and skill for business growth, strategies and expansion of the Company.
5	Remuneration proposed	Please refer the resolution set forth in item no.4 of the notice.
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and the industry benchmarks, the Corporate Strategy and Advisory Fees proposed to be paid is commensurate with the fees paid to similar senior level appointee in other companies.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the Corporate Strategy and Advisory Fees proposed, Mr. Soumyadri Bose does not have any pecuniary relationship with the Company. There are no Managerial personnel related to him.
<b>III Other Information</b>		
1	Reasons of Loss or Inadequate Profits	Over the Last 4 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.
2	Steps taken or proposed to be taken for improvement	<p>The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <p>To widen the customer base – Currently company largely serves to start ups in India and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate.</p> <p>Marketing of Services – Focus has been placed on promotion and marketing of products &amp; services so as to increase the sales turnover of the Company.</p> <p>Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients.</p> <p>Over the Last 4 years, the Company built Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.</p>
3	Expected Increase in productivity and profits in measurable terms.	The Company is getting the fruit of its Strategy implemented, therefore the loss incurred by the Company is expected to reduce in this Financial year and expects break even in near future. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company is in loss, however, the management projects 20-30% growth on y-o-y basis in terms of revenues.

<b>IV</b>	<b>Disclosures:</b>
	<p>The Following disclosures shall be mentioned in the Board of Director's report under Corporate Governance section:</p> <ul style="list-style-type: none"> <li>(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;</li> <li>(ii) details of fixed components and performance linked incentives along with the performance criteria;</li> <li>(iii) service contracts, notice periods, severance fees; and</li> <li>(iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.</li> </ul>

The details and disclosures as required of Mr. Soumyadri Bose under Regulation 36 of Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in Annexure B.

In view of the provision of sections 149, 152 and 197 read with Schedule V of the Companies Act, 2013, the Board recommends this Special Resolution set out at Item No.4, for the Approval of Members.

Copy of the relevant documents setting out the terms and conditions of appointment including remuneration are available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.

Mr. Soumyadri Bose, being an appointee and his relatives are interested in the resolution set forth in item no.4, to the extent of their shareholding, if any, in the Company.

Save and except the above none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4, as a Special Resolution for the approval of the Members.

#### **Item No.5**

Mr. Pranjal Sharma is a B.A. (Hons,) Economics from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.

He is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 30 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the WEF for eight years. He is now on the Advisory Board of Partnership Against Corruption Initiative of WEF and a member of WEF's Expert Network. Currently he is strategic advisor to Vibgyor High School, India & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine.

In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.

Looking at the expertise and experience and on recommendation and approval by the Audit Committee and Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 13<sup>th</sup> December, 2019, proposed to make payment of Corporate Strategy and Advisory fees as mentioned in the respective resolution to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company, "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013.

The details required pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014 are as below:



Sr. No.	Particular	Details
1.	Name of the related party	Mr. Pranjal Sharma
2.	Name of the director or key managerial personnel who is related, if any;	There is no relationship between Mr. Pranjal Sharma & other members of the Board and Key Managerial Personnel of the Company.
3.	Nature of relationship;	Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	<p>Shall be entitled for Corporate Strategy and Advisory Fees of ₹25,000/- per month which may be enhanced upto ₹2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company.</p> <p>Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.</p>
5.	any other information relevant or important for the members to take a decision on the proposed resolution.	None

In view of the provision of section 188(1)(f) of the Companies Act, 2013 read with rules made thereunder, payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma being a related party transaction required the approval of shareholders of the Company.

Copy of relevant document setting out the terms and conditions of payment of Corporate Strategy and Advisory Fees is available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.

Mr. Pranjal Sharma, being an appointee and his relatives are interested in the resolution set forth in item no.5, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set forth in item no.5.

The Board recommends the resolution set forth in Item No.5, as a Special Resolution for the approval of the Members.

#### Item No.6

Mr. Soumyadri Bose has a bachelor's degree in electrical engineering and a master's degree in business management. He is a Business leader, Strategic Advisor and Investor. He has successfully led businesses that were either new, or suffered flat growth, and were indeed cases for scale and turnaround. He is a strategic thinker who connects seemingly unconnectable dots and creates profitable and sustainable ventures. However, his foremost strength is with people. A firm believer in servant-leadership, he has built, worked with, and led highly dispersed and diverse teams across four continents, and numerous nationalities.

He has 25 years of experience of holding executive leadership positions globally with transnational companies such as Siemens, Dassault and Hewlett Packard. He is now advising Chairpersons and Executive Board Members on their growth and operating strategies, market-entry, product and portfolio rationalisation, digitalisation and application of industry 4.0 technologies. He is co-founder of GoFar Advisory and Investments Pte Ltd. (Singapore). GoFar is a 360-degree business advisory and investment firm that works with a select list of inbound, global-minded companies.

Looking at the expertise and experience and on recommendation and approval by the Audit Committee and Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 13<sup>th</sup>

December, 2019, proposed to make payment of Corporate Strategy and Advisory Fees as mentioned in the respective resolution to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive & Non-Independent Director of the Company, "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013. The details required pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014 are as below:

<b>Sr. No.</b>	<b>Particular</b>	<b>Details</b>
1.	Name of the related party	Mr. Soumyadri Bose
2.	name of the director or key managerial personnel who is related, if any;	There is no relationship between Mr. Soumyadri Bose & other members of the Board and Key Managerial Personnel of the Company.
3.	nature of relationship;	Director
4.	nature, material terms, monetary value and particulars of the contract or arrangements;	Shall be entitled for Corporate Strategy and Advisory Fees of ₹25,000/- per month which may be enhanced upto ₹2,50,000/- per month, for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company. Based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the aforesaid Corporate Strategy and Advisory Fees may be increased from ₹2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013.
5.	any other information relevant or important for the members to take a decision on the proposed resolution.	None

In view of the provision of section 188(1)(f) of the Companies Act, 2013 read with rules made thereunder, payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose being a related party transaction required the approval of shareholders of the Company.

Copy of relevant document setting out the terms and conditions of payment of Corporate Strategy and Advisory Fees is available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.

Mr. Soumyadri Bose, being an appointee and his relatives are interested in the resolution set forth in item no.6, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set forth in item no.6.

The Board recommends the resolution set forth in Item No.6, as a Special Resolution for the approval of the Members.

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

**Vaishali Kondbhar**  
**Company Secretary**

**Registered Office**

#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> 'A' cross,  
5<sup>th</sup> Block, Koramangala, Bengaluru - 560034

**Place :** Mumbai

**Date :** December 13, 2019

## Annexure to the Notice

Details of the Directors seeking appointment through Postal Ballot

[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

### Annexure A

Name of the Director	Mr. Pranjal Sharma
DIN	06788125
Date of Birth	19-09-1970
Age	49
Date of First Appointment on the Board	Not Applicable
Qualification	Mr. Pranjal Sharma has completed graduation in B.A. (Hons.) Economics (Kirori Mal College) from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.
Brief Resume, Experience and Expertise in Functional Area	<p>Mr. Pranjal Sharma is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 30 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the WEF for eight years. He is now on the Advisory Board of Partnership Against Corruption Initiative of WEF and a member of WEF's Expert Network. Currently he is strategic advisor to Vibgyor High School, India &amp; Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine.</p> <p>In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.</p> <p>He is the curator and columnist for a fortnightly page on industry 4.0 for Business Standard newspaper. He writes opinion pieces for Business World magazine, DNA Newspaper among other publications. He is a regular speaker on news TV debates on economy and globalisation. He is an alumni of US State Department's International Visitors Programme for experts and also of European Union Visitors Programme for young global leaders.</p>
Number of Meetings of the Board attended during the year	Not Applicable
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Please refer the resolution set forth in item no.3 of the notice.

List of Other Bodies Corporate in which Directorships Held	1. 24ALIFE India Private Limited 2. Association of CFO Welfare India
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	None
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Pranjal Sharma & other members of the Board and Key Managerial Personnel of the Company.

#### Annexure B

Name of the Director	Mr. Soumyadri Bose
DIN	02795223
Date of Birth	22-02-1968
Age	51
Date of First Appointment on the Board	Not Applicable
Qualification	He has a bachelor's degree in electrical engineering and a master's degree in business management.
Brief Resume, Experience and Expertise in Functional Area	<p>Mr. Soumyadri Bose is a Business leader, Strategic Advisor and Investor. He has successfully led businesses that were either new, or suffered flat growth, and were indeed cases for scale and turnaround. He is a strategic thinker who connects seemingly unconnectable dots and creates profitable and sustainable ventures. However, his foremost strength is with people. A firm believer in servant-leadership, he has built, worked with, and led highly dispersed and diverse teams across four continents, and numerous nationalities.</p> <p>He has 25 years of experience of holding executive leadership positions globally with transnational companies such as Siemens, Dassault and Hewlett Packard. He is now advising Chairpersons and Executive Board Members on their growth and operating strategies, market-entry, product and portfolio rationalisation, digitalisation and application of industry 4.0 technologies. He is co-founder of GoFar Advisory and Investments Pte Ltd. (Singapore). GoFar is a 360-degree business advisory and investment firm that works with a select list of inbound, global-minded companies.</p>
Number of Meetings of the Board attended during the year	Not Applicable
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Please refer the resolution set forth in item no.4 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Empunity India Private Limited 2. Avia Insurance Brokers Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	None
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Soumyadri Bose & other members of the Board and Key Managerial Personnel of the Company.