



XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

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

Tel: +080-43708360; Website: www.xelpmoc.in; E-mail: investor@xelpmoc.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.:

1. Name(s) of Member(s) including :
Joint holders, if any,
(IN BLOCK LETTERS)
2. Registered Address of the Sole/ :
first name Member
3. Registered Folio No./DP ID No./ :
Client ID No.*
(*Applicable to investors holding
shares in dematerialized form)
4. Number of equity shares held as :
on January 10, 2020

I / We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for business as stated in the Notice of the Company dated December 13, 2019 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolutions				
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.			
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.			
3.	Appointment of Mr. Pranjal Sharma (DIN: 06788125) as a Non-Executive & Non-Independent Director of the Company.			
4.	Appointment of Mr. Soumyadri Bose (DIN: 02795223) as a Non-Executive & Non-Independent Director of the Company.			
5.	Payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company.			
6.	Payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive & Non-Independent Director of the Company.			

Place :

Date :

Signature of the Equity Shareholder

NOTE: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **Close of working hours at 5.00 p.m. on February 19, 2020.**



Following Particulars to be used only in case Member opts for e-voting

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

Note: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS FOR POSTAL BALLOT FORM

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the enclosed self-addressed postage prepaid envelope / business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this 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 this 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 National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the dematerialized form. Unsigned Postal Ballot Form will be rejected.
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authority 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 authorized to use the Seal of his office. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
5. 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.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
7. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) should reach 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 February 19, 2020. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company. 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 the Postal Ballot Form shall be final and binding.
8. A postal ballot form will 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 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.
9. 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. The Registrar and Share Transfer Agent / Company shall forward the same alongwith postage-prepaid self-addressed Business Reply Envelop 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 7 above.
10. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or in his absence to any other officers or Director authorized by the Chairman, after completion of scrutiny of postal ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on or before February 21, 2020 and 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 Company's website at www.xelpmoc.in and on the website of KFin Technologies Private Limited ("KFPL") at <https://evoting.karvy.com>.
11. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. 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. The detail and procedure with respect to E-voting is explained in the Notice of Postal Ballot.