

Date: September 30, 2023

To

BSE Limited Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 542367</i>	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 <i>Scrip Symbol: XELPMOC</i>
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Re: Proceedings of the 8th Annual General Meeting of Xelpmoc Design and Tech Limited (the “Company”) held on Saturday, September 30, 2023, at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

Dear Sir/ Madam,

As per the notice of 8th Annual General Meeting (AGM) dated August 12, 2023, the Annual General Meeting of the Company was held on Saturday, September 30, 2023 at 11:00 a.m. through VC/OAVM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“Act”), and the General circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 and May 5, 2022 (collectively referred to as ‘MCA Circulars’) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular and any updates thereto.

The brief details of businesses transacted at the meeting, manner of approval and result thereof are as under:

Sr. No.	Details of Businesses	Manner of Approval	Result
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
2.	Appointment of a Director in place of Mr. Srinivas Koorra (DIN: 07227584), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority

XELPMOC DESIGN AND TECH LIMITED

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

Corporate Office: 12th Floor, My Home Twitza, Plot No.30/A, Sy No 83/1, Raidurg Village Serilingampally Mandal, Rangareddy (D) - 500081

CIN NO: L72200KA2015PLC082873 | **Website:** www.xelpmoc.in | **Email:** hello@xelpmoc.in | **Ph No:** 080 4370 8160

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3.	Re-appointment of M/s. JHS & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
4.	Approval for annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director. (Special Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
5.	Re-appointment of Mr. Tushar Trivedi (DIN: 08164751), as an Independent Director for the second term. (Special Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
6.	Re-appointment of Mr. Premal Mehta (DIN: 00090389), as an Independent Director of the Company. (Special Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
7.	Variation in the terms of the contract or objects of the Issue. (Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority

Furthermore, pursuant to Regulation 44 of the Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the businesses transacted at the AGM along with consolidated report of the scrutinizer have been submitted vide our letter dated September 30, 2023.

Pursuant to regulation 30 of the Listing Regulations, the proceedings of the AGM are enclosed and is being also available on the website of the Company at <https://www.xelpmoc.in/investorrelations>.

This is for your records and dissemination. You are requested to take the same on record as the gist of proceedings of AGM and not consider the attached as minutes of the AGM.

Thanking you,

Yours truly,

For Xelpmoc Design and Tech Limited

Vaishali Kondbhar
Company Secretary & Compliance Officer

Place: Mumbai
Date: September 30, 2023

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PROCEEDINGS OF THE 8TH ANNUAL GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED (THE “COMPANY”) HELD ON SATURDAY, SEPTEMBER 30, 2023, AT 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”)

The 8th Annual General Meeting (“**AGM**”) of the Company was held on Saturday, September 30, 2023 at 11:00 a.m.VC/OAVM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“**Act**”), and the General circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 and May 5, 2022 (collectively referred to as ‘**MCA Circulars**’) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and SEBI Circular and any updated thereto.

Further, in accordance with the Secretarial Standard on General Meetings (“**SS-II**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Guidance/Clarification dated April 15, 2020, issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the registered office of the Company which was the deemed venue of the AGM.

At 11.00 a.m., Mr. Tushar Trivedi, Chairman of the Company, occupied the Chair of the AGM and stated that he is attending the AGM from Mumbai. He welcomed all the members of the Company (“**Members**”) and Directors of the Company at the AGM. He further stated that the AGM was being convened through VC in accordance with the MCA Circulars and SEBI Circular.

He thereafter introduced all the Directors and Key Managerial Personnel present at the AGM, who were as follows:

1. Mr. Sandipan Chattopadhyay, Managing Director and CEO joined from Bangalore.
2. Mr. Srinivas Koora, Whole-time Director and CFO joined from Bangalore.
3. Mr. Jaison Jose, Whole-time Director joined from Bangalore.
4. Mr. Premal Mehta, Independent Director joined from Mumbai.
5. Mrs. Karishma Bhalla, Independent Director joined from Mumbai.
6. Mr. Pranjal Sharma Non-Executive and Non-Independent Director joined from Goa.
7. Mrs. Vaishali Kondbhar, Company Secretary joined from Mumbai.

The Statutory Auditors and Secretarial Auditors of the Company and Scrutinizer for e-voting process were also present at the AGM.

The Chairman further informed that participation of members attending through Video Conferencing was reckoned for the purpose of quorum as per the MCA Circulars and Section 103 of the Companies Act, 2013. Since, the AGM was being held through VC, as per the MCA Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by Members was not made available for the AGM. 46 Members were present at the meeting through VC. Accordingly, the requisite quorum was present and the AGM was called to order. The Chairman thereafter requested Mrs. Vaishali Kondbhar, Company Secretary & Compliance Officer, to read out the arrangements made for the Members at the AGM.

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The Company Secretary informed that Notice and Annual Report for FY 2022-2023 were sent by e-mail to all those Members whose names appeared in the Register of Members and whose e-mail addresses were registered with the Company, the Registrar and Share Transfer Agent or the Depository Participants and physical copies of the Notice and Annual Report were sent by the Company to all those members who have requested for the same.

She informed the members that, as stated in the AGM Notice, the Members had been provided the facility to exercise their right to vote by electronic means on the resolutions set out in the AGM Notice, both through remote e-voting and e-voting system ('Insta Poll') at the AGM. The remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e., Saturday, September 23, 2023 during the period commencing from 9.00 a.m. IST on Tuesday, September 26, 2023 till 5.00 p.m. IST on Friday, September 29, 2023, and the remote e-voting was blocked on Friday, September 29, 2023 at 5.00 p.m.

She informed that Members joining the AGM through video conferencing, who had not already cast their vote by means of remote e-voting, had the option of voting through 'Insta-Poll' e-voting facility on announcement of the same by the Chairman. Members who had cast their votes by remote e-voting prior to the AGM were not entitled to cast their vote again.

She further informed all those present that the Board of Directors of the Company had appointed Mr. Manish Gupta, partner of VKMG & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for the AGM.

It was informed that the Company had made the best possible efforts for providing the facility of joining the AGM by VC and voting electronically. However, in case of any issues during the AGM, Members were provided details for contacting KFin Technologies Limited for technical support / assistance.

The requisite statutory registers and certificate and other documents relevant to businesses specified in the AGM Notice were made available electronically for inspection during the AGM on the website of KFin Technologies Limited.

Thereafter, she requested the Chairman to continue with the proceedings of the meeting.

The Chairman informed that the annual report and the notice convening the 8th AGM were already emailed to all the members and were accordingly taken as read. The independent auditors' report on the Company's standalone and consolidated financial statements is unmodified. He further informed that the Statutory Auditor's Report and Secretarial Auditors' Report have already been sent to the members and did not contain any qualifications or observations or disclaimer or comments or other remarks which has any adverse effect on the functioning of the Company hence the same were taken as read.

At the request of the Chairman, Mr. Sandipan Chattopadhyay, Managing Director and CEO briefed the Members about the business of the Company.

The Managing Director further requested to the Chairman to continue the proceedings of the AGM.

Thereafter, the Chairman briefed all those present about the resolutions stated in the AGM Notice, as follows:

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1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Appointment of a Director in place of Mr. Srinivas Koora (DIN: 07227584), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)
3. Re-appointment of M/s. JHS & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company. (Ordinary Resolution)
4. Approval for annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director. (Special Resolution)
5. Re-appointment of Mr. Tushar Trivedi (DIN: 08164751), as an Independent Director for the second term. (Special Resolution)
6. Re-appointment of Mr. Premal Mehta (DIN: 00090389), as an Independent Director of the Company. (Special Resolution)
7. Variation in the terms of the contract or objects of the Issue (Special Resolution with majority of more than 90% of the voting shareholders voted in the favor of the resolution)

Since, the AGM was being held through VC and the resolutions mentioned in the AGM Notice were put to vote through remote e-voting and e-voting system ('Insta Poll') at the AGM, the practice of proposing and seconding of resolutions, which is not mandatory as per applicable law, was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through ('Insta Poll') e-voting facility provided to the members at AGM.

The Chairman then requested the Company Secretary to conduct the question-and-answer session.

The Company Secretary read out the arrangements made for the Speaker Members at the AGM explaining a few technical points and requested to Moderator to announce the speakers name one by one. Thereafter, the Moderator called upon all speaker's name who had registered, however nobody responded to Moderator and accordingly, Moderator requested the Chairman to proceed further.

Before concluding the AGM, the Chairman informed the Members that the 'Insta Poll' e-voting facility will close 15 minutes after the closure of the AGM and requested the Members who had not already cast their votes, to do so through the 'Insta Poll' facility.

All the proceedings of the AGM were completed, and the AGM concluded at 11:37 a.m. with thanks to the Members.

Post Completion of Annual General Meeting and voting through e-voting insta poll at the AGM, the Scrutinizer submitted Consolidated Scrutinizer's Report considering the result of remote e-voting and e-voting (Insta Poll) at the AGM. As per the report submitted by the Scrutinizer, the Chairman announced that all the resolutions embodied in the Notice of AGM dated August 12, 2023, were passed with requisite majority. The voting result including Consolidated Scrutinizer's Report is attached as enclosure.

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There was no adjournment or postponement or change in venue of the AGM. The Company has complied with the all the applicable provisions, mechanism and procedures as provided in MCA Circulars and SEBI Circulars, along with other applicable provisions of the Companies Act, 2013 and rules framed therein and the applicable provisions of secretarial standards in respect of calling, convening and conducting of the AGM.

For **Xelpmoc Design and Tech Limited**

Vaishali Kondbhar
Company Secretary & Compliance Officer

Place: Mumbai
Date: September 30, 2023

Enc: Voting Result including Consolidated Scrutinizer's Report

	XELPMOC DESIGN AND TECH LIMITED
Date of the AGM/EGM	30-09-2023
Total number of shareholders on record date i.e., 23-09-2023	16220
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	7
Public:	39

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,848,407	7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	282,590	282,590	100.0000	282,590	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		282,590	100	282,590	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,397,416	313,150	4.8949	312,902	248	99.9208	0.0792	0	590
	E-Voting (Insta Poll)		101,110	1.5805	101,110	0	100.0000	0.0000	0	2
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		414,260	6.4754	414,012	248	99.9401	0.0599	0	592
Total		14,528,413	8,545,174	58.8170	8,544,926	248	99.9971	0.0029	0	592

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Srinivas Kooru (DIN: 07227584), who retires by rotation as a director.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	7,848,407	7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0	
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	282,590	282,590	100.0000	282,590	0	100.0000	0.0000	0	0	
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		282,590	100	282,590	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	6,397,416	313,150	4.8949	312,682	468	99.8505	0.1494	0	590	
	E-Voting (Insta Poll)		101,110	1.5805	41,110	60,000	40.6587	59.3413	0	2	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		414,260	6.4754	353,792	60,468	85.4034	14.5966	0	592	
Total	14,528,413	8,545,174	58.8170	8,484,706	60,468	99.2924	0.7076	0	592		

Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint M/s. JHS & Associates LLP, Chartered Accountants, as a Statutory Auditors of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	7,848,407	7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0	
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	282,590	282,590	100.0000	282,590	0	100.0000	0.0000	0	0	
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		282,590	100	282,590	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	6,397,416	313,150	4.8949	312,702	448	99.8569	0.1431	0	590	
	E-Voting (Insta Poll)		101,110	1.5805	41,110	60,000	40.6587	59.3413	0	2	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		414,260	6.4754	353,812	60,448	85.4082	14.5918	0	592	
Total	14,528,413	8,545,174	58.8170	8,484,726	60,448	99.2926	0.7074	0	592		

Resolution No.	4										
Resolution required: (Ordinary/ Special)	SPECIAL - To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	7,848,407	7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0	
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	282,590	282,590	100.0000	282,590	0	100.0000	0.0000	0	0	
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		282,590	100	282,590	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	6,397,416	313,150	4.8949	312,432	718	99.7707	0.2293	0	590	
	E-Voting (Insta Poll)		101,110	1.5805	101,110	0	100.0000	0.0000	0	2	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		414,260	6.4754	413,542	718	99.8267	0.1733	0	592	
Total	14,528,413	8,545,174	58.8170	8,544,456	718	99.9916	0.0084	0	592		

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mr. Tushar Trivedi (DIN: 08164751), as an Independent Director of the Company for the second term.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,848,407	7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0.0000	0
Public- institutions	E-Voting	282,590	282,590	100.0000	282,590	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		282,590	100	282,590	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	6,397,416	313,150	4.8949	312,432	718	99.7707	0.2293	0	590
	E-Voting (Insta Poll)		101,110	1.5805	101,110	0	100.0000	0.0000	0	2
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		414,260	6.4754	413,542	718	99.8267	0.1733	0.1733	0
Total	14,528,413	8,545,174	58.8170	8,544,456	718	99.9916	0.0084	0	592	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mr. Premal Mehta (DIN: 00090389), as an Independent Director of the Company for the second term.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,848,407	7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	282,590	282,590	100.0000	282,590	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		282,590	100	282,590	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	6,397,416	313,150	4.8949	312,432	718	99.7707	0.2293	0	590
	E-Voting (Insta Poll)		101,110	1.5805	101,110	0	100.0000	0.0000	0	2
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		414,260	6.4754	413,542	718	99.8267	0.1733	0.1733	0
Total	14,528,413	8,545,174	58.8170	8,544,456	718	99.9916	0.0084	0	592	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL with majority of more than 90% of the voting shareholders voted in the favour of the resolution - Variation in the terms of the contract or objects of the Issue.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,848,407	7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,848,324	99.9989	7,848,324	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	282,590	282,590	100.0000	282,590	0	100.0000	0.0000	0	0
	E-Voting (Insta Poll)		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		282,590	100	282,590	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	6,397,416	312,900	4.8910	312,652	248	99.9207	0.0793	0	840
	E-Voting (Insta Poll)		101,110	1.5805	101,110	0	100.0000	0.0000	0	2
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		414,010	6.4715	413,762	248	99.9401	0.0599	0.0599	0
Total	14,528,413	8,544,924	58.8153	8,544,676	248	99.9971	0.0029	0	842	



VKMG

& Associates LLP
Company Secretaries

Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the 8th Annual General Meeting (AGM) of XELPMOC DESIGN AND TECH LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended.)

To,
The Chairman
XELPMOC DESIGN AND TECH LIMITED
CIN: L72200KA2015PLC082873
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560 034

Sub: 8th Annual General Meeting ("**AGM**") of the members of **XELPMOC DESIGN AND TECH LIMITED (the "Company")** held on Saturday, September 30, 2023, at 11.00 a.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**").

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on August 12, 2023, I, have been appointed as a Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**"), on the resolutions contained in the notice of AGM dated August 12, 2023 ("**Notice**"), calling the 8th AGM of the members of Company on Saturday, September 30, 2023, at 11.00 a.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**").

The management of the Company is responsible to ensure compliance with the requirements of applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and General Circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') and SEBI Circular relating to issuance of notice and e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

The AGM was convened on Saturday, September 30, 2023, at 11.00 a.m. IST through VC / OAVM. The deemed venue for the Meeting was the Registered Office of the Company.

Pursuant to provisions of Sections 101 and 136 of the Act and rules made thereunder and Regulation 36 of Listing regulations and in terms of MCA Circulars and SEBI Circular, the Notice of AGM including procedure and instructions for e-voting and Annual Report for FY 2022-2023 was sent through electronic mode to equity shareholders whose email address is registered with the Company / Registrar & Transfer Agent of the Company, KFin Technologies Limited ("**KFinTech**") / National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") / Depository Participants.

The Notice of the AGM and Annual Report were placed on the website of the Company, <https://www.xelpmoc.in/> and on websites of the stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**"), i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and the same were also made available on the website of KFin Technologies Limited (KFinTech) (Registrar & Transfer Agent and e-voting agency) at <https://evoting.kfintech.com>.

LLPIN: AAN-5436

105/108, Lotus Business Park, Ram Baug Lane, Off S V Road, Malad (West), Mumbai - 400064.

+91-22-4601 1261 team@vkmg.in



The Company also published Newspaper advertisements of Notice of the AGM on September 1, 2023, and September 8, 2023 i.e. before and after the sending of said Notice, in newspapers namely "The Economic Times" and "Financial Express (English Newspapers)", respectively, and "Kannada Prabha" (Kannada language newspaper).

My responsibility as Scrutinizer is to scrutinize the process of remote e-voting before the AGM and e-voting (Insta Poll) at the AGM in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech authorized under the Act and engaged by the Company to provide e-voting facility and attendant papers and other relevant documents furnished to me electronically by the Company and / or KFinTech for my verification. Accordingly, I hereby submit my report as under:

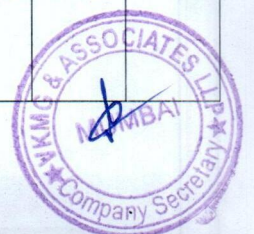
1. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Saturday, September 23, 2023, were entitled to vote either by remote e-voting or e-voting (Insta Poll) at the AGM, on the resolutions (Item nos. 1 to 7 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting commenced on Tuesday, September 26, 2023, at 9.00 a.m. (IST) and ended on Friday, September 29, 2023, at 5.00 p.m. (IST). The remote e-voting module was disabled by KFinTech upon expiry of this period.
3. The facility for voting was also available at the AGM through e-voting (Insta Poll) for those Members who attended the AGM and had not already cast their vote through the remote e-voting facility.
4. The votes cast during the remote e-voting and votes cast at the meeting (Insta poll) were unblocked on September 30, 2023, after the conclusion of the AGM and was witnessed by two witnesses, Mr. Sushant Nate and Mr. Arya Kondalkar, who are not in the employment of the Company.
5. The e-votes were reconciled with the records maintained by the Company / KFinTech and the authorizations lodged with the Company / KFinTech on test check basis.
6. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of KFinTech i.e. <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, the voting results are reported.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting (Insta Poll), based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:

Res No.	Particulars of Resolutions	Mode	Total No. of Mem bers	Total Votes available for voting	Total Valid Votes	Favour			Against			Abstained and Less Votes		
						No. of Mem bers	No. of Votes	% of total Valid Votes	No. of Mem bers	No. of Votes	% of total Valid Votes	No. of Mem bers	No. of Abstai ned Votes	No. of Less Votes
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of	Remote e-voting	58	8444654	8444064	53	8443816	99.9971	4	248	0.0029	1	590	0
		E-voting (Insta Poll)	14	101112	101110	12	101110	100.0000	0	0	0.0000	2	0	0



	the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)	Total	72	8545766	8545174	65	8544926	99.9971	4	248	0.0029	3	592	0
2.	Appointment of a Director in place of Mr. Srinivas Koorra (DIN: 07227584), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment (Ordinary Resolution)	Remote e-voting	58	8444654	8444064	51	8443596	99.9945	6	468	0.0055	1	590	0
		E-voting (Insta Poll)	14	101112	101110	11	41110	40.6587	1	60000	59.3413	2	2	0
		Total	72	8545766	8545174	62	8484706	99.2924	7	60468	0.7076	3	592	0
3.	Re-appointment of M/s. JHS & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company (Ordinary Resolution)	Remote e-voting	58	8444654	8444064	52	8443616	99.9947	5	448	0.0053	1	590	0
		E-voting (Insta Poll)	14	101112	101110	11	41110	40.6587	1	60000	59.3413	2	2	0
		Total	72	8545766	8545174	63	8484726	99.2926	6	60448	0.7074	3	592	0
4.	Approval for annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director (Special Resolution)	Remote e-voting	58	8444654	8444064	50	8443346	99.9915	7	718	0.0085	1	590	0
		E-voting (Insta Poll)	14	101112	101110	12	101110	100.0000	0	0	0.0000	2	2	0
		Total	72	8545766	8545174	62	8544456	99.9916	7	718	0.0084	3	592	0
5.	Re-appointment of Mr. Tushar Trivedi (DIN: 08164751), as an Independent Director for the second term (Special Resolution)	Remote e-voting	58	8444654	8444064	50	8443346	99.9915	7	718	0.0085	1	590	0
		E-voting (Insta Poll)	14	101112	101110	12	101110	100.0000	0	0	0.0000	2	2	0
		Total	72	8545766	8545174	62	8544456	99.9916	7	718	0.0084	3	592	0
6.	Re-appointment of Mr. Premal Mehta (DIN: 00090389), as an Independent Director of the Company (Special Resolution)	Remote e-voting	58	8444654	8444064	50	8443346	99.9915	7	718	0.0085	1	590	0
		E-voting (Insta Poll)	14	101112	101110	12	101110	100.0000	0	0	0.0000	2	2	0
		Total	72	8545766	8545174	62	8544456	99.9916	7	718	0.0084	3	592	0



7.	Variation in the terms of the contract or objects of the Issue (Special Resolution with majority of more than 90% of the voting shareholders voted in the favor of the resolution)	Remote e-voting	58	8444654	8443814	52	8443566	99.9971	4	248	0.0029	2	840	0
		E-voting (Insta Poll)	14	101112	101110	12	101110	100.0000	0	0	0.0000	2	2	0
		Total	72	8545766	8544924	64	8544676	99.9971	4	248	0.0029	4	842	0

All the resolutions put to vote at the AGM stand passed, under remote e-voting along with voting through e-voting (Insta Poll) at the AGM, with the requisite majority and shall be deemed to have been passed on the date of the AGM.

I hereby confirm that I am maintaining the register and records which are required to be maintained under Rule 20 of the Companies (Management and Administration) Rules, 2014 received from the KFinTech, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the AGM by the Equity Shareholders of the Company and will be handed over to Mrs. Vaishali Kondbhar, Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM. According to my observations, the process of remote e-voting and e-voting through Insta Poll at the AGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300



[Signature]
Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021

Date: 30-09-2023
Place: Mumbai
UDIN: A043802E001141008

Witness 1: Mr. Sushant Nate

Witness 2: Mr. Arya Kondalkar

Signature: *[Signature]*
Mrs. Vaishali Kondbhar,
Company Secretary and Compliance Officer
(Authorised by Mr. Tushar Trivedi, Chairman of the AGM)